OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, Mr. Ruan, through his wholly-owned company RUANQi Holding, holds approximately 41.27% of the total issued share capital of our Company. Since Mr. Ruan, through RUANQi Holding, is the ultimate beneficial owner of approximately 41.27% Shares of our Company, Mr. Ruan and RUANQi Holding were regarded as the Controlling Shareholders of our Company as of the Latest Practicable Date.

Pursuant to the proxy dated July 8, 2025 entered into between INMI Holding and RUANQi Holding, INMI Holding, a company wholly owned by Mr. Deng, irrevocably made, constituted and appointed RUANQi Holding, a company wholly owned by Mr. Ruan, as its true and lawful attorney and proxy with full power of substitution to vote all Shares held by INMI Holding at any meeting of Shareholders, or by written resolution, with the same force and effect as the INMI Holding might or could do, with effect from July 8, 2025, being the date of incorporation of our Company. Such proxy will lapse automatically upon the **[REDACTED]**. See "History, Reorganization and Corporate Structure – Reorganization – 2. Incorporation of Our Company" for details.

On September 8, 2025, 19,110,000 Shares were allotted and issued to DAJIANG Holding, a company wholly owned by Ms. Shizuyo Oe at par, as part of the arrangement of grant of share incentives to employees of the Group. See "History, Reorganization and Corporate Structure – Corporate Development – Fujian Midodo – (ii) Major Shareholding Changes – (e) Grant of Share Incentives to Certain Employees" for details. Pursuant to the agreement for grant of share incentive to Ms. Shizuyo Oe, the voting rights in respect of the relevant Shares held by DAJIANG Holding has vested on Mr. Ruan, which will lapse upon the **[REDACTED]**. See "History, Reorganization and Corporate Structure – Reorganization – 5. Repurchase of Shares and Allotment to DAJIANG Holding" for details.

Accordingly, after completion of the Reorganization and the **[REDACTED]** Investments, as at the Latest Practicable Date, Mr. Ruan, through RUANQi Holding, a company wholly owned by him, by virtue of his shareholding together with voting proxies conferred upon him and RUANQi Holding as mentioned above, could exercise the voting rights attached to 260,550,074 Shares in aggregate, representing approximately 66.86% of shareholding interest in our Company. Mr. Deng (through INMI Holding) and Ms. Shizuyo Oe (through DAJIANG Holding) were allotted and issued their respective Shares in our Company as arrangement of grant of share incentives to core management and/or employee, and Mr. Ruan and RUANQi Holding reserved the voting rights attached to those Shares. Further, the voting proxy arrangement of each of INMI Holding and DAJIANG Holding as mentioned above are separate and enforceable independently of each other, and they did not act like a group of controlling shareholders with Mr. Ruan and RUANQi Holding, therefore Mr. Ruan and RUANQi Holding remained as the Controlling Shareholders as at the Latest Practicable Date.

The voting proxies as mentioned above will lapse automatically upon the **[REDACTED]**, and therefore immediately following completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised), Mr. Ruan, through RUANQi Holding, will exercise the voting rights attached to **[REDACTED]** Shares in aggregate, representing approximately **[REDACTED]**% of the total issued share capital of our Company and thus will remain as Controlling Shareholders of our Company under the Listing Rules.

DELINEATION OF BUSINESS

Our Controlling Shareholders confirmed that as of the Latest Practicable Date, save as disclosed in this document, none of them have any interest in other business, apart from the business of our Group, which competes or likely to compete, directly or indirectly, with our business, and would require disclosure under Rule 8.10 of the Listing Rules.

Huiyuan Group

Apart from the interest in our in our Group, Mr. Ruan, our Controlling Shareholder, is also interested in the Huiyuan Group. The Huiyuan Group comprises (i) Huiyuan International Exhibition (held directly and indirectly as to approximately 92.71% by Mr. Ruan) and its subsidiaries, and (ii) Huiyuan Cultural Development (held as to 40% by Huiyuan International Exhibition) and its subsidiaries. The Huiyuan Group primarily engages in organizing local, national and international exhibitions, with more than 200 self-branded exhibition projects annually covering over 40 countries and 80 industries. It acts as a full exhibition organizer responsible for overall planning, operation and management, including formulation of exhibition theme and scale, venue selection, marketing and sale of booths, site construction and hall management.

