A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was established as a joint stock limited company in the PRC on 22 May 1995. Since September 2022, our Shares have been quoted on the NEEQ with the stock code of 873936.

Our registered office is located at 999 West Jinqing Avenue, Jinqing Town, Luqiao District, Taizhou City, Zhejiang Province, PRC. Our registered place of business in Hong Kong is Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, We [have been registered] as a non-Hong Kong Company under Part 16 of the Companies Ordinance and Ms. Siow Grace Yuet Chew (蕭月秋) will be our authorised representative 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 the same as our principal place of business in Hong Kong as set out above.

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 our Articles of Association is set out in "Regulatory Overview" and "Appendix VI — Summary of the Articles of Association" to this document, respectively.

2. Changes in the share capital of our Company

As at the date of incorporation, our Company had a registered capital of RMB36,010,000.

Save as disclosed in the section headed "History, Development and Corporate Structure — Establishment and Development of our Company" and the below, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants' Report in Appendix I to this document.

The following sets out the changes in the share capital of the Company's subsidiaries during the two years immediately preceding the date of this document:

- On 13 September 2024, JLEM USA Inc., registered in the state of Georgia in the United States, was deregistered.
- On 29 June 2025, JLEM USA Inc., a wholly-owned subsidiary of our Company, was established as a limited liability company in the state of Texas in the United States, authorised to issue 1,000 shares with no par value.

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

4. Resolutions of our Shareholders

Pursuant to the Shareholders' meeting held on 29 April 2026, the following resolutions, among others, were duly passed:

(a) the issue by our Company of H Shares of nominal value of 1.00 each and such H Shares be **[REDACTED]** on the Hong Kong Stock Exchange;

(b) the number of H Shares to be issued before the exercise of the **[REDACTED]** shall not be more than 25% of the total issued share capital of our Company as enlarged by the **[REDACTED]**, and granting the **[REDACTED]** the **[REDACTED]** of no more than 15% of the number of H Shares issued pursuant to the **[REDACTED]**;

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

(d) authorisation to the Board and its authorised person(s) to handle all matters relating to, among other things, the **[REDACTED]**, the issue and **[REDACTED]** of the H Shares.

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) were entered into by our Group within the two years preceding the date of this document and are or may be material:

(a) [the Deed of Indemnity;

(b) the Deed of Non-Competition; and

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

2. Intellectual Property Rights

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

(i) *Trademarks*

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

No.	Trademark	Place of Registration	Registered owner	Class	Registration No.	Registration Date	Expiry Date
1.	锦 龙	PRC	Our Company	7	1005142	14 May 1997	13 May 2027
2.	EMI	PRC	Our Company	7	4373368	7 August 2007	6 August 2027
3.	JLEM	PRC	Our Company	7	4373365	7 August 2007	6 August 2027
4.	JLEM	United States	Our Company	7	3324955	6 November 2006	6 November 2026

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

No.	Trademark	Place of Registration	Registered owner	Class	Registration No.	Registration Date
1.	JLEM	Hong Kong	Our Company	7, 16	307228260	26 March 2026
2.	金龙	Hong Kong	Our Company	7, 16	307230339	27 March 2026

(ii) *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 to be or may be material to our business:

No.	Patent	Patent owner	Patent category	Place of registration	Patent Number	Application Date	Expiry Date
1.	A rotor winding structure for motor processing* (一種電機加工的轉子繞線結構)	Our Company	Utility Model	PRC	ZL 2025 2 0286944.3.	21 February 2025	20 February 2045
2.	A grinding device for motor shaft processing* (一種電機軸加工用打磨設備)	Our Company	Invention Patent	PRC	ZL 2025 1 0198003.9.	21 February 2025	20 February 2045
3.	An optimised control method for YE5 motors* (一種用於YE5電機的最佳化控制方法)	Our Company	Invention Patent	PRC	ZL 2025 1 0137760.5.	7 February 2025	6 February 2045
4.	A safety control system for construction vehicles and control method thereof* (一種工程車輛安全控制系統及其控制方法)	Our Company	Invention Patent	PRC	ZL 2024 1 1775589.2.	5 December 2024	4 December 2044
5.	A sirocco fan backpack driver* (一種蝸殼風機背負式驅動器)	Our Company	Utility Model	PRC	ZL 2024 2 2926536.8.	29 November 2024	28 November 2044

