A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

1. Incorporation

Our Company was established as a limited liability company in the PRC under the name of Shandong Linwo Heavy Machinery Co., Ltd. (山東臨沃重機有限公司) on February 2, 2012. As of the Latest Practicable Date, the registered capital of the Company was RMB554,043,068.

Our place of business in Hong Kong is at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on October 3, 2025. Mr. Chow Tsz Ho has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong whose address for service of process is 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in Appendix IV and V, respectively.

2. Changes in Share Capital

Changes in Share Capital of Our Company

On December 23, 2024, Jinan Renxin Investment Development Partnership (Limited Partnership) (濟南仁信投資發展合夥企業(有限合夥)), subscribed for an increased registered capital of RMB11,302,681 in our Company at a consideration of RMB235,999,979.28.

Changes in Share Capital of Our Subsidiaries

On March 27, 2024, Lingong Intelligent Mining Technology (Shandong) Co., Ltd. (臨工智慧礦山科技(山東)有限公司) was established in the PRC with a registered share capital of RMB50,000,000.

On May 11, 2024, LGMG Machinery U.K. Limited (臨工重機英國機械有限公司) was established in the UK with a registered share capital of £10,000.

On May 23, 2024, LGMG de Mexico Trading, S.A. de C.V. (臨工重機墨西哥貿易股份公司) was established in Mexico with a registered share capital of MXN3,000.

On June 24, 2024, LGMG Machinery Zambia Limited (臨工重機贊比亞機械有限公司) was established in Zambia with a registered share capital of ZMW20,000.

On November 1, 2024, LGMG Machinery Canada Limited (臨工重機加拿大機械有限公司) was established in Canada with a registered share capital of CAD10,000.

On December 4, 2024, LGMG Machinery Brazil Ltd (臨工重機巴西機械有限公司) was established in Brazil with a registered share capital of BRL1,406,500.00.

On December 9, 2024, Zhongzu Yilian (Shandong) Construction Machinery Co., Ltd. (中租益聯(山東)工程機械有限公司) was established in the PRC with a registered capital of RMB10,000,000.

On January 2, 2025, LGMG MAQUINARIAS S.A.C. (臨工重機機械股份公司(秘魯)) was established in Peru with a registered share capital of PEN60,000.00.

On February 21, 2025, CRGC MACHINERY RENTAL L.L.C. (中租益聯機械租賃有限公司) was established in Dubai with a registered share capital of AED200,000.00.

On March 4, 2025, CRGC CONSTRUCTION MACHINERY TRADING L.L.C. (中租益聯工程機械貿易有限公司) was established in Dubai with a registered share capital of AED200,000.00.

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

3. Resolutions of our Shareholders

At the Shareholders' meeting held on October 10, 2025, the following resolutions, among other things, were duly passed:

(a) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [**REDACTED**] on the Hong Kong Stock Exchange;

(b) the number of H shares to be [**REDACTED**] shall be no more than approximately [**REDACTED**]% of the total issued share capital of our Company as enlarged by [**REDACTED**], and granting the [**REDACTED**] the [**REDACTED**] of no more than 15% of the number of H Shares issued pursuant to the [**REDACTED**];

(c) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [**REDACTED**], the issue and the [**REDACTED**] of H Shares on the Hong Kong Stock Exchange; and

(d) subject to the completion of the [**REDACTED**], the conditional adoption of the Articles of Association, which shall become effective on the [**REDACTED**] and the authorization of the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Stock Exchange and relevant PRC regulatory authorities.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

(a) the investment agreement dated December 23, 2024 entered into among our Company and Jinan Renxin, pursuant to which Jinan Renxin subscribed for 11,302,681 Shares of our Company at a consideration of RMB235,999,979.28;

(b) **[REDACTED]**; and

(c) **[REDACTED]**.

