FURTHER INFORMATION ABOUT OUR COMPANY

1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on August 29, 2013 and was converted into a joint stock company with limited liability on June 4, 2026 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB8,878,932 divided into 8,878,932 Shares with a nominal value of RMB1.00 each.

Our Company has established a place of business in Hong Kong at [Room 504, 5/F, Cheong Tai Commercial Building, 60–66 Wing Lok Street, Sheung Wan, Hong Kong], and [has been registered] as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance. Mr. Tam Ka Lung, the joint company secretary of our Company, has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

2. Changes in the Share Capital of Our Company

On February 6, 2026, the registered capital of our Company increased from RMB7,916,819 to RMB8,796,465.

On June 16, 2026, the registered capital of our Company increased from RMB8,796,465 to RMB8,878,932.

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

3. Changes in the Share Capital of Our Subsidiaries

Our subsidiaries as of the Latest Practicable Date are set out in note 1 to the Accountants' Report.

On December 25, 2024, the registered capital of Qingtuanbao increased from RMB5 million to RMB10 million, subscribed by our Company.

On May 21, 2025, Hangzhou Qingxin Drive Network Technology Co., Ltd. (杭州青心驅動網絡科技有限公司) was established in the PRC as a limited liability company with a registered capital of RMB2 million.

On October 9, 2025, Hangzhou Slash Star Culture Media Co., Ltd. (杭州斜槓星文化傳媒有限公司) was established in the PRC as a limited liability company with a registered capital of RMB2 million.

On June 12, 2025, Qingtuan Lingka was established in the PRC as a limited liability company with a registered capital of RMB2 million.

Save as disclosed above, as of the Latest Practicable Date, there has been no alteration in the share capital of our subsidiaries within two years immediately preceding the date of this document.

4. Resolutions of the Shareholders

Pursuant to a general meeting of our Company held on June 19, 2026, the following resolutions, among others, were passed by our Shareholders:

(a) the adoption and implementation of the Share Subdivision immediately prior to the [REDACTED] and the [REDACTED] by our Company of the H Shares of nominal value of RMB0.02 each and such H Shares being [REDACTED] on the Hong Kong Stock Exchange;

(b) that the number of H Shares to be [REDACTED] shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED] (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];

(c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the [REDACTED]; and

(d) authorization of our Board to handle all relevant matters relating to, among other things, the [REDACTED] and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of Material Contract

We have entered into the following contract (not being a contract entered into in the ordinary course of business) within the two years immediately preceding the date of this document that is or may be material:

(a) the [REDACTED]; and

(b) [•].

2. Intellectual Property Rights

(a) Trademarks

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

No.	Owner	Registration No.	Place of registration	Trademark	Class	Validity Period
1	Qingtuanbao	79445580	PRC	灵工打卡	35	October 21, 2025 – October 20, 2035
2	Our Company	40338335	PRC	青团宝	35	November 28, 2020 – November 27, 2030
3	Our Company	23825597	PRC	青团宝	9	April 14, 2018 – April 13, 2028
4	Our Company	23750941	PRC	青团宝	42	July 21, 2018 – July 20, 2028

No.	Owner	Registration No.	Place of registration	Trademark	Class	Validity Period
5	Qingtuanbao	86689053	PRC		9	February 21, 2026 – February 20, 2036
6	Qingtuanbao	86705168	PRC		42	February 21, 2026 – February 20, 2036
7	Qingtuanbao	85938322	PRC	灵卡	9	May 21, 2026 – May 20, 2036
8	Qingtuanbao	84957078	PRC	灵工打卡商家版	35	December 7, 2025 – December 6, 2035
9	Our Company	81150105	PRC		35	April 14, 2025 – April 13, 2035
10	Our Company	81148466	PRC		9	April 28, 2025 – April 27, 2035
11	Our Company	38206923	PRC		35	March 14, 2020 – March 13, 2030
12	Our Company	38206866	PRC		9	February 21, 2021 – February 20, 2031
13	Our Company	26886603	PRC	青团社	35	September 28, 2018 – September 27, 2028
14	Our Company	18033460	PRC	青团社	9	November 14, 2016 – November 13, 2036
15	Our Company	23750863	PRC	青团社	42	July 21, 2018 – July 20, 2028