No.	Patent	Patent owner	Patent category	Place of registration	Patent Number	Application Date	Expiry Date
6.	A Machine Tool Spindle Motor and Method for Controlling It* (一種機床主軸電機及其控制方法)	Our Company	Invention Patent	PRC	ZL 2023 1 1761271.4.	20 December 2023	19 December 2043
7.	A High-Temperature Reflective Insulating Composite Coating, Its Preparation Method, and Its Application in High-Temperature Motors* (一種高溫反射隔熱複合塗料及其製備方法、在耐高溫電機中的應用)	Our Company	Invention Patent	PRC	ZL 2022 1 1463896.8.	22 November 2022	21 November 2042
8.	A Capacitor Box for High-Power Servo Drives* (一種大功率伺服驅動器電容箱)	Our Company	Invention Patent	PRC	ZL 2022 1 0932245.2.	4 August 2022	3 August 2042
9.	A High-Power Servo Drive Configuration* (一種大功率伺服驅動器結構)	Our Company	Invention Patent	PRC	ZL 2021 1 1494506.9.	8 December 2021	7 December 2041
10.	A Motor Structure and Control Method for Increasing Torque* (一種提高扭矩的電機結構及控制方法)	Our Company	Invention Patent	PRC	ZL 2021 1 0507038.8.	10 May 2021	9 May 2041
11.	A High-Precision Horizontal Rotor-Piston Mechanism* (一種高精度臥式轉子塞軸機構)	Our Company	Invention Patent	PRC	ZL 2020 1 0013725.X.	7 January 2020	6 January 2040
12.	A Fixture for Machining the Stator of a Forklift Motor and a Method for Operating It* (一種叉車電機定子加工工裝及其操作方法)	Our Company	Invention Patent	PRC	ZL 2018 1 1555203.1.	19 December 2018	18 December 2038
13.	A square-frame motor* (一種電機的方形機座)	Our Company	Utility Model	PRC	ZL 2017 2 0079300.2.	22 January 2017	21 January 2037
14.	Machine for Low-Pressure, Low-Temperature Interference Fitting of Cast Aluminum Rotors and Rotor Shafts, and Method Therefor* (鑄鋁轉子與轉子軸低壓低溫過盈裝配機及其裝配方法)	Our Company	Invention Patent	PRC	ZL 2015 1 0600492.2.	21 September 2015	20 September 2035
15.	Insulated Bearing Housing for High-Power Variable-Frequency Motors* (大功率變頻電機絕緣軸承套)	Our Company	Invention Patent	PRC	ZL 2012 1 0545961.1.	17 December 2012	16 December 2032

(iii) ***Copyrights***

As of the Latest Practicable Date, our Group owned the following copyrights which we consider to be material to our business:

No.	Name	Version	Registered owner	Place of registration	Registration Number	First Publication/ Registration Date
1.	CNC Machine Tool Servo Drive Control Software (數控機床伺服驅動器控制軟件)	V1.26	the Company	PRC	2019SR1308277	7 December 2019
2.	Dedicated Control Software for Smart Hoist Electromechanical Control Units (智能提升機機電控制一體機專用控制軟件)	V1.0	the Company	PRC	2020SR0037826	8 January 2020
3.	Permanent Magnet Industrial Fan Driver Software (永磁工業風扇驅動器軟件)	V1.0	the Company	PRC	2021SR0326596	2 March 2021
4.	Encoder-less Control Software for Permanent Magnet Synchronous Motors (永磁同步電機無編碼器控制軟件)	V1.0	the Company	PRC	2023SR0442099	6 April 2023

No.	Name	Version	Registered owner	Place of registration	Registration Number	First Publication/ Registration Date
5.	Direct Torque Control Software for Ultra-High-Efficiency Permanent Magnet Synchronous Reluctance Motors (超高效永磁同步磁阻電機直接轉矩控制軟件)	V1.0	the Company	PRC	2025SR1106687	27 June 2025
6.	Direct Torque Control Software for IE5 High-Efficiency Induction Motors (IE5高效異步電機直接轉矩控制軟件)	V1.0	the Company	PRC	2025SR1106667	27 June 2025

(iv) ***Domain Names***

As of the Latest Practicable Date, our Group had registered 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.	china-jinlong.com	Our Company	20 January 2000	20 January 2028

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

1. Disclosure of interests

(a) ***Interests and short positions of the Directors and the chief executives of our Company in the shares, underlying shares and debentures of our Company and our associated corporations***

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 and chief executive has any interests and short positions in the shares, underlying shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of **[REDACTED]** Issuers contained in the Listing Rules:

