OVERVIEW

Pursuant to the Concert Party Agreements, Mr. Gou and Mr. Wang have been acting in concert since December 31, 2017 or (if at a later date) they became the ultimate controlling shareholders of our Company and other members of the Group and shall continue the arrangement going forward as long as Mr. Gou and Mr. Wang individually or collectively remain as the controlling shareholders of our Group. For details, see "History, Reorganization and Corporate Structure – Acting in Concert." Accordingly, as of the Latest Practicable Date, Mr. Gou and Mr. Wang, through BVI-GOWL (the company wholly-owned by BVI-GOW which is in turn wholly-owned by Mr. Gou), BVI-PEPPER (the company wholly-owned by BVI-SPICY which is in turn wholly-owned by Mr. Wang) and BVI-KY (the company wholly-owned by BVI-GOWL and BVI-PEPPER), are jointly beneficially interested in an aggregate of 90% of the issued share capital of our Company. As a result, Mr. Gou, Mr. Wang, BVI-GOW, BVI-GOWL, BVI-SPICY, BVI-PEPPER and BVI-KY constitute a group of controlling shareholders of our Company.

Immediately following the completion of the Share Subdivision and the **[REDACTED]**, assuming the **[REDACTED]** is not exercised, our Controlling Shareholders, namely Mr. Gou, BVI-GOW, BVI-GOWL, Mr. Wang, BVI-SPICY, BVI-PEPPER and BVI-KY, will be collectively interested in and entitled to exercise approximately **[REDACTED]**% of the voting rights in our Company. Such interests comprised: (i) **[REDACTED]** Shares, representing approximately **[REDACTED]**% of the issued share capital of our Company, held through BVI-GOWL; (ii) **[REDACTED]** Shares, representing approximately **[REDACTED]**% of the issued share capital of our Company, held through BVI-PEPPER; and (iii) **[REDACTED]** Shares, representing approximately **[REDACTED]**% of the issued share capital of our Company, held through BVI-KY.

INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

As of the Latest Practicable Date, our Controlling Shareholders confirmed that they did not have any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, and would require disclosure under Rule 8.10 of the Listing Rules. Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

Management Independence

Our Board comprises three executive Directors and three independent non-executive Directors. Although Mr. Gou and Mr. Wang being members of our group of Controlling Shareholders, also serve as our executive Directors, our Directors believe that our Board and senior management will function independently from our Controlling Shareholders for the following reasons:

(i) each Director is aware of his/her fiduciary duties as a Director of our Company which requires, among other things, that he/she acts for the benefit and in the best interests of our Company and our Shareholders as a whole and does not allow any conflict between his/her duties as a Director and his/her personal interest;

(ii) 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 associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions, and shall not be counted in the quorum;

(iii) our Board comprises six Directors, and three of them are independent non-executive Directors, which represents more than one-third of the members of our Board. Our independent non-executive Directors have extensive experience in different areas and have been appointed in accordance with the requirements of the Listing Rules. In addition, our independent non-executive Directors are not associated with our Controlling Shareholders or any of their respective close associates, which ensures that the decisions of our Board are made after due consideration of independent and impartial opinions;

(iv) our senior management members are independent from our Controlling Shareholders. They are experienced in the industry in which we are engaged. Accordingly, they are able to discharge their duties independently from our Controlling Shareholders;

(v) our Company has established internal control mechanisms to identify connected transactions to ensure that our Shareholders or Directors with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions pursuant to the relevant requirement under our constitutional documents and/or the Listing Rules; and

(vi) our independent non-executive Directors individually and collectively possess the requisite knowledge, experience and competence to provide a counterbalance of potentially interested Directors with a view to promote the interests of our Company and our Shareholders as a whole.

Having considered the above factors, our Directors are satisfied that they are able to perform their 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 following the completion of the Share Subdivision and the **[REDACTED]**.

Operational Independence

We have full rights to make all decisions on, and to carry out, our own business operations independently. Our Company, through our subsidiaries, holds the licenses and qualifications necessary to carry on our current business, and has sufficient capital, technology and employees to operate the business independently from our Controlling Shareholders. We have access to third parties independently from and not connected to our Controlling Shareholders for sources of suppliers and customers.

Acquisition of property

On June 12, 2026, Juhui Tech entered into a property sale and purchase agreement with Shanghai Juhui Xingyao Enterprise Management Co., Ltd. (上海聚慧星耀企业管理有限公司) ("**Juhui Xingyao**"), pursuant to which Juhui Xingyao agreed to sell and Juhui Tech agreed to purchase the third floor of a commercial building (the "**Building**") located in Shanghai, the PRC (the "**Property**") with a total gross floor area of approximately 1,351.28 square meters for a total consideration of approximately RMB58,650,000. Juhui Xingyao is indirectly held as to 55% by Mr. Gou and 45% by Mr. Wang, and hence is an associate of each of Mr. Gou and Mr. Wang and a connected person of our Company.

