## 1. FURTHER INFORMATION ABOUT OUR GROUP

### A. Incorporation

On 2 December 2003, the predecessor of our Company, Zhuhai Huacheng, was established as a limited liability company in the PRC. Our Company was established through the conversion of Zhuhai Huacheng from a limited liability company into a joint stock company on 6 April 2016. Our Company completed the listing of its shares on the NEEQ (stock code: 839031) on 15 August 2016. Our Company then voluntarily delisted from the NEEQ on 1 April 2026. Please refer to the paragraph headed "History, Development and Corporate Structure — Major Shareholding Changes Concerning our Company" in this document for further details.

Our registered address and principal place of business is at No. 27, Technology 6th Road, Innovation Coast, High-tech Zone, Zhuhai City, Guangdong Province, the PRC. We have established a place of business in Hong Kong at 40th Floor, Jardine House, 1 Connaught Place, Central, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●] 2026. Mr. Lo Chung Yeung Matthew (盧仲暘), our joint company secretary, is the authorised representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong under Part 16 of the Companies Ordinance. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in Appendices V and VI to this document, respectively.

### B. Changes in the Share Capital of our Company

On 27 April 2026, our then Shareholders resolved to subdivide each of our shares of nominal value of RMB1.00 each into 10 Shares of nominal value of RMB0.10 each, such that following such Share subdivision, the registered share capital of our Company became RMB44,015,999 divided into 440,159,990 Unlisted Shares of nominal value of RMB0.10 each, effective immediately from the date of passing of the relevant resolution at the Shareholders' meeting.

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

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

The following subsidiaries of our Company were incorporated within two years immediately preceding the date of this document:

| Name of subsidiary | Place of Incorporation | Date of Incorporation | Initial registered capital/ share capital |
|---|---|---|---|
| Huacheng Philippines | The Philippines | 4 August 2025 | PhP12,000,000 |
| Hefei Yongchu *(Note)* | PRC | 7 August 2025 | RMB100,000 |
| Xinjiang Zhida | PRC | 9 January 2026 | RMB10,000,000 |
| Hainan Huacheng | PRC | 11 March 2026 | RMB5,000,000 |

*Note:* Hefei Yongchu was in the process of deregistration as at the Latest Practicable Date.

Save as disclosed above, there had been no changes in the share capital of our subsidiaries within two years immediately preceding the date of this document.

## D. Resolutions Passed by Our Shareholders at General Meeting of Our Company in relation to the [REDACTED]

At the general meeting of our Company held on 27 April 2026, the following resolutions, among others, were duly passed by our Shareholders:

(1) Each shares of our Company with nominal value of RMB1.00 will be subdivided into 10 Shares with nominal value of RMB0.10 immediately from the date of passing of the relevant resolution at the Shareholders' meeting;

(2) the **[REDACTED]** by our Company of H Shares of nominal value of RMB0.10 each and such H Shares be **[REDACTED]** on the Stock Exchange;

(3) the number of H Shares to be **[REDACTED]** pursuant to the **[REDACTED]** before the exercise of the **[REDACTED]** shall not exceed **[REDACTED]** of the enlarged share capital of our Company upon completion of the **[REDACTED]**, and the **[REDACTED]** shall not exceed **[REDACTED]** of the above number of H Shares to be **[REDACTED]**;

(4) subject to the completion of the **[REDACTED]**, the Articles of Association to become effective on the **[REDACTED]** shall be conditionally adopted, and our Board and its authorised person have been authorised to amend the Articles of Association in accordance with the requirements of the relevant domestic and foreign laws and regulations and/or in accordance with any requirements and comments from relevant domestic and foreign government and regulatory authorities; and

(5) our Board and its authorised person have been authorised to handle all matters relating to, among other things, the **[REDACTED]**, the **[REDACTED]** and **[REDACTED]** of the H Shares.

### E. Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to the section headed ''Appendix VI — Summary of Articles of Association'' in this document.

