

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation

Our Company was established as a limited liability company in the PRC on April 11, 2017 and was converted into a joint stock limited company on June 11, 2025 under the laws of the PRC. As of the Latest Practicable Date, the registered capital of the Company was RMB117,394,590. Immediately upon [REDACTED] (assuming the [REDACTED] is not exercised), our Company will have (i) [REDACTED] Domestic [REDACTED] Shares, representing approximately [REDACTED]% of our total issued Shares upon [REDACTED]; and (ii) [REDACTED] H Shares, representing approximately [REDACTED]% of our total issued Shares upon [REDACTED].

Our principal place of business in Hong Kong is at Room 1917, 19th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Our Company was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on December 31, 2025. Mr. Yau Tsz Lun (遊子麟) has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is Room 1917, 19th Floor, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong.

As our Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in “Regulatory Overview” in this document and Appendix III to this document, respectively.

2. Changes in Share Capital

On April 11, 2017, our Company was established as a limited liability company under the laws of the PRC, with an initial registered capital of RMB100,000.

The following sets out the changes in the share capital of our Company within two years immediately preceding the date of this document:

On June 11, 2025, our Company was converted from a limited liability company into a joint stock limited company.

On August 12, 2025, the registered capital of our Company was increased from RMB101,522,843 to RMB108,003,023.

On November 13, 2025, the registered capital of our Company was increased from RMB108,003,023 to RMB117,394,590.

Save as disclosed above, the share capital of our Company did not change during the two years immediately preceding the date of this document.

3. Changes in 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 as set out in Appendix I to this document.

The following subsidiaries have been incorporated within two years immediately preceding the date of this document:

On February 8, 2025, Foshan Miantoushi Food and Beverage Management Co., Ltd. (佛山市面頭師餐飲管理有限公司) was established in Guangdong Province, the PRC with the registered capital of RMB2 million.

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On April 16, 2025, Sichuan Yuantuo Food Co., Ltd. (四川元拓食品有限公司) was established in Sichuan Province, the PRC with the registered capital of RMB20 million.

On June 19, 2025, YUEN KEE FOOD HOLDING LIMITED was established in Cayman Islands with the share capital of USD50 thousand.

On July 9, 2025, YUEN KEE FOOD (S) PTE. LTD. was established in Singapore with the share capital of SGD2 million.

On August 1, 2025, YUEN KEE FOOD (S) MANAGEMENT PTE. LTD. was established in Singapore with the share capital of SGD0.5 million.

On September 4, 2025, YUEN KEE DUMPLINGS (M) SDN. BHD. was established in Malaysia with the share capital of MYR1 million.

On September 11, 2025, YUAN’S DUMPLINGS LIMITED (袁記餃子有限公司) was established in Hong Kong SAR with the share capital of HKD2 million.

On October 15, 2025, YUEN KEE FOOD (UK) CO., LTD was established in UK with the share capital of GBP50 thousand.

On March 16, 2026, YUEN KEE DUMPLINGS JAPAN CO., LTD was established in Japan with the share capital of JPY30 million.

On March 18, 2026, YUEN KEE DUMPLINGS MANAGEMENT (M) SDN. BHD. was established in Malaysia with the share capital of MYR3 thousand.

On April 29, 2026, YUEN KEE DUMPLINGS (S) MANUFACTURING PTE. LTD. was established in Singapore with the share capital of SGD1 million.

Save as disclosed above, there has been no changes in the share capital of our Subsidiaries during the two years immediately preceding the date of this document.

4. Resolutions of our Shareholders

On December 22, 2025, resolutions of our Company were passed by the Shareholders that, among other things, conditional upon the satisfaction (or, if applicable, waiver) of the conditions set out in “Structure of the [REDACTED] – Conditions of the [REDACTED]” and pursuant to the terms set out therein:

- (a) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H shares to be issued shall be no more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED];
- (c) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the issue and the [REDACTED] of H Shares on the Hong Kong Stock Exchange; and
- (d) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED].

