
APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

We were incorporated in the Cayman Islands under Cayman Companies Act as an exempted company with limited liability on March 26, 2026. We have established a principal place of business in Hong Kong at 807, 8/F, C-Bons International Centre, 108 Wai Yip Street, Kwun Tong, Kowloon, Hong Kong and have been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on May 26, 2026. Mr. Yu Chun Kau has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong.

As we were incorporated in the Cayman Islands, our operations are subject to the Cayman Companies Act and to the Memorandum and Articles of Association. A summary of the certain aspects of the Cayman Islands company law and a summary of certain provisions of the Memorandum and Articles of Association is set out in “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this document.

2. Changes in the Share Capital of Our Company

As of the date of incorporation of our Company, our Company had an authorized share capital of HK\$390,000, divided into 39,000,000 shares of HK\$0.01 each.

The following changes in the share capital of our Company have taken place since the date of incorporation of our Company up to the date of this document:

- On March 26, 2026, one Share was issued nil paid to the initial subscriber, which was transferred to JBM BVI on the same day.
- On March 27, 2026, 779,999 Shares were allotted and issued to JBM BVI and the one share held by JBM BVI was credited as fully paid as part of the Reorganization. For further details, see the section headed “History, Reorganization and Corporate Structure — Reorganization.”
- On July 13, 2026, the authorized share capital of our Company was increased from HK\$390,000 divided into 39,000,000 Shares, to HK\$10,000,000 divided into 1,000,000,000 Shares.
- On July 15, 2026, 434,220,000 Shares were allotted and issued to JBM BVI to capitalize certain amounts due to JBM BVI. For further details, see the section headed “History, Reorganization and Corporate Structure — Reorganization.”

Save as disclosed above and in the section headed “History, Reorganization and Corporate Structure — Reorganization,” there has been no alteration in the share capital of our Company within the two years immediately preceding the date of this document.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

3. Resolutions in Writing of Our Sole Shareholder Passed on [•]

Pursuant to the written resolutions of our sole Shareholder passed on [•]:

- (a) our Company approved and conditionally adopted the Articles of Association which will come into effect upon the [REDACTED];
- (b) conditional on (1) the Listing Committee granting the approval for the [REDACTED] of, and permission to [REDACTED] in, the Shares in issue and Shares to be issued and allotted pursuant to the [REDACTED] and as mentioned in this document including the Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]; (2) the [REDACTED] having been duly determined; and (3) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of such agreement (or any conditions as specified in this document), in each case on or before the dates and times specified in the [REDACTED]:
 - (i) the [REDACTED] was approved and our Directors were authorized to allot and issue the new Shares pursuant to the [REDACTED];
 - (ii) the [REDACTED] was approved and our Directors were authorized to issue and allot the Shares upon the exercise of the [REDACTED];
 - (iii) the proposed [REDACTED] was approved and our Directors were authorized to implement the [REDACTED];
 - (iv) subject to the “lock-up” provisions under Rule 10.08 of the Listing Rules, a general unconditional mandate was granted to our Directors to allot, issue and deal with Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers, provided that the aggregate number of Shares allotted or agreed to be allotted by our Directors other than pursuant to (a) a rights issue, or (b) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association, or (c) the exercise of any subscription or conversion rights attaching to any warrants or securities which are convertible into Shares or in issue prior to the date of passing the relevant resolution, or (d) a specific authority granted by the Shareholders in general meeting, or (e) the [REDACTED], shall not exceed the aggregate of (1) 20% of the total number of issued Shares immediately following the completion of the [REDACTED] (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the [REDACTED], and subject to adjustment in the case of subdivision and consolidation of Shares) and (2) the total number of Shares repurchased by our Company (if any) under the general mandate to repurchase Shares referred to in paragraph (v) below (subject to adjustment in the case of subdivision and consolidation of Shares), such mandate to remain in effect during the period from the passing of the resolution until the earliest of the conclusion of our next annual general meeting, the end of the period within which we are required by any applicable law or