Name	Position	Nature of Interest	Number of Shares[1]	Approximate Percentage of Shareholding in the Unlisted Shares Immediately after Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)	Approximate Percentage of Shareholding in the Total Share Capital Immediately after Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
				(%)	(%)
Mr. Ye Jinwu [2]	Chairman of the Board and executive Director	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of person acting in concert[5]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of spouse	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
Mr. Ye Ye[3][4]	Executive Director	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of person acting in concert [5]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of spouse	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
Ms. Li Chunlian[2]	Non-executive Director	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of person acting in concert [5]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of spouse	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
Mr. Wang Xiaoyue	Non-executive Director	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of person acting in concert [5]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
Ms. Ye Huiqin	Non-executive Director	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]
		Interest of person acting in concert [5]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**	[•]

Notes:

(2) Mr. Ye Jinwu and Ms. Li Chunlian are spouses. Accordingly, Mr. Ye Jinwu and Ms. Li Chunlian are deemed to be interested in the Shares held by each other under the SFO.

(3) Mr. Ye Ye and Ms. Ye Weilei are spouses. Accordingly, Mr. Ye Ye is deemed to be interested in the Shares held by Ms. Ye Weilei under the SFO.

(4) Jinlong Zhichuang LP is a limited partnership controlled by Ms. Ye Weilei as its sole general partner. By virtue of the SFO, each of Mr. Ye Ye and Ms. Ye Weilei is deemed to be interested in the Shares held by Jinlong Zhichuang LP.

(5) Mr. Ye Jinwu, Mr. Ye Ye, Ms. Li Chunlian, Mr. Wang Xiaoyue, Ye Weiqin and Jinlong Zhichuang LP are parties acting in concert, and accordingly each of them are interested in the Shares held by each other under the SFO. Please refer to the section headed "History, Development and Corporate Structure — The Controlling Shareholder Group" for further details.

(b) *Interests and short positions of substantial shareholders in the Shares and underlying Shares of our Company*

Save as disclosed in "Substantial Shareholders", immediately following the completion of the **[REDACTED]** and without taking into account any Shares which may be issued pursuant to the exercise of the **[REDACTED]**, our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Name	Capacity/Nature of Interest	Number of Shares held/interested in immediately following completion of the [REDACTED] and the [REDACTED]	Percentage of shareholding immediately following completion of the [REDACTED] and the [REDACTED]
Jinlong Zhichuang LP	Beneficial owner	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**
	Interest of person acting in concert [(1)]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**
Ms. Ye Weilei [(2)(3)]	Interest in controlled corporation [(4)]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**
	Interest of person acting in concert with spouse and controlled corporation [(4)]	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**
	Interest of spouse	**[REDACTED]** Unlisted Shares (L)	**[REDACTED]**

Notes:

(1) Mr. Ye Jinwu, Mr. Ye Ye, Ms. Li Chunlian, Mr. Wang Xiaoyue, Ye Weiqin and Jinlong Zhichuang LP are parties acting in concert, and accordingly each of them are interested in the Shares held by each other under the SFO. Please refer to the section headed "History, Development and Corporate Structure — The Controlling Shareholder Group" for further details.

(2) Mr. Ye Ye and Ms. Ye Weilei are spouses. Accordingly, Ms. Ye Weilei is deemed to be interested in the Shares held by Mr. Ye Ye under the SFO.

(3) Jinlong Zhichuang LP is a limited partnership controlled by Ms. Ye Weilei as its sole general partner. By virtue of the SFO, each of Mr. Ye Ye and Ms. Ye Weilei is deemed to be interested in the Shares held by Jinlong Zhichuang LP.

2. Particulars of Directors' service contracts

Each of the Directors has entered into a service contract or a letter of appointment with our Company.

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

3. Directors' remuneration

Save as disclosed in "Directors and Senior Management" and Note 11 to the Accountants' Report set out in Appendix I to this document for the three financial years ended 31 December 2023, 2024 and 2025, none of our Directors received other remunerations of benefits in kind from us.

4. Fees or [REDACTED] received

Save as disclosed in this document, none of our Directors or the experts named in the paragraph headed "D. Other Information — 12. Consents of Experts" in this Appendix had received any agency fees, discounts, **[REDACTED]**, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years preceding the date of this document.

5. Related party transactions

Details of the related party transactions are set out under Note 47 to the Accountants' Report set out in Appendix I to this document.