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

We have entered into the following contracts (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:

- (a) the investment agreement dated August 7, 2025 entered into among our Company, Mr. Yuan, Guangdong Yuen Kee Investment Co., Ltd. (廣東省袁記投資有限公司), Zhangjiagang Xinghan Chuangxiang Investment Partnership (Limited Partnership) (張家港星翰創響投資合夥企業(有限合夥)), Shanghai Yiyong Enterprise Management Consulting Partnership (Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Shanghai Bird Nest Enterprise Management Partnership (Limited Partnership) (上海鳥窩企業管理合夥企業(有限合夥)), Hainan Silverpine Investment Partnership (Limited Partnership) (海南銀淞投資合夥企業(有限合夥)) and Lingyue Flavor (Guangzhou) Venture Capital Partnership (Limited Partnership) (領粵美味(廣州)創業投資合夥企業(有限合夥)) pursuant to which Zhangjiagang Xinghan Chuangxiang Investment Partnership(Limited Partnership) (張家港星翰創響投資合夥企業(有限合夥)), Shanghai Yiyong Enterprise Management Consulting Partnership (Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Shanghai Bird Nest Enterprise Management Partnership (Limited Partnership) (上海鳥窩企業管理合夥企業(有限合夥)), Hainan Silverpine Investment Partnership (Limited Partnership) (海南銀淞投資合夥企業(有限合夥)) and Lingyue Flavor (Guangzhou) Venture Capital Partnership (Limited Partnership) (領粵美味(廣州)創業投資合夥企業(有限合夥)) subscribed for an increased registered capital of RMB2,160,060, RMB1,080,030, RMB1,080,030, RMB864,024, RMB864,024 and RMB432,012 at a consideration of RMB50 million, RMB25 million, RMB25 million, RMB20 million, RMB20 million and RMB10 million;
- (b) the supplemental agreement dated August 7, 2025 entered into among our Company, Mr. Yuan, Guangdong Yuen Kee Investment Co., Ltd. (廣東省袁記投資有限公司), Xiamen Black Ant No. 3 Equity Investment Partnership (Limited Partnership) (廈門黑蟻三號股權投資合夥企業(有限合夥)), Zhangjiagang Xinghan Chuangxiang Investment Partnership (Limited Partnership) (張家港星翰創響投資合夥企業(有限合夥)), Shanghai Yiyong Enterprise Management Consulting Partnership (Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Shanghai Bird Nest Enterprise Management Partnership (Limited Partnership) (上海鳥窩企業管理合夥企業(有限合夥)), Hainan Silverpine Investment Partnership (Limited Partnership) (海南銀淞投資合夥企業(有限合夥)) and Lingyue Flavor (Guangzhou) Venture Capital Partnership (Limited Partnership) (領粵美味(廣州)創業投資合夥企業(有限合夥)), regarding the shareholders' right in our Company;
- (c) the investment agreement dated November 13, 2025 entered into among our Company, Mr. Yuan, Guangdong Yuen Kee Investment Co., Ltd. (廣東省袁記投資有限公司), Zhangjiagang Xinghan Chuangxiang Investment Partnership (Limited Partnership) (張家港星翰創響投資合夥企業(有限合夥)), Xiamen Qimei Gongxiang Investment Partnership (Limited Partnership) (廈門啟美共響投資合夥企業(有限合夥)), Shanghai Yiyong Enterprise Management Consulting Partnership (Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Xiamen Jianfa Emerging Industries Equity Investment No. 11 Partnership (Limited Partnership) (廈門建發新興產業股權投資拾壹號合夥企業(有限合夥)), Yihai Kerry Arawana Holdings Co.,Ltd. (益海嘉里金龍魚食品集團股份有限公司), Ms. Yang Yongyin (楊詠茵), Mr. Zhang Luyong (張鷺勇), Mr. Dai Xiongwei (戴雄偉), pursuant to which Zhangjiagang Xinghan Chuangxiang Investment Partnership (Limited Partnership) (張家港星翰創響投資合夥企業(有限合夥)), Xiamen Qimei Gongxiang Investment Partnership (Limited Partnership) (廈門啟美共響投資合夥企業(有限合夥)), Shanghai

