

---

## APPENDIX V

## GENERAL INFORMATION

---

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation

Our Company was established as a limited liability company under the laws of the Cayman Islands on September 12, 2025. Our registered office is located at P. O. Box 31119 Grand Pavilion, Hibiscus Bay, 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 our Memorandum and Articles of Association is set out in the section headed "Summary of the Constitution of our Company and Company Law of the Cayman Islands" in Appendix IV to this document.

We have established a place of business in Hong Kong and were 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. Tao Xiaobin and Mr. Zhang Daorong have been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is 12th Floor, CTG House, 78-83 Connaught Road Central, Hong Kong.

As of the date of this document, our Company's head office is located at 12th Floor, CTG House, 78-83 Connaught Road Central, Hong Kong.

#### 2. Further information on Share Capital of our Company and our Subsidiaries

As of the date of our Company's incorporation, the authorized share capital of our Company was HKD60,000,000.00 divided into 6,000,000,000 Shares with a par value of HKD0.01 each. Upon incorporation, one Share was allotted and issued to the initial subscriber, an Independent Third Party, and such Share was transferred to China Travel HK on the same date. As of the date of completion of the Spin-off Reorganization (i.e., May 13, 2026), 20 Shares were allotted and issued to China Travel HK credited as fully paid at par.

The interests of China Travel Tours Transportation Development (HK) Limited in Guangdong CTS (HK) Travel Tours Co., Ltd. which is a limited company established in the PRC as a sino-foreign cooperative and a non-key subsidiary of our Group, and operates cross-boundary transportations services between Chinese Mainland and Macao are represented by Grand Tour & Travel Limited, the foreign partner of the cooperative and a subsidiary of CTS (Holdings) in order to comply with relevant requirements for the mainland cross-boundary vehicle allocations.

Save as disclosed above and in the section headed "History and Development", there has been no alteration in the share capital of our Company and our major subsidiaries within the two years immediately preceding the date of this document.

#### 3. Written Resolutions of our sole Shareholder

Pursuant to the written resolutions of our sole Shareholder passed on [●], among others:

- (a) the Memorandum of Association and the Articles of Association were adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of our Company with effect from the [REDACTED], and our Board has been authorized to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities; and

---

## APPENDIX V

---

## GENERAL INFORMATION

---

- (b) subject to the Stock Exchange granting approval of the [REDACTED] of, and permission to [REDACTED], our Shares in issue and Shares to be issued as mentioned in this document:
- (i) the Spin-off and the separate [REDACTED] of our Shares on the Main Board of the Stock Exchange were approved;
  - (ii) our Board or any committee established by our Board was authorized and directed to allot and issue such number of new Shares as will enable China Travel HK to effect the Distribution on the basis of one Share for every [REDACTED] China Travel HK Shares held as at the Record Date. Pursuant to the Distribution, subject to the terms and conditions thereof as set out in this document and such modifications, amendments, variations or otherwise as may be made by any Director (or any committee established by our Board) in their absolute discretion, and our Board or any committee established by our Board or any Director be and is hereby authorized and directed to effect such modifications, amendments, variations or otherwise as appropriate;
  - (iii) our Board or any such committee of our Board or any Director was authorized and directed to sign and execute such documents and do all such acts and things incidental to the Spin-off and separate [REDACTED] or as he/she/it considers necessary, desirable or expedient in connection with the implementation of or giving effect to the Spin-off and separate [REDACTED];
  - (iv) a general unconditional mandate was given to our Directors to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangement providing for the allotment and issue of our Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association, or the exercise of any subscription or conversion rights attaching to any warrants or any securities which are convertible into Shares, Shares of an aggregate number not exceeding 20% of the aggregate number of Shares in issue immediately following completion of the Spin-off. Such mandate will expire at 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 by the Articles or any applicable law of the Cayman Islands to be held; or when revoked, varied or renewed by an ordinary resolution of our Shareholders in a general meeting, whichever occurs first;
  - (v) a general unconditional mandate was given to our Directors authorizing the repurchase by our Company on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, in accordance with all applicable laws and the requirements of the Listing Rules (or of such other stock exchange), of such number of Shares not exceeding 10% of the number of our Shares in issue immediately following completion of the Spin-off. Such mandate will expire at 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 by the Articles or any applicable law of the Cayman Islands to be held; or when revoked, varied or renewed by an ordinary resolution of our Shareholders in a general meeting, whichever occurs first; and