The relationship between the Group and the Huiyuan Group is strictly confined to Mr. Ruan's shareholding and the limited continuing connected transactions entered into in the ordinary course of business on normal commercial terms. Although the Group and the Huiyuan Group cooperate in the co-organization of exhibition services (in particular the CCETF), there is a clear and distinct division of responsibilities between the parties in the organization of the exhibition. The services provided by each party are not irreplaceable and are supplementary to the project as a whole, with each making distinctive contributions to the cooperation. For details of the division of responsibilities between the parties for the CCETF, see "Business — Exhibition Services" in this Document. The Company respectfully submits the following further information to demonstrate the distinctive and non-overlapping nature of the businesses operated by the Group and the Huiyuan Group (beyond the common shareholding of Mr. Ruan and the limited continuing connected transactions entered into in the ordinary course of business on normal commercial terms). In contrast, the Group is principally engaged in the provision of digital marketing and operational support services for cross-border e-commerce, with a focus on overseas marketing services, online advertising, pre-registration systems and related technical support. Our Group's involvement in exhibition services is limited and supplementary: we act as co-organizer only for the CCETF and, for other exhibitions (fewer than 10 per year during the Track Record Period), provide only specific digital services as a supplier to organizers. Revenue from our Group's exhibition services was immaterial, representing approximately 0.7%, 0.7% and 0.6% of total revenue for the years ended 31 December 2023, 2024 and 2025, respectively.

Our Directors are of the view that there is clear delineation and no material competition between business operated by Huiyuan Group and our Group for the following reasons:

(a) No competition with respect to the principal business.

Huiyuan Group, as an exhibition operating group, primarily engages in organizing local, national and international exhibitions in the PRC and overseas, and specializes in planning, operation and management of variety of exhibitions. In contrast, our Group primarily engages in provision of digital marketing and operational support services for cross-border e-commerce business, with a focus on our overseas marketing services to help corporate customers to promote their brands and merchandise on digital media platforms. As such, the principal business activities of Huiyuan Group and our Group are fundamentally different from each other, and there is no competition between Huiyuan Group and our Group with respect to digital marketing and operational support services for cross-border e-commerce business.

***(b) No material business competition with respect to exhibition business*.**

Our Group engages in exhibition services as part of our digital marketing solutions on a limited scale. Although both Huiyuan Group and our Group engage in exhibition business, our Directors are of the view that there is clear delineation and no material competition in this regard for the following reasons:

(i) ***Different business model.*** The business model of the exhibition business of Huiyuan Group and our Group is fundamentally different from each other on the following basis:

- ***Huiyuan Group as exhibition organizer, including self-organized exhibitions.*** Huiyuan Group is one of the leading group of companies in the PRC in organizing local, national and international exhibitions in China and overseas, with more than 200 exhibition projects every year, covering over 40 countries and 80 industries. Apart from undertaking the planning and management of exhibitions by different trade and industry associations and third party companies, Huiyuan Group also organizes its self-branded exhibitions. In contrast, the only exhibition which our Group works as co-organizer is CCETF. See "Business — Exhibition Services" in this document for more information. For other exhibitions in which our Group involves, which were less than 10 exhibitions annually during the Track Record Period, our Group does not work as organizer but only undertakes particular services of the exhibitions as a supplier of the organizers.

- ***Work scope.*** As an organizer of exhibitions, Huiyuan Group is responsible for the overall planning, operation and management of the exhibitions, including formulation of exhibition theme and scale, selection of venue, event planning during the exhibition period, marketing and sale of booths, coordination of registration, design and construction of the exhibition site and managing operation of the exhibition halls. In contrast, except CCETF in which our Group is one of the co-organizers, we only undertake particular services for exhibition organizers in accordance with their business needs. Leveraging on our expertise in digital marketing and operational support services for cross-border e-commerce business, our specialized services include development and application of exhibition pre-registration systems, online advertising promotion services, planning and organizing of forums relating to cross-border e-commerce industry during the exhibition period.