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Yiyong Enterprise Management Consulting Partnership(Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Xiamen Jianfa Emerging Industries Equity Investment No. 11 Partnership (Limited Partnership) (廈門建發新興產業股權投資拾壹號合夥企業(有限合夥)),Yihai Kerry Arawana Holdings Co., Ltd. (益海嘉里金龍魚食品集團股份有限公司), Ms.Yang Yongyin (楊詠茵), Mr. Zhang Luyong (張鷺勇), Mr. Dai Xiongwei (戴雄偉) subscribed for an increased registered capital of RMB2,767,158, RMB670,826, RMB1,718,992, RMB1,718,992, RMB1,006,240, RMB503,120, RMB335,413, RMB335,413 and RMB335,413 at a consideration of RMB82.5 million, RMB20 million, RMB51.25 million, RMB51.25 million, RMB30 million, RMB15 million, RMB10 million, RMB10 million and RMB10 million;

- (d) the supplemental agreement dated November 13, 2025 entered into among our Company, Mr. Yuan, Guangdong Yuen Kee Investment Co., Ltd. (廣東省袁記投資有限公司), Xiamen Black Ant No. 3 Equity Investment Partnership (Limited Partnership) (廈門黑蟻三號股權投資合夥企業(有限合夥)), Zhangjiagang Xinghan Chuangxiang Investment Partnership (Limited Partnership) (張家港星翰創饗投資合夥企業(有限合夥)), Shanghai Yiyong Enterprise Management Consulting Partnership (Limited Partnership) (上海翼甬企業管理諮詢合夥企業(有限合夥)), Platinum Summit Hong Kong Limited, Shanghai Bird Nest Enterprise Management Partnership (Limited Partnership) (上海鳥窩企業管理合夥企業(有限合夥)), Hainan Silverpine Investment Partnership (Limited Partnership) (海南銀淞投資合夥企業(有限合夥)),Lingyue Flavor (Guangzhou) Venture Capital Partnership (Limited Partnership) (領粵美味(廣州)創業投資合夥企業(有限合夥)), Xiamen Qimei Gongxiang Investment Partnership (Limited Partnership) (廈門啟美共饗投資合夥企業(有限合夥)), Xiamen Jianfa Emerging Industries Equity Investment No. 11 Partnership (Limited Partnership) (廈門建發新興產業股權投資拾壹號合夥企業(有限合夥)), Yihai Kerry Arawana Holdings Co., Ltd. (益海嘉里金龍魚食品集團股份有限公司), Ms. Yang Yongyin (楊詠茵), Mr. Zhang Luyong (張鷺勇), Mr. Dai Xiongwei (戴雄偉), regarding the shareholders’ right in our Company;
- (e) [REDACTED]; and
- (f) [REDACTED]

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2. Intellectual Property Rights

Trademarks

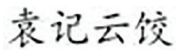
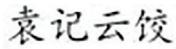
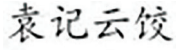
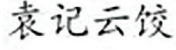
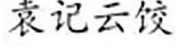
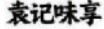
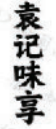
As of the Latest Practicable Date, we had registered the following trademarks which we consider to be material to our business:

No.	Trademark	Place of Registration	Registered Owner	Class	Expiry Date
1.	袁记云饺	PRC	The Company	1	March 20, 2030
2.	袁记云饺	PRC	The Company	2	March 20, 2030
3.	袁记云饺	PRC	The Company	3	March 20, 2030
4.	袁记云饺	PRC	The Company	4	March 20, 2030
5.	袁记云饺	PRC	The Company	5	March 20, 2030
6.	袁记云饺	PRC	The Company	6	March 20, 2030
7.	袁记云饺	PRC	The Company	7	March 20, 2030
8.	袁记云饺	PRC	The Company	8	March 20, 2030
9.	袁记云饺	PRC	The Company	9	March 20, 2030
10.	袁记云饺	PRC	The Company	10	March 20, 2030
11.	袁记云饺	PRC	The Company	11	March 20, 2030
12.	袁记云饺	PRC	The Company	12	March 20, 2030
13.	袁记云饺	PRC	The Company	13	March 20, 2030
14.	袁记云饺	PRC	The Company	14	March 20, 2030
15.	袁记云饺	PRC	The Company	15	March 20, 2030

