FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of Our Company

Our predecessor Company was established as a limited liability company in the PRC on March 28, 2019, and converted into a joint stock limited company on November 17, 2025.

As of the date of this document, our registered office is located at Room 302, 3rd Floor, Building 1, 85 Mingnan Road, Zhongshan Subdistrict, Songjiang District, Shanghai, the PRC and our head office is at Room 302, 3rd Floor, Building 1, 85 Mingnan Road, Zhongshan Subdistrict, Songjiang District, Shanghai, the PRC. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of our Articles of Association are set out in "Appendix III — Summary of the Articles of Association."

Our Company has established a principal place of business in Hong Kong at Room 1922, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. We [were registered] with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●]. Ms. Nelly Au-Yeung has been appointed as our authorized representative for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

Changes in the Share Capital of Our Company

Save as disclosed in "History, Development and Corporate Structure" in this document, there has been no alteration in our share capital within two years immediately preceding the date of this document.

Changes in the Share Capital of Our Subsidiaries

As of the date of this document, we do not have any subsidiaries.

Shareholders' Resolutions

Pursuant to the resolutions duly passed by our Shareholders on November 25, 2025, it was resolved, among others, that:

(a) the Shares Subdivision be effective immediately prior to the [**REDACTED**];

(b) the issuance by our Company of H Shares of nominal value of RMB0.1 each and such H Shares be [**REDACTED**] on the Stock Exchange;

(c) the application for the Conversion of Unlisted into H Shares be approved;

(d) the conditional adoption of the Articles of Association, which shall be effective on the [**REDACTED**], and the Board be authorized to amend the Articles of Association in accordance with the change in our share capital and shareholding structure following completion of the [**REDACTED**]; and

(e) the Board (and persons authorized by it) be authorized to handle all matters relating to, among others, the [**REDACTED**] and the issue and [**REDACTED**] of the H Shares.

Pursuant to the resolutions duly passed by our Shareholders on [●], it was resolved, among others:

(a) subject to the completion of the [**REDACTED**], the granting of a general mandate to the Board to allot and issue Shares, or sell and/or transfer Shares out of treasury that are held as treasury shares at any time within a period up to (i) the date of the conclusion of the next annual general meeting of our Company, (ii) the expiration of the period within which the next annual general meeting of our Company is required by the articles of association of our Company or any applicable laws to be held, or (iii) the date on which the Shareholders pass an ordinary resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in its absolute discretion deems fit, and to make necessary amendments to the Articles of Association, provided that, the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue (excluding any treasury shares and after the Shares Subdivision) as of the [**REDACTED**] (the "**Issue Mandate**");

(b) subject to the completion of the [**REDACTED**], the granting of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with an aggregate number of not exceeding 10% of the number of the total issued H Shares (excluding any treasury shares and after the Shares Subdivision) as of the [**REDACTED**] (the "**Repurchase Mandate**"); and

(c) the extension of the Issue Mandate to include the number of Shares repurchased pursuant to the exercise of the Repurchase Mandate, provided that such amount shall not exceed 10% of the total number of issued H Shares (excluding any treasury shares and after the Shares Subdivision) as of the [**REDACTED**].

Explanatory Statement on Repurchase of Shares

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

(a) Reasons for repurchase

The Board considered that the repurchase of the Shares would be beneficial to and in the best interests of our Company and our Shareholders as a whole. It can strengthen investors' confidence in our Company and promote a positive effect on maintaining our Company's reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit our Company and our Shareholder as a whole.

(b) Exercise of the general mandate to repurchase Shares

Subject to the passing of the resolution approving the grant of the general mandate to repurchase Shares at annual general meeting of our Company, the Board will be granted general mandate to repurchase Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the earlier of: (i) the date of the conclusion of the next annual general meeting of our Company, (ii) the expiration of the period within which the next annual general meeting of our Company is required by the articles of association of our Company or any applicable laws to be held, or (iii) the date on which the Shareholders pass an ordinary resolution to revoke or change such mandate, whichever is earlier. The exercise in full of the general mandate to repurchase H Shares would result in a maximum of 10% of the H Shares in issue (excluding any treasury shares and after the Shares Subdivision) as of the [**REDACTED**] being repurchased by our Company during the relevant period.

