FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of our Company

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands on April 11, 2018. As of the Latest Practicable Date, the authorized share capital of our Company was US$50,000 Shares with par value of US$0.0001 each.

Our registered office address is at Vistra (Cayman) Limited, P. O. Box 31119 Grand Pavilion, Hibiscus Way, 802 West Bay Road, Grand Cayman, KY1 – 1205 Cayman Islands. Accordingly, our Company's corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of the relevant laws and regulations of Cayman Islands and of the Memorandum and Articles of Association is set out in the section headed "Summary of the Constitution of the Company and the Company Laws of the Cayman Islands" in Appendix III to this document.

Our Company has established a place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Ms. Wing Tsz Tam (譚詠子) has been appointed as our authorized representative for acceptance of service of process and notices in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

Changes in the Share Capital of the Company

Save as disclosed in "History, Reorganization 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.

Changes in the Share Capital of Our Subsidiaries

Details of our subsidiaries are set out in "History, Reorganization and Corporate Structure – Our Subsidiaries" and Note 1 to the Accountants' Report as set out in Appendix I to this document.

Save as disclosed below, there has been no alteration in the registered capital of our subsidiaries within two years immediately preceding the date of this document.

On November 15, 2024, Beijing Kaituo Xianqu Technology Co., Ltd. (北京開拓先驅科技有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB1,000,000.

On December 5, 2024, Nanning Taocheche Automobile Sales Co., Ltd. (南寧淘車車汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,000,000.

On May 21, 2025, Shenzhen Haoche Kuku Automobile Import and Export Co., Ltd. (深圳市好車酷酷汽車進出口有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB500,000.

On June 16, 2025, Tianjin Haoche Kuku Automobile Import and Export Co., Ltd. (天津好車酷酷汽車進出口有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,000,000.

On July 8, 2025, Suzhou Taocheche Automobile Sales Co., Ltd. (蘇州淘車車汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,000,000.

On July 21, 2025, Qingdao Chetaotao Automobile Sales Co., Ltd. (青島車淘淘汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,000,000.

On August 5, 2025, Guangzhou Chetaotao Automobile Sales Co., Ltd. (廣州車淘淘汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB3,360,500.

On August 14, 2025, TAOCARS MOTORS CI CO, LTD was incorporated as a limited company in the Republic of Côte d'Ivoire with the registered capital of CFA Franc1,000,000.

On September 9, 2025, Hangzhou Taocheche Automobile Sales Co., Ltd. (杭州淘車車汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,903,349.6.

On September 18, 2025, the registered share capital of Haoche Shuaishuai was increased from RMB473,839,000 to RMB484,985,900.

On October 30, 2025, Taocars Automobile Harbour Trading FZE was incorporated as a limited liability company in Dubai, with the registered capital of AED100,000.

On November 19, 2025, Haikou Chetaotao Automobile Sales Co., Ltd. (海口車淘淘汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB2,000,000.

On December 15, 2025, Anji Chetaotao Automobile Sales Co., Ltd. (安吉車淘淘汽車銷售有限公司) was incorporated as a limited liability company in the PRC, with the registered capital of RMB10,000,000.

On January 21, 2026, Tao Cars Pty Ltd was incorporated as a limited company in Australia with the registered capital of US$100.

On February 26, 2026, TAOCARS AUTOMOBILE LTD was incorporated as a limited company in the Republic of Ghana with the registered capital of Ghanaian Cedi1,000,000.

On March 25, 2026, the registered share capital of Chetaotao was decreased from RMB100,000,000 to RMB90,000,000.

On March 31, 2026, the registered share capital of Chetaotao was increased from RMB90,000,000 to RMB100,000,000.

Resolutions of the Shareholders of Our Company

Written resolutions of our Shareholders were passed on [●], 2026, pursuant to which, among others:

(a) the Memorandum and Articles of Association were approved and adopted conditional upon [**REDACTED**];

(b) all Preferred Shares will be converted into Ordinary Shares on a one-to-one basis by way of re-designation and re-classification immediately before the [**REDACTED**];

(c) with effect on the date of these resolutions, each ordinary Share (whether issued or unissued) in the then authorized share capital of the Company with a par value of US$0.0001 each will be subdivided into [**REDACTED**] Shares with a par value of US$[**REDACTED**] each, such that immediately following the Share Subdivision, the authorized share capital of the Company is US$50,000 divided into [**REDACTED**] Shares with a par value of US$[**REDACTED**] each;

(d) conditional upon all the conditions set out in "Structure of the [**REDACTED**] –Conditions of the [**REDACTED**]" being fulfilled:

i. the [**REDACTED**], the [**REDACTED**] and the [**REDACTED**] were approved and the Board (or any committee thereof established by the Board pursuant to the Articles of Association) was authorized to make or effect such modifications as it thinks fit;

ii. the Board (or any committee thereof established by the Board pursuant to the Articles of Association) was authorized to allot, issue and approve the transfer of such number of Shares in connection with the [**REDACTED**]; and

iii. the Board (or any committee thereof established by the Board pursuant to the Articles of Association) was authorized to agree to the price per [**REDACTED**] with the [**REDACTED**].