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

the Articles of Association to hold our next annual general meeting and the date on which the resolution is varied or revoked by an ordinary resolution of the Shareholders in a general meeting (the “**Applicable Period**”);

- (v) a general unconditional mandate was granted to our Directors to exercise all powers of our Company, subject to and in accordance with all applicable laws and the Listing Rules, to repurchase Shares listed on the Stock Exchange or on any other stock exchange and which is recognized by the SFC and the Stock Exchange for this purpose, provided that the aggregate number of Shares to be repurchased shall not exceed 10% of the total number of issued Shares immediately following completion of the [REDACTED] (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the [REDACTED], and subject to adjustment in the case of subdivision and consolidation of Shares), such mandate to remain in effect during the Applicable Period; and
- (vi) the general unconditional mandate mentioned in paragraph (iv) above be extended by the addition to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by our Directors pursuant to such general mandate of a number representing the aggregate number of Shares repurchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (v) above, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the Company’s share capital in issue immediately following completion of the [REDACTED].

4. Our Corporate Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED]. For further details, see the section headed “History, Reorganization and Corporate Structure.”

5. Changes in the Share Capital of Our Subsidiaries

The following alterations in the share capital of our subsidiaries have taken place within the two years immediately preceding the date of this document:

- On March 30, 2026, JPJ Services Limited was incorporated with 10,000 shares of HK\$1.00 each, which were issued to JBM (PCM) Limited on the same date.
- On April 1, 2026, JPJ Treasury Limited was incorporated with 10,000 shares of HK\$1.00 each, which were issued to JBM (PCM) Limited on the same date.

Save as disclosed above, there have been no alterations in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

6. Repurchases of Our Own Securities

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies listed on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

(i) *Shareholders’ Approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our then sole Shareholder on [•], a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors authorizing any repurchase by our Company of Shares on the Stock Exchange or on any other stock exchange on which the securities may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the total number of issued Shares (excluding treasury Shares, if any) immediately following the completion of the [REDACTED] (excluding any Shares to be issued pursuant to the exercise of the [REDACTED]), such mandate to expire at the conclusion of our next annual general meeting, the date by which our next annual general meeting is required by our Articles of Association or any other applicable laws of the Cayman Islands to be held or when revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever first occurs.

(ii) *Source of Funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman Islands law, any purchases by our Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or, if so authorized by the Articles and subject to the Cayman Companies Act, out of capital. Any premium payable on the purchase over the par value of the shares to be purchased must be provided for out of profits or from sums standing to the credit of our share premium account or, if so authorized by the Articles and subject to the Cayman Companies Act, out of capital.

(iii) *Trading Restrictions*

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue (excluding treasury Shares, if any). A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

The listing of all purchased securities (whether on the Stock Exchange or, otherwise) is automatically canceled and the relative certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase, the directors of the Company resolve to hold the shares purchased by the Company as treasury shares, shares purchased by the Company shall be treated as canceled and the amount of the Company’s issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.

(v) Suspension of Repurchase

A listed company may not make any repurchase of securities at any time after inside information has come to its knowledge until the information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company’s results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company’s annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

A listed company is prohibited from knowingly purchasing securities on the Stock Exchange from a “core connected person,” that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling his securities to the company.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

(b) Reasons for Repurchases

Our Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. Our Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) Funding of Repurchases

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with its Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. There could be a material adverse impact on the working capital and/or gearing position of our Company (as compared with the position disclosed in this document) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, our Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

(d) General

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period prior to:

- (i) the conclusion of our next annual general meeting; or
- (ii) the end of the period within which we are required by any applicable law or our Articles of Association to hold our next annual general meeting; or
- (iii) the date when the Repurchase Mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting,

whichever is the earliest.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to our Company or our subsidiaries.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No core connected person of our Company has notified our Company that he or she or it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”). Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public falling below 25% of the total number of Shares in issue, being the relevant minimum prescribed percentage as required by the Stock Exchange, could only be implemented if the Stock Exchange agreed to waive the requirement regarding the public float under Rule 8.08 of the Listing Rules. However, our Directors have no present intention to exercise the Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