## 2. FURTHER INFORMATION ABOUT OUR BUSINESS

### A. Summary of Our Material Contracts

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

(1) a share transfer agreement dated 2 December 2025 entered into by our Company and Mr. Shi Huawei (施華威) (''**Mr. Shi**'') as purchasers, and Mr. Zhang Senhua (張森華) (''**Mr. Zhang**'') and Mr. Leong Ka Hou (梁嘉豪) (''**Mr. Leong**'') and as vendors, in relation to the acquisition by (i) our Company as to 25.5% issued shares in Macau Henghai from Mr. Zhang and 25.5% issued shares in Macau Henghai from Mr. Leong, each at the consideration of US$0.5; and (ii) Mr. Shi as to 11.5% issued shares in Macau Henghai from Mr. Zhang and 11.5% issued shares in Macau Henghai from Mr. Leong, each at the consideration of US$0.23;

(2) the Deed of Indemnity; and

(3) the **[REDACTED]**.

### B. Our Material Intellectual Property Rights

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

***Trademarks***

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

| No. | Trademark | Class | Place of registration | Registered owner | Registration number | Validity Period |
|---|---|---|---|---|---|---|
| 1. | 华成 | 42 | PRC | Our Company | 34249362 | 28 August 2019 — 27 August 2029 |
| 2. | | 37 | PRC | Our Company | 68181741 | 28 January 2024 — 27 January 2034 |

As at the Latest Practicable Date, we had made an application for the registration of the following trademark which we considered to be material to our business:

| No. | Trademark | Classes | Place of application | Applicant | Trademark number/ Application number | Application date |
|---|---|---|---|---|---|---|
| 1. | 华成 | 42 | Hong Kong | Our Company | 307156918 | 12 January 2026 |
| 2. | | 37 | Hong Kong | Our Company | 307156837 | 12 January 2026 |
| 3. | 紫锘 | 9 | PRC | Our Company | 90170079 | 10 February 2026 |
| 4. | | 37, 39, 40, 42 | PRC | Our Company | 90170090<br>90170091<br>90170092<br>90170078 | 10 February 2026 |
| 5. | ZENO | 9, 39, 40 | PRC | Our Company | 90170088<br>90170086<br>90170085 | 10 February 2026 |

***Patents***

As at the Latest Practicable Date, we had registered the following patents in the PRC which we considered to be material to our business:

| No. | Description | Registered owner | Patent No. | Patent Category | Application Date |
|---|---|---|---|---|---|
| 1. | A photovoltaic energy storage system (一種光伏儲能系統) | The Company | ZL201821631946.8 | Utility model | 8 October 2018 |
| 2. | A multifunctional fan control box for substation buildings (一種用於變電站建築的多功能風機電控箱) | The Company | ZL201821665399.5 | Utility model | 15 October 2018 |
| 3. | A stowing and deploying device for unmanned boats (一種無人船收放裝置) | The Company | ZL202223436126.2 | Utility model | 21 December 2022 |
| 4. | A scene construction system based on transmission line path planning (基於輸電線路路徑規劃的場景構建系統) | The Company | ZL202310393695.3 | Invention | 13 April 2023 |
| 5. | A framed flexible photovoltaic support structure (一種構架式光伏柔性支架結構) | The Company | ZL202322230238.0 | Utility model | 17 August 2023 |
| 6. | An airborne LiDAR (一種機載激光雷達) | The Company | ZL202322340763.8 | Utility model | 29 August 2023 |