(ii) ***Minimal operation scale.*** The revenue derived from our exhibition services is immaterial to our business as a whole. Revenue generated from our exhibition services for the years ended December 31, 2023, 2024 and 2025 was US$0.5 million, US$0.5 million and US$0.9 million, representing approximately 0.7%, 0.7% and 0.6% of our total revenue of the respective years. In contrast, nearly all revenue of Huiyuan Group is derived from their exhibition business. Based on the above, our Directors are of the view that no meaningful competition is considered to exist between the Excluded Business and our exhibition services.

Our Group's business has been and will continue to be the provision of digital marketing and operational support services for cross-border e-commerce business, and we have no plan to develop and expand our business to organization of traditional offline exhibitions. On the other hand, as confirmed by our Directors, Huiyuan Group has no intention to expand its business beyond the Excluded Business after the **[REDACTED]** of our Group.

The distinctive nature of the two businesses and the remote relationship of the two groups, together with the clear delineation and absence of any material competition or operational overlap, forms the fundamental foundation for the remote relationship between the Group and the Huiyuan Group. This delineation enables the Group to present a clear, focused and independent pure-play digital cross-border e-commerce services business, which is the Group's principal activity and growth driver.

Based on the above and given the Deed of Non-competition in place, our Directors are of the view that there is no material business competition between our Group and Huiyuan Group.

DEED OF NON-COMPETITION

In order to ensure that our Controlling Shareholders will not engage in any business undertaking in competition with our Group in the future, our Controlling Shareholders have entered into the Deed of Non-competition in favor of our Company on [●] pursuant to which each of our Controlling Shareholders has unconditionally and irrevocably undertaken to us that he/it will not, and will procure his/its close associates (other than members of our Group) not to, directly or indirectly, either on his/its own account or in conjunction with or on behalf of any person, firm or company (except through any member of our Group), among others, carry on, participate, be interested or involved in, undertake, acquire or hold (in each case whether as a shareholder, director, partner, agent, employee, or otherwise, and whether for profit, reward or otherwise) any business (other than our business) or any business (other than our business) that directly or indirectly competes, or may compete, with (a) the existing business activities of our Group as set out in the section headed "Business" in this document, and (b) any other business conducted, entered into, engaged in or invested in by any member of our Group or which our Company has otherwise published an announcement on the website of the Stock Exchange stating its intention to conduct, enter into, engage in or invest in from time to time (the "**Restricted Business**") (whether alone or jointly with another person and whether directly or indirectly or on behalf of or to assist or act in concert with any other person), or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by our Group.

"**Restricted Period**" means the period commencing from the **[REDACTED]** and ending on the earlier of (a) the date on which any of the Controlling Shareholders ceases to be interested in 30% (or such other amount as may from time to time be specified in the Listing Rules as being the threshold for determining a controlling shareholder of a company) or more of the entire issued share capital of our Company; (b) the date on which our Shares cease to be **[REDACTED]** on the Stock Exchange (except for temporary suspension of **[REDACTED]** of the Shares) or (c) the date on which the Controlling Shareholders beneficially own or become interested jointly or severally in the entire issued share capital of our Company.

Further, each of our Controlling Shareholders has undertaken to, and undertaken to procure his/its close associates to, refer, or to procure the referral of, any investment or commercial opportunities relating to any Restricted Business ("**New Business Opportunities**" and each a "**New Business Opportunity**") identified by or made available to him/it or his/its close associates, to us on a timely basis and in the following manner:

- as soon as he/it becomes aware of any New Business Opportunity and within 10 business days thereafter, he/it shall give written notice (the "**Offer Notice**") to us identifying the nature of the New Business Opportunity, detailing all information available to him/it for us to consider whether to pursue such New Business Opportunity;
- upon receiving the Offer Notice, our Company shall seek approval from our Board or a board committee (in each case comprising only independent non-executive Directors) which has no interest in the New Business Opportunity (the "**Independent Board**") as to whether to pursue or decline the New Business Opportunity (any Director who has an actual or potential interest in the New Business Opportunity shall abstain from attending (unless their attendance is specifically requested by the Independent Board) and voting at, and shall not be counted in the quorum for, any meeting convened to consider such New Business Opportunity);
- the Independent Board shall take into account all relevant factors in considering whether our Company shall pursue the New Business Opportunity. Such factors may include, among other things, the financial impact of pursuing the New Business Opportunity offered, whether the nature of the New Business Opportunity is consistent with our Group's strategies and development plans and the general market conditions

of our business. If appropriate, the Independent Board may appoint independent financial advisors and legal advisors to assist in the decision-making process in relation to such New Business Opportunity;