(e) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to allot, issue and deal with Shares (including the sale and/or transfer of treasury shares), and to make or grant offers or agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted, issued, transferred or dealt with, otherwise than pursuant to the [**REDACTED**] or pursuant to a right issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association, Shares not exceed 20% of the number of the Shares in issue (excluding treasury shares) immediately following completion of the [**REDACTED**], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest;

(f) a general unconditional mandate was given to the Directors authorizing them to exercise all the powers of our Company to repurchase our own Shares on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be [**REDACTED**] and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the number of the Shares in issue (excluding treasury shares) immediately following the completion of the [**REDACTED**], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles of Association or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever occurs first; and

(g) the general mandate mentioned in paragraph (e) above be extended by the addition to the number of the Shares which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the number of Shares repurchased by our Company pursuant to the mandate to repurchase shares referred to in paragraph (f) above.

Explanatory statement on repurchase 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 own 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 a written Shareholder's resolution of our Company dated [●], 2026, a general unconditional mandate (the "**Repurchase Mandate**") was given to the Directors authorizing any repurchase by our Company of 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 treasury shares) immediately following the completion of and the [**REDACTED**] but excluding any 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 of Association and the applicable laws of Hong Kong. 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 [**REDACTED**] rules of the Stock Exchange.

(iii) [**REDACTED**] *restrictions*

The total number of Shares which our Company may repurchase is up to 10% of the total number of our Shares in issue (excluding treasury shares) immediately after the completion of the Share Subdivision and the [**REDACTED**] (but not taking into account any Shares which may be issued pursuant to the exercise of the [**REDACTED**]). Our Company may not issue or announce a proposed issue of Shares or a sale or transfer of any treasury shares for a period of 30 days immediately following a repurchase of Shares without the prior approval of the Stock Exchange. Our Company is also prohibited from repurchasing Shares on the Stock Exchange if the repurchase would result in the number of [**REDACTED**] 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 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 [**REDACTED**] days on which its shares were [**REDACTED**] on the Stock Exchange.

(iv) Status of repurchased Shares

All repurchased Shares (whether effected on the Stock Exchange or otherwise) will be automatically [**REDACTED**] and the certificates for those Shares must be cancelled and destroyed unless such repurchased Shares are to be held by our Company as treasury shares as approved by the Directors. Under the laws of the Cayman Islands, unless the Directors of the Company resolve to hold the Shares repurchased by the Company as treasury shares prior to the purchase, Shares repurchased by the Company shall be treated as cancelled and the amount of the Company's issued share capital shall be diminished by the nominal value of those Shares. However, the repurchase of Shares will not be taken as reducing the amount of the authorised share capital under Cayman law.

In the future, the Company will publish announcements (including, with limitation, any relevant next day disclosure return) which shall identify, amongst others, the number of repurchased Shares that are to be held in treasury or cancelled upon settlement of such repurchase, and where applicable, the reasons for any deviation from the intention statement previously disclosed. The [**REDACTED**] of all Shares which are held as treasury shares shall be retained. The Company shall ensure that treasury shares are appropriately identified and segregated.

For any treasury shares of the Company deposited with [**REDACTED**] pending resale on the Stock Exchange, the Company will ensure that it does not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the relevant laws if those Shares were registered in the Company's own name as treasury shares by, upon approval by the Board, implementing the below measures, which include but are not limited to:

i. procuring its broker not to give any instructions to [**REDACTED**] to vote at general meetings for the treasury shares deposited with [**REDACTED**]; and

ii. in the case of dividends or distributions (if any and where applicable), withdrawing the treasury shares from [**REDACTED**], and either re-registering them in their own name as treasury shares or cancel them, in each case before the relevant record date for the dividends or distributions.

(v) Suspension of repurchase

Pursuant to the Listing Rules, our Company may not make any repurchases of 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 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 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 Shares on the Stock Exchange unless the circumstances are exceptional.

(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 [**REDACTED**] 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 the 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 analysis 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) Connected parties

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 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 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 of Association, 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.

The exercise in full of the Repurchase Mandate, on the basis of [**REDACTED**] Shares in issue immediately following the completion of the Share Subdivision and the [**REDACTED**] (but not taking into account any Shares which may be issued pursuant to the exercise of the [**REDACTED**]), could accordingly result in [**REDACTED**] Shares being repurchased by our Company during the period prior to the earliest occurrence of (1) the conclusion of the next annual general meeting of our Company; (2) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association or any applicable laws of Hong Kong to be held; or (3) the revocation or variation of the repurchase mandate by an ordinary resolution of the Shareholders in general meeting (the "**Relevant Period**").

(d) General

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 to the Stock Exchange 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 of Hong Kong. Our Company have not repurchased any Shares since our incorporation.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (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, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% of our Shares then in issue or such other minimum percentage prescribed by the Stock Exchange could only be implemented with the approval of the Stock Exchange 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 given other than in exceptional circumstances.