| No. | Description | Registered owner | Patent No. | Patent Category | Application Date |
|---|---|---|---|---|---|
| 7. | A dual-pillar inverter water-surface operation and maintenance platform (一種雙柱式逆變器水上運維平台) | The Company | ZL202322477779.3 | Utility model | 12 September 2023 |
| 8. | A compact photovoltaic module container convenient for access (一種便於存取的緊湊型光伏組件貨櫃) | The Company | ZL202322637181.6 | Utility model | 27 September 2023 |
| 9. | A high-load, large-span flexible photovoltaic support structure (一種高承載大跨度的光伏柔性支架結構) | The Company | ZL202311375314.5 | Invention | 23 October 2023 |
| 10. | An intelligent sensing and vibration-reducing method for a flexible photovoltaic system (一種光伏柔性系統的智能感應減振方法) | The Company | ZL202311763715.8 | Invention | 21 December 2023 |
| 11. | A flexible photovoltaic support and flexible photovoltaic system (一種光伏柔性支架及光伏柔性系統) | The Company | ZL202420087165.6 | Utility model | 12 January 2024 |
| 12. | A method for automatic photovoltaic piling and intelligent calculation based on a three-dimensional platform (一種基於三維平台的光伏自動布樁與智能計算的方法) | The Company | ZL202410788399.8 | Invention | 19 June 2024 |
| 13. | A multi-node photovoltaic-storage-direct-current flexible system and energy storage scheduling method thereof (多節點的光儲直柔系統及其儲能調度方法) | The Company | ZL202411207084.6 | Invention | 30 August 2024 |
| 14. | An AI-based photovoltaic-storage-direct-current flexible system and scheduling detection method thereof (基於人工智能的光儲直柔系統及其調度檢測方法) | The Company | ZL202411215446.6 | Invention | 2 September 2024 |
| 15. | A VBA-based automatic management system for power engineering design data (一種基於VBA的電力工程設計數據自動化管理系統) | The Company | ZL202411266849.3 | Invention | 11 September 2024 |

| No. | Description | Registered owner | Patent No. | Patent Category | Application Date |
|---|---|---|---|---|---|
| 16. | An energy consumption monitoring and evaluation system for collector lines in photovoltaic field area (一種光伏場區集電線路的能耗監測評估系統) | The Company | ZL202411313491.5 | Invention | 20 September 2024 |
| 17. | A flat-to-sloping roof photovoltaic power generation system for buildings based on flexible support (一種基於柔性支架的建築平改坡光伏發電系統) | The Company | ZL202411839816.3 | Invention | 13 December 2024 |
| 18. | A prefabricated box-type substation foundation (一種預製箱變基礎) | The Company | ZL202520065807.7 | Utility Model | 10 January 2025 |
| 19. | An intelligent Selection and Calculation Method for Current and Voltage Transformers in Power Stations (一種電站的電流、電壓互感器的智能選型與計算方法) | The Company | ZL202510773586.3 | Invention | 11 June 2025 |
| 20. | A Method, Device, Electronic Equipment, Storage Medium, and Programme Product for Batch Intelligent Processing of CAD Drawing Catalogues (一種CAD圖紙目錄批量智能處理方法、裝置、電子設備、介質及程序產品) | The Company | ZL202511197548.4 | Invention | 26 August 2025 |
| 21. | A Method, Device, Electronic Equipment, Medium, and Programme Product for Intelligent Conversion and Processing of GIS Data (一種GIS數據智能轉換處理方法、裝置、電子設備、介質及程序產品) | The Company | ZL202511197545.0 | Invention | 26 August 2025 |
| 22. | A Method, Device, Electronic Equipment, Medium, and Programme Product for Material Information Identification and Statistics Based on CAD Export (一種基於CAD導出的材料信息識別統計方法、裝置、電子設備、介質及程序產品) | The Company | ZL202511197552.0 | Invention | 26 August 2025 |

| No. | Description | Registered owner | Patent No. | Patent Category | Application Date |
|---|---|---|---|---|---|
| 23. | A Method, Device, Electronic Equipment, Medium, and Programme Product for Intelligent Design of Transmission Tower Unequal Legs (一種鐵塔長短腿智能設計方法、裝置、電子設備、介質及程序產品) | The Company | ZL202511197549.9 | Invention | 26 August 2025 |
| 24. | An Automatic Identification Method and System for Non-Deployable Areas of Wind Farms Based on AI Visual Recognition (基於AI視覺識別的風電場不可部署區域自動識別方法及系統) | The Company | ZL202511822413.2 | Invention | 5 December 2025 |
| 25. | An AI-based method and system for the automatic placement of wind turbines (一種基於人工智慧的風機點位自動佈置方法及系統) | The Company | ZL202511841258.9 | Invention | 9 December 2025 |