- (a) the sale and purchase agreement in relation to 90% of the issued share capital in Tin Hee Tong Medicine Factory, Limited dated February 21, 2025 entered into between Hou Jiasheng as seller and Arrow King Inc. as purchaser, pursuant to which Hou Jiasheng agreed to sell 22,950 ordinary shares in Tin Hee Tong Medicine Factory, Limited to Arrow King Inc. at a consideration of HK\$171,000,000;
- (b) the sale and purchase agreement in relation to the entire issued share capital in Kenford Medical Group Company Limited dated June 16, 2025 entered into between Ever Development Holdings Limited as seller and Winner Win Limited as purchaser, pursuant to which Ever Development Holdings Limited agreed to sell 12,400,000 ordinary shares in Kenford Medical Group Company Limited to Winner Win Limited at a consideration of HK\$38,000,000;
- (c) the sale and purchase agreement in relation to 10% of the issued share capital in Tin Hee Tong Medicine Factory, Limited dated September 2, 2025 entered into between Yang Qicheng David as seller and Arrow King Inc. as purchaser, pursuant to which Yang Qicheng David agreed to sell 2,550 ordinary shares in Tin Hee Tong Medicine Factory, Limited to Arrow King Inc. at a consideration of HK\$19,000,000;
- (d) the sale and purchase agreement in relation to the entire issued share capital in King Pui Chinese Medical Group Limited and Siulun Medheart Company Limited dated December 30, 2025 entered into between Mok Wing Ho as seller and Joy Wish Limited as purchaser,

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

pursuant to which Mok Wing Ho agreed to sell 10,000 ordinary shares in King Pui Chinese Medical Group Limited and 10,000 ordinary shares in Siulun Medheart Company Limited to Joy Wish Limited at an aggregate consideration of HK\$36,000,000;

- (e) the sale and purchase agreement in relation to 24.9% of the issued share capital in Li Chung Shing Tong (Holdings) Limited dated June 29, 2026 entered into between Europharm Laboratoires Company Limited as seller and Po Chai Herbal Technology Limited as purchaser, pursuant to which Europharm Laboratoires Company Limited agreed to sell 124,500 ordinary shares in Li Chung Shing Tong (Holdings) Limited to Po Chai Herbal Technology Limited at a consideration of HK\$74,700,000; and

- (f) The Hong Kong [REDACTED].

2. Intellectual Property Rights of Our Group

As of the Latest Practicable Date, we have registered or have applied for the registration of the following intellectual property rights which are material in relation to our business.

(a) Trade marks

As of the Latest Practicable Date, we have registered the following trade marks which are material to our business:

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
1		5	Ling Chi Medicine	Hong Kong	19590140	September 24, 1958	September 24, 2027
2		3, 5	Ling Chi Medicine	Hong Kong	304973608	June 27, 2019	June 26, 2029
3		3, 5	Ling Chi Medicine	Hong Kong	304973635	June 27, 2019	June 26, 2029
4		3, 5	Ling Chi Medicine	Hong Kong	304973653	June 27, 2019	June 26, 2029
5		5	Quinwood	China	1122315	October 28, 1997	October 27, 2027

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
6		5	Quinwood	China	4368304	February 14, 2008	February 13, 2028
7		5	Quinwood	China	4368282	September 7, 2009	September 6, 2029
8		5	Quinwood	China	6574659	April 7, 2010	April 6, 2030
9		5	Quinwood	Hong Kong	19390370	September 15, 1939	September 15, 2029
10		5, 30	Quinwood	Hong Kong	301700658	August 27, 2010	August 26, 2030
11		5,29,30	Quinwood	Hong Kong	305562261	March 15, 2021	March 14, 2031
12		5	Quinwood	Hong Kong	306842313	March 19, 2025	March 18, 2035
13		5	Quinwood	Hong Kong	306842331	March 19, 2025	March 18, 2035