6. Disclaimers

(a) save as disclosed in this section, none of our Directors or our chief executive has any interest or short position in the shares, underlying shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us 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 us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are **[REDACTED]** on the Stock Exchange;

(b) save as disclosed in the section headed "Substantial Shareholders", none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the **[REDACTED]** (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the **[REDACTED]**), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

(c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period; and

(d) 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 taken as a whole. None of our Directors or any of the parties listed in "Qualifications of Experts" of this Appendix is:

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

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

D. OTHER INFORMATION

1. Tax and other indemnities

Each of our Controlling Shareholders have entered into the Deed of Indemnity in favour of our Company (for itself and as trustee for each of its present subsidiaries) to provide indemnities, on a joint and several basis, in connection with, among other things:

(a) any taxation which might be payable by any member of our Group resulting from or by reference to any income, profits or gains earned, accrued or received on or before the date on which the **[REDACTED]** becomes unconditional; and

(b) any and all expenses, payments, sums, outgoings, fees, demands, claims, actions, proceedings, judgements, damages, losses, costs (including but not limited to legal and other professional costs), charges, contributions, liabilities, fines and penalties which any member of our Group may incur, suffer or accrue, directly or indirectly from, among others:

 (i) any litigation, arbitrations, claims (including counter-claims), complaints, demands and/or legal proceedings instituted by or against any member of our Group in relation to events occurred on or before the date on which the **[REDACTED]** becomes unconditional;

(ii) the implementation of the disposal or acquisition of the equity interest in any member of our Group since the date of incorporation of each member of our Group and up to the date on which the **[REDACTED]** becomes unconditional;

(iii) any failure, delay or defects of corporate or regulatory compliance under, or any breach of any provision of, the applicable laws, rules, regulations and agreements by any member of our Group on or before the date on which the **[REDACTED]** becomes unconditional;

(iv) any failure to obtain the necessary licences, consents or permits under applicable laws and regulations for any member of our Group's valid and legal establishment and/or operation on or before the date on which the **[REDACTED]** becomes unconditional; and

(v) the incidents referred to in the section headed "Business — Legal Proceedings and Compliance" in this document.

2. Estate Duty

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

3. Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group's results of operations or financial conditions, taken as a whole.

4. Compliance Adviser

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

5. Preliminary Expenses

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

6. Promoters

The promoters of the Company were Huangyan Motor Factory* (黃岩市電機廠), Huangyan Second Light Industry Cooperative Association* (黃岩市二輕工業合作聯社), and Zhejiang Huangyan Xinqian Casting Factory* (浙江黃岩新前鑄件廠), then shareholders of our Company as of the date of establishment of our Company. Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the **[REDACTED]** and the related transactions described in this document.

7. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer on each of the purchaser and seller is 0.1% of the consideration for or, if higher, the fair value of the H Shares being sold or transferred.

8. No material adverse change

Save for the expenses expected to be incurred in connection with the **[REDACTED]**. 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 date to which the latest consolidated financial statements of our Group were prepared).

9. Restriction on Share Repurchases

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

10. Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in "Appendix I — Accountants' Report — Note 47 Related Party Transactions".

11. Qualification of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this document are as follows:

Name	Qualifications
Sunny Fortune Capital Limited	A corporation licensed under SFO and permitted to carry out Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
AllBright Law Offices	Legal advisers to our Company as to PRC law
Katten Muchin Rosenman LLP	Legal advisers to our Company as to U.S. export control and sanction law
HLB Hodgson Impey Cheng Limited	Certified Public Accountants under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
China Insights Consultancy (Shanghai) Co., Ltd.	Independent industry consultant
Valtech Valuation Advisory Limited	Property Valuer

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

12. Consents of Experts

Each of the above experts 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 (as the case may be) and the references to their names included in the form and context in which they are respectively included.

13. Sole Sponsor's Independence

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

Pursuant to the engagement letter entered into between the Company and the Sole Sponsor, the Sole Sponsor's fee payable by us to the Sole Sponsor in respect of its services as sponsor in connection with the **[REDACTED]** on the Stock Exchange is approximately HK$**[REDACTED]**.

14. Binding Effect

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

15. Bilingual Document

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

16. Miscellaneous

Save as disclosed in this document:

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

(i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash;

(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;

(iii) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

(iv) we have not issued nor agreed to issue any founder shares, management shares or deferred shares; and

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

(b) there are no arrangements under which future dividends are waived or agreed to be waived;

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

(d) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;

(e) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;

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

(g) save for the H Shares to be issued in connection with the **[REDACTED]**, none of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange, nor is any listing or permission to deal being or proposed to be sought;

(h) our Company has no outstanding convertible debt securities or debentures;

(i) our Company is a joint stock limited company and is subject to the PRC Company Law;

(j) our Company has adopted a code of conduct regarding Directors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules; and

(k) The English text of this document shall prevail over the Chinese text.