As at the Latest Practicable Date, we had made an application for the registration of the following patents in the PRC which we considered to be material to our business:

| No. | Description | Applicant | Application number | Patent Category | Application Date |
|---|---|---|---|---|---|
| 1. | A typhoon-resistant single-pile dual-column photovoltaic support structure (一種防颱型單樁雙立柱光伏支架結構) | The Company | 202522608951.3 | Utility model | 9 December 2025 |
| 2. | Detection module (檢測模塊) | The Company | 202630050392.6 | Design | 29 January 2026 |
| 3. | Information base station (信息基站) | The Company | 202630050389.4 | Design | 29 January 2026 |
| 4. | A wind turbine deployment model AI automatic labeling method and system (一種風機部署模型AI自動標註方法及系統) | The Company | 202610313347.4 | Invention | 16 March 2026 |
| 5. | A power trenchless towed pipe back-reaming internal reinforcement structure and reinforcement device (一種電力非開挖拖管回擴孔內加固結構及加固裝置) | The Company | 202620483433.5 | Utility model | 13 April 2026 |
| 6. | A photovoltaic panel vibration monitoring method and system based on AI and heterogeneous fusion network communication (基於AI和異構融合網絡通信的光伏板振動監測方法及系統) | The Company | 202610500364.9 | Invention | 16 April 2026 |

*Copyrights*

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

| No. | Name of copyright | Registered owner | Type | Registration number | Registration date |
|---|---|---|---|---|---|
| 1. | Overhead Transmission Line Surveying and Mapping System V4.5 (架空送電線路測量繪圖系統V4.5) | The Company | Software copyright (軟件著作權) | 2015SR087194 | 21 May 2015 |
| 2. | Huacheng Integrated Energy Big Data Platform Software V1.0 (華成綜合能源大數據平台軟件V1.0) | The Company | Software copyright (軟件著作權) | 2024SR0023171 | 04 January 2024 |
| 3. | Huacheng PV Operation and Maintenance Monitoring Platform Software V1.0 (華成光伏運維監控平台軟件V1.0) | The Company | Software copyright (軟件著作權) | 2024SR0023531 | 04 January 2024 |
| 4. | Huacheng Virtual Power Plant Composite Platform Software V1.0 (華成虛擬電廠複合平台軟件V1.0) | The Company | Software copyright (軟件著作權) | 2024SR0023869 | 04 January 2024 |
| 5. | Flexible PV Automatic Piling Software V1.0 (柔性光伏自動布樁軟件V1.0) | The Company | Software copyright (軟件著作權) | 2025SR0131064 | 20 January 2025 |
| 6. | PV Power Station Intelligent Operation and Maintenance Management Platform [Abbreviation: PV Intelligent O&M] V1.0 (光伏電站智能運維管理平台[簡稱：光伏智能運維] V1.0) | The Company | Software copyright (軟件著作權) | 2025SR0932525 | 05 June 2025 |

*Domain Names*

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

| No. | Domain name | Register owner | Date of registration |
|---|---|---|---|
| 1 | zhhcdl.com | The Company | 18 August 2009 |
| 2 | zhhcenergy.com | The Company | 11 June 2020 |
| 3 | macpowertechnology.com | The Company | 13 July 2020 |
| 4 | gdhcenergy.com | The Company | 15 November 2024 |
| 5 | gdhcdl.cn | The Company | 9 December 2024 |

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

## 3. FURTHER INFORMATION ABOUT OUR DIRECTORS

### A. Particulars of Directors' Contracts

We have entered into a service contract with each of our Directors. The principal terms of these service contracts comprise (a) the term of the service; (b) termination clause; and (c) a dispute resolution provision. Pursuant to the service contract, the remuneration of our Directors shall be determined in accordance with our Directors' remuneration and compensation policies and approval from our Shareholders. Pursuant to the service contract, our Directors are appointed for a term of three years from the date of approval by the Shareholders at the general meeting of our Company, and are eligible for re-election upon expiry of their term of office.