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

No.	Applicant	Applicant No.	Place of Application	Trademark	Class	Application Date
1	Qingtuanbao	90547224	PRC	灵卡	35	March 13, 2026
2	Qingtuanbao	90177650	PRC	LINGO	35	February 10, 2026
3	Our Company	90950948	PRC	Lingka	35	April 2, 2026
4	Our Company	90950947	PRC	Lingka	9	April 2, 2026
5	Our Company	90950949	PRC	Lingka	42	April 2, 2026
6	Our Company	91177334	PRC	lygo	35	April 14, 2026
7	Our Company	91177730	PRC	lygo	9	April 14, 2026
8	Our Company	91177335	PRC	lygo	42	April 14, 2026
9	Our Company	91177337	PRC	LYGO	35	April 14, 2026
10	Our Company	91177338	PRC	LYGO	9	April 14, 2026
11	Our Company	91177336	PRC	LYGO	42	April 14, 2026
12	Our Company	91177340	PRC	Lygo	35	April 14, 2026
13	Our Company	91177339	PRC	Lygo	9	April 14, 2026
14	Our Company	91177341	PRC	Lygo	42	April 14, 2026
15	Our Company	91850182	PRC	Lygo!	35	May 18, 2026
16	Our Company	91850180	PRC	Lygo!	9	May 18, 2026
17	Our Company	91850183	PRC	Lygo!	42	May 18, 2026

(b) Domain Name

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

No.	Owner	Domain Name	Registration Date
1	Qingtuanbao	linggongdaka.com	October 10, 2025
2	Our Company	qtshe.com	December 6, 2013

(c) Copyrights

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

No.	Copyright	Registration Owner	Registration Number	Registration Date
1	灵工打卡	Qingtuanbao	國作登字-2025-F-00259164	September 1, 2025
2		Qingtuanbao	國作登字-2025-F-00259165	September 1, 2025
3		Our company	國作登字-2024-F-00328956	November 11, 2024

(d) Patents

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

No.	Owner	Type	Patent	Patent Number	Application Date	Grant Date	Expiry Date	Place of Application
1	The Company	Invention	A Method for Intelligent Search and Ranking of Part-time Jobs (一種兼職智能搜索排序方法)	ZL201811212712.4	October 18, 2018	August 21, 2020	October 18, 2038	PRC
2	The Company	Invention	A Method for Accurate Matching of College Student Part-time Jobs Based on Artificial Intelligence (一種基於人工智能的大學生兼職精確匹配方法)	ZL201910417173.6	May 20, 2019	December 03, 2021	May 20, 2039	PRC
3	The Company	Invention	A Method for Aggregating Part-time Job Information Based on Business District Geolocation (基於商圈地理位置匯聚兼職信息的方法)	ZL202010473899.4	May 29, 2020	January 19, 2024	May 29, 2040	PRC
4	The Company	Invention	A Method for Analyzing App User Stickiness Based on User Behavior Log Data (基於用戶行為的日誌數據分析app用戶黏性的方法)	ZL202010485923.6	June 01, 2020	July 04, 2023	June 01, 2040	PRC
5	The Company	Invention	A Recommendation Method Based on User Active Time Zone Prediction and Traffic Distribution Optimization (一種基於用戶活躍時區預測和流量分發優化的推薦方法)	ZL202110473382.X	April 29, 2021	October 18, 2022	April 29, 2041	PRC
6	The Company	Invention	A Cache Method for Reading and Writing Massive User and Job Data in Part-time Job Recommendation Systems (兼職崗位推薦系統中海量用戶和崗位數據讀寫的緩存方法)	ZL202110473400.4	April 29, 2021	August 23, 2022	April 29, 2041	PRC
7	The Company	Invention	A Traffic Control Method for Part-time Job Recommendation Systems (一種兼職崗位推薦系統的流量控制方法)	ZL202110782464.2	July 12, 2021	July 29, 2022	July 12, 2041	PRC