---

## APPENDIX V

## GENERAL INFORMATION

---

- (vi) the general unconditional mandate as mentioned in sub-paragraph (iv) above was extended by the addition to the aggregate number of our Shares which may be allotted or agreed to be allotted by our Directors pursuant to such general mandate of an amount representing the aggregate number of Shares of our Company repurchased by our Company pursuant to the mandate to repurchase Shares referred to in sub-paragraph (v) above, provided that such extended amount shall not exceed 10% of the aggregate number of Shares of our Company in issue immediately following completion of the Spin-off.

### 4. Corporate reorganization

In preparation for the Spin-off, the companies comprising our Group underwent the reorganization as disclosed in the section headed "History and Development" in this document.

### 5. Repurchase by our Company of our own securities

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

#### (a) *Provisions of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

##### (i) *Shareholders' Approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our sole Shareholder on [●], the Repurchase Mandate was given to our Directors authorizing them to exercise all powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, in accordance with all applicable laws and the requirement of the Listing Rules with a total nominal value up to 10% of the number of issued Shares immediately following completion of the Spin-off with such mandate to expire at (1) the conclusion of the next annual general meeting of our Company (unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions); (2) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held, and (3) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting, whichever occurs first.

---

## APPENDIX V

## GENERAL INFORMATION

---

### *(ii) Source of Funds*

Purchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman law, any purchases by our Company may be made out of profits or share premium or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account. Subject to the Cayman Companies Act, a purchase of shares may also be made out of capital.

### *(iii) Trading Restrictions*

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A listed company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

### *(iv) Status of Repurchased Shares*

The listing of all purchased securities (whether on the Stock Exchange or otherwise) is automatically canceled and the relevant certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of our Company resolve to hold the shares purchased by our Company as treasury shares, shares purchased by our Company shall be treated as canceled and the amount of our Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under laws of the Cayman Islands.

### *(v) Suspension of Repurchase*

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately

---

**APPENDIX V****GENERAL INFORMATION**

---

preceding the earlier of (1) 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 a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (2) the deadline for publication of an announcement of a listed 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), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

*(vi) Reporting Requirements*

Certain information relating to repurchases of securities 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 trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

*(vii) Core Connected Persons*

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his or her securities to the company.

**(b) Reasons for Repurchases**

Our Directors believe that it is in the best interests of our Company and our Shareholders to have a general authority from our Shareholders to enable our Directors to repurchase securities of our Company in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the value of our Company's securities and/or its earnings per Share and will only be made when our Directors believe that such repurchases will benefit our Company and Shareholders.

**(c) Funding of Repurchases**

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands, being out of profits or share premium or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account, and it is envisaged that the funds required for any repurchases would be derived from such sources.

However, our Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

---

## APPENDIX V

## GENERAL INFORMATION

---

### *(d) General*

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the Spin-off and [REDACTED], could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of (1) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; (2) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or (3) the date on which it is varied or revoked by an ordinary resolution of our Shareholders in a general meeting. None of our Directors nor, to the best of their knowledge having made all reasonable inquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken 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 in the Cayman Islands. Upon the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company will increase. Such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, a Shareholder or a group of Shareholders, acting in concert could, depending on the level of increase of shareholding interest obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code. Upon [REDACTED], CTG and CTS (Holdings) will beneficially own, directly and indirectly, an aggregate of approximately [REDACTED]% of the issued share capital of our Company. If the Repurchase Mandate is exercised in full, the beneficial interests of CTG and CTS (Holdings) in our Company may be increased to approximately [REDACTED]% of the issued share capital of our Company. The Directors consider that such repurchases made under the Repurchase Mandate will not give rise to an obligation for CTG or CTS (Holdings) to make a mandatory offer under Rule 26 of the Takeovers Code.