- the Independent Board shall, within 30 business days upon receipt of the Offer Notice referred above (the "**Offer Notice Period**"), inform the Controlling Shareholders in writing on behalf of our Company its decision whether to pursue or decline the New Business Opportunity. During the Offer Notice Period, our Company may negotiate with the third party proposing or presenting the New Business Opportunity. The Controlling Shareholders will and will procure his/its close associates to provide all necessary assistance to the abovementioned negotiation. Our Company may, at our absolute discretion, consider extending the Offer Notice Period as appropriate;

- the Controlling Shareholders shall be entitled to but shall not be obliged to carry on, engage, invest, participate or be interested (economically or otherwise) in the New Business Opportunity (whether individually or jointly with another person and whether directly or indirectly or on behalf of or to assist any other person or to act in concert with any other person) on the same, or less favorable, terms and conditions in all material respects as set out in the Offer Notice if:

  (a) he/it has received a written notice from us declining the New Business Opportunity; or

  (b) he/it has not received any written notice from us of our intention to pursue (whether individually or jointly with the Controlling Shareholders) or decline the New Business Opportunity within the Offer Notice Period, or if it has extended the Offer Notice Period, within such other period as agreed by it, in which case our Company shall be deemed to have declined the New Business Opportunity; and

- if there is a change in the nature, terms and conditions of the New Business Opportunity pursued by the notifying person, he/it shall, within his/its knowledge, refer the revised New Business Opportunity with details of all available information for us to consider whether to pursue (whether individually or jointly with the notifying person) the New Business Opportunity as revised.

Under the Deed of Non-competition, during the Restricted Period, each of our Controlling Shareholders has further undertaken the following:

- he/it has acknowledged that our Directors (including the independent non-executive Directors) shall, where necessary and at least on an annual basis, review his/its compliance with the Deed of Non-competition;

- he/it has authorized us to disclose decisions on matters reviewed by the Directors (including the independent non-executive Directors) relating to the compliance and enforcement of the Deed of Non-competition, either through our annual report or by way of public announcement, provided that the relevant disclosures are reviewed and commented by him/it;

- in the event that there is disagreement on whether certain business engaged or proposed to be engaged by he/it constitutes a Restricted Business, such matter shall be decided by the Independent Board and the decision thereof shall be final and binding; and

- in the event of any actual or potential conflict of interests, he/it will abstain from voting and will not be counted towards the quorum of any board meeting or shareholders' meeting.

Our Company will disclose the decisions with basis on matters reviewed by our independent non-executive Directors relating to the compliance with and enforcement of the Deed of Non-competition either in the annual report of our Company or by way of announcement(s) to the public.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

Having considered the following factors, our Directors believe that our Group is capable of carrying out our businesses independently of our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Management Independence

Our daily operational and management decisions are made collectively by our Board and our senior management. Upon the **[REDACTED]**, our Board will consist of seven Directors, consisting of two executive Directors, two non-executive Directors and three independent non-executive Directors. Other than Mr. Ruan who is also our Controlling Shareholder, none of the other Directors, who forms the majority of our Board, is a Controlling Shareholder. See "Directors and Senior Management" for more details. We believe that our Directors and senior management can independently perform their duties in our Company and we can operate independently from our Controlling Shareholders for the following reasons:

(a) Each of our Directors is aware of his/her fiduciary duties as a Director which require, among others, that he/she must act for the benefit and in the best interests of our Company and not allow any conflict between his or her duties as a Director and his/her personal interests.

(b) In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors or their respective close associates, the interested Director(s) shall abstain from voting on any Board resolutions approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates have a material interest and shall not be counted in the quorum present at the relevant Board meeting.