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
14		5	Quinwood	Singapore	40202506572S	March 19, 2025	March 19, 2035
15		5	Quinwood	Singapore	40202506569X	March 19, 2025	March 19, 2035
16		5	Quinwood	Macau	N/237228	August 12, 2025	August 12, 2032
17		5	Quinwood	Macau	N/237230	August 12, 2025	August 12, 2032
18		5	Quinwood	Macau	N/237233	August 12, 2025	August 12, 2032
19		5	Quinwood	Macau	N/237235	August 12, 2025	August 12, 2032
20		5	Quinwood	Indonesia	159413	April 18, 2008	October 31, 2027
21		5	Quinwood	Malaysia	92000861	February 13, 1992	February 13, 2036
22		5	Quinwood	USA	78496723 (3282365)	August 21, 2007	August 21, 2027
23		5	Quinwood	Thailand	KOR163551	May 25, 2000	May 24, 2030

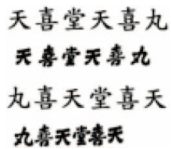
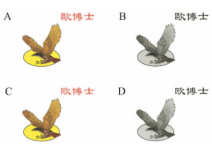
APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
24		5, 30	Quinwood	Thailand	KOR369007	October 6, 2010	October 5, 2030
25		5	Jetstar	Hong Kong	300833319	March 16, 2007	March 15, 2027
26		5	Jetstar	Hong Kong	300834255	March 19, 2007	March 18, 2027
27		5	Jetstar	Hong Kong	300916344	July 20, 2007	July 19, 2027
28		5	Jetstar	Hong Kong	300916353	July 20, 2007	July 19, 2027
29		5	Jetstar	Hong Kong	300916362	July 20, 2007	July 19, 2027
30		5	Jetstar	China	1146702	January 28, 1998	January 27, 2028
31		5	Jetstar	China	1136717	December 21, 1997	December 20, 2027
32		5	Jetstar	Hong Kong	304924422	May 15, 2019	May 14, 2029
33		5	Jetstar	Hong Kong	304924404	May 15, 2019	May 14, 2029

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
34		44	King Pui	Hong Kong	305567482	March 19, 2021	March 18, 2031
35		44	Kenford Medical	Hong Kong	304420098	February 2, 2018	February 1, 2028
36	 	3,5	Kenford Medical	Hong Kong	304420106	February 2, 2018	February 1, 2028
37		5	Tin Hee Tong	Hong Kong	19831240	March 12, 1981	March 12, 2036
38		5	Tin Hee Tong	Hong Kong	300586431	February 23, 2006	February 22, 2036
39		5	Tin Hee Tong	Hong Kong	300586422	February 23, 2006	February 22, 2036
40		5, 35	Tin Hee Tong	Hong Kong	306941034	June 24, 2025	June 23, 2035
41		5	Singmalay Company Limited	Hong Kong	304924369	May 15, 2019	May 14, 2029
42		5	Europharm Laboratoires (Hong Kong) Company Limited	Hong Kong	303808422	June 16, 2016	June 15, 2036

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

No.	Trade mark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
43	FLYING EAGLE WOOD LOK MEDICATED OIL	5	Europharm Laboratoires (Hong Kong) Company Limited	Hong Kong	306741342	November 29, 2024	November 28, 2034
44		5	PCCH	Hong Kong	301529037	January 22, 2010	January 21, 2030

As of the Latest Practicable Date, we have applied for registration the following trade marks which are material to our business:

No.	Trade mark	Type and class	Name of applicant	Place of application	Application number	Application date
1		5	Quinwood	Australia	2653806	May 15, 2026
2		5	Quinwood	Australia	2635817	May 15, 2026

(b) Domain Names

As of the Latest Practicable Date, we have registered the following domain names:

No.	Domain name	Registrant	Registration date	Expiry date
1	www.jpjtc.com.hk	JPJ Services Limited	April 22, 2026	April 22, 2029
2	www.jpjtc.hk	JPJ Services Limited	April 22, 2026	April 22, 2029
3	www.jpjtc.com.cn	JPJ Services Limited	May 12, 2026	May 12, 2029

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

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests of the Directors and the Chief Executive of our Company*

