FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of Our Company

Our Company was established as a limited liability company under the laws of the PRC on August 4, 2011, and was converted into a joint stock company with limited liability on December 25, 2025. Our Company has established a principal place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Ms. HO Wing Nga (何詠雅) has been appointed as our authorized representative for acceptance of service of process and notices in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As our Company is incorporated in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of our Articles of Association and relevant aspects of PRC law is set out in "Taxation and Foreign Exchange", "Summary of Principal Legal and Regulatory Provisions" and "Summary of Articles of Association" in Appendices IV, V and VI to this document, respectively.

Changes in the Share Capital of Our Company

There has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants' Report in Appendix I to this document.

No alteration in the registered capital of our subsidiaries has taken place within the two years preceding the date of this document. None of our subsidiaries were incorporated within two years immediately preceding the date of this document.

Resolutions of Our Shareholders

On May 25, 2026, resolutions of our Shareholders were passed pursuant to which, among other things:

(a) the [**REDACTED**] by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares being [**REDACTED**] on the Stock Exchange;

(b) the number of H Shares to be [**REDACTED**] shall not be more than 25% of the total [**REDACTED**] share capital of our Company as enlarged by the [**REDACTED**] (without taking into account any H Shares which may be [**REDACTED**] upon the exercise of the [**REDACTED**]), and the grant of the [**REDACTED**] in respect of not more than 15% of the number of H Shares initially available under 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 authorization to the Board to amend the Articles of Association to the extent necessary in accordance with the laws, regulations and regulatory rules and requirements from relevant government bodies or regulatory authorities and for the purpose of the [**REDACTED**]; and

(d) authorization of the Board or its authorized individual(s) to handle all matters relating to, among other things, the [**REDACTED**], the [**REDACTED**] and the [**REDACTED**] of H Shares on the Stock Exchange.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

Our Group has entered into the following contract (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material to us:

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

Our Intellectual Property Rights

Trademarks

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

No.	Trademark	Class	Registrant	Place of registration	Registration number	Expiry date
1.	DH DONG HENG	9	Our Company	PRC	63322819	2032.09.13
2.	DONG HENG NEW ENERGY	9	Our Company	PRC	63317896	2032.09.13
3.	东恒新能源 DONG HENG NEW ENERGY	9	Our Company	PRC	63302957	2032.10.13
4.	DONG HENG NEW ENERGY TECHNOLOGY	9	Our Company	PRC	63297998	2032.10.06
5.		1	Our Company	PRC	22387984	2028.02.06
6.		9	Our Company	PRC	22387640	2028.02.06
7.		35	Our Company	PRC	22385410	2028.02.06
8.	东恒	9	Our Company	PRC	18274578	2027.02.27
9.		35	Our Company	PRC	9531349	2032.06.20
10.		9	Our Company	PRC	9531317	2032.07.20
11.		1	Our Company	PRC	9531206	2032.06.20
12.		9	Our Company	PRC	7877101	2031.03.13

Patents

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

No.	Patent Name	Type	Registered Owner	Jurisdiction of Registration	Patent number	Expiry date
1.	A method for synthesizing carbon nanotubes based on a layered iron-cobalt-aluminum catalyst (一種基於層狀結構鐵鈷鋁催化劑合成碳納米管的方法)	Invention	Our Company	PRC	202210265351X	2042.03.16
2.	A method for synthesizing a layered catalyst for use in a fluidized bed (一種流化床用層狀催化劑的合成方法)	Invention	Our Company	PRC	2022103044379	2042.03.16
3.	A method for synthesizing a laminated-structure catalyst (一種片層結構催化劑的合成方法)	Invention	Our Company	PRC	2022102649656	2042.03.16
4.	A method for synthesizing an ultrafine catalyst powder (一種超細催化劑粉體的合成方法)	Invention	Our Company	PRC	2022102065804	2042.02.22
5.	A pre-oxidation apparatus for carbon nanotube purification (一種用於碳納米管提純的預氧化裝置)	Invention	Our Company	PRC	2022101671366	2042.02.22
6.	A method for preparing carbon nanotubes by catalytic cracking of methanol or propylene (一種催化裂解甲醇或丙烯製備碳納米管的方法)	Invention	Our Company	PRC	2022102786634	2042.03.16
7.	A reduction method for a catalyst used in the preparation of carbon nanotubes (一種用於製備碳納米管的催化劑的還原方法)	Invention	Our Company	PRC	2022102653473	2042.03.16
8.	A method for synthesizing a microspherical catalyst (一種微球狀催化劑的合成方法)	Invention	Our Company	PRC	2022102653488	2042.03.16
9.	A method for synthesizing a high-activity catalyst (一種高活性催化劑的合成方法)	Invention	Our Company	PRC	202210171373X	2042.02.23
10.	A method for preparing a composite thermoelectric thin film (一種複合熱電薄膜的製備方法)	Invention	Our Company	PRC	2021100387813	2041.01.11