Save as disclosed above, none of the Directors has or is proposed to enter into 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).

### B. Remuneration of Directors

Save as disclosed in the section headed "Directors and Senior Management — Remuneration of Directors and Senior Management" in this document, none of the Directors received other remuneration from our Group for each of the FY2023, FY2024 and FY2025.

## 4. DISCLOSURE OF INTERESTS

### A. Interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company and our associated corporations following the [REDACTED]

Immediately following completion of the **[REDACTED]**, and taking no account of any Shares which may be **[REDACTED]** and **[REDACTED]** pursuant to the exercise of the **[REDACTED]**, the interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company or our 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 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 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, once the H Shares are **[REDACTED]**, will be as follows:

***Interests in Shares of our Company***

| | | | | | Immediately following completion of the [REDACTED] | |
|---|---|---|---|---|---|---|
| **Name** | **Position** | **Nature of interest** | **Description of Shares** | **Number of Shares held/ interested** *(Note 1)* | **Approximate percentage of shareholding in the relevant class** *(Note 2)* | **Approximate percentage of shareholding in the total share capital of our Company** *(Note 3)* |
| Mr. Ren | Executive Director and chairman of our Board | Beneficial owner | Unlisted Shares | 226,996,000 | **[REDACTED]** | **[REDACTED]** |
| | | Interest in a controlled corporation *(Note 4)* | Unlisted Shares | 80,000,000 | **[REDACTED]** | **[REDACTED]** |
| | | Interest of spouse *(Note 5)* | Unlisted Shares | 60,000,000 | **[REDACTED]** | **[REDACTED]** |

*Notes:*

(1) All interests stated are long positions in the Shares.

(2) The calculation is based on the total number of 440,159,990 Unlisted Shares in issue as at the Latest Practicable Date.

(3) The calculation is based on the total number of (i) 440,159,990 Unlisted Shares in issue; and (ii) **[REDACTED]** H Shares in issue immediately following completion of the **[REDACTED]** and assuming that the **[REDACTED]** is not exercised at all.

(4) These Unlisted Shares are held as to 60,000,000 Unlisted Shares by Zhuhai Jierong and 20,000,000 Unlisted Shares by Zhuhai Jiehua.

Zhuhai Jierong is a limited partnership established in the PRC. The general partner of Zhuhai Jierong is Mr. Ren who holds approximately 12.68% of its partnership interest, and none of the limited partners of Zhuhai Jierong holds more than one-third of the partnership interest of Zhuhai Jierong.

Zhuhai Jiehua is limited partnership established in the PRC. The general partner of Zhuhai Jiehua is Mr. Ren who holds approximately 18.28% of its partnership interest, and none of the limited partners of Zhuhai Jiehua holds more than one-third of the partnership interest of Zhuhai Jiehua.

By virtue of the SFO, Mr. Ren is deemed to be interested in the Unlisted Shares held by each of Zhuhai Jierong and Zhuhai Jiehua.

(5) These Unlisted Shares are held by Zhuhai Zhichen. Zhuhai Zhichen is owned as to approximately 1.67% by Mr. Ren and 66.67% by Ms. Xu, the spouse of Mr. Ren. None of the other shareholders of Zhuhai Zhichen holds more than 30% equity interest in Zhuhai Zhichen. By virtue of the SFO, Ms. Xu is deemed to be interested in the Unlisted Shares held by Zhuhai Zhichen. Furthermore, Mr. Ren is deemed to be interested in the same number of Unlisted Shares in which Ms. Xu is interested.

## B. Interest discloseable under the SFO and substantial shareholders

Save as disclosed in the section headed "Persons Having Notifiable Interests Under the SFO" in this document, immediately following completion of the **[REDACTED]**, and taking no account of any Shares which may be **[REDACTED]** and **[REDACTED]** pursuant to the exercise of the **[REDACTED]**, other than a Director or chief executive of our Company whose interests are disclosed under the sub-paragraph headed "A. Interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company and our associated corporations following the **[REDACTED]**" above, our Directors are not aware of any other person who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who will be 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 our Company.