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

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

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

(a) [**REDACTED**].

Intellectual Property Rights

Trademarks

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

No.	Trademark	Registration number	Registered owner	Place of registration	Class	Expiry date
1.		36229883A	Haoche Kuku Tianjin	PRC	9	October 27, 2029
2.		36230004	Haoche Kuku Tianjin	PRC	35	October 27, 2029
3.		36233678A	Haoche Kuku Tianjin	PRC	42	October 27, 2029

No.	Trademark	Registration number	Registered owner	Place of registration	Class	Expiry date
4.		36227799	Haoche Kuku Tianjin	PRC	12	January 13, 2029
5.	淘车车	25276413	Taoche Technology	PRC	9	April 20, 2031
6.	淘车车	25276418	Taoche Technology	PRC	42	January 13, 2029
7.	淘车车	25276415	Taoche Technology	PRC	35	April 20, 2031
8.	淘车车	25276414	Taoche Technology	PRC	12	April 20, 2031
9.	Taocheche	73560130	Taoche Technology	PRC	9	February 13, 2034
10.	Taocheche	73570722	Taoche Technology	PRC	35	February 13, 2034
11.	Taocheche	73548685	Taoche Technology	PRC	42	February 13, 2034
12.	Taocheche	73553079	Taoche Technology	PRC	12	February 13, 2034
13.	Taocheche	75192076	Taoche Technology	PRC	9	July 13, 2034
14.	Taocheche	75199413	Taoche Technology	PRC	42	July 13, 2034
15.	Taocheche	75197408	Taoche Technology	PRC	12	June 6, 2034
16.	Taocars	73551231	Taoche Technology	PRC	9	April 20, 2034

Patents

(a) Registered Patents

As of the Latest Practicable Date, we did not own any registered patents which we considered to be material to our business.

(b) Patents under Application

As of the Latest Practicable Date, we have applied for the following patent applications which we considered to be material to our business:

No.	Patent name	Applicant	Application number	Place of registration	Patent type	Application/ Publication date
1.	Dynamic Grading Method and System for Transaction Probability Prediction Based on User Behavior Data (基於使用者行為資料的成交預測概率動態分級方法及系統)	Taoche Technology	2026100309249	PRC	Invention	January 12, 2026
2.	Multi-Dimensional Vehicle Image Quality Inspection and Review Method and System (一種多維度的車輛圖片質檢審核方法及系統)	Taoche Technology	202511832334X	PRC	Invention	December 8, 2025
3.	Method and Product for Assessing the Reasonableness of Used Car Prices (一種二手車價格合理性判斷方法和產品)	Taoche Technology	2025118776513	PRC	Invention	December 12, 2025
4.	Invention Patent for a Dynamic Grading Method System of Transaction Probability Prediction Based on User Behavior Data (基於用戶行為數據的成交預測概率動態分級方法系統發明專利)	Taoche Technology	2026011200562010	PRC	Invention	January 12, 2026
5.	Method for Constructing Intelligent Customer Service Model in the Used Car Field and Intelligent Customer Service Robot (一種應用於二手車領域的智慧客服模型構建方法及智慧客服機器人)	Taoche Technology	2025118788277	PRC	Invention	December 12, 2025
6.	Dialogue Processing Method and Device for Vehicle Transactions (一種用於車輛交易的對話處理方法及裝置)	Taoche Technology	2026100309287	PRC	Invention	January 12, 2026

No.	Patent name	Applicant	Application number	Place of registration	Patent type	Application/ Publication date
7.	Dynamic Pricing Method and System for Used Cars Based on Revenue Management and Survival Analysis (基於收益管理與生存分析的二手車動態定價方法及系統)	Haoche Shuaishuai	2026100499046	PRC	Invention	January 15, 2026
8.	Vehicle Appearance Panorama Collection and Display Method and System (一種車輛外觀全景採集與展示方法及系統)	Haoche Shuaishuai	2026100499224	PRC	Invention	January 15, 2026
9.	Training Method and Device for Comprehensive Profitability Evaluation Model of Used Cars (一種二手車綜合盈利能力評估模型的訓練方法及裝置)	Haoche Shuaishuai	2026100995671	PRC	Invention	January 26, 2026
10.	Multi-Modal Fusion Search Method and System Based on Vector Semantic Enhancement (一種基於向量語義增強的多模融合搜索方法及系統)	Haoche Shuaishuai	202610049897X	PRC	Invention	January 26, 2026
11.	Automatic Generation Method and System for Vehicle Introduction Videos (一種車輛介紹影片的自動生成方法及系統)	Haoche Shuaishuai	2026101483929	PRC	Invention	February 3, 2026
12.	Automatic Generation Method for Used Car Copywriting (一種二手車文案生成方法)	Haoche Shuaishuai	2026101481764	PRC	Invention	February 3, 2026
13.	Multi-Language Adaptation Method for Used Car Web Applications Oriented to Overseas Users (一種面向海外用戶的二手車Web應用多語言適配方法)	Haoche Shuaishuai	2026101655323	PRC	Invention	February 5, 2026
14.	Training Method and Device for Used Car Price Evaluation Model Based on Deep Learning (一種基於深度學習的二手車價格評估模型訓練方法及裝置)	Taoche Technology	202610030925	PRC	Invention	January 12, 2026

