

APPENDIX V

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

1. Establishment of our Company

Our Company was established under the PRC laws on March 28, 2016 and was subsequently converted into a joint stock company with limited liability on December 12, 2025. As of the Latest Practicable Date, the registered share capital of our Company is RMB38,767,409. Immediately upon [REDACTED], the ordinary Shares of the Company will be split on a one-for-five basis, and the nominal value of the Shares will be changed from RMB1.0 each to RMB0.20 each. Immediately after the Share Split, the registered share capital of the Company was RMB38,767,409 with 193,837,045 Shares.

Our registered office is located at Room 103-043, No. 18, Futian Road, Xiangzhou District, Zhuhai, Guangdong Province, China. Our Company has established a place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on November 25, 2025. Ms. Au, one of our joint company secretaries, has been appointed as the authorized representative in Hong Kong and our agent for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Summary of Articles of Association” in Appendix IV. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Regulatory Overview — Overview of Laws and Regulations in the PRC.”

2. Changes in Share Capital of our Company

As of the date of our establishment, our registered capital was RMB20,000,000. On December 12, 2025, our Company was converted into a joint stock company with limited liability under the Company Law. Upon completion of such conversion, the share capital of our Company was RMB38,767,409 divided into 38,767,409 Shares with a nominal value of RMB1.00 each. As approved by our Shareholders’ general meeting respectively held on December 14, 2025 and August 20, 2026, immediately upon [REDACTED], the Shares of the Company will be split on a one-for-five basis, and the registered share capital of the Company became RMB38,767,409 divided into 193,837,045 Shares of par value RMB0.20 each, all of which are fully paid up. Save as disclosed above, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

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3. Changes in Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants’ Report in Appendix I. The following sets out the changes of the share capital of our subsidiaries as at the end of the Track Record Period within the two years immediately preceding the date of this Document:

- (a) on December 16, 2024, the registered capital of Xinjiang Kingsware was increased from RMB7,000,000 to RMB10,000,000.
- (b) on July 15, 2025, Hefei Kingsware was established in the PRC with a registered capital of RMB1,000,000.
- (c) on December 4, 2025, Hainan Kingsware was established in the PRC with a registered capital of RMB1,000,000.
- (d) on January 14, 2026, Kingsware Intelligent was established in the PRC with a registered capital of RMB3,000,000.
- (e) on January 16, 2026, Guangxi Jinzhi was established in the PRC with a registered capital of RMB5,000,000.
- (f) on January 19, 2026, the registered capital of Zhuhai Jinzhida was increased from RMB60,000,000 to RMB80,000,000.
- (g) on February 10, 2026, Yulin Kingsware was established in the PRC with a registered capital of RMB10,000,000.
- (h) on May 27, 2026, Nanjing Kingsware was established in the PRC with a registered capital of RMB10,000,000.
- (i) on June 9, 2026, Guangxi Kingsware was established in the PRC with a registered capital of RMB5,000,000.
- (j) on June 29, 2026, Shenzhen Zhiyuan was established in the PRC with a registered capital of RMB2,000,000.
- (k) on July 3, 2026, the registered capital of Hengqin Kingsware was increased from RMB5,000,000 to RMB17,000,000.
- (l) on August 4, 2026, the registered capital of Xinjiang Kingsware was decreased from RMB10,000,000 to RMB7,000,000.

For details of our principal operating subsidiaries, please see “History, Development and Corporate Structure — Our Principal Subsidiaries.” Save as disclosed above, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Document.

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4. Resolutions of our Shareholders in Relation to the [REDACTED]

At the general meeting of our Company respectively held on December 14, 2025 and August 20, 2026, the following resolutions, among other things, were passed by the Shareholders:

- (i) the issuance by our Company of H Shares of the nominal value of RMB0.20 each and such H Shares be [REDACTED] on the Stock Exchange;
- (ii) the number of H Shares to be issued pursuant to the [REDACTED] shall be no more than [REDACTED] H Shares;
- (iii) subject to the completion of filing with the CSRC, upon completion of the [REDACTED] (assuming the Share Split is completed), [REDACTED] Unlisted Shares in aggregate held by our Shareholders will be converted into H Shares on a one-for-one basis;
- (iv) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to allot and issue H Shares (including any sale or transfer of treasury Shares of our Company) at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in their absolute discretion deem fit, and to handle the approval or filing of relevant regulatory authorities with respect to in the aforementioned general mandate in accordance with the relevant laws and regulations, provided that, the number of H Shares to be issued shall not exceed 20% of the number of H Shares in issue (excluding treasury Shares, if any) as of the [REDACTED];
- (v) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with relevant laws and regulation, and any comments from relevant regulatory authorities; and
- (vi) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

5. Restriction on Share Repurchases

For details of the restrictions on the share repurchase by our Company, please see “Summary of the Articles of Association of the Company” in Appendix IV.