2. Intellectual Property Rights

(a) Trademarks

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

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
1.	临工重机	China	Lingong Heavy Machinery Co., Ltd.	7	13543936	May 13, 2026
2.		China	Lingong Heavy Machinery Co., Ltd.	12	13544109	October 6, 2035
3.		China	Lingong Heavy Machinery Co., Ltd.	7	13543947	October 6, 2035
4.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	7	29888877	April 6, 2029
5.	临工重机	China	Lingong Heavy Machinery Co., Ltd.	7	31870741	April 13, 2030
6.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	7	75090336	March 13, 2035
7.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	12	75073873	January 6, 2035
8.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	37	75086624	June 6, 2034
9.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	12	79871658	January 20, 2035

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
10.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	12	75065278	January 13, 2035
11.	LGMG	China	Lingong Heavy Machinery Co., Ltd.	12	80672664	April 27, 2035

(b) Copyright

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

No.	Copyright	Copyright owner	Registration number	Expiration date
1.	Battery electric mining truck control system [Abbreviation: EV_CU] V1.0 (純電動礦卡整車控制系統[簡稱：EV_CU] V1.0)	Lingong Heavy Machinery Co., Ltd.	2022SR0481112	December 31, 2071
2.	Battery electric autonomous mining truck control system [Abbreviation: EV_U_CU] V1.0 (純電動無人駕駛礦卡整車控制系統[簡稱：EV_U_CU] V1.0)	Lingong Heavy Machinery Co., Ltd.	2022SR0452041	December 31, 2071
3.	Hybrid RTH136 thermal management system [Abbreviation: TMS-200] V1.0 (混動RTH136熱管理控制器TMS控制系統[簡稱： TMS-200]V1.0)	Lingong Heavy Machinery Co., Ltd.	2024SR1820321	December 31, 2074
4.	Range-extended hybrid vehicle control system [Abbreviation: EREV_U_VECU] V1.0 (增程式混合動力整車控制系統 [簡稱：EREV_U_VECU] V1.0)	Lingong Heavy Machinery Co., Ltd.	2023SR0243460	December 31, 2072
5.	Diesel-powered mining truck control system [Abbreviation: TRUCK_CU] V1.0 (柴動礦卡整車控制系統 [簡稱：TRUCK_CU] V1.0)	Lingong Heavy Machinery Co., Ltd.	2023SR0243478	December 31, 2072

No.	Copyright	Copyright owner	Registration number	Expiration date
6.	Intelligent control software for automatic centering of electric aerial work platforms V1.0 (電動高空作業平台自動對中智能控制軟件V 1.0)	Lingong Heavy Machinery Co., Ltd.	2022SR1399498	December 31, 2072
7.	Intelligent control software for one-touch self-test on aerial work platforms V1.0 (高空作業平台一鍵自檢智能控制軟件 V1.0)	Lingong Heavy Machinery Co., Ltd.	2024SR1994234	December 31, 2074
8.	Aerial work platform boom speed control system V1.0 (高空升降平台臂架速度控制系統 V1.0)	Lingong Heavy Machinery Co., Ltd.	2023SR1616389	December 31, 2073
9.	Aerial work platform dynamic password program [Abbreviation: AWPDP] V1.0 (高空升降平台動態密碼程序 [簡稱：AWPDP] V1.0)	Lingong Heavy Machinery Co., Ltd.	2023SR1616372	December 31, 2072
10.	Intelligent control software for telehandler operator unseated lockout Ver 1.0 (叉裝車離席鎖車智能控制軟件 Ver 1.0)	Lingong Heavy Machinery Co., Ltd.	2023SR0243463	December 31, 2072
11.	Excavator energy storage system control software V1.0 (挖掘機儲能系統控制軟件V1.0)	Lingong Heavy Machinery Co., Ltd.	2024SR1802583	December 31, 2074
12.	Excavator electric drive swing system control software V1.0 (挖掘機電驅動回轉系統控制軟件 V1.0)	Lingong Heavy Machinery Co., Ltd.	2024SR1680189	December 31, 2074