Copyrights

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

No.	Copyright name	Owner	Copyright number	Place of registration	Issue date
1.	Taocheche App (Android) V8.9.14 (淘車車APP (Android版)V8.9.14)	Taoche Technology	2025SR0647179	PRC	April 21, 2025
2.	Taocheche App (iOS) V8.9.14 (淘車車APP (iOS版) V8.9.14)	Taoche Technology	2025SR0647122	PRC	April 21, 2025
3.	Taoche Partner App (Android) V1.7.5 (淘車夥伴APP (Android版)V1.7.5)	Taoche Technology	2025SR0647113	PRC	April 21, 2025
4.	Taoche Partner App (iOS) V1.7.5 (淘車夥伴APP (iOS版)V1.7.5)	Taoche Technology	2025SR0646850	PRC	April 21, 2025
5.	New Media Management System V1.0.0 (新媒體管理系統V1.0.0)	Taoche Technology	2025SR0646824	PRC	April 21, 2025
6.	Taoche Inspection App (Android) V4.1.6 (淘車檢App (Android版) V4.1.6)	Taoche Technology	2024SR0025161	PRC	January 4, 2024
7.	Xiaomada App (Android) V3.0.3 (小馬達App (Android版) V3.0.3)	Taoche Technology	2024SR0020776	PRC	January 3, 2024
8.	Wholesale Business Tongtianxiao Big Data System V1.0 (批售業務通天曉大資料系統V1.0)	Haoche Shuaishuai	2023SR0522663	PRC	May 8, 2023
9.	Store Business Tongtianxiao Big Data System V1.0 (門店業務通天曉大資料系統V1.0)	Haoche Shuaishuai	2023SR0522664	PRC	May 8, 2023

Domain Name

As of the Latest Practicable Date, we had registered the following internet domain name which we considered to be material to our business:

No.	Domain name	Owner
1.	taocheche.com.cn	Haoche Shuaishuai
2.	taocars.com	Taoche Technology

FURTHER INFORMATION ABOUT THE DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Particulars of Directors' Service Contracts and Appointment Letters

(a) Executive Director

Our executive Director [has] entered into a service contract with us. The initial term of his service contract shall be [three] years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract.

(b) Non-executive Director

Our non-executive Director [has] entered into a service contract with us. The initial term of his service contract shall be [three] years commencing from the date of his appointment until terminated in accordance with the terms and conditions of the service contract.

(c) Independent non-executive Directors

Each of our independent non-executive Directors [has] entered into an appointment letter with us effective from the [**REDACTED**]. The initial term of their appointment letters shall be [three] years commencing from the date of their appointment or until the third annual general meeting of our Company after the [**REDACTED**], whichever is earlier (subject always to re-election as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter.

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 employer within one year without the payment of compensation (other than statutory compensation).

Remuneration of Directors

Save as disclosed in "Directors and Senior Management" and note 8 to the Accountants' Report set out in Appendix I to this document, for the three years ended December 31, 2025, none of our Directors received other remunerations or benefits in kind from us.

Disclosure of Interests

Interests of the Directors and Chief Executive of the Company and its associated corporations

Save as disclosed below and in "Substantial Shareholders" in this document immediately following the completion of the Share Subdivision and the [**REDACTED**] (assuming no exercise of the [**REDACTED**]), so far as the Directors are aware, none of the Directors, or chief executive of the Company will have any interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of the Company or our associated corporation within the meaning of Part XV of the SFO) which will be required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to the Company and the Stock Exchange, once the Shares are [**REDACTED**] on the Stock Exchange.

1. Interest in the Shares of the Company

Name	Position	Nature of interest	Number and description of Shares held[(1)]	Approximate percentage of shareholding of Shares after the Share Subdivision and the [REDACTED][(1)]
Mr. Jiang	Executive Director and chief executive officer	Interest in controlled corporation[(2)]	[REDACTED] Shares	[REDACTED]%
		Interest of a party to an agreement regarding interest in the Company[(3)]	[REDACTED] Shares	[REDACTED]%
Mr. Xinyu Pu . . .	Executive Director and chief financial officer	Interest in controlled corporation[(4)]	[REDACTED] Shares	[REDACTED]%
Mr. Rodney Tsang	Non-executive Director	Beneficial interest	[REDACTED] Shares	[REDACTED]%
Mr. Zhifeng Jia . .	Non-executive Director	Interest in controlled corporation[(5)]	[REDACTED] Shares	[REDACTED]%

(1) The calculation is based on the assumption that the Share Subdivision is completed, the [**REDACTED**] is not exercised. Options to subscribe for Shares granted to our Directors and chief executive under Pre-[**REDACTED**] Share Incentive Scheme are not included above. For details, see "— Pre-[**REDACTED**] Share Incentive Scheme" below.