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6. Corporate Reorganization

We have not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of the history and development of our Company, see “History, Development and Corporate Structure.”

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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 is or may be material:

(a) the [REDACTED].

2. Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered or has applied for the registration of the following intellectual property rights which were material to our Group’s business.

(a) Trademarks

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

No.	Trademark	Registration Number	Registered Owner	Date of Registration	Expiry Date	Class	Place of Registration
1. . . .	金智维	72674962	Company	September 7, 2024	September 6, 2034	36	China
2. . . .	金智维	52407664	Company	August 21, 2022	August 20, 2032	38	China
3. . . .	金智维	46628657	Company	March 7, 2022	March 6, 2032	9	China
4. . . .	金智维	52407625	Company	November 7, 2021	November 6, 2031	42	China
5. . . .	金智维	46625748	Company	August 14, 2021	August 13, 2031	38	China
6. . . .	金智维	46613695	Company	August 14, 2021	August 13, 2031	42	China
7. . . .	金智维	46631617	Company	February 7, 2021	February 6, 2031	16	China
8. . . .	金智维	306085657	Company	October 18, 2022	October 17, 2032	9, 16, 38, 42	Hong Kong
9. . .	KINGSWARE	307014834	Company	September 1, 2025	August 31, 2035	9, 16, 38, 42	Hong Kong
10. . .		307014843	Company	September 1, 2025	August 31, 2035	9, 16, 38, 42	Hong Kong

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(b) Patents

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

No.	Patent	Type	Patent Number	Registered Owner	Date of Application	Expiry Date	Place of Registration
1. . . .	An efficient method for handling alarm events and a computer-readable storage medium (針對告警事件的高效處理方法以及計算機可讀存儲介質)	Invention	CN202410030148.3	Company	January 9, 2024	January 8, 2044	China
2. . . .	A highly robust text content review method based on the DeBERTa model (基於DeBERTa模型的高魯棒性文本內容審核方法)	Invention	CN202410789228.7	Company	June 19, 2024	June 18, 2044	China
3. . . .	A design method for an AIGC-based RPA intelligent interactive system (基於AIGC的RPA智能交互式系統的設計方法)	Invention	CN202311734420.8	Company	December 18, 2023	December 17, 2043	China
4. . . .	A subjective question scoring method and system based on the ALBERT model and RPA technology (基於ALBERT模型與RPA技術的主觀題評分方法及系統)	Invention	CN202410025948.6	Company	January 8, 2024	January 7, 2044	China
5. . . .	A low-code system for dynamic flow chart configuration and customized interaction (低代碼化的流程圖動態配置及自定義交互的系統)	Invention	CN202410980343.2	Company	July 22, 2024	July 21, 2044	China
6. . . .	Monitoring middleware (一種監控中間件)	Invention	CN202110906127.X	Company	August 9, 2021	August 8, 2041	China
7. . . .	Offline signature authentication method and system based on an attention mechanism (一種基於注意力機制的離線簽名認證方法及系統)	Invention	CN202310221689.X	Company	March 9, 2023	March 8, 2043	China