(c) Our Board has a balanced composition of executive Directors and non-executive Directors which ensures the independence of our Board in making decisions affecting our Company. Specifically, (a) our independent non-executive Directors are not associated with our Controlling Shareholders or his/its associates; (b) our independent non-executive Directors account for more than one-third of the Board; and (c) our independent non-executive Directors individually and collectively possess the requisite knowledge and experience as independent directors of listed companies and will be able to provide professional and experienced advice to our Company. In conclusion, our Directors believe that our independent non-executive Directors are able to bring impartial and sound judgment to the decision-making process of our Board and protect the interest of our Company and our Shareholders as a whole.

(d) We will establish corporate governance measures and adopt sufficient and effective control mechanism to manage conflicts of interest, if any, between our Group and our Controlling Shareholders, which would support our independent management. See "- Corporate Governance Measures" in this section for more information.

Our Group maintains a dedicated and entirely independent workforce with our own human resources, payroll, recruitment, training, performance management and employee benefit systems that are completely separate from those of the Huiyuan Group. As at the Latest Practicable Date, none of our Group's employees (including all senior management and key operational staff) is employed by, seconded to, shared with, or otherwise provided by any member of the Huiyuan Group on any basis. There are no dual-employment arrangements, shared service agreements or cost-sharing arrangements in respect of personnel. All employment contracts are signed directly with our Group entities, and payroll records, organizational charts and social security contributions are maintained independently.

While Mr. Ruan is the common shareholder, the day-to-day management of our Group is led by a dedicated senior management team who have no roles in the Huiyuan Group. Mr. Ruan's involvement in the Huiyuan Group is non-executive and strategic only and does not overlap with his executive responsibilities in our Group. Our Directors and senior management are fully aware of their fiduciary duties and devote their time and efforts exclusively to our Group's business.

Having considered the above factors, our Directors are satisfied that they are able to perform their managerial roles in our Company independently, and our Directors are of the view that we are capable of managing our business independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Operational Independence

We have full rights to make all decisions regarding, and carry out, our business operations independently. We have established our own organizational structure and each department is assigned to specific areas of responsibilities. We have not shared our operational resources with our Controlling Shareholders and/or their respective close associates. We have independent access to customers and suppliers, as well as an independent management team to handle our day-to-day operations. We hold all the relevant licenses, qualifications, permits and other material intellectual properties necessary for operating our business and have sufficient capital, equipment, facilities and employees to operate our business and operations independently of our Controlling Shareholders.

During the Track Record Period, our Group conduct certain transactions with our Controlling Shareholder's close associates on a recurring basis which are expected to continue after the **[REDACTED]** and will constitute continuing connected transactions of our Company under the Listing Rules. In particular, as of the Latest Practicable Date, we leased our office from associate of our Controlling Shareholders. See "Continuing Connected Transactions — Fully Exempt Continuing Connected Transactions — 1. Property Lease Agreement" in this document for more information. As we have been using such property historically, we believe that compared to relocating to alternative property, it is in the interest of our Group in terms of cost, time, efficiency and operation stability to continue such lease. Meanwhile, considering that our access to independent sources and sufficient comparable market, our Directors believe that, even if such transactions are terminated, we will be able to identify other suitable alternative from lessors who are independent third parties in the locality without material undue delay or inconvenience incurred to the operation of our business. Further, all such connected transactions are conducted after arm's length negotiation and are on normal commercial terms, which do not indicate any undue reliance by our Group on our Controlling Shareholders and are beneficial to our Group and our Shareholders as a whole. See "Continuing Connected Transactions" in this document for more information. All contracts, invoices and settlement records with Huiyuan Group are maintained separately, subject to our Group's internal control procedures, and will be reviewed annually by our independent non-executive Directors. The Huiyuan Group has not charged our Group below-market rates, nor has our Group provided services at below-market rates.

Save as disclosed in the section headed "Continuing Connected Transactions" in this Document (all of which are conducted on an arm's length basis and fully invoiced/recharged at normal commercial terms), there has never been, and there is no plan for, any sharing of resources (including office premises beyond the disclosed Property Lease Agreement, equipment, intellectual properties, infrastructure, IT systems or other operational assets), expenses, costs or overheads between our Group and the Huiyuan Group.