(2) As of the Latest Practicable Date, East Success Ventures Limited, was wholly owned by Mr. Jiang. As a result, Mr. Jiang is deemed to be interested in the 3,257,246 Shares held by East Success Ventures Limited under the SFO. In addition, East Success Ventures Limited is the general partner of VehiclePro. As a result, Mr. Jiang is deemed to be interested in the 957,427 Shares held by VehiclePro LP under the SFO.

(3) Mr. Jiang will be entitled to exercise the voting rights attached to 9,697,019 Shares of the Company held by Yixin pursuant to the Proxy Arrangement. For details, see "History, Reorganization and Corporate Structure — Proxy Arrangement."

(4) As of the Latest Practicable Date, East Rising Stars Limited, was wholly owned by Mr. Xinyu Pu. As a result, Mr. Xinyu Pu is deemed to be interested in the 322,237 Shares held by East Rising Stars Limited under the SFO.

(5) As of the Latest Practicable Date, Pinnacle Legacy Limited, was wholly owned by Mr. Zhifeng Jia. As a result, Mr. Zhifeng Jia is deemed to be interested in the 322,237 Shares held by Pinnacle Legacy Limited under the SFO

2. Interest in associated corporations

Our Directors are not interested in the Shares of any associated corporation of our Company.

Interests of substantial Shareholders

Save as disclosed below and in "Substantial Shareholders" in this document, the Directors are not aware of any other person (other than the Directors or chief executive of the Company) who will, immediately following the completion of the Share Subdivision and the [**REDACTED**] (assuming no exercise of the [**REDACTED**] and all Preferred Shares have been converted into Ordinary Shares on a one-to-one basis), have an interest and/or short position in the Shares or underlying Shares which would fall to be disclosed to the Company 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 nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group.

Name of the Subsidiary	Name of the Shareholder	Approximate Percentage of Interest in the Subsidiary
Shenyang Letaoche Automobile Sales Co., Ltd. (瀋陽樂淘車汽車銷售有限公司)	Shenyang Heyishunda Communication Technology Service Center (Limited Partnership) (瀋陽和易順達通訊技術服務中心(有限合夥))	20.9%
Zhengzhou Taotaoyue Automobile Sales Co., Ltd. (鄭州淘淘悅汽車銷售有限公司)	Henan Huiyong Automobile Service Co., Ltd. (河南匯永汽車服務有限公司)	30%
Dongguan Letaoche Automobile Sales and Service Co., Ltd. (東莞樂淘車汽車銷售服務有限公司)	Guangdong Dahua Shengshi Investment (Group) Co., Ltd. (廣東大華盛世投資(集團)有限公司)	49%
Shandong Letaoche Automobile Sales Co., Ltd. (山東樂淘車汽車銷售有限公司)	Shandong Sutong Automobile Leasing Co., Ltd. (山東速通汽車租賃有限公司)	35%
Dalian Letaoche Automobile Sales Co., Ltd. (大連樂淘車汽車銷售有限公司)	Dalian Juying Automobile Service Co., Ltd. (大連聚盈汽車服務有限公司)	19.6%
Shanghai Taoyuejia Technology Co., Ltd. (上海淘悅駕科技有限公司)	Shanghai Huimaiche Information Technology Co., Ltd. (上海慧邁車信息技術有限公司)	35%
Haoche Kuku Automobile Service (Xiamen) Co., Ltd. (好車酷酷汽車服務(廈門)有限公司)	Xiamen Taotaoche Automobile Service Co., Ltd. (廈門淘淘車汽車服務有限公司)	49%
Wuhan Chetaotao E-commerce Co., Ltd. (武漢車淘淘電子商務有限公司)	Wuhan Huichen Technology Co., Ltd. (武漢輝宸科技有限公司)	49%
Taoche (Guangzhou) Automobile Sales Co., Ltd. (淘車(廣州)汽車銷售有限公司)	Guangdong Dahua Shengshi Investment (Group) Co., Ltd. (廣東大華盛世投資(集團)有限公司)	49%
Shangqiu Taocheche Automobile Sales Co., Ltd. (商丘淘車車汽車銷售有限公司)	Henan Huiyong Automobile Service Co., Ltd. (河南匯永汽車服務有限公司)	30%
Beijing Taocheyue E-commerce Co., Ltd. (北京淘車悅電子商務有限公司)	Huo Yingzhe (霍英哲)	49%
Harbin Chetaotao E-commerce Co., Ltd. (哈爾濱車淘淘電子商務有限公司)	Wu Changsheng (吳長生)	40%
Urumqi Chetaotao E-commerce Co., Ltd. (烏魯木齊車淘淘電子商務有限公司)	Deng Na (鄧娜)	35%
Yinchuan Taotaoyue E-commerce Co., Ltd. (銀川淘淘悅電子商務有限公司)	Wang Xiaoling (王曉玲)	49%
Xiangyang Chetaotao E-commerce Co., Ltd. (襄陽車淘淘電子商務有限公司)	Xiangyang Chemeng Automobile Sales Co., Ltd. (襄陽車盟汽車銷售有限公司)	49%
Shenyang Chetaotao E-commerce Co., Ltd. (瀋陽車淘淘電子商務有限公司)	Shenyang Heyishunda Communication Technology Service Center (Limited Partnership) (瀋陽和易順達通訊技術服務中心(有限合夥))	49%
Urumqi Taocheche Automobile Sales Co., Ltd. (烏魯木齊淘車車汽車銷售有限公司)	Deng Na (鄧娜)	35%
Guangzhou Chetaotao Automobile Sales Co., Ltd. (廣州車淘淘汽車銷售有限公司)	Shenzhen Hupeng Technology Co., Ltd. (深圳市滬鵬科技有限公司)	49%
Hangzhou Taocheche Automobile Sales Co., Ltd. (杭州淘車車汽車銷售有限公司)	Hangzhou Qingyu Cultural Development Co., Ltd. (杭州青育文化發展有限公司)	49%