No.	Patent Name	Type	Registered Owner	Jurisdiction of Registration	Patent number	Expiry date
11.	An apparatus and method for preparing single-walled carbon nanotubes using a floating catalyst method (一種浮動催化法製備單壁碳納米管的裝置及方法)	Invention	Our Company	PRC	2020103268900	2040.04.22
12.	A heat exchange apparatus for carbon black production equipment (一種用於碳黑生產設備的熱交換裝置)	Invention	Our Company	PRC	2021100470897	2041.01.13
13.	An apparatus and method for purifying carbon nanotube materials (一種碳納米管材料的提純裝置及方法)	Invention	Our Company	PRC	202010314313X	2040.04.19
14.	A graphene slurry preparation system and preparation method thereof (一種石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107656966	2036.08.30
15.	A rotary dense-tooth graphene slurry preparation system and preparation method thereof (一種旋轉式密齒型石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107722120	2036.08.30
16.	A rotary graphene slurry preparation system and preparation method thereof (一種旋轉式石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107721467	2036.08.30
17.	An angled graphene slurry preparation system and preparation method thereof (一種帶角度的石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107721503	2036.08.30
18.	A dense-tooth graphene slurry preparation system and preparation method thereof (一種密齒型石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107720591	2036.08.30
19.	A single-crystal graphite material preparation and purification apparatus (一種單晶體石墨材料製備提純裝置)	Invention	Our Company	PRC	2016107749142	2036.08.30

No.	Patent Name	Type	Registered Owner	Jurisdiction of Registration	Patent number	Expiry date
20.	A rotary-type graphene slurry preparation system and preparation method thereof (一種回轉型石墨烯漿料製備系統及其製備方法)	Invention	Our Company	PRC	2016107722135	2036.08.30
21.	A carbon nanotube purification system for removing metal ions (去除金屬離子的碳納米管提純系統)	Invention	Our Company	PRC	2016107681807	2036.08.30
22.	A small-diameter carbon nanotube purification system with thermal energy recovery (熱能回收的小管徑碳納米管提純系統)	Invention	Our Company	PRC	2016107634488	2036.08.30
23.	A method for preparing carbon nanotubes (一種碳納米管的製備方法)	Invention	Our Company	PRC	2015105494619	2035.08.30
24.	Equipment for growing carbon nanotubes (一種用於生長碳納米管的設備)	Utility model	Our Company	PRC	2016209986909	2026.08.30
25.	A carbon nanotube purification system (一種碳納米管提純系統)	Utility model	Our Company	PRC	2016209935733	2026.08.30
26.	Exhaust gas treatment equipment for carbon nanotube preparation (用於製備碳納米管的廢氣處理設備)	Utility model	Our Company	PRC	201621002028X	2026.08.30
27.	A small-diameter carbon nanotube purification system (一種小管徑碳納米管提純系統)	Utility model	Our Company	PRC	2016209871182	2026.08.30
28.	An acid recovery carbon nanotube purification system (一種回收酸的碳納米管提純系統)	Utility model	Our Company	PRC	201620987057X	2026.08.30
29.	A reaction furnace for preparing carbon nanotubes (一種製備碳納米管的反應爐)	Utility model	Our Company	PRC	2016210039816	2026.08.30
30.	An integrated purification apparatus for graphite purification (一種用於提純石墨的整體化提純裝置)	Utility model	Our Company	PRC	2016209899690	2026.08.30
31.	Equipment for testing dispersion effectiveness of carbon nanotube conductive slurry (用於碳納米管導電漿料分散效果測試的設備)	Utility model	Our Company	PRC	2016209851210	2026.08.29

No.	Patent Name	Type	Registered Owner	Jurisdiction of Registration	Patent number	Expiry date
32.	A method for preparing low-temperature lithium-ion battery anode materials (一種低溫鋰離子電池負極材料的製備方法)	Invention	Our Company	PRC	2013100840620	2033.03.15
33.	An apparatus and method for carbon nanotube purification (一種用於碳納米管提純的裝置及方法)	Invention	Nantong Dongheng	PRC	2022101678365	2042.02.22
34.	A method for preparing lithium battery anode materials (一種鋰電池負極材料的製備方法)	Invention	Nantong Dongheng	PRC	2021100536663	2041.01.14
35.	A method for preparing carbon nanotubes based on a silkworm silk template (一種基於蠶絲模板的碳納米管的製備方法)	Invention	Nantong Dongheng	PRC	2021100387796	2041.01.11
36.	A single-crystal graphite material preparation apparatus (一種單晶體石墨材料製備裝置)	Invention	Nantong Dongheng	PRC	2016107748991	2036.08.30

Domain Name

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

No.	Domain name	Registrant
1.	dhnano.com	Our Company

Save as aforesaid, as of the Latest Practicable Date, there were no other trademarks, patents or other intellectual or industrial property rights which we consider to be material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of Interests

Interests of the Directors and chief executive of our Company

Save as disclosed below, immediately following the completion of the [**REDACTED**], and Conversion of Unlisted Shares into H Shares, assuming that the [**REDACTED**] is not exercised, the interests and/or short positions of our Directors and the chief executive of our Company in the Shares, underlying Shares and debentures of our Company and any interests and/or short positions in shares, underlying shares or debentures of any of our Company's 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/or short positions which they are taken or deem to have under such provisions of the SFO), or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company, once the H Shares are [**REDACTED**] on the Stock Exchange, are listed below:

(i) Interest in our Company

Save as disclosed below, no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of our Company.

Name	Position	Nature of interest(1)	Number and description of Shares held	Approximate percentage of shareholding in Unlisted Shares/ H Shares(2)	Approximate percentage of shareholding in our total share capital(2)
Mr. Shen Bohua	Executive Director, chairman of our Board	Beneficial Owner	10,415,638	[**REDACTED**]%	[**REDACTED**]%
Mr. Shen Yudong(3)	Executive Director and general manager	Beneficial Owner	8,006,948	[**REDACTED**]%	[**REDACTED**]%
		Interest in controlled corporation	2,900,015	[**REDACTED**]%	[**REDACTED**]%
Mr. Jiang Dong	Executive Director, chief financial officer and secretary to our Board	Beneficial Owner	142,200	[**REDACTED**]%	[**REDACTED**]%

Notes:

(1) All interests stated are long positions.

(2) The calculation is based on the total number of [**REDACTED**] Unlisted Shares and [**REDACTED**] H Shares in issue upon [**REDACTED**] comprising (i) an aggregate of [**REDACTED**] H Shares to be converted from the Unlisted Shares and (ii) [**REDACTED**] H Shares to be [**REDACTED**] pursuant to the [**REDACTED**] (without taking into account the H Shares which may be [**REDACTED**] upon the exercise of the [**REDACTED**]).

(3) As of June 22, 2026, Wuxi Hengcheng was held as to approximately 45.24% by Mr. Shen Yudong as its general partner. As a result, under the SFO, Mr. Shen Yudong was deemed to be interested in the 2,900,015 Shares held by Wuxi Hengcheng.

(ii) Interest in our associated corporations

So far as our Directors are aware, immediately following the completion of the [**REDACTED**], no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of the associated corporations of our Company.

Interests of substantial shareholders

Save as disclosed in the section headed "Substantial Shareholders" in this document, immediately following the completion of the [**REDACTED**] and the Conversion of Unlisted Shares into H Shares and without taking into account any Shares which may be [**REDACTED**] pursuant to the exercise of the [**REDACTED**], our Directors are not aware of any other person (other than our Directors or chief executive) 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 or any other members of our Group.

Particulars of the Service Contracts and Letters of Appointment

We [have entered] into a service contract or a letter of appointment with each of our Directors in respect of, among other things, compliance with the relevant laws and regulations and the Articles of Association.

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

Remuneration of Directors

The aggregate remuneration paid and benefits in kind granted to our Directors by our Group in respect of the last completed financial year, being year ended December 31, 2025 was RMB2.6 million. For details of our Directors' emoluments during the Track Record Period, see Note 8 to the Accountants' Report in Appendix I to this document.

Under the arrangements in force at the date of this document, we estimate the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by our Group in respect of the year ending December 31, 2026, to be approximately RMB3.0 million.

Disclaimers

Save as disclosed in this document:

(a) none of the Directors nor any of the experts referred to in "— Qualifications of Experts" below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group;

(b) none of the 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;

(c) none of our Directors are interested in any business apart from our Group's business which competes or is likely to compete, directly or indirectly, with the business of our Group; and

(d) so far as is known to our Directors, none of our Directors or their associates or any Shareholders who are expected to be interested in 5% or more of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

SHARE INCENTIVE PLAN

The Company adopted the First Round Equity Incentive Plan ("**Employee Incentive Scheme**") on June 20, 2021. Under the Employee Incentive Scheme, eligible participants are granted rights to subscribe for partnership interests in Wuxi Hengcheng, our employee shareholding platform, and, in certain cases, rights to subscribe for Shares of our Company (collectively, the "**Awards**").

As of the Latest Practicable Date, Wuxi Hengcheng held 2,900,015 underlying Shares, representing approximately 4.50% of the issued Shares of our Company, and Mr. Jiang Dong held 142,200 Shares, representing approximately 0.22% of the issued Shares of our Company. Immediately upon completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), the employee shareholding platform will be interested in approximately [**REDACTED**]% of the total issued Shares of our Company, and Mr. Jiang Dong will be interested in approximately [**REDACTED**]% of the total issued Shares of our Company. For further details, please refer to the section headed "History, Development and Corporate Structure — Employee Incentive Platform".

The following is a summary of the principal terms of the Employee Incentive Scheme. The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve the grant of new options or awards or issuance of new Shares by our Company after the [**REDACTED**]. The Employee Incentive Scheme will not cause any dilution of the shareholding of our Shareholders after the [**REDACTED**] given all Shares under the Employee Incentive Scheme have been issued to the employee shareholding platform or the relevant participant.

Principal terms of the Employee Incentive Scheme

Participants

Participants under the Employee Incentive Scheme (the "**Grantee(s)**") include management, core technical personnel and employees who have served our Company for more than 60 months as at December 31, 2020 and who meet the requirements as set out in the Employee Incentive Scheme.

Form of awards

Awards under the Employee Incentive Scheme were granted in two tranches: (i) the first tranche comprised the grant of rights to subscribe for Shares of our Company to Mr. Jiang Dong, our executive Director, chief financial officer and secretary to our Board; and (ii) the second tranche comprised the grant of rights to subscribe for partnership interests in Wuxi Hengcheng to certain Grantees, through which they indirectly hold equity interests in our Company.

Wuxi Hengcheng and Mr. Jiang Dong subscribed for Shares of our Company to facilitate the implementation of the above arrangements on 2021 and 2025. For further details, please refer to the section headed "History, Development and Corporate Structure — Employee Incentive Platform".

Lock-up arrangements

Grantees are subject to a service period of not less than 60 months from the relevant subscription date, during which their interests are subject to lock-up and transfer restrictions.

Exit and repurchase arrangements

During the lock-up period, where a Grantee resigns, is dismissed, breaches agreements with our Company (including confidentiality or non-compete obligations), or otherwise violates the requirements under the Employee Incentive Scheme, such Grantee shall cease to be eligible and his/her interests shall be subject to compulsory repurchase. In the event of death of a Grantee, the interests inherited by his/her lawful successor shall also be subject to repurchase. All such repurchases shall be conducted by the actual controller of the employee shareholding platform or its designated third party.

Post-lock-up transfer

After expiry of the lock-up period and with the consent of the general partner of Wuxi Hengcheng, Grantees may transfer their interests to employees of our Company, who will be bound by the terms of the Employee Incentive Scheme.

OTHER INFORMATION

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.

Litigation

As of the Latest Practicable Date, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company's results of operations or financial condition.

Joint Sponsors

The Joint Sponsors have made an application on our behalf to the [**REDACTED**] for the [**REDACTED**] of, and permission to [**REDACTED**], the H Shares in [**REDACTED**] and to be [**REDACTED**] pursuant to the [**REDACTED**] (including any additional H Shares which may be [**REDACTED**] pursuant to the exercise of the [**REDACTED**]).

The Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive a fee of USD0.8 million for acting as a sponsor for the [**REDACTED**].

Preliminary Expense

As of Latest Practicable Date, our Company did not incur any preliminary expenses.

Promoters

The promoters of our Company were all then-shareholders of our Company at the time of our Company's conversion into a joint stock company on December 25, 2025, namely Mr. Shen Bohua, Mr. Shen Yudong, Wuxi Hengcheng, Jiangsu New Materials, Wuxi Jingmao No.2, Wending Investment, Ningde ATL, SCGC, Wuxi Hongtu, Jiangsu Hongtu, Changjiang Chendao, Zhai Chengcheng, Ma Fenglan, Chen Qiang, Guo Hongtao, Wuhan Yuanxia, Zhang Ai, He Yuanqing, Xie Xinyuan, Fuding Phase III, Suzhou Donghe Dingmen, Shanghai Guoce, Suzhou Dingtaikun, Jiangsu Jiequan, Pengru No. 1, Thriving Capital, Nantong Jiequan, Suzhou Yongxin Kaituo, Shanghai Mingshan and Mr. Jiang Dong.

Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given, nor are any proposed to be paid, allotted or given to any promoters in connection with the [**REDACTED**] or the related transactions described in this document.

Qualification of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to carry on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
Dongxing Securities (Hong Kong) Company Limited	A licensed corporation under the SFO to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities
AllBright Law Offices	Legal adviser to our Company as to PRC law
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor (under the Accounting and Financial Reporting Council Ordinance)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Independent property valuer

Consents of Experts

Each of the experts referred to in "Qualification of Experts" above [has] given and [has] not withdrawn its written consent to the issue of this document with the inclusion of its reports, letters or opinions (as the case may be) and the references to its name included herein in the form and context in which they are included.

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. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred. For further information in relation to taxation, see "Appendix IV — Taxation and Foreign Exchange."

Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to the sections headed "Summary of Principal Legal and Regulatory Provisions" in Appendix V and "Summary of Articles of Association" in Appendix VI to this document.

No Material Adverse Change

Our Directors confirm that, as of the date of this document, there has been no material adverse change in our financial position or prospects since December 31, 2025.

Binding Effect

This document shall have the effect, where an application is made in pursuance hereof, 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 insofar as applicable.

Bilingual Document

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided by 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 disclosed in this document:

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

- (i) no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
- (ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
- (iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share or debenture in our Company or any of our subsidiaries;

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

(c) no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries have been issued or agreed to be issued;

(d) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;

(e) our Group has no outstanding convertible debt securities or debentures;

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

(g) none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought; and

(h) all necessary arrangements have been made to enable the H shares to be admitted into [**REDACTED**] for clearing and settlement.