In addition to the above and so far as our Directors are aware, immediately following completion of the **[REDACTED]**, the following persons (other than our Company, and any subsidiaries of our Group) will, directly or indirectly, be interested in 10% or more of the issued voting shares of our subsidiaries:

| Name of our subsidiary | Name of substantial shareholder of such subsidiary | Approximate percentage of interest in the subsidiary |
|---|---|---|
| Zhuhai Henghai | Mr. Leong Ka Hou (梁嘉豪) | 40% |
| Macau Henghai *(Note)* | Mr. Shi Huawei (施華威) | 23% |
| | Mr. Leong Ka Hou (梁嘉豪) | 13% |
| | Mr. Zhang Huasen (張森華) | 13% |

*Note:* As at the Latest Practicable Date, the acquisition of Macau Henghai had not yet been completed. We expect this acquisition to be legally completed prior to **[REDACTED]**.

## C. Disclaimers

Save as disclosed in this appendix and the section headed "**[REDACTED]**":

(1) none of our Directors nor our chief executive has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, in each case once the H Shares are **[REDACTED]**;

(2) the Directors are not aware of any person (not being a Director or chief executive of our Company) who, immediately following completion of the **[REDACTED]**, and taking no account of any Shares which may be **[REDACTED]** and **[REDACTED]** pursuant to the exercise of the **[REDACTED]**, will have an interest or a short position in the Shares and underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or who will, either directly or indirectly, be 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 any other member of our Group;

(3) none of our Directors nor any of the persons whose name are listed in the paragraph headed "5. Other Information — G. Qualification of Experts" in this section has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been 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;

(4) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group; and

(5) save in connection with the **[REDACTED]**, none of the parties listed in the paragraph headed "5. Other Information — G. Qualification of Experts" in this section below:

    (i) is interested legally or beneficially in any securities of any member of our Group; or

    (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

## 5. OTHER INFORMATION

### A. Tax and other indemnities

Mr. Ren (the "Indemnifier") has entered into the Deed of Indemnity with and in favour of our Company (for itself and on behalf of our subsidiaries stated therein) to provide indemnities in respect of, among other things, the following matters:

***Tax liabilities***

The Indemnifier undertakes to fully indemnify our Company (for itself and on behalf of our subsidiaries stated therein) against tax liabilities (including all fines, penalties, costs, charges, expenses and interests incidental or relating to taxation) which might be payable by any member of our Group in respect of any income, profits, gains, transactions, events, matters or things earned, accrued, received, entered into or occurring on or before the **[REDACTED]**, whether alone or in conjunction with any other circumstances whenever occurring and whether or not such tax liabilities are chargeable against or attributable to any other person, firm, company or corporation, and whether or not such tax liabilities shall be paid or payable before or after the **[REDACTED]**.

The Indemnifier is under no liability under the Deed of Indemnity in respect of any taxation:

(a) to the extent that provision has been made for such taxation in the audited accounts of any member of our Group for any accounting period up to 31 December 2025;

(b) to the extent that such taxation liability is incurred in the ordinary course of business of any member of our Group after 31 December 2025 or relates thereto;

(c) to the extent that such taxation liability is incurred in any transaction which any member of our Group engages in after the **[REDACTED]** or relates thereto;

(d) to the extent that such taxation liability is incurred as a consequence of or in connection with any legally binding agreement or commitment entered into or created by any member of our Group on or before 31 December 2025;

(e) to the extent that such taxation liability is incurred solely because of or in connection with any act or omission by any member of our Group after the **[REDACTED]**; or

(f) to the extent that such taxation liability is incurred solely because of or in connection with any act or omission by any member of our Group after the **[REDACTED]**; or

(g) to the extent that such taxation liability is incurred solely as a consequence of any retrospective amendment or change in the applicable laws, rules or regulations or the interpretations thereof by any relevant taxation authority coming into force after the **[REDACTED]** or as a consequence of any increase in the applicable taxation rates after the **[REDACTED]** with retrospective effect.