(c) Patents

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

No.	Patent Name	Patent owner	Patent Number	Place of registration	Expiration Date
1.	An electro-hydraulic steering control method, device, vehicle, and storage medium (一種電動液壓轉向的控制方法、裝置、車輛及存儲介質)	Lingong Heavy Machinery Co., Ltd.	2024109550636	China	July 17, 2044
2.	An engineering vehicle battery pack cooling method, device, and medium (一種工程車輛電池包冷卻方法、設備及介質)	Lingong Heavy Machinery Co., Ltd.	2024112041909	China	August 30, 2044
3.	A hybrid vehicle fuel supply control method and system, and a hybrid vehicle (一種混動車輛油路供給控制方法及系統、混動車輛)	Lingong Heavy Machinery Co., Ltd.	2024112886924	China	September 14, 2044
4.	A vehicle gear shift control method, device, equipment, and storage medium (一種車輛換檔控制方法、裝置、設備及存儲介質)	Lingong Heavy Machinery Co., Ltd.	2024102573567	China	March 7, 2044
5.	Vehicle frame assembly (車架總成)	Lingong Heavy Machinery Co., Ltd.	2024105997119	China	May 15, 2044
6.	Engineering vehicle control method, device, vehicle, and storage medium (工程車輛控制方法、裝置、車輛及存儲介質)	Lingong Heavy Machinery Co., Ltd.	2023100510357	China	February 2, 2043

No.	Patent Name	Patent owner	Patent Number	Place of registration	Expiration Date
7.	A braking control method, device, and electric wide-body dump truck (一種制動控制方法、裝置以及電動寬體自卸車)	Lingong Heavy Machinery Co., Ltd.	2022113565616	China	November 1, 2042
8.	A rear hydro-pneumatic suspension assembly and vehicle (一種後油氣懸架總成及車輛)	Lingong Heavy Machinery Co., Ltd.	2021116392262	China	December 29, 2041
9.	An hydro-pneumatic spring and vehicle suspension device (一種油氣彈簧及車輛懸架裝置)	Lingong Heavy Machinery Co., Ltd.	2022106929938	China	June 17, 2042
10.	A four-wheel steering control system and its control method (一種四輪轉向控制系統及其控制方法)	Lingong Heavy Machinery Co., Ltd.	2022104075815	China	April 19, 2042
11.	Turntable swing speed control device, strategy, and aerial work platform (轉檯回轉速度控制裝置、策略及高空作業平台)	Lingong Heavy Machinery Co., Ltd.	2021111863137	China	October 12, 2041
12.	Aerial work platform obstacle avoidance control method, device, electronic equipment, and storage medium (高空作業平台避障控制方法、裝置、電子設備及存儲介質)	Lingong Heavy Machinery Co., Ltd.	2023102447235	China	March 15, 2043
13.	Hydraulic system for aerial work platform and aerial work platform (高空作業平台的液壓系統及高空作業平台)	Lingong Heavy Machinery Co., Ltd.	202411765482X	China	December 4, 2044

No.	Patent Name	Patent owner	Patent Number	Place of registration	Expiration Date
14.	Wheel angle deflection calculation method and aerial work platform (車輪角度偏擺量的計算方法及高空作業平台)	Lingong Heavy Machinery Co., Ltd.	2025102521016	China	March 5, 2045
15.	A travel speed control method for hydrostatic drive telehandler (一種靜液壓行走叉裝車行駛速度控制方法)	Lingong Heavy Machinery Co., Ltd.	2023109218788	China	July 26, 2043
16.	Travel control method for hydrostatic drive engineering vehicle (靜液壓驅動工程車輛的行走控制方法)	Lingong Heavy Machinery Co., Ltd.	2023111550860	China	September 8, 2043
17.	Control method, device, equipment, and medium for hydraulic pressure compensated leveling mechanism (液壓補償調平機構的控制方法、裝置、設備及介質)	Lingong Heavy Machinery Co., Ltd.	2023111977033	China	September 18, 2043
18.	Turntable swing centering limiting system and its control method (一種轉檯回轉對中限位元系統及其控制方法)	Lingong Heavy Machinery Co., Ltd.	2023113028803	China	October 10, 2043
19.	Excavator swing speed control method, device, excavator, and storage medium (挖掘機回轉速度控制方法、裝置、挖掘機及存儲介質)	Lingong Heavy Machinery Co., Ltd.	2025101860821	China	February 20, 2045