(c) Source of funds

Our Company may only apply funds legally available for share repurchase in accordance with its Articles of Association, the laws of the PRC and/or any other applicable laws, as the case may be.

(d) Close associates and core connected persons

None of our Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates have a present intention, in the event the general mandate to repurchase Shares is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase Shares is approved.

(e) Status of repurchased Shares

In accordance with the Articles of Association, the Listing Rules and any other applicable laws and regulations, following a repurchase of H Shares, our Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

(f) Takeovers implications

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase Shares.

(g) General

To the best knowledge of the Directors, neither the explanatory statement contained herein nor the proposed Share repurchase has unusual features. If the general mandate to repurchase Shares were to be carried out in full at any time, there may be a material and adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase Shares to such an extent as would have a material and adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase Shares in accordance with the Listing Rules and the applicable laws in the PRC.

Reorganization

We have not gone through any corporate reorganization for the purpose of the [**REDACTED**]. For details of the history and development of our Company, see "History, Development and Corporate Structure".

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

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

(i) a share subscription agreement dated August 30, 2025 entered into among (i) our Company; (ii) Mr. Liu; (iii) Shanghai Ruicong L.P.; (iv) Mr. Lu Yi (陸怡); (v) Mr. Lu Yining (陸逸寧); (vi) Xinyu Shangjia Investment Partnership (Limited Partnership)* (新余市上嘉投資合夥企業(有限合夥)); (vii) Jiaxing Qiangrui Venture Capital Partnership (Limited Partnership)* (嘉興強睿創業投資合夥企業(有限合夥)); (viii) Suzhou Qianrong Tairun Venture Capital Partnership Enterprise (Limited Partnership)* (蘇州乾融泰潤創業投資合夥企業(有限合夥)); (ix) Xinyu Shangrong Equity Investment Partnership (Limited Partnership)* (新余市上容股權投資合夥企業(有限合夥)); (x) Mr. Jiao Shihao (焦世豪); (xi) Mr. Jiao Weimin (焦為民); (xii) Mr. Wen Qi (溫琦); (xiii) Shanghai Ruiru L.P.; (xiv) A2Z Group Limited; (xv) Wuxi Chirun Technology Co., Ltd.* (無錫馳潤科技有限公司); (xvi) Ms. Zhuwen (朱雯); (xvii) Mr. Ding Xiaodong (丁曉東); (xviii) Mr. Zhan Tao (戰濤); (xix) Mr. Cai Xingnan (蔡興南); and (xx) SOLEIL CAPITAL LIMITED ((xiv) to (xix) collectively, the "**Series B Investors**"), pursuant to which the Series B Investors agreed to subscribe for the increase in the registered capital of our predecessor Company in the amount of RMB580,843 (which corresponds to 2.2802% of equity interests of our predecessor Company upon completion of this capital increase) at a total consideration of RMB70,000,000;

(ii) a share incentive agreement dated June 17, 2024, entered into among (i) Mr. Liu; (ii) Ms. Shi Zhenni (史哲擬); (iii) Mr. Niu Bing (牛兵); (iv) Mr. Yu Ji (鬱驥); (v) Ms. Zhang Yue (章悦); (vi) Mr. Zhang Tianyu (張添瑜); (vii) Ms. Fan Yanmin (樊延敏); (viii) Ms. Shen Shuting (申淑婷); (ix) Mr. Xu Decheng (徐德成); (x) Mr. Fang Chunfu (方春富); (xi) Ms. Zhang Liuyi (張柳怡); (xii) Ms. Ding Chunling (丁春玲); (xiii) Ms. Lu Wen (陸雯); (xiv) Ms. Chen Miao (陳苗); (xv) Mr. Sun Hu (孫虎); and (xvi) our Company ((ii) to (xv) collectively, the "**Grantees**"), pursuant to which 25.8287% equity interest in Shanghai Ruicong L.P. is to be transferred to the Grantees for a consideration of RMB2,148,011;

(iii) a share incentive agreement dated February 10, 2025, entered into among (i) Mr. Liu; (ii) Ms. Zhang Yue (章悦); and (iii) our Company, pursuant to which 3.3690% equity interest in Shanghai Ruicong L.P. is to be transferred to Ms. Zhang Yue for a consideration of RMB324,812;