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No.	Trademark	Place of Registration	Registered Owner	Class	Expiry Date
16.	袁记云饺	PRC	The Company	16	March 27, 2030
17.	袁记云饺	PRC	The Company	17	March 27, 2030
18.	袁记云饺	PRC	The Company	18	March 27, 2030
19.	袁记云饺	PRC	The Company	19	March 27, 2030
20.	袁记云饺	PRC	The Company	20	March 27, 2030
21.	袁记云饺	PRC	The Company	21	March 20, 2030
22.	袁记云饺	PRC	The Company	22	March 27, 2030
23.	袁记云饺	PRC	The Company	23	March 27, 2030
24.	袁记云饺	PRC	The Company	24	March 20, 2030
25.	袁记云饺	PRC	The Company	25	March 27, 2030
26.	袁记云饺	PRC	The Company	26	March 20, 2030
27.	袁记云饺	PRC	The Company	27	March 27, 2030
28.	袁记云饺	PRC	The Company	28	March 27, 2030
29.	袁记云饺	PRC	The Company	30	September 20, 2030
30.	袁记云饺	PRC	The Company	31	March 27, 2030
31.	袁记云饺	PRC	The Company	32	March 20, 2030
32.	袁记云饺	PRC	The Company	33	March 27, 2030
33.	袁记云饺	PRC	The Company	34	March 27, 2030
34.	袁记云饺	PRC	The Company	36	March 27, 2030
35.	袁记云饺	PRC	The Company	37	March 27, 2030
36.	袁记云饺	PRC	The Company	38	March 20, 2030
37.	袁记云饺	PRC	The Company	39	March 20, 2030
38.	袁记云饺	PRC	The Company	40	March 20, 2030

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No.	Trademark	Place of Registration	Registered Owner	Class	Expiry Date
39.		PRC	The Company	41	March 27, 2030
40.		PRC	The Company	42	March 20, 2030
41.		PRC	The Company	43	April 6, 2029
42.		PRC	The Company	44	March 27, 2030
43.		PRC	The Company	45	March 20, 2030
44.		PRC	The Company	35	March 13, 2035
45.		PRC	The Company	16	April 13, 2033
46.		PRC	The Company	18	April 13, 2033
47.		PRC	The Company	20	March 20, 2033
48.		PRC	The Company	24	April 13, 2033
49.		PRC	The Company	40	May 20, 2035
50.		PRC	The Company	43	August 6, 2030
51.		PRC	The Company	40	May 13, 2035
52.		PRC	Guangdong Yuen Kee Taste Brand Management Co., Ltd. (“Yuen Kee Taste Brand Management”)	30	July 13, 2034
53.		PRC	Yuen Kee Taste Brand Management	30	July 13, 2034
54.		PRC	Yuen Kee Taste Brand Management	29	December 27, 2029
55.		PRC	Yuen Kee Taste Brand Management	30	December 27, 2029

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No.	Trademark	Place of Registration	Registered Owner	Class	Expiry Date
56..	袁記味享	PRC	Yuen Kee Taste Brand Management	30	July 6, 2029
57..	袁記味享	PRC	Yuen Kee Taste Brand Management	30	May 27, 2029