3. Domain names

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

No.	Domain Name	Registered Owner	Registration date	Expiry Date
1	lgmg.com.cn	Lingong Heavy Machinery Co., Ltd.	February 26, 2014	February 26, 2029
2	lgmgme.com	Lingong Heavy Machinery Co., Ltd.	November 4, 2021	November 4, 2031
3	lgmglifts.com	Lingong Heavy Machinery Co., Ltd.	November 4, 2021	November 4, 2031

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SENIOR MANAGEMENT

1. Disclosure of interests of Directors and Chief Executive of the Company

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

(a) Interest in our Company

Name of Director or chief executive	Position	Nature of Interest [(1)]	Number of Domestic [REDACTED] Shares/ H Shares held following completion of the [REDACTED]	Approximate percentage of shareholding in Domestic [REDACTED] Shares/ H Shares immediately after the [REDACTED][(2)]	Approximate percentage of shareholding in the total issued Shares immediately after the [REDACTED] [(2)]
Mr. Wang	Non-executive Director	Interest in controlled corporation[(3)]	[REDACTED]	[REDACTED]%	[REDACTED]%
			[REDACTED]	[REDACTED]%	[REDACTED]%
Mr. Yu	Executive Director and chairman of the Board	Beneficial owner	[REDACTED]	[REDACTED]%	[REDACTED]%
			[REDACTED]	[REDACTED]%	[REDACTED]%
		Interest in controlled corporation[(4)]	[REDACTED]	[REDACTED]%	[REDACTED]%
			[REDACTED]	[REDACTED]%	[REDACTED]%

Notes:

(1) All interests stated are long position.

(2) The calculation is based on the total number of [**REDACTED**] Domestic [**REDACTED**] Shares in issue, [**REDACTED**] H Shares to be converted from Domestic [**REDACTED**] Shares in issue and [**REDACTED**] H Shares to be issued pursuant to the [**REDACTED**] (assuming that the [**REDACTED**] is not exercised).

(3) As of the Latest Practicable Date, Lingong Group was directly held by Mr. Wang as to 34.61%. In addition, Mr. Wang is the general partner of each of Linyuan No.1, Linyuan No.2, Linyuan No.3 and Linyuan No.4. As such, Mr. Wang is deemed to be interested in the Shares of the Company held by Lingong Group under the SFO.

(4) As of the Latest Practicable Date, Mr. Yu Mengsheng is the general partner of Xinyilian No.1, Xinyilian No.2, Xinyilian No.3 and Xinyilian No.4, and is therefore deemed to be interested in the Shares they held in the Company.

2. Disclosure of Interests of Substantial Shareholders

(a) Interests in our Company

For information on the persons who will, immediately following the completion of the [**REDACTED**], having or be deemed or taken to have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or 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 shareholders' meetings of our Company, see the section headed "Substantial Shareholders".

(b) Interests of the Substantial Shareholders of Other Members of Our Group

So far as the Directors are aware, the persons (other than our Directors, the chief executive of our Company, and any member of our Group) will, immediately following the completion of the [**REDACTED**], be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at shareholders' meetings of the members of our Group (other than our Company):

Our subsidiaries	Name of substantial shareholder	Approximate percentage of interest (%)
PT. LGMG Machinery Indonesia (臨工重機印度尼西亞機械有限公司)	PT Traktor Gemilang Perkasa (印度尼西亞偉輝工程機械有限公司)	45%
LGMG MAQUINARIAS S.A.C (臨工重機秘魯機械有限公司)	SINO HOWO TRUCK GROUP CO. (中國豪沃卡車集團有限公司)	45%

3. Service Contracts

We [have entered] into a contract with each of our Directors in respect of, among other things, compliance with the relevant laws and regulations, the Articles of Association and applicable provisions on arbitration.

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

4. Director's Remuneration

Save as disclosed in the section headed "Directors and Senior Management" and Note 13 to "Appendix I — Accountants' Report" for the years ended December 31, 2023, 2024 and 2025, none of our Directors received other remunerations of benefits in kind from us.