***Non-compliance***

The Indemnifier undertakes to fully indemnify our Company (for itself and on behalf of our subsidiaries stated therein) against all claims, losses, demands, litigations, damages, costs, expenses, fees, penalties or other liabilities which any member of our Group may incur or suffer arising from or in connection with the failure of our Group to observe relevant laws, regulations or rules concerning the non-compliance incidents of our Group.

The Indemnifier undertakes to fully indemnify our Company (for itself and on behalf of our subsidiaries stated therein) against all claims, losses, demands, litigations, damages, costs, expenses, fees, penalties or other liabilities which any member of our Group may incur or suffer arising from or in connection with any legal actions, litigations, arbitrations, claims, demands, investigations, legal proceedings or judgements (including but not limited to the incidents listed out therein).

## B. Estate Duty

Our Directors have been advised by our PRC Legal Advisers that no material liability for estate duty under the laws of the PRC is likely to fall on our Company or its subsidiaries.

## C. Litigation

As at the Latest Practicable Date, no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company, that would have a material adverse effect on our results of operations or financial condition of our Company.

## D. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the **[REDACTED]** for the **[REDACTED]** of, and **[REDACTED]**, the H Shares to be **[REDACTED]** as mentioned in this document and any H Shares which may be **[REDACTED]** upon the exercise of the **[REDACTED]**, on the Stock Exchange. All necessary arrangements have been made to enable the securities to be admitted into **[REDACTED]**.

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. The sponsor's fee payable to the Sole Sponsor in connection with the **[REDACTED]** payable by our Company is HK$4.3 million.

## E. Preliminary Expenses

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

## F. Promoters

The promoters as at the time of our Company's conversion into a joint stock company with limited liability on 6 April 2016 are Mr. Ren, Zhuhai Zhichen, Zhuhai Jierong, and Zhuhai Jiehua.

Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the **[REDACTED]** and the related transactions described in this document.

## G. Qualification of Experts

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

| Name | Qualification |
|---|---|
| Lego Corporate Finance Limited | Licensed corporation under the SFO to carry out type 6 (advising on corporate finance) regulated activity under the SFO |
| DeHeng Law Offices | Qualified PRC lawyers |
| Deloitte Touche Tohmatsu | Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong) |
| Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. | Industry consultant |
| Vincorn Consulting and Appraisal Limited | Property Valuer |

### H. Consents of Experts

Each of the experts named in the paragraph headed "5. Other Information — G. Qualification of Experts" in this section above has given and has not withdrawn their respective written consents to the **[REDACTED]** of this document with the inclusion of their report and/or letter and/or legal opinion and/or opinion and/or confirmations and/or summary thereof (as the case may be) and the references to their names included herein in the form and context in which they respectively appear.

As at the Latest Practicable Date, none of the experts named above had 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.

### I. Taxation of Holders of H Shares

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

### J. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2025, being the latest balance sheet date of our consolidated financial statements as set out in the Accountant's Report in Appendix I to this document and up to the date of this document.

### K. Binding Effect

This document shall have the effect, if an **[REDACTED]** is made in pursuant hereof, of rendering all persons concerned **[REDACTED]** all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance so far as applicable.

## L. Miscellaneous

Save as disclosed in this appendix and in the sections headed "History, Development and Corporate Structure", "Financial Information" and "**[REDACTED]**":

(1) within the two years immediately preceding the date of this document:

(i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;

(ii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries; and

(iii) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company or any of our subsidiaries.

(2) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.

(3) there are no founder, management or deferred shares, convertible debt securities or any debentures in our Company or any of our subsidiaries.

(4) 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.

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

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

(7) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.

(8) save for the H Shares to be **[REDACTED]** in connection with the **[REDACTED]**, none of our equity and debt securities is **[REDACTED]** or **[REDACTED]** in any other stock exchange nor is any **[REDACTED]** or **[REDACTED]** being or proposed to be sought.

## M. Bilingual Document

The English language and Chinese language versions of this document are being **[REDACTED]** separately, **[REDACTED]** 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).