Immediately following completion of the [REDACTED] (without taking into account of: (i) any Shares which may be issued upon the exercise of the [REDACTED]; and (ii) any change in the shareholding of JBM after the Latest Practicable Date), the interests and/or short positions (as applicable) of our Directors and the chief executive of our Company in our Shares or underlying Shares or debentures of our Company and any interests and/or short positions (as applicable) in the shares or underlying shares or debentures of any of our Company’s associated corporations (within the meaning of Part XV of the SFO) which (i) 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 (as applicable) which they are taken or deemed to have under such provisions of the SFO); or (ii) will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, in each case once our Shares are [REDACTED], will be as follows:

Interest in our Company

Name of Director	Capacity/ Nature of interest	Shares held immediately prior to the completion of the [REDACTED] ⁽¹⁾		Shares held immediately following the completion of the [REDACTED] ⁽¹⁾	
		Number of Share(s)	Approximate percentage of shareholding	Number of Share(s)	Approximate percentage of shareholding
Mr. Sum ⁽²⁾	Interest in controlled corporation; Settlor of trust	435,000,000	100.00%	[REDACTED]	[REDACTED]%

Notes:

- (1) All interests stated are long positions.
- (2) These Shares are held by JBM through JBM BVI. JBM is owned as to approximately 39.27%, 23.95%, 7.96% and 0.44% by Lincoln’s Hill, Queenshill, Mr. Sum (in his personal capacity) and Queenshill Trustco, respectively. Lincoln’s Hill is wholly-owned by Trust Co under The Kingshill Trust. Trust Co is in turn wholly-owned by UBS Trustees (B.V.I.) Limited (the trustee of The Kingshill Trust) through its nominee, UBS Nominees Limited. Queenshill Trustco is wholly-owned by UBS Trustees (Jersey) Ltd. (the trustee of The Queenshill Trust). Each of The Kingshill Trust and The Queenshill Trust is a discretionary trust established by Mr. Sum (as the settlor) with Mr. Sum and his family members as discretionary beneficiaries. Queenshill is wholly-owned by Mr. Sum. By virtue of the SFO, Mr. Sum is deemed to be interested in the Shares in which JBM, Lincoln’s Hill, Queenshill and Queenshill Trustco is interested.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Interests in our associated corporation

JBM

Name of Director	Capacity/ Nature of interest	Number of shares held as of the Latest Practicable Date ⁽¹⁾	Approximate percentage of shareholding
Mr. Sum ⁽²⁾	Interest in controlled corporation; Settlor of trust; Beneficial owner	588,723,346	71.62%
Mr. Yim Chun Leung	Beneficial owner	14,096,390	1.71%
Mr. Yu Chun Kau.	Beneficial owner	5,828,550	0.71%
Ms. Leng Wei	Beneficial owner	14,525	— ⁽³⁾
Mr. Ngai Wah Sing Francis	Beneficial owner	8,000	— ⁽³⁾

Notes:

- (1) All interests stated are long positions.
- (2) Please refer to Note 2 in the section headed “— Interest in our Company” above.
- (3) Less than 0.01%.

(b) *Interests of the Substantial Shareholders*

Save as disclosed in the section headed “Substantial Shareholders,” immediately following the completion of the [REDACTED] (without taking into account of: (i) any Shares which may be issued upon the exercise of the [REDACTED]; and (ii) any change in the shareholding of JBM after the Latest Practicable Date), our Directors or chief executive are not aware of any other person (other than a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are, directly or indirectly, 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 other member of our Group.

(c) *Interests in Other Members of our Group*

As of the Latest Practicable Date, our Directors are not aware of any other persons (excluding us) who are directly or indirectly 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 other member of our Group.