5. Disclaimers

Saved as disclosed in this Document:

(a) none of our Directors or any of the parties listed in "— E. Other Information — 4. Qualification of Experts" below is:

(i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company;

(ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;

(b) save in connection with the [**REDACTED**] and the [**REDACTED**], none of the parties listed in "— E. Other Information — 4. Qualification of Experts" below:

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

(c) none of our Directors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and

(d) one of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [**REDACTED**] on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Group.

2. Litigation

So far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an [**REDACTED**] on our behalf to the [**REDACTED**] for the [**REDACTED**] of, and permission to [**REDACTED**], our H Shares in issue, our H Shares to be issued pursuant to the [**REDACTED**].

China International Capital Corporation Limited ("**CICC**"), the parent company of China International Capital Corporation Hong Kong Securities Limited ("**CICCHKS**"), one of the Joint Sponsors, acted as a tutor and a sponsor to the Company in connection with its prior A share listing attempts. Notwithstanding the above, considering that (i) the relevant work is a restricted one purely to satisfy the regulatory requirements imposed by the CSRC, and (ii) the role of CICC is not in conflict with CICCHKS's role as an independent sponsor for the [**REDACTED**], such relationship between CICC and the Company would not be reasonably considered to affect CICCHKS' independence as sponsor to the Company in performing its duties, and should not reasonably give rise to a perception that CICCHKS' independence would be so affected under Rule 3A.07(9) of the Listing Rules, and there are no other circumstances affecting CICCHKS' independence under Rule 3A.07 of the Listing Rules.

China International Capital Corporation Hong Kong Securities Limited and China Industrial Securities International Capital Limited satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, we have agreed to pay the Joint Sponsors a total fee of US$650,000 to act as the sponsors of our Company in connection with the proposed [**REDACTED**] on the Hong Kong Stock Exchange.

4. Qualifications and Consents of Experts

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

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in future contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
China Industrial Securities International Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities
Deloitte Touche Tohmatsu	Certified Public Accountants Registered Public Interest Entity Auditor
Commerce & Finance Law Offices	PRC legal adviser (including as to PRC data compliance matters)
Baker & Hostetler LLP	Legal advisor to our Company as to U.S.data compliance matters
Liance Law Coöperatief U.A.	Legal advisor to our Company as to Netherlands data compliance matters
CHAN,WONG & YIP, Solicitors	Legal advisor to our Company as to Hong Kong data compliance matters
Dentons López Velarde Monterrey, S.C.	Legal advisor to our Company as to Mexico data compliance matters
Mbalashi C & Associates	Legal advisor to our Company as to Zambia data compliance matters
Hogan Lovells International LLP	Legal advisor to our Company as to international sanctions laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. Binding Effect

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

6. 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).

7. Promoters

The promoters of the Company are:

Lingong Group
SDHK
Xinyilian No.1
Qianhai Investment
Mr. Tang Zhong
Shanghai Jingyi
Xinyilian No.2
Xinyilian No.4
Qilu Qianhai
Xinyilian No.3
Zhongyuan Qianhai
Qianhai Ark

Within the two years immediately preceding the date of this document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the **[REDACTED]** or the related transactions described in this document.

8. Compliance Adviser

Our Company has appointed Somerley Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

9. Preliminary Expenses

The Company did not incur material preliminary expenses for the purpose of the Listing Rules.

10. No Material Adverse Change

The Directors confirm that there has been no material change in our financial or trading position since December 31, 2025.

11. Miscellaneous

(a) Save as disclosed in "Changes in Share Capital" above, within the two years immediately preceding the date of this document:

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

(ii) 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; and

(iii) 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 share or loan capital of our Company or any of our subsidiaries.

(b) There are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries.

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

(d) Save as disclosed in this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.

(e) Save as disclosed in the paragraph headed "B. Further Information about our Business — 1. Summary of Material Contracts" in this section, none of our Directors or proposed Directors or experts (as named in this document), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group. Save as disclosed in this document, no equity or debt securities of any company within our Group is presently [**REDACTED**] on any stock exchange or traded on any [**REDACTED**] system nor is any [**REDACTED**] or permission to deal being or proposed to be sought.

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

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

(h) 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.

(i) We currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the PRC Sino-Foreign Joint Venture Law.