(iv) a supplemental shareholders agreement dated November 16, 2025 entered into among (i) our Company; (ii) Mr. Liu; (iii) Shanghai Ruicong L.P.; (iv) Mr. Lu Yi (陸怡); (v) Mr. Lu Yining (陸逸寧); (vi) Xinyu Shangjia Investment Partnership (Limited Partnership)* (新余市上嘉投資合夥企業(有限合夥)); (vii) Jiaxing Qiangrui Venture Capital Partnership (Limited Partnership)* (嘉興強睿創業投資合夥企業(有限合夥)); (viii) Suzhou Qianrong Tairun Venture Capital Partnership Enterprise (Limited Partnership)* (蘇州乾融泰潤創業投資合夥企業(有限合夥)); (ix) Xinyu Shangrong Equity Investment Partnership (Limited Partnership)* (新余市上容股權投資合夥企業(有限合夥)); (x) Mr. Jiao Shihao (焦世豪); (xi) Mr. Jiao Weimin (焦為民); (xii) Mr. Wen Qi (溫琦); (xiii) Shanghai Ruiru L.P.; (xiv) A2Z Group Limited; (xv) Wuxi Chirun Technology Co., Ltd.* (無錫馳潤科技有限公司); (xvi) Ms. Zhu Wen (朱雯); (xvii) Mr. Ding Xiaodong (丁曉東); (xviii) Mr. Zhan Tao (戰濤)); (xix) Mr. Cai Xingnan (蔡興南); and (xx) SOLEIL CAPITAL LIMITED, pursuant to which certain pre-existing rights and obligations of the parties thereto have been modified; and

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

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED "WARNING" ON THE COVER OF THIS DOCUMENT.

Intellectual Property Rights

Trademarks

Registered 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 Number	Registration Date	Expiry Date
1.	睿触瑶光	PRC	Our Company	10	76006443	June 14, 2024	June 13, 2034
2.	睿触科技	PRC	Our Company	10	67371942	April 7, 2023	April 6, 2033
3.	SimpleTouch	PRC	Our Company	10	67359349	April 7, 2023	April 6, 2033
4.	睿 触 SIMPLETOUCH	PRC	Our Company	10	62977619	August 21, 2022	August 20, 2032
5.	睿 触 SIMPLE TOUCH	PRC	Our Company	10	40454124	April 7, 2020	April 6, 2030
6.		PRC	Our Company	10	40437767	April 7, 2020	April 6, 2030
7.	SIMPLETOUCH	PRC	Our Company	10	83524153	August 28, 2025	August 27, 2035

Patents

Registered Patents

For material patents and patent applications of our Company as of the Latest Practicable Date, please refer to "Business — Intellectual Property" in this document for more details.

Domain Names

As of 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	Registration Owner	Registration Date	Expiration Date
1. . .	simple-touch.cn	Our Company	August 27, 2020	August 27, 2026
2. . .	shruichu.cn	Our Company	June 17, 2019	June 17, 2026
3. . .	simple-touch-healthcare.cn	Our Company	October 10, 2023	October 10, 2026

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights that were material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Directors

Disclosure of Interests

Saved as disclosed below, immediately following completion of the Shares Subdivision the [**REDACTED**] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [**REDACTED**] and the [**REDACTED**]), so far as our Directors are aware, none of our Directors has any interests or short positions in the Shares, underlying Shares and debentures of our Company or any 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 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.

		As of the Latest Practicable Date			Shares interested in immediately following the completion of the Shares Subdivision, [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED] and the [REDACTED])			
Name	Position	Nature of Interest	Number of Shares(1)	Approximate % of shareholding in the total issued share capital(1)	Number of Shares(1)	Description of Shares(1)	Approximate % of shareholding in the Domestic Shares/H Shares(2)	Approximate % of shareholding in the total issued share capital
Mr. Liu(3) . .	Chairman of the Board, executive Director and general manager	Beneficial interest	13,102,135	51.43%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
					[REDACTED]	Unlisted Shares	[REDACTED]%	[REDACTED]%
		Interest in controlled corporation	2,164,540	8.50%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Mr. Wen Qi .	Executive Director and deputy general manager	Beneficial interest	733,325	2.88%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Mr. Lu Yi(4) .	Non-executive Director	Beneficial interest	1,000,000	3.93%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
		Interest in controlled corporation	165,955	0.65%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Mr. Wang Maoting (王茂廷)(5)	Non-executive Director	Interest in controlled corporation	2,083,828	8.18%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%