Agency Fees or Commissions Received

The [**REDACTED**] will receive an [**REDACTED**] as referred to in the section headed "[**REDACTED**]."

Save as disclosed in this document, none of the Directors or any of the persons whose names are listed under the section headed "– Other Information – Qualifications of Experts" below had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

Disclaimers

Save as disclosed in this document:

(a) none of the Directors nor any of the experts referred to in "Qualifications of Experts" below has any direct or indirect interest in the promotion of, 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, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.

(b) none of the Directors nor any of the experts referred to "Qualifications of Experts" below is (i) materially interested in any contract or arrangement subsisting at the date of this document which is interested legally or beneficially in any shares in any member of the Group; (ii) is interested legally or beneficially in any of our Shares or any shares of any of our subsidiaries, or (iii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group; and

(c) none of the Directors or their respective close associates or the Shareholders who to the knowledge of the Directors are interested in more than 5% of our issued share capital has any interest in our top five customers or suppliers during the Track Record Period.

PRE-[REDACTED] SHARE INCENTIVE SCHEME

We adopt our Pre-[**REDACTED**] Share Incentive Scheme on July 16, 2018, as further amended on August 19, 2025. The following is a summary of the principal terms of the Pre-[**REDACTED**] Share Incentive Scheme. Given no further share options will be granted under the Pre-[**REDACTED**] Share Incentive Scheme after the [**REDACTED**], the terms of the Pre-[**REDACTED**] Share Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules.

Purpose

The purpose of the Pre-[**REDACTED**] Share Incentive Scheme is to improve our Group's corporate governance structure and incentive mechanism and incentivize our Group's management and key employees to achieve a sustained and healthy development of our Group in order to realize our Group's long-term objectives.

Administrator

The Pre-[**REDACTED**] Share Incentive Scheme shall be subject to the administration of the Board and the decision of the Board shall be final and binding on all parties. The Board shall have the right to make decisions or determinations as it shall deem appropriate in the administration of the Pre-[**REDACTED**] Share Incentive Scheme, including but not limited to interpreting and amending of the provisions of the Pre-[**REDACTED**] Share Incentive Scheme, determining the eligible participants and adjusting the terms of any award granted.

Participants

Participants refer to any employee, officer, director, contractor, advisor or consultant of our Group who is notified by the Board by reason of their contribution to our Group.

Maximum number of Shares

The maximum number of Shares granted under the Pre-[**REDACTED**] Share Incentive Scheme shall not, subject to terms of the Pre-[**REDACTED**] Share Incentive Scheme, exceed 8,697,917 Ordinary Shares in the aggregate, which, as of the Latest Practicable Date, consist of the following:

(i) options granted by the Company to the management team to subscribe for an aggregate of 1,598,958 Ordinary Shares, and to core employees to subscribe for an aggregate of 873,525 Ordinary Shares; and

(ii) an aggregate of 6,225,434 shares underlying share awards granted by the Company which have been fully vested.

Grant of awards

An agreement to grant options under the Pre-[**REDACTED**] Share Incentive Scheme shall be entered into between the eligible participants (the "**Grantee**") and the Company (the "**Agreement**"), in such form as the Board may from time to time determine to require the Grantee to undertake to hold the award on the terms on which it is to be granted and to be bound by the provisions of the Pre-[**REDACTED**] Share Incentive Scheme. The date on which the awards are granted shall be the date determined by the Board and set forth in the Agreement, with the awards being granted with immediate effect.

Vesting schedule and conditions

The Vesting Schedule under the Pre-[**REDACTED**] Share Incentive Scheme shall be approved by the Board and set out in the Agreement. The vesting schedule varies determined on the type of Grantees as set out below:

(i) Type A: Management team

Unless otherwise approved by the Board and set forth in the Agreement, the total awards granted to the Grantee shall be subject to the conditions as follows:

(a) the Company's performance

Subject to the achievement of certain financial performance targets as set forth in the Pre-[**REDACTED**] Share Incentive Scheme and the Agreement, the applicable awards shall vest in tranches of 20%, 30%, and 30% in the vesting periods occurring in early 2027, early 2028, and early 2029, respectively. Any awards failing to vest due to a performance shortfall in a given period shall be carried forward and shall vest in a subsequent period to the extent cumulative performance covers such prior shortfall, all as further detailed in the Agreement.