No.	Owner	Type	Patent	Patent Number	Application Date	Grant Date	Expiry Date	Place of Application
8	The Company	Invention	A Recall Method for Part-time Job Recommendation Engines Combining Big Data Offline Computing and Real-time Monitoring (結合大數據離線計算與實時監控的兼職推薦引擎召回方法)	ZL202110842064.6	July 26, 2021	July 07, 2023	July 26, 2041	PRC
9	The Company	Invention	An Offline Job Recall Method for Part-time Job Recommendation Systems (一種兼職崗位推薦系統的線下崗位召回方法)	ZL202110842049.1	July 26, 2021	January 19, 2024	July 26, 2041	PRC
10	Qingtuanbao	Design	Display Screen Panel for Graphic User Interface of Part-time Scheduling Operation Management (用於兼職排班操作管理圖形用戶界面的顯示屏幕面板)	ZL202230042363.7	January 21, 2022	April 12, 2022	January 21, 2037	PRC
11	Qingtuanbao	Design	Display Screen Panel for Graphic User Interface of Part-time Employee Scheduling Time Slot Application (用於兼職端排班時間段申請圖形用戶界面的顯示屏幕面板)	ZL202230042523.8	January 21, 2022	April 15, 2022	January 21, 2037	PRC
12	The Company	Invention	An Operation Method for Part-time Job Recommendation Systems with Fallback Processing (一種具有兜底處理的兼職崗位推薦系統運行方法)	ZL202211332082.0	October 28, 2022	March 10, 2026	October 28, 2042	PRC
13	The Company	Design	Display Screen Panel for Graphic User Interface of Part-time Job Application Operation Management (帶兼職崗位報名操作管理圖形用戶界面的顯示屏幕面板)	ZL202330688536.7	October 24, 2023	April 09, 2024	October 24, 2038	PRC
14	Qingtuanbao	Design	Design Patent for Label Sticker (Xiaoling) (標貼(小靈))	ZL202530446495.X	July 30, 2025	March 17, 2026	July 30, 2040	PRC

Save as disclosed above, as of the Latest Practicable Date, there was no other trade or service mark, patent, intellectual or industrial property right which was material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

Save as disclosed below, immediately following completion of the [REDACTED], the Share Subdivision and the conversion of Unlisted Shares into H Shares (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), so far as our Directors are aware, none of our Directors and chief executive has any interest or short positions in our Shares, underlying Shares or 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 Hong Kong 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 entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

Name	Position	Capacity/nature of interest	Number of Shares held	Approximate percentage of shareholding in the relevant class of Shares immediately following completion of the [REDACTED][(1)] (%)	Approximate percentage of shareholding in the total issued share capital of our Company immediately following completion of the [REDACTED][(1)] (%)
Mr. Deng[(2)]	Executive Director, chairman of the Board and chief executive officer	Beneficial owner; interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Ms. PAN Hong[(3)]	Executive Director and senior vice president	Beneficial owner	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Mr. HE Wenyi[(4)]	Executive Director and senior vice president	Beneficial owner; interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Mr. CAO Jiajun[(5)]	Non-executive Director	Beneficial owner	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]

Notes:

(1) All interests stated are long positions.

The calculation is based on the total number of [REDACTED] Unlisted Shares in issue and [REDACTED] H Shares in issue immediately after completion of the [REDACTED], the Share Subdivision and the conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised) upon [REDACTED].

(2) For details of interests of Mr. Deng, see "Substantial Shareholders".

(3) For details of interests of Ms. PAN Hong, see "History, Development and Corporate Structure–Capitalization of Our Company".

(4) For details of interests of Mr. HE Wenyi, see "History, Development and Corporate Structure–Capitalization of Our Company".

(5) For details of interests of Mr. CAO Jiajun, see "History, Development and Corporate Structure–Capitalization of Our Company"

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see "Substantial Shareholders" in this document.

Our Directors are not aware of any other person (other than our Directors or chief executive) who will, immediately following completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group other than our Company.

3. Particulars of Service Contracts

Each of our Directors [has entered] into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of office commencing on the date of the approval at the relevant Company's general meeting and ending on the expiration of the term of office of the prevailing session of the Board; and (b) termination provisions in accordance with their respective terms.

Save as disclosed above, none of our Directors has or is proposed to have entered into any service contract with any member of our Group (excluding contracts expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

4. Directors' Remuneration

The aggregate amount of remuneration which was paid to our Directors (including fees, salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) for the three financial years ended December 31, 2023, 2024 and 2025 were RMB2.1 million, RMB1.9 million, and RMB101.5 million, respectively.

For the three financial years ended December 31, 2023, 2024 and 2025, there were two, one and two Directors among the five highest paid individuals, respectively. The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) which were paid by our Group to our five highest paid individuals (excluding Directors) for the three financial years ended December 31, 2023, 2024 and 2025 were RMB2.3 million, RMB3.6 million, and RMB3.1 million, respectively.

It is estimated that the aggregate amount of remuneration (including fees, salaries, allowances and benefits in kind, performance related bonuses, pension scheme contributions and share-based payment expenses) payable to Directors for the year ending December 31, 2026 would be approximately RMB35.5 million under arrangements currently in force.

During the Track Record Period, (i) no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining our Group, and (ii) no compensation was paid to, or receivable by, our Directors, past Directors, or the five highest paid individuals for the loss of office as a director of any member of our Group or any other office in connection with the management of the affairs of any member of our Group.