Notes:

(1). All interested stated are long positions

(2). The calculation is based on the total number of [**REDACTED**] Unlisted Shares and [**REDACTED**] H Shares in issue immediately upon completion of the Shares Subdivision, the [**REDACTED**] and the Conversion of Unlisted Shares into H Shares. Unlisted Shares and H Shares are both ordinary Shares of our Company and are considered as one class of Shares.

(3). As of the Latest Practicable Date, Mr. Liu was the general partner of Shanghai Ruicong L.P. and Shanghai Ruiru L.P., entitling to control the voting rights attached to the Shares held by Shanghai Ruicong L.P. and Shanghai Ruiru L.P., respectively. Hence, Mr. Liu is deemed to be interested in the 1,666,675 Shares (after Shares Subdivision: [16,666,750] Shares) held by Shanghai Ruicong L.P. and the 497,865 Shares (after Shares Subdivision: [4,978,650] Shares) held by Shanghai Ruiru L.P. by virtue of the SFO.

(4). As of the Latest Practicable Date, Mr. Lu Yi was the sole director of Wuxi Chirun Technology Co., Ltd.* (無錫馳潤科技有限公司) ("**Wuxi Chirun**"). Accordingly, he is deemed to be interested in the 165,955 Shares (after Shares Subdivision: [1,659,550] Shares) held by Wuxi Chirun by virtue of the SFO.

(5). As of the Latest Practicable Date,

(i) Shanghai NSR Leading Private Equity Fund Management Co., Ltd.* (上海新絲路領軍私募基金管理有限公司) ("**Shanghai NSR**") was the general partner of Xinyu Shangjia Investment Partnership (Limited Partnership)* (新余市上嘉投資合夥企業(有限合夥)) ("**Xinyu Shangjia L.P.**") and Xinyu Shangrong Equity Investment Partnership (Limited Partnership)* (新余市上容股權投資合夥企業(有限合夥)) ("**Xinyu Shangrong L.P.**"), entitling to control the voting rights attached to the Shares held by Xinyu Shangjia L.P. and Xinyu Shangrong L.P., respectively; and

(ii) Shanghai NSR was owned as to approximately 65% by Mr. Wang Maoting, 10% by Mr. Wang Hanlin (an Independent Third Party), 10% by Mr. Wang Yan (an Independent Third Party), and 15% by Shanghai Medico Enterprise Management Partnership (Limited Partnership)* (上海麥迪考企業管理合夥企業(有限合夥)) (a limited liability partnership with Mr. Wang Maoting as its sole general partner holding 99% partnership interest therein.

By virtue of the SFO, Mr. Wang Maoting is deemed to be interested in the Shares held by Shanghai NSR, and Shanghai NSR is deemed to be interested in the 1,304,095 Shares (after Shares Subdivision: [13,040,950] Shares) held by Xinyu Shangjia L.P. and the 779,733 Shares (after Shares Subdivision: [7,797,330] Shares) held by Xinyu Shangrong L.P.

Particulars of Service Contracts

Our Company has entered into a service agreement or letter of appointment with each of the Directors. The term of these service agreements and letters of appointment shall be subject to the Articles of Association, the Listing Rules and applicable laws, rules and regulations from time to time, and may be terminated in accordance with the respective terms of such service agreements and letters of appointment. Save as disclosed above, our Company has not entered, and does not propose to enter, into any service contracts with any of the Directors in their respective capacities as Directors (other than contracts expiring or determinable by the employer within one year without the payment of compensation other than statutory compensation).

Directors' remuneration

For details of the Directors' remuneration, see "Directors and Senior Management — Compensation of Directors and Senior Management" and Note [9] to the Accountants' Report as set out in Appendix I to this document.