Copyrights

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

No.	Copyright	Place of Application	Registered Owner	Registration Date
1..	袁記餃子	PRC	The Company	August 10, 2018
2..	顆顆飽滿 用料實足	PRC	The Company	August 17, 2021
3..	皮薄餡足 超級滿足	PRC	The Company	August 17, 2021
4..	純手工現包	PRC	The Company	August 17, 2021
5..	袁選好餡 袁選麵皮 袁記手工 袁記標準	PRC	The Company	February 24, 2022
6..	袁選好餡 袁選麵皮 袁記手工 袁記標準	PRC	The Company	February 24, 2022
7..	袁記雲餃	PRC	The Company	April 14, 2022
8..	袁記雲餃 大國鮮餃, 袁記現包	PRC	The Company	May 6, 2022
9..	袁記雲餃	PRC	The Company	June 8, 2022
10..	袁記雲餃	PRC	The Company	June 8, 2022
11..	中華鮮餃 袁記現包	PRC	The Company	July 26, 2022
12..	袁記食品集團 YUAN JI FOOD GROUP	PRC	The Company	June 7, 2023
13..	袁記雲餃 冬菇馬蹄鮮肉餃	PRC	The Company	July 4, 2023
14..	餃 現包鮮餃 始於貳零壹貳年	PRC	The Company	March 1, 2024
15..	袁記雲餃	PRC	The Company	March 1, 2024
16..	袁記雲餃	PRC	The Company	May 29, 2024
17..	袁記雲餃 YUANJI DUMPLING	PRC	The Company	June 19, 2024
18..	袁記雲餃 YUEN KEE DUMPLING(豎版)	PRC	The Company	August 22, 2025
19..	1946 將中國餃子文化帶向世界 YUEN KEE	PRC	The Company	August 22, 2025
20..	袁記雲餃 YUEN KEE DUMPLING(橫版)	PRC	The Company	August 22, 2025

Patents

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

No.	Patent Name	Patentee	Place of Registration	Registration Date
1..	Packaging box (Dumplings) (包裝盒(雲餃))	The Company	PRC	December 2, 2022
2..	Packaging box (Dumplings 02) (包裝盒(雲餃02))	The Company	PRC	December 2, 2022

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No.	Patent Name	Patentee	Place of Registration	Registration Date
3.	Packaging box (Dumplings 03) (包裝盒(雲餃03))	The Company	PRC	February 3, 2023
4.	Food booth (餐亭)	The Company	PRC	December 2, 2022
5.	Condiment bottle (vinegar) (調料瓶(醋))	The Company	PRC	December 2, 2022
6.	Condiment bottle (dumpling sauce) (調料瓶(餃子醬汁))	The Company	PRC	February 3, 2023
7.	Sauce dish (碟子)	The Company	PRC	December 2, 2022
8.	Canvas bag (dumplings) (帆布袋(雲餃))	The Company	PRC	December 2, 2022
9.	Plate (dumpling-shaped) (盤子(餃形))	The Company	PRC	December 2, 2022
10.	Plate (round) (盤子(圓形))	The Company	PRC	December 2, 2022
11.	Spoon (round) (勺子(圓形))	The Company	PRC	February 3, 2023
12.	Bowl (01) (碗(01))	The Company	PRC	December 2, 2022
13.	Bowl (02) (碗(02))	The Company	PRC	December 2, 2022
14.	Bowl (03) (碗(03))	The Company	PRC	December 2, 2022
15.	Beverage cup (飲料杯)	The Company	PRC	December 2, 2022
16.	Packaging box (condiment jar) (包裝盒(調料罐))	The Company	PRC	March 10, 2023
17.	Spoon (waterdrop-shaped) (勺子(水滴))	The Company	PRC	March 10, 2023
18.	An anti-caking powder-sprinkling machine for wonton wrapper production (一種防結塊的雲吞皮生產用撒粉機)	Guangdong Yuanhong, the Company	PRC	February 9, 2024
19.	An anti-clogging dough mixer for wonton wrapper production (一種防堵塞的雲吞皮生產用和面機)	Guangdong Yuanhong, the Company	PRC	February 9, 2024
20.	A dough-sheet multi-function machine with drying effect for wonton wrapper production (一種具有烘乾效果的雲吞皮生產用面料複合機)	Guangdong Yuanhong, the Company	PRC	February 9, 2024
21.	A wrapper-stacking machine for wonton wrapper production (一種雲吞皮生產用疊皮機)	Guangdong Yuanhong, the Company	PRC	February 9, 2024
22.	A slicing machine with waste conveying function for wonton wrapper production (一種具有廢料傳輸功能的雲吞皮生產用切片機)	Guangdong Yuanhong, the Company	PRC	February 9, 2024
23.	A composite slitting device for wonton wrapper production (一種雲吞皮生產用複合分切設備)	Guangdong Yuanhong, the Company	PRC	April 9, 2024
24.	A controlled-resting and conveying device for wonton wrapper production (一種雲吞皮生產用熟化傳輸設備)	Guangdong Yuanhong, the Company	PRC	April 9, 2024
25.	Automatic conveying and distributing system (自動輸送分料系統)	Guangdong Yuanhong	PRC	November 1, 2024