(b) the [**REDACTED**] *and market capitalization*

An additional 20% of the awards shall vest in tranches upon the occurrence of certain corporate milestones, including the completion of the [**REDACTED**], the attainment of specified market capitalization thresholds, and inclusion in the Southbound Stock Connect scheme, in each case as set forth in the Agreement.

(c) Individual performance condition

All vesting remains subject to the Grantee's satisfaction of individual performance criteria as specified in the Agreement.

(ii) Type B: Core employees

The vesting commencement date shall be the date of grant if the Grantee has completed one year of service as of the grant date; otherwise, the commencement date shall be the date immediately following the first anniversary of the Grantee's commencement of service as set forth in the Agreement.

Awards shall vest in tranches based on the Grantee's length of service, with the specific vesting proportions and intervals to be determined in accordance with the terms set forth in the Agreement, which provide for different vesting cadences depending on whether the Grantee has completed three or more years of service or less than three years of service. All vesting remains subject to the Grantee's satisfaction of individual performance criteria as specified in the Agreement.

Any awards that remain unvested upon the expiry of the applicable vesting period due to failure to satisfy the vesting conditions shall be forfeited and the corresponding underlying shares shall be returned.

Exercise of awards

The awards shall be exercisable for a period of ten years from the date of grant, provided that no award may be exercised prior to the date that is six months following the completion of the [**REDACTED**]. The exercise price shall be approved by the Board and set out in the Agreement.

Outstanding awards

Among the Awards granted, as of the Latest Practicable Date, (i) 1,598,958 Shares had been issued to Horizon Way Holdings Limited and held on trust for the relevant Grantees; and (ii) 873,525 Shares had been issued to Carvia Holdings Limited and held on trust for the relevant Grantees. As of the Latest Practicable Date, options to subscribe for an aggregate of 2,472,483 Shares had been granted to 172 Grantees. Since Shares underlying share awards under the Pre-[**REDACTED**] Share Incentive Scheme have been issued to Horizon Way Holdings Limited and Carvia Holdings Limited, the issued and outstanding shareholding of the Shareholders immediately following the completion of the [**REDACTED**] will not be diluted.

Below is a list of our Directors, senior management, connected persons of our Company who are option Grantees under the Pre-[**REDACTED**] Share Incentive Scheme, as of the Latest Practicable Date:

Name of the grantee	Position in the Company	Date of grant	Address	Number of shares under options granted	Exercise price	Vesting period[1]	Approximate shareholding % of enlarged issued share capital of our Company immediately after completion of the Share Subdivision and the [REDACTED] (assuming that the [REDACTED] is not exercised)
Directors							
Dong Jiang (姜東)	Executive Director, chairman of the Board and chief executive officer	April 20, 2026	Room 3-3 Building 3, 7 Jinian East Lane, Xigang District, Dalian, Liaoning Province, PRC	647,984	US$0.0001	Type A	[**REDACTED**]%
Xinyu Pu (蒲新宇)	Executive Director and chief financial officer	April 20, 2026	Room 1615, Building 1, 7 Qingheying South Street, Chaoyang District, Beijing, PRC	117,840	US$0.0001	Type A	[**REDACTED**]%
Zhifeng Jia (賈志峰)	Non-executive Director	April 20, 2026	No. 1001, Yujing Garden, Houshayu, Shunyi District, Beijing, PRC	73,660	US$0.0001	Type A	[**REDACTED**]%
Senior Management							
Xuezhi Zhang (張學智)	Vice president and head of retail business	April 20, 2026	4-2-2, No. 61, Taoxian Street, Zhongshan District, Dalian, Liaoning Province, the PRC	73,660	US$0.0001	Type A	[**REDACTED**]%
Connected Person							
Senlin Yang (楊森林)	Former director of Chetaotao, Taoche Hulian and Taoche Technology, CEO of Taoche Technology	April 20, 2026	No. 18 North Wencui Road, Shenhe District, Shenyang, Liaoning Province, the PRC	36,846	US$0.0001	Type A	[**REDACTED**]%
Yingpeng Huo (霍英鵬)	General manager of Haoche Kuku Tianjin	April 20, 2026	Room 403, Building 1, East Xiangjiang Road, Hexi District, Tianjin, the PRC	36,846	US$0.0001	Type A	[**REDACTED**]%