Substantial Shareholders

Save as disclosed in "Substantial Shareholders" in this document, immediately following the completion of the Shares Subdivision, the [**REDACTED**] and the Conversion of Unlisted Shares into H Shares (assuming that the [**REDACTED**] and the [**REDACTED**] are not exercised), our Directors are not aware of any person (not being a Director or chief executive of our Company) who will have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us 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 the rights to vote in all circumstances at general meetings of our Company or any other members of our Company.

Disclaimers

Save as disclosed in this document,

(i) none of our Directors or any of the parties listed in "— Other Information — Qualification of Experts" in this appendix:

(a) is 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; or

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

(ii) none of our Directors or their close associates or any Shareholders 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 each year/period during the Track Record Period; and

(iii) none of our Directors has any interests or short positions in the Shares, underlying Shares or 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 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 entered into the register referred to therein, or 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 and the Stock Exchange.

Employee Incentive Arrangements

The following is a summary of the principal terms of the agreements signed with regards to the Share-based payments made to certain of our employees in 2023, 2024 and 2025 involving the grant of partnership interests in Shanghai Ruicong L.P., our employee incentive platform (the "**Employee Incentive Arrangements**"). As of the Latest Practicable Date, Shanghai Ruicong L.P. held approximately 6.54% of our total issued Shares. The Employee Incentive Arrangements are not subject to the provision of Chapter 17 of the Listing Rules and no further grant will be made under the Employee Incentive Arrangements following the [**REDACTED**].

Purpose

The purpose of the Employee Incentive Arrangements is to attract and retain talents for our Company. The Employee Incentive Arrangements foster shared interests between Shareholders and our employees, thereby furthering our Company's focus on long-term development.

Grantees

The grantees under the Employee Incentive Arrangements are employees who have formally signed an employment contract with our Company, and were selected based on, among others, their technical skills, experience and industry resources.

The grantees were awarded partnership interest in Shanghai Ruicong L.P., and accordingly registered as limited partners of Shanghai Ruicong L.P. upon the settlement of their respective consideration payable and the completion of the necessary registration changes, where applicable.

As of the Latest Practicable Date, Shanghai Ruicong L.P. had a total of 26 limited partners, who are all current employees of our Company, three of which are our senior management. Other than Ms. Shen Shuting (申淑婷) and Ms. Zhang Yue (章悦), both being members of our senior management, who respectively held approximately 11.5% and 9.7% partnership interest in Shanghai Ruicong L.P., none of the limited partners of Shanghai Ruicong L.P. held more than 7.0% partnership interest in Shanghai Ruicong L.P. as of the Latest Practicable Date.

Administration

Mr. Liu, our executive Director, chairman of our Board and our general manager, is the general partner of Shanghai Ruicong L.P., and is entitled to administer the matters of Shanghai Ruicong L.P. including the exercising of voting rights attached to the Shares held by Shanghai Ruicong L.P.

As of the Latest Practicable Date, Mr. Liu held approximately 11.7% partnership interest of Shanghai Ruicong L.P. in his capacity as general partner thereof.

Lock-up period

The grantees are subject to a lock-up period of 5 years from the day of completion of their registration as limited partners of Shanghai Ruicong L.P.. Notwithstanding the foregoing, the grantees may however divest up to half of their granted interests within three years upon the [**REDACTED**], subject to any disposal restrictions applicable to our Company.

Repurchase of partnership interest

Upon the occurrence of the following matters during the term of service of a grantee, the partnership interest held by such grantee shall be repurchased by Mr. Liu as the general partner of Shanghai Ruicong L.P.:

(a) the cessation of employment relationship between the grantee and our Company;

(b) the loss of working capacity or civil capacity due to non-work related injury, or the disappearance or death of the grantee;

(c) the grantee is being pursued for his criminal act;

(d) violation of the PRC Company Law, the articles of association of our Company or the partnership agreement of the partnership during the grantee's discharge of duties, thereby causing loss to our Company and the partnership;

(e) dereliction of duty of the grantee resulting in material loss of our Company;

(f) the grantee's failure to meet the performance target prescribed by our Company, or being deemed by our Company to be directly responsible for our loss or deterioration of our operating results; and

(g) the grantee committing other acts that are considered by our Company to be a serious breach of our policies, or prejudicial to our interests.