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No.	Patent Name	Patentee	Place of Registration	Registration Date
26..	A detection device for hard kernels such as beans (一種豆類硬實粒檢測裝置)	Guangdong Yuanhong	PRC	November 19, 2024
27..	Dicing and conveying system (切丁機輸送系統)	Guangdong Yuanhong	PRC	December 3, 2024

Domain Name

As of the Latest Practicable Date, we had registered the following internet domain names which we consider to be or may be material to our business:

No.	Domain Name	Registered Owner	Expiry Date
1. . .	ylhgp.com	The Company	December 13, 2027
2. . .	yjspgp.cn	The Company	January 13, 2028
3. . .	yjspgp.com.cn	The Company	January 13, 2028
4. . .	yjspjt.cn	The Company	January 13, 2028
5. . .	yjspjt.com.cn	The Company	January 13, 2028
6. . .	yjspjt.com	The Company	January 12, 2028
7. . .	ylh.com	The Company	December 13, 2027
8. . .	ylhgp.com	The Company	December 13, 2027
9. . .	yuanlianghong.com.cn	The Company	April 21, 2031
10. .	yuanjiyunjiao.com.cn	The Company	April 21, 2031
11. .	yuansu56.com	Guangdong Yuansu	March 4, 2029

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Particulars of Directors’ service contracts and appointment letters

(a) Executive Directors

Each of our executive Directors [has entered into] a service contract with us pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from the date of their appointments.

(b) Independent Non-executive Directors

Each of the independent non-executive Directors [has entered into] an appointment letter with our Company. The initial term for their appointment letters shall be three years from the date of their appointments or until the third annual general meeting of the Company since the [REDACTED], whichever ends earlier, (subject always to re-election as and when required under the Memorandum and Articles of Association), until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months’ prior notice in writing.

Details of our Company’s remuneration policy is described in section headed “Directors and Senior Management – Remuneration of Directors and Senior Management.”

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2. Remuneration of Our Directors

Save as disclosed in “Directors and Senior Management” and “Appendix I – Accountants’ Report – Directors’ and Supervisors’ Remuneration” for the years ended December 31, 2023, 2024, 2025 and the five months ended May 31, 2026, none of our Directors received other remunerations of benefits in kind from us.

3. Disclosure of Interests of Directors and Chief Executive of our Company

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] are not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in our Shares, underlying Shares and debentures of our Company or its 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 short positions which he or she is 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 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 Companies contained in the Listing Rules.

Interests in our Company

Name	Position	Nature of interest ⁽¹⁾	Number of Domestic [REDACTED] Shares/H Shares held following completion of the [REDACTED]	Approximate percentage of shareholding in Domestic [REDACTED] Shares/H Shares immediately after the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total issued Shares immediately after the [REDACTED] ⁽²⁾
Mr. Yuan . .	Founder, executive Director, chairman of the Board and general manager	Beneficial Interests Interest in controlled corporation	[REDACTED] [REDACTED] [REDACTED]	[REDACTED]% [REDACTED]% [REDACTED]%	[REDACTED]% [REDACTED]% [REDACTED]%

Notes:

- (1) All interests stated are long position.
- (2) The calculation is based on the total number of [REDACTED] Domestic [REDACTED] Shares in issue, [REDACTED] H Shares to be converted from Domestic [REDACTED] Shares in issue and [REDACTED] H Shares to be issued pursuant to the [REDACTED] (assuming that the [REDACTED] are not exercised).

Save as disclosed above, none of the Directors or the chief executive of the Company will, immediately following completion of the [REDACTED], has any interests and/or short positions in the Shares, underlying Shares and debentures 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 short positions which he/she is 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 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 Companies contained in the Listing Rules.

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4. Disclosure of Interests of Substantial Shareholders

(a) *Interests in our Company*

For information on the persons who will, immediately following the completion of the [REDACTED], having or be deemed or taken to have beneficial interests or short position in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or 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 other member of our Group, see the section headed "Substantial Shareholders."