2. Directors’ Service Contracts and Letters of Appointment

Each of our executive Directors has entered into a service contract with our Company and we have issued letters of appointment to each of our non-executive Directors and each of our independent non-executive Directors. The service contracts with each of our executive Directors and the letters of appointment with each of our non-executive Directors and independent non-executive Directors are for

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

an initial fixed term of three years. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

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

3. Directors’ Remuneration

The aggregate remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, allowances and other benefits in kind) incurred for our Directors in connection with their services rendered to our Group for the years ended March 31, 2024, 2025 and 2026 was HK\$1,663,000, HK\$2,456,000 and HK\$1,710,000, respectively.

Our independent non-executive Directors have been appointed for a term of three years. Our Company intends to pay a director’s fee of HK\$220,000 per annum to each of the independent non-executive Directors. Save for the director’s fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding his office as an independent non-executive Director.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonus, of our Directors for the financial year ending March 31, 2027 to be approximately HK\$3.7 million.

There was no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three financial years immediately preceding the issue of this document.

For further details of the terms of the above service contracts, see “— 2. Directors’ Service Contracts and Letters of Appointment” above.

4. Directors’ Competing Interests

Save as disclosed in the section headed “Relationship with JBM,” none of our Directors are interested in any business apart from the business of our Group which competes or is likely to compete, directly or indirectly, with the business of our Group.

5. Disclaimers

Save as disclosed in this Appendix IV and the section headed “Business”:

- (a) none of our Directors or chief executive of our Company has any interests or short positions in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken 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 in that section, or which will be required,

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED] on the Stock Exchange;

- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, 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 other member of our Group;
- (c) none of our Directors nor any of the persons listed in the section headed “— D. Other Information — 5. Qualification of Experts” below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (d) none of our Directors nor any of the persons listed in the section headed “— D. Other Information — 5. Qualification of Experts” below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (e) save in connection with the [REDACTED], none of the persons listed in the section headed “— D. Other Information — 5. Qualification of Experts” below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (g) none of our Directors, their respective close associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers.

D. OTHER INFORMATION

1. 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 Directors.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

2. Litigation

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

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Listing Committee for the [REDACTED] of, and permission to [REDACTED] in, all our Shares in issue and any Shares which may fall to be issued as mentioned herein, including any Shares that may fall to be issued upon the exercise of the [REDACTED]. All necessary arrangements have been made to enable such Shares to be admitted into [REDACTED].

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The fees payable to the Sole Sponsor is approximately HK\$3.7 million in connection with its services as sponsor for the [REDACTED] and are payable by our Company.

4. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since March 31, 2026 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

5. Qualification of Experts

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

Name	Qualification
Quam Capital Limited	Licensed corporation for conducting Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Frost & Sullivan	Industry consultant
Cherry Qili Xu	Barrister-at-law
Conyers Dill & Pearman	Legal advisors to our Company as to Cayman Islands laws

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

6. Consents of Experts

Each of the experts as referred to in “— 5. Qualification of Experts” above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

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

7. Promoter

Our Company has no promoter for the purpose of the Listing Rules. 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] and the related transactions described in this document.

8. Preliminary Expenses

The preliminary expenses incurred by our Company were approximately HK\$35,439 and were payable by us.

9. Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, 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.

10. 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).

11. Miscellaneous

- (a) Save as disclosed in the sections headed “History, Reorganization and Corporate Structure,” “[REDACTED]” and “— A. Further Information about Our Group” above, within the two years immediately preceding the date of this document:
 - (i) neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (iii) no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
 - (iv) no commission has been paid or payable (except [REDACTED] to [REDACTED]) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;
 - (v) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
 - (vi) our Company has no outstanding convertible debt securities or debentures; and
 - (vii) there is no arrangement under which future dividends are waived or agreed to be waived.
- (b) Save as disclosed in this Appendix IV, none of the persons named in the section headed “— 6. Consents of Experts” above is interested beneficially or otherwise in any shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of our Group.
- (c) The branch register of members of our Company will be maintained in Hong Kong by our [REDACTED], [REDACTED]. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our [REDACTED] maintained in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to [REDACTED].
- (d) Our Directors confirm that:
- (i) there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document; and
 - (ii) our Company has no outstanding convertible debt securities or debentures.
- (e) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (f) The English version of this document shall prevail over the Chinese version.