OTHER INFORMATION

Estate Duty

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

Litigation

As of the Latest Practicable Date, we were not involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against us, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

Sole Sponsor

The Sole Sponsor have made an application on behalf of our Company to the Hong Kong Stock Exchange for the [**REDACTED**] of, and permission to [**REDACTED**], our H Shares. 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 set out in Rule 3A.07 of Listing Rules.

The Sole Sponsor will receive a fee of HKS4.0 million to act as a sponsor to our Company in connection with the [**REDACTED**].

Compliance Advisor

We have appointed China Everbright Capital Limited as our compliance advisor effective upon the [**REDACTED**] in compliance with Rules 3A.19 of the Listing Rules.

Preliminary expenses

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

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 opinions and/or advice in this document are as follows:

Name	Qualifications
China Everbright Capital Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants under Professional Accountants 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)
Commerce & Finance Law Offices	Legal advisors to our Company as to PRC laws
Commerce & Finance Law Offices	Legal advisors to our Company as to PRC intellectual property laws
China Insights Industry Consultancy Limited	Independent industry consultant

Save as disclosed in "[**REDACTED**]" in this document and "— Other Information — Sole Sponsor" in this section, none of the experts named above has any shareholding interests in our Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company.

Consents

Each of the experts as referred to in "— Other Information — Qualification of Experts" of this appendix has given and has not withdrawn its respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to its name included herein in the form and context in which it respectively included.

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

Taxation of Holders of H Shares

Hong Kong

The sale, purchase and transfer of H Shares are 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, the fair value of the H Shares being sold or transferred.

Consultation with professional advisors

Potential [**REDACTED**] in the [**REDACTED**] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Sole Sponsor, the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**], the [**REDACTED**] or any other person or party involved in the [**REDACTED**] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our H Shares.

No Material Adverse Change

Our Directors confirm that, as of the date of this document, there has been no material adverse change in the financial or trading position of our Company since June 30, 2025 (being the latest balance sheet date of our audited financial statements).

Promoters

The promoters of our Company comprise the following entities, being the then shareholders of our predecessor Company immediately before our conversion into a joint stock company with limited liability on November 17, 2025:

No.	Name of promoters
1. . . .	Mr. Liu
2. . . .	Mr. Lu Yi (陸怡)
3. . . .	Mr. Lu Yining (陸逸寧)
4. . . .	Shanghai Ruicong L.P.
5. . . .	Xinyu Shangjia Investment Partnership (Limited Partnership)* (新余市上嘉投資合夥企業(有限合夥))
6. . . .	Jiaxing Qiangrui Venture Capital Partnership (Limited Partnership)* (嘉興強睿創業投資合夥企業(有限合夥))
7. . . .	Suzhou Qianrong Tairun Venture Capital Partnership Enterprise (Limited Partnership)* (蘇州乾融泰潤創業投資合夥企業(有限合夥))
8. . . .	Xinyu Shangrong Equity Investment Partnership (Limited Partnership)* (新余市上容股權投資合夥企業(有限合夥))
9. . . .	SOLEIL CAPITAL LIMITED
10. . .	Mr. Jiao Shihao (焦世豪)
11. . .	Mr. Jiao Weimin (焦為民)
12. . .	Mr. Wen Qi
13. . .	Shanghai Ruiru L.P.
14. . .	A2Z Group Limited
15. . .	Wuxi Chirun Technology Co., Ltd.* (無錫馳潤科技有限公司)
16. . .	Ms. Zhu Wen (朱雯)
17. . .	Mr. Ding Xiaodong (丁曉東)
18. . .	Mr. Zhan Tao (戰濤)
19. . .	Mr. Cai Xingnan (蔡興南)

Save as disclosed in this document, within the two years 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 any promoter in connection with the [**REDACTED**] and the related transactions described in this document.

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.

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).

Miscellaneous

Save as otherwise disclosed in this document:

(a) within the two years preceding the date of this document, (i) our Company has 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; and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;

(b) no Share or loan capital of our Company or any of our subsidiaries, if any, is under option or is agreed conditionally or unconditionally to be put under option;

(c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;

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

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

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

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

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

(i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought;

(j) our Company has adopted a code of conduct regarding Directors' securities transactions on terms no less than those as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules; and

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