(b) *Interests of substantial shareholders of other members of our Group*

As of the Latest Practicable Date, our Directors are not aware of any persons (other than our Directors or chief executive) will, immediately following the 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 other member of our Group.

5. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or any of the parties listed in "– E. Other Information – 5. Consents and Qualification of Experts" below is:
 - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company;
 - (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 "– E. Other Information – 5. Consents and Qualification of Experts" below:
 - (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) none of the Directors or the experts named in the paragraph headed "– Consents and Qualification of Experts" in this section 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 our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group; and
- (d) none of our Directors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers.

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D. EMPLOYEE INCENTIVE SCHEME

(a) Background

The Company adopted the Employee Incentive Scheme by a resolution of our then sole director in December 2023. The Employee Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Scheme does not involve the grant of new option or awards by our Company after the [REDACTED].

In order to implement the Employee Incentive Scheme, we have established Foshan Yueshanhe, Foshan Yuanyunjiao and Foshan Xinxiangyuan as the Employee Incentive Platforms, holding an aggregate of 15,000,000 Shares. For details of Foshan Yueshanhe, Foshan Yuanyunjiao and Foshan Xinxiangyuan, see “History, Development and Corporate Structure”.

(b) Purposes

The purposes of the Employee Incentive Scheme are to establish and further long-term incentive and constraint mechanisms for the Group’s employees, to enhance corporate governance structures, to fully mobilize the initiative and creativity of employees, and to elevate the company’s sustainability and profitability.

(c) Administration

The Board is responsible for implementing the Employee Incentive Scheme, including, inter alia, (i) determining the details, (ii) monitoring the implementation, and (iii) explaining the Employee Incentive Scheme. The share incentive committee of the Company (the “Committee”) is responsible for carrying out the Board’s decisions, including, inter alia, (i) developing incentive plan for specific employees, (ii) determining the eligibility and the list of employees and the number of shares and the exercising price of the award under the Employee Incentive Scheme (the “Award”), (iii) setting the rights and obligations of the eligible participants under the Employee Incentive Scheme (the “Participant(s)”) (including the lock-up, vesting and repurchase in relation to the Award), and (iv) internal explanation and communication with the Participants.

(d) Participants

Individuals who have entered into labour contracts with our Group are eligible for the Award, except for employees who, inter alia, violated the laws, regulations applicable to our Company or the articles of association of our Company, was disloyal to the Group, including but not limited to resigning from the Group and working for a competitor of our Company, breached any agreement entered into with the Group, not performed or refused to perform employee obligations, violated any protocols and policies of the Group and caused loss, damage or injury to the property, reputation or other employees of the Group, or were dismissed due to any misconduct, gross negligence or underperformance for two consecutive years.

(e) Awards

An Award under the Employee Incentive Scheme gives a Participant equity interests in the Employee Incentive Platforms.

The Employee Incentive Platforms hold an aggregate of 15,000,000 Shares, representing approximately 12.78% of the aggregate amount of the Shares immediately before the completion of the [REDACTED] and approximately [REDACTED]% of the Shares immediately upon completion of the [REDACTED] assuming the [REDACTED] is not exercised.

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As of the Latest Practicable Date, all the underlying Shares subject to the Employee Incentive Scheme have been granted to 70 Participants. No further awards or options will be granted under the Employee Incentive Scheme after the [REDACTED].

Details of the underlying Shares under the Employee Incentive Scheme granted to the Directors, senior management and other connected persons of the Company are set out below:

Name	Relationship with the Company	Number of underlying Shares granted under the Employee Incentive Scheme	Underlying Shares granted as a percentage of total issued share capital immediately upon the completion of the [REDACTED]
Mr. Tian Wei	Executive Director and deputy general manager of our Company	131,980	[REDACTED]%
Mr. Xu Le	Executive Director and deputy general manager of our Company	131,980	[REDACTED]%
Mr. Zhang Liangliang	Executive Director and deputy general manager of our Company	284,264	[REDACTED]%
Mr. Yuan Yongbo	Executive Director, employee representative Director and the head of Southwestern China Business Division of our Company	203,046	[REDACTED]%
Mr. Xia Ni	Chief financial officer of our Company	304,569	[REDACTED]%
Mr. Zheng Boqi	Deputy general manager of our Company	187,716	[REDACTED]%
Mr. Liu Yong	Deputy general manager of our Company	203,045	[REDACTED]%
Ms. Cao Shan	Board secretary and deputy finance director of our Company	81,218	[REDACTED]%
Mr. Yan Bin (嚴斌)	Executive director and general manager of one of our subsidiaries	187,716	[REDACTED]%
Mr. Wu Yatao (吳亞濤)	A supervisor of one of our subsidiaries	60,914	[REDACTED]%
Mr. Deng Fang (鄧方)	Executive director and general manager of one of our subsidiaries	152,284	[REDACTED]%

(f) Vesting of Awards

The vesting of the underlying Shares granted is subject to the conditions under the share incentive award agreement (the “Award Agreement”), including the Participant shall continue serving at the Company during the period commencing from the date of grant of the Award to the [REDACTED] (the “Service Period”) and comply with the lock-up requirements under the applicable rules and regulations.

In the event that the Participants become no longer eligible for the Award, retire, decease or are declared dead, or become decapitated during the Service Period, the general partner of the Employee Incentive Platform or his/her designated third party shall have the right to repurchase the Award.

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(g) Restrictions on transfer

After the [REDACTED], in addition to the restrictions under the Employee Incentive Scheme, the transfer or sale by Participants shall be subject to the lock-up requirements under the relevant laws and regulations and the stock exchange rules, or, in the case of Directors and senior management, the respective restrictions on trading and disclosure requirements under the relevant laws and regulations applicable to directors and senior management promulgated by the Stock Exchange and the SFC.

(h) Realization of economic benefits attached to the underlying Shares

Participants may realize the economic benefits attached to the underlying Shares by applying to the general partner of corresponding Employee Incentive Platforms, who shall then sell the underlying Shares in the open market and distribute the sale proceeds to the relevant Participants after deducting relevant expenses and taxes.

E. 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 subsidiaries.

2. Litigation

Save as disclosed in this document and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an [REDACTED] on our behalf to the [REDACTED] for the [REDACTED] of, and [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be [REDACTED] into [REDACTED].

Each of the Joint Sponsors satisfy the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letters entered into between our Company and the Joint Sponsors, the total sponsors' fee paid and payable to the Joint Sponsors in connection with the [REDACTED] is USD900,000.

4. Preliminary Expenses

Our Company did not incur any material preliminary expenses.

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5. Consents and Qualification of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), type 4 (advising on securities), type 6 (advising on corporate finance), type 7 (providing automated trading services) and type 9 (asset management) of the regulated activities under the SFO
GF Capital (Hong Kong) Limited	A licensed corporation under the SFO for type 6 (advising on corporate finance) regulated activity under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance
CM Law Firm	Legal Advisor to our Company as to PRC laws
China Insight Industry Consultancy Limited	Industry consultant

Save as disclosed in this document, as of the Latest Practicable Date, none of the experts named above has any shareholding interest 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 any member of our Group.

6. Promoters

The promoters of our Company comprised all of the 8 then shareholders of our Company as at June 11, 2025 before our conversion into a joint stock limited liability company. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

7. Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

8. 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).

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9. Compliance Adviser

Our Company has appointed Maxa Capital Limited as our compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

10. No Material Adverse Change

The Directors confirm that there has been no material change in our financial or trading position since May 31, 2026.

11. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise; and
 - (ii) no commissions, discounts, brokerages or other special terms have 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.
- (b) Save as disclosed in this document:
 - (i) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
 - (ii) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) there are no arrangements under which future dividends are waived or agreed to be waived;
 - (iv) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
 - (v) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
 - (vi) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
 - (vii) no part of the equity or debt securities of our Company, if any, is currently [REDACTED] on or [REDACTED] in on any stock exchange or trading system, and no such [REDACTED] or [REDACTED] to [REDACTED] on any stock exchange other than the Stock Exchange is currently being or agreed to be sought; and
 - (viii) our Company has no outstanding convertible debt securities or debentures.