Name of the grantee	Position in the Company	Date of grant	Address	Number of shares under options granted	Exercise price	Vesting period[1]	Approximate shareholding % of enlarged issued share capital of our Company immediately after completion of the Share Subdivision and the [REDACTED] (assuming that the [REDACTED] is not exercised)
Hongbo Li (李鴻波)	Former Director of Chetaotao	April 20, 2026	No. 57, Minqing First Road, Longhua New District, Shenzhen, Guangdong Province, the PRC	36,846	US$0.0001	Type A	**[REDACTED]**%
Wenqing Li (李文卿)	Former Director of Chetaotao	April 20, 2026	1-4-1, No. 93, Jinsan Street, Ganjingzi District, Dalian, Liaoning Province, the PRC	73,660	US$0.0001	Type A	**[REDACTED]**%
Yingzhe Huo (霍英哲)	Director of Taocars Automobile Harbour Trading FZE	April 20, 2026	Room 204, Building 16, Junhe Juntai, No. 53 Luobidong Road, Jiyang District, Sanya City, Hainan Province, PRC	22,265	US$0.0001	Type A & Type B	**[REDACTED]**%

Note:

(1) Type A refers to the vesting schedule as set out in the "Vesting schedule and conditions — Type A: Management team" in this section and Type B refers to the vesting schedule as set out in the "Vesting schedule and conditions — Type B: Core employees" in this section.

As of the Latest Practicable Date, our Company had granted options to subscribe for an aggregate of 1,352,876 Shares, representing [**REDACTED**]% of the issued Shares upon completion of the Share Subdivision and the [**REDACTED**], to 163 Grantees who are not Directors, senior management nor other connected persons of our Company. Details of the Options granted to the Grantees under the Pre-[**REDACTED**] Share Incentive Scheme as of the Latest Practicable Date are set out below:

Range of Shares underlying the outstanding Options granted under the Pre-[REDACTED] Share Incentive Scheme	Total number of grantees	Dates of grant	Exercise price	Vesting period	Number of Shares under options granted	Approximate percentage of the issued Shares immediately after completion of the Share Subdivision and the [REDACTED] (assuming that the [REDACTED] is not exercised)
1 to 9,999 Shares	128	April 20, 2026	US$0.0001	Type B	391,784	**[REDACTED]**%
10,000 to 19,999 Shares	10	April 20, 2026	US$0.0001	Type A and Type B	128,526	**[REDACTED]**%
20,000 to 29,999 Shares	18	April 20, 2026	US$0.0001	Type A and Type B	404,245	**[REDACTED]**%
30,000 to 39,999 Shares	4	August 19, 2025 and April 20, 2026	US$0.0001	Type A	147,384	**[REDACTED]**%
Above 40,000 Shares	3	April 20, 2026	US$0.0001	Type A and Type B	280,937	**[REDACTED]**%

OTHER INFORMATION

Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

Litigation

As of the Latest Practicable Date, no member of the Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and so far as the Directors are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of the Group.

Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive an aggregate of USD800,000 to act as the sponsor to the Company in connection with the [**REDACTED**].

Preliminary Expense

The Company did not incur any material preliminary expense.

Promoters

Our Company has no promoter for the purpose of the Listing Rules. 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 within the two years immediately preceding the date of this document.

Qualifications of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

Name	Qualification
Citigroup Global Markets Asia Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Haiwen & Partners	Legal advisor as to PRC laws and PRC data compliance laws
Harney Westwood & Riegels	Legal advisors to our Company as to Cayman Islands laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent Industry Consultant

Consents of Experts

Each of the experts referred to in "Qualification of Experts" above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its reports, letters or opinions (as the case may be) and the references to its name included herein in the form and context in which they are included.

Taxation of Holders of Shares

Hong Kong

The sale, purchase and transfer of Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. Profits from [**REDACTED**] in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

Cayman Islands

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfer of Shares.

Consultation with professional advisors

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of holding or disposing of or [**REDACTED**] in the Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the [**REDACTED**] can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their holding or disposal of or [**REDACTED**] in Shares or exercise of any rights attaching to them.

Binding Effect

This document shall have the effect, if any application is made pursuant hereto, 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 as far as applicable.

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). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.

Miscellaneous

Save as disclosed in this document:

(a) Within the two years immediately preceding the issue of this document:

i. no share or debenture of any member of our Group has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid up otherwise than in cash;

ii. no share or debenture of any member of our Group is under option or agreed conditionally or unconditionally to be put under option;

iii. no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group; and

iv. no commission has been paid or is payable for subscribing, agreeing to subscribe, procuring or agreeing to procure subscriptions for any shares in or debentures of our Company.

(b) There are no founder or management or deferred shares in our Company.

(c) We do not have any promoter. No cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoter within the two years immediately preceding the issue of this document.

(d) There is no restriction affecting the remittance of profits or repatriation of capital of our Company into Hong Kong from outside Hong Kong.

(e) There is no arrangement under which future dividends are waived or agreed to be waived.

(f) There are no contracts for the hire or hire purchase of plant to or by our Group for a period of over one year which are substantial in relation to our Group's business.

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

(h) No part of the equity or debt securities of our Company is listed or dealt in on any stock exchange, and no such listing or permission to deal on any stock exchange other than the Stock Exchange is being or is proposed to be sought.

(i) Our Company has no outstanding convertible debt securities or debentures.