Any repurchase of Shares that results in the number of our Shares held by the public being reduced to less than 25% of our Shares then in issue could only be implemented if the Stock Exchange agreed 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 granted other than in exceptional circumstances. No core connected person of our Company 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.

## **B. FURTHER INFORMATION ABOUT OUR BUSINESS**

### **1. Summary of Material Contracts**

The following contract (not being contracts entered into in the ordinary course of business) was entered into by our Company within the two years immediately preceding the date of this document and are or may be material:

- (i) a transfer agreement dated April 24, 2026 entered into between Dukling Limited (as transferor) and Shun Tak-China Travel Ship Management Limited (as transferee) in respect of the business of Dukling Limited.






## APPENDIX V

## GENERAL INFORMATION

### 2. Intellectual Property Rights

#### Trademarks

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

	<u>Trademark</u>	<u>Place of registration</u>	<u>Registration number</u>	<u>Class</u>	<u>Name of registered owner</u>	<u>Expiry date</u>
1.		Hong Kong	2002B07847	43, 44	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	June 28, 2028
2.		Hong Kong	2002B10842	43, 44	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	June 28, 2028
3.		Hong Kong	2002B10842	43, 44	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	June 28, 2028
4.	維景酒店	Hong Kong	300464030	43, 44	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	July 24, 2035
5.		Hong Kong	301778860	43, 44	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	December 1, 2030
6.	 京華大酒店系列 Member of CTS Hotel Int'l	Hong Kong	300093429	43	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	October 13, 2033
7.	 京華大酒店系列 Member of CTS Hotel Int'l	Hong Kong	300093438	43	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	October 13, 2033

**APPENDIX V**

**GENERAL INFORMATION**

	<u>Trademark</u>	<u>Place of registration</u>	<u>Registration number</u>	<u>Class</u>	<u>Name of registered owner</u>	<u>Expiry date</u>
8.	 Metropark Place 維庭酒店	Hong Kong	302867211	35, 43	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	January 14, 2034
9.	睿景	Hong Kong	301901691	35, 43	CTS H.K. Metropark Hotels Management Company Limited (香港中旅維景國際酒店管理有限公司)	April 27, 2031
10.	<b>METRO</b>	Hong Kong	300202977AA	39	Allied Well Holdings Ltd.	April 23, 2034
11.	<b>METRO</b>	Hong Kong	300202977AB	25, 35	Allied Well Holdings Ltd.	April 23, 2034
12.	<b>METRO</b>	Hong Kong	300202977AD	3, 18, 24, 43, 45	Allied Well Holdings Ltd.	April 23, 2034

*Domain Name*

As of the Latest Practicable Date, we had been authorized to use the following domain name which we consider to be material in relation to our business:

<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date</u>
www.ctghkm.com	China Travel HK	May 14, 2027

The above domain name will be registered in our Company’s name prior to the [REDACTED].

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVES AND SUBSTANTIAL SHAREHOLDERS**

**1. Particulars of Directors’ Contracts and Appointment Letters**

We [have entered] into a contract with each of Directors in respect of, among other things, (i) the term of office, and (ii) termination provisions. Save as disclosed above, none of our Directors has or is proposed to enter into a service contract with any member of our Company other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation).

**2. 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 our Directors received other remuneration from our Company for each of the years ended December 31, 2023, 2024 and 2025.

## APPENDIX V

## GENERAL INFORMATION

### 3. Disclosure of Interests of Directors and Chief Executives

Save as disclosed below, immediately following the completion of the Spin-Off and upon [REDACTED], so far as our Directors are aware, none of our Directors or chief executives has any interest and/or short position in the Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they were 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 our Company, once the Shares are [REDACTED] on the Stock Exchange.

<u>Name</u>	<u>Position</u>	<u>Nature of Interest</u>	<u>Number of Shares</u>	<u>Approximate Percentage of Equity Interest in the Company Immediately after the Spin-off and upon [REDACTED]</u>
Mr. Zhang Daorong	Executive Director	Beneficial owner	[REDACTED]	[REDACTED]%
Mr. Ha Yufeng	Non-executive Director	Beneficial owner	[REDACTED]	[REDACTED]%

### 4. Disclosure of Interests of Substantial Shareholders

For information on the persons who will, immediately following the completion of the Spin-off and upon [REDACTED], have or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under 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 general meetings of any other member of our Company, see "Substantial Shareholders."