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No.	Patent	Type	Patent Number	Registered Owner	Date of Application	Expiry Date	Place of Registration
8. . . .	Multi-intent recognition method and system based on the BERT language model and TextCNN model (基於BERT語言模型和TextCNN模型的多意圖識別方法及系統)	Invention	CN202210739460.0	Company	June 28, 2022	June 27, 2042	China
9. . . .	Chinese character point-based verification code recognition method and system (漢字點選式驗證碼識別方法及系統)	Invention	CN202310025389.4	Company	January 9, 2023	January 8, 2043	China
10. . .	Text citation audit and traceability method, system, device, and storage medium (一種文本引用審核溯源方法、系統、裝置和存儲介質)	Invention	CN202311256067.7	Company	September 27, 2023	September 26, 2043	China
11. . .	Project management method, device, and storage medium based on automated scripts (基於自動化腳本的項目管理方法、裝置和存儲介質)	Invention	CN202210634139.6	Company	June 7, 2022	June 6, 2042	China
12. . .	Live video forensics method, device, electronic device, and readable storage medium (直播視頻取證方法、裝置、電子設備及可讀存儲介質)	Invention	CN202210915115.8	Company	August 1, 2022	July 31, 2042	China
13. . .	Data visualization system, method, and device based on remote control of a large screen (基於遠程操控大屏的數據可視化系統、方法和裝置)	Invention	CN202211222043.5	Company	October 8, 2022	October 7, 2042	China
14. . .	Single-line text and image comparison method and system based on ResNet (基於Resnet的單行文本圖片比對方法及系統)	Invention	CN202110787302.8	Company	July 13, 2021	July 12, 2041	China

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No.	Patent	Type	Patent Number	Registered Owner	Date of Application	Expiry Date	Place of Registration
15.	RPA-based centralized asset management platform, method, and device (基於RPA的資產集中管控平臺、方法和裝置)	Invention	CN202211680205.X	Company	December 27, 2022	December 26, 2042	China
16.	Data visualization method, device, electronic device, and medium (數據可視化方法、裝置、電子設備及介質)	Invention	CN202210957001.X	Company	August 10, 2022	August 9, 2042	China
17.	Work scenario behavior assessment method and system based on human tracking and recognition technology (基於人體跟蹤及識別技術的工作場景行為評估方法及系統)	Invention	CN202310164238.7	Company	February 24, 2023	February 23, 2043	China
18.	Topic localization method and system (話題定位的方法及系統)	Invention	CN202210019199.7	Company	January 10, 2022	January 9, 2042	China
19.	Multi-person interactive action detection system and method (多人交互動作檢測系統及方法)	Invention	CN202310165887.9	Company	February 27, 2023	February 26, 2043	China
20.	An RPA business scenario recognition method, system, device, and storage medium (一種RPA業務場景識別方法、系統、裝置及存儲介質)	Invention	CN202210874025.9	Company	July 25, 2022	July 24, 2042	China
21.	RPA server cluster control method and system (RPA服務器集群控制方法及系統)	Invention	CN202111575338.6	Company	December 22, 2021	December 21, 2041	China
22.	A method and system for detecting unsolicited sales pitches in financial product sales (一種理財產產品銷售環節飛單話術檢測方法及系統)	Invention	CN202310318022.1	Company	March 29, 2023	March 28, 2043	China

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No.	Patent	Type	Patent Number	Registered Owner	Date of Application	Expiry Date	Place of Registration
23.	A method and system for identifying fragmented bills based on fragmented bill segmentation and a Transformer network (基於碎片票據分詞和Transformer 網絡的碎片票據識別方法及系統)	Invention	CN202210739476.1	Company	June 28, 2022	June 27, 2042	China
24.	A web login method and system based on a fixed candidate box object detection algorithm (基於固定候選框目標檢測算法的網頁登錄方法及系統)	Invention	CN202310021133.6	Company	January 7, 2023	January 6, 2043	China
25.	A method and system for intelligent conversion of XES logs (一種XES日誌智能轉換方法及系統)	Invention	CN202310016602.5	Company	January 6, 2023	January 5, 2043	China
26.	A system, method, and device for upgrading RPA based on a microservices architecture (基於微服務架構的RPA升級系統、方法和裝置)	Invention	CN202210634963.1	Company	June 7, 2022	June 6, 2042	China
27.	A method and system for end-to-end text and image synthesis and recognition (一種端到端的文本圖像合成和識別的方法及系統)	Invention	CN202310026637.7	Company	January 9, 2023	January 8, 2043	China
28.	A valuation, accounting, and reconciliation method for digital employees based on AI Agents (一種基於AI Agent數字員工的估值做帳對賬方法)	Invention	CN202411845375.8	Company	December 16, 2024	December 15, 2044	China

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(c) Computer Software Copyrights

As of the Latest Practicable Date, we have registered the following computer software copyrights which are material to our business:

No.	Computer Software name	Registered Owner	Registration Number	Registration Date	Place of Registration
1. . . .	Kingsware K-RPA software robot management system (金智維K-RPA軟件機器人管理系統)	Company	2023SR1196398	October 8, 2023	China
2. . . .	Kingsware K-WorkChatPro aggregation conversation microservice platform (金智維K-WorkChatPro聚合會話微服務平臺)	Company	2024SR1871044	November 22, 2024	China
3. . . .	Kingsware K-RPOM operation management platform (金智維K-RPOM運營管理平臺)	Company	2023SR0379545	March 22, 2023	China
4. . . .	Kingsware K-MM business monitoring system (金智維K-MM業務監控系統)	Company	2023SR1356147	November 2, 2023	China
5. . . .	Kingsware K-AOM automatic operation and maintenance system (金智維K-AOM自動化運維系統)	Company	2024SR0794317	June 12, 2024	China
6. . . .	Kingsware K-RPOM operation management platform (金智維K-RPOM運營管理平臺)	Company	2024SR0491074	April 11, 2024	China
7. . . .	Kingsware K-SSIG self-service terminal intelligent guidance application platform (金智維K-SSIG自助終端智能引導應用平臺)	Company	2024SR0794785	June 12, 2024	China
8. . . .	Kingsware K-iGOV government affairs hyperautomation platform (金智維K-iGOV政務超自動化平臺)	Company	2023SR1519945	November 28, 2023	China
9. . . .	Kingsware K-GIM court execution money intelligent management system (金智維K-GIM法院執行款智慧管理系統)	Company	2023SR0928621	August 14, 2023	China

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No.	Computer Software name	Registered Owner	Registration Number	Registration Date	Place of Registration
10. . .	Kingsware Futures Intelligent Operation (Xinchuang) System (金智維期貨智能運營(信創)系統)	Company	2023SR1196533	October 8, 2023	China
11. . .	Kingsware K-UniOps Unified O&M Management Platform (Xinchuang Edition) (金智維K-UniOps統一運維管理平臺(信創版))	Company	2022SR0401245	March 28, 2022	China
12. . .	Kingsware K-IDP large model intelligent document platform (金智維K-IDP大模型智能文檔平臺)	Company	2024SR1269415	August 29, 2024	China
13. . .	Ki-Agent intelligent digital employee platform (金智維Ki-Agent智能數字員工平臺)	Company	2024SR1316012	September 6, 2024	China
14. . .	Kingsware K-ECC emergency drill command and dispatch platform (金智維K-ECC應急演練指揮調度平臺)	Company	2024SR0315835	February 27, 2024	China
15. . .	Kingsware K-Pine Qingsong low-code platform (金智維K-Pine青松低代碼平臺)	Company	2023SR1185139	October 7, 2023	China
16. . .	Kingsware K-RPA Software Robot Management System (APA Agent Version) (金智維K-RPA軟件機器人管理系統(APA智能體版))	Company	2025SR1384804	July 29, 2025	China
17. . .	Kingsware K-RPA software robot management system (金智維K-RPA軟件機器人管理系統)	Company	2024SR0648522	May 14, 2024	China
18. . .	Kingsware K-AOM automated operation and maintenance system (金智維K-AOM自動化運維系統)	Company	2022SR1500214	November 14, 2022	China
19. . .	Kingsware K-IDP intelligent document platform (金智維K-IDP智能文檔平臺)	Company	2023SR1178085	September 28, 2023	China
20. . .	Kingsware K-MIM Centralized Monitoring System (Xinchuang Edition) (金智維K-MIM集中監控系統(信創版))	Company	2022SR0401246	March 28, 2022	China

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No.	Computer Software name	Registered Owner	Registration Number	Registration Date	Place of Registration
21. . .	Kingsware K-AFA Anti-Fraud Digital Police Assistant-Fund Penetration Assistant (Lion) System (金智維 K-AFA反詐數字警察助理-資金穿透助手(狻猊)系統)	Company	2025SR1280797	July 17, 2025	China
22. . .	Kingsware K-WorkChatPro aggregation conversation microservice platform (金智維K-WorkChatPro聚合會話微服務平臺)	Company	2023SR1339923	October 30, 2023	China
23. . .	Kingsware K-DVS digital visualization system (金智維 K-DVS數字可視化系統)	Company	2022SR0933141	July 14, 2022	China
24. . .	Kingsware K-AFA Anti-