Our Group has at all times borne, and will continue to bear after the **[REDACTED]**, 100% of our own operating costs, overheads and expenses independently. There has been no allocation, recharge, subsidization, absorption, waiver or any other form of cost-sharing (whether formal or informal) from the Huiyuan Group to our Group, or vice versa. Our Group maintains our own independent finance department, separate bank accounts, accounting system and internal controls. All major operating expenses (e.g., cloud servers and database expenses, digital media spend with Google, TikTok and Meta, as well as IT Infrastructure) are contracted and paid directly by us. Our Group confirms that there are no off-balance sheet commitments or arrangements with our Controlling Shareholder or his associates on our behalf. Our Group's Accountants' Report on Historical Financial Information as set out in Appendix I to this Document reflect all costs and expenses attributable solely to our own operations.

Having considered the above, our Directors consider that our Group will be able to operate independently from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Financial Independence

Our Group has an independent financial system and makes financial decisions according to our Group's own business needs. We have established our own finance department with a team of financial staff, who are responsible for financial control, accounting, reporting, group credit and internal control function of our Group, which is independent from our Controlling Shareholders and their respective close associates. We are able to make financial decisions independently from our Controlling Shareholders and their respective close associates, and they do not intervene with our use of funds.

Our Directors believe that we have sufficient capital to operate our business independently. During the Track Record Period, our Group primarily relied on cash generated from operations to carry on our business. We believe we will continue to have sufficient capital to operate our business independently and have adequate internal resources and a strong credit profile to obtain financing from independent third parties to support our daily operations without reliance on our Controlling Shareholders or their respective close associates after the **[REDACTED]**. We have adopted a set of internal control procedures for cash receipts and payment and have independent access to third party financing. We have also established an Audit Committee comprising three independent non-executive Directors in compliance with Rule 3.21 of the Listing Rules. We have access to independent third party financing and are capable of obtaining such financing without the need to rely on any guarantee or security provided by our Controlling Shareholders or their respective close associates.

During the Track Record Period and as at the Latest Practicable Date, the Group had certain outstanding loans due to Mr. Ruan, our Controlling Shareholder and his close associate, details of which are set forth in Note 24 to the Accountants' Report in Appendix I to this document. Our Directors confirm that such outstanding loans will be settled before the **[REDACTED]**. See "Financial Information — Indebtedness — Loans from Related Parties" for details.

Having considered the above, our Directors are satisfied that we are able to maintain financial independence from our Controlling Shareholders and their respective close associates.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance to protect the interests of our Shareholders. We would adopt the following corporate governance measures to manage potential conflict of interests between our Group and our Controlling Shareholders:

(a) as part of our preparation for the **[REDACTED]**, we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provides that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her associates have a material interest nor shall such Director be counted in the quorum present at the meeting;

(b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from our board meetings on matters in which such Director or his/her associates have a material interest, unless the attendance or participation of such Director at such meeting of our Board is specifically requested by a majority of the independent non-executive Directors;

(c) our Board is committed to the view that our Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors) so that there is a strong independent element in our Board which can effectively exercise independent judgment. Our Company [has appointed] three independent non-executive Directors. Our Directors believe that our independent non-executive Directors are of sufficient experience, are free of any business and/or other relationship which could interfere in any material manner with the exercise of their independent judgment and will be able to provide impartial and professional advice to protect the interests of the minority Shareholders;

(d) we have appointed Giraffe Capital Limited as our compliance advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules, including various requirements relating to the directors' duties and corporate governance;

(e) where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company's expenses;

(f) our Company has established internal control mechanism to identify connected transactions to ensure that our Controlling Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions and our Company will comply with the applicable Listing Rules;

(g) as required by the Listing Rules, our independent non-executive Directors shall review any connected transactions annually and confirm in our annual report that such transactions which have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favourable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole; and

(h) in the event that our independent non-executive Directors shall review any conflict of interests between our Group and our Controlling Shareholders, our Controlling Shareholders shall provide all information requested by our Group which is necessary for the annual review by our independent non-executive Directors.