The total consideration of approximately RMB58,650,000 was arrived at after arm's length negotiation between the parties with reference to the market value of the Property of approximately RMB58,650,000 as at April 30, 2026 based on the valuation of the Property conducted by an independent valuer. It is expected that completion of the acquisition will take place prior to the **[REDACTED]**.

We have been leasing three floors of the Building (including the Property) from Juhui Xingyao (the "**Lease**") since 2024 for use as our Shanghai Sichuan Flavor Innovation Center, to strengthen our product innovation and regional flavor development capabilities. Our Shanghai Sichuan Flavor Innovation Center houses our sales team and our application R&D engineers, including R&D specialists and experienced chefs, and engage with kitchens for product promotion and application, including tastings and demonstrations. For the year ending December 31, 2026, the total monthly rental of the Lease was approximately RMB484,000. The aforesaid Lease will be terminated upon the completion of acquisition of the Property, and the Property, after consolidating the manpower, kitchens and sales and marketing resources into one floor by streamlining our center structure, will continue to be used as our Shanghai Sichuan Flavor Innovation Center. Our Company considered the location of the Property was ideal for us to put down our roots and enhance our presence and influence in the Eastern China region, taking into account that Shanghai is a major city and culinary center in the region and a number of major market players, suppliers and customers are also located in the region. By acquiring the Property as our Shanghai Sichuan Flavor Innovation Center, it would enable us to consolidate the manpower and resources in the same premises for greater cost and operation efficiency and effectiveness, and also provide us a long-term stable location and greater flexibility and freedom to overhaul the Property to facilitate the product development work and functionality of our application-level R&D team on site, as well as to upgrade the renovation and presentation of the Shanghai Sichuan Flavor Innovation Center for providing an elevated experience to our visiting existing and prospective customers, which aims to further enhance customers retention and acquisition and enable us to grasp prospective business opportunities more effectively.

In light of the above and taking into account that the consideration is determined after arm's length negotiation between the parties and reflects the value of the valuation conducted by the independent valuer, our Directors, including our independent non-executive Directors, are of the view that the terms and conditions of the acquisition of the Property are fair and reasonable and are in the interests of our Company and our Shareholders as a whole.

Based on the above, our Directors are satisfied that we will be able to function and operate independently from our Controlling Shareholders and their respective close associates.

Financial Independence

During the Track Record Period and up to the Latest Practicable Date, 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 functions of our Company, independent from our Controlling Shareholders. We can make financial decisions independently and our Controlling Shareholders do not intervene with our use of funds. We have also established an independent audit system, a standardized financial and accounting system and a complete financial management system.

We do not rely on our Controlling Shareholders or their close associates to provide financial assistance to our Group. We have independent access to third party financing and our Directors believe that, if necessary, we are capable of obtaining financing from external sources without reliance on our Controlling Shareholders or their close associates. During the Track Record Period and up to the Latest Practicable Date, our Controlling Shareholders and/or their close associates had provided (i) guarantees for certain loans or credit facilities granted by the lending banks and (ii) shareholder's loans to our Group. All the aforesaid subsisting guarantees and shareholder's loans provided by our Controlling Shareholders and/or their close associates to our Group will be released or settled prior to the **[REDACTED]**.

Based on the above, our Directors are of the view that we will be able to maintain financial independence from our Controlling Shareholders and their respective close associates after the **[REDACTED]**.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders' interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflict of interest between our Group and our Controlling Shareholders:

(i) our Articles provide 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 or her associates have a material interest nor shall such Director be counted in the quorum present at the meeting;

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

(iii) we are committed that our Board should include a balanced composition of executive Directors and independent non-executive Directors. We have appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. Details of our independent non-executive Directors are set out in the section headed "Directors and Senior Management" in this document;

(iv) as required by the Listing Rules, our independent non-executive Directors shall review all connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable 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;

(v) our Company will disclose decisions on matters reviewed by the independent non-executive Directors either in its annual reports or by way of announcements as required by the Listing Rules;

(vi) 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 expense; and

(vii) we have appointed Somerley Capital Limited as our compliance advisor to provide advice and guidance to us in respect of compliance with the applicable laws and regulations in Hong Kong, as well as the Listing Rules, including various requirements relating to corporate governance.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Group and our Controlling Shareholders, and to protect our minority Shareholders' interests after the **[REDACTED]**.