Save as disclosed in the section headed "Substantial Shareholders" of this document, as at the Latest Practicable Date, our Directors were not aware of any persons who would, upon [REDACTED], be interested, directly or indirectly, in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Company or had option in respect of such capital.

## D. OTHER INFORMATION

### 1. Estate Duty

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

### 2. Litigation

As of the Latest Practicable Date, we were not aware of any litigation or arbitration of material importance pending or threatened against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations.

---

## APPENDIX V

## GENERAL INFORMATION

---

### 3. Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, we have agreed to pay the Sole Sponsor a fee of HKD8,250,000 to act as the sponsor of our Company in connection with the proposed [REDACTED] on the Stock Exchange.

### 4. Compliance Advisor

Our Company has appointed Somerley Capital Limited as its Compliance Advisor upon [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

### 5. Preliminary Expenses

Our Company did not incur any material preliminary expenses in relation to our incorporation.

### 6. Promoters

We have no promoter for the purpose of the Listing Rules.

### 7. Qualifications of Experts

The qualifications of the experts which have given opinions or advice which are contained in, or referred to in, this document are as follows:

<b>Name of Expert</b>	<b>Qualifications</b>
China Galaxy International Securities (Hong Kong) Co., Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Ordinance
Jingtian & Gongcheng LLP	Legal advisor to our Company as to Hong Kong law
Jingtian & Gongcheng	Legal advisor to our Company as to PRC laws
Ogier	Legal advisor to our Company as to Cayman Islands and BVI laws
TH Lawyers and Private Notary	Legal advisor to our Company as to Macao laws
Frost & Sullivan Limited	Independent industry consultant
Jones Lang LaSalle Limited	Property valuer

---

## APPENDIX V

## GENERAL INFORMATION

---

### 8. Consents of Experts

Each of the experts as referred to in the paragraph headed “—7. Qualification of Experts” in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters the references to its name included herein in the form and context in which it is respectively included.

None of the experts named above has any shareholding interests in any member of our Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Company.

### 9. No Material Adverse Change

Our Directors confirm that, up to the date of this document, there has been no material adverse change in the financial or trading position or prospect of our Company since December 31, 2025 (being the date to which the latest combined financial statements of our Company were prepared).

### 10. Taxation of holders of Shares

#### *Hong Kong*

The sale, purchase and transfer of Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, of the value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

#### *Cayman Islands*

Under present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfers of Shares if they are executed and remain outside the Cayman Islands and our Company does not hold any interest in land in Cayman Islands.

### 11. Share Registrars

The register of members of our Company will be maintained in the Cayman Islands by Vistra (Cayman) Limited and a branch register of members of our Company will be maintained in Hong Kong by its Hong Kong branch share registrar, [REDACTED]. Save where our Directors otherwise agree, all transfers and other documents of title to Shares must be lodged for registration with, and registered by, our Company’s branch share registrar in Hong Kong and may not be lodged in the Cayman Islands.

### 12. Miscellaneous

- (i) Save as disclosed in the section headed “History and Development”, within the two years preceding the date of this document, (i) no share or loan capital of our Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;

---

**APPENDIX V****GENERAL INFORMATION**

---

- (ii) no share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) no founder, management or deferred shares of our Company or any of its subsidiary have been issued or have been agreed to be issued;
- (iv) our Company is not presently listed on any stock exchange or traded on any trading system;
- (v) our Company has no outstanding convertible debt securities or debentures;
- (vi) none of the experts listed under "7. Qualifications of Experts" and "8. Consents of Experts" in this Appendix is interested beneficially or non-beneficially in any shares in any member of our Company or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Company;
- (vii) all necessary arrangements have been made enabling our Shares to be admitted into [REDACTED];
- (viii) there has not been any interruption in the business of our Company which may have or has had a significant effect on the financial position of our Company in the 12 months preceding the date of this document;
- (ix) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (x) there is no arrangement under which future dividends are waived or agreed to be waived; and
- (xi) in case of any discrepancies, the English text of this document shall prevail over their respective Chinese text.