There has been no arrangement under which a Director has waived or agreed to waive any emoluments for the three financial years ended December 31, 2023, 2024 and 2025

For additional information on Directors' remuneration during the Track Record Period as well as information on the five highest paid individuals, see notes 8 and 9 to the Accountants' Report as set out in Appendix I to this document.

Save as disclosed above, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals of our Group during the Track Record Period.

5. Employee Incentive Scheme

The following is a summary of the principal terms of the Employee Incentive Scheme approved and adopted by our Shareholders' meeting in April 2017, and as amended from time to time. The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Scheme does not involve the grant of options by our Company after the [REDACTED]. Given the underlying Shares under the Employee Incentive Scheme had already been issued, there will not be any dilution effect to the issued Shares upon the vesting of the awards under the Employee Incentive Scheme.

As of the Latest Practicable Date, the Company had established a ESOP Platform, namely Qingtuan Investment. For the details of the ESOP Platform, please see "History, Development and Corporate Structure" in this document.

Objectives

The purpose of the Employee Incentive Scheme is to build an incentive mechanism for the employees of our Company, raising the competitiveness of our Company in the labor market. The Employee Incentive Scheme also serves the purpose of attracting, stabilizing and recruiting future senior management and professionals.

Eligibility

Those who may be eligible to participate in the Employee Incentive Scheme include employees who have worked in the Company for at least one consecutive year in the same position or a position of a higher rank, have met the annual performance and competency assessment requirements, identify with the Company's values, and have not committed any material disciplinary violations, breaches of professional ethics, or serious dereliction of duty. Subject to the terms of the Employee Incentive Scheme, the Board may determine the eligible participants of the Employee Incentive Scheme.

Grant of Awards

Enya Investment is the executive partner of Qingtuan Investment. Thus, in effect, all management powers and voting rights of Qingtuan Investment are resided with Enya Investment. Having comprehensively considered various factors such as position, number of years employed at our Company, salary and contribution to our Company, the Board determines the identities of the participants (the "**Selected Participants**"), the amount of awards and subscription price of the awards. The Selected Participants then sign an equity incentive agreement with the Company (if any), contribute the corresponding subscription price to our ESOP Platform as capital contributions. As of the Latest Practicable Date, options entitled to 50,870,350 awards under the Employee Incentive Scheme were granted and outstanding.

Administration of the Schemes

Pursuant to the Employee Incentive Scheme, the Board is responsible for approving the implementation, alteration and termination of the Employee Incentive Scheme, and is responsible for daily management of the Employee Incentive Scheme.

6. Disclaimers

(a) Save as disclosed in this section and the section headed "History, Development and Corporate Structure" in this document, none of our Directors or any of the parties listed in the paragraph headed "— Other Information–5. Qualifications of Experts" in this Appendix is:

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

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

(b) Save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in the paragraph headed "— Other Information–5. Qualifications of Experts" in this Appendix:

(i) is interested legally or beneficially in any shares in any member of our Group; or

(ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;

(c) Save as disclosed in this section and the section headed "Directors and Senior Management" in this document, none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

(d) So far as is known to our Directors, none of our Directors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

OTHER INFORMATION

1. Estate Duty

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

2. Litigation

As of the Latest Practicable Date, no member of our Group was 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 any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

3. Joint Sponsors

The Joint Sponsors 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 Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of USD900,000 to act as sponsors to our Company in connection with the [REDACTED].

4. Preliminary Expenses

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

5. Qualifications 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 International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct 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
SPDB International Capital Limited	A corporation licenced to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Haiwen & Partners	Company's PRC legal advisor and PRC data compliance counsel
China Insights Industry Consultancy Limited	Independent industry consultant

6. Consents

Each of the experts as referred to in the paragraph headed "— Other Information–5. Qualifications of Experts" in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to their respective names in the form and context in which they are respectively included.

7. Taxation of Holders of H Shares

(a) 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.

(b) 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 [REDACTED], [REDACTED] or [REDACTED] of or [REDACTED] in our H Shares (or exercising rights attached to them). None of our Company, our Directors, [REDACTED], [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 [REDACTED] or the [REDACTED] in relation to our H Shares.

8. 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 December 31, 2025 (being the latest balance sheet date of our consolidated financial statements as set out in the Accountants' Report).

9. Promoters

The promoters of our Company are all then 24 shareholders of our Company as of June 3, 2026 before our conversion into a joint stock company with limited liability. Save as disclosed in the section headed "History, Development and Corporate Structure" 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

10. Restrictions on Repurchase

For details, see Appendices III and IV to this document.

11. 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.

12. 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).

13. 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, 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) our Company is not presently listed on any stock exchange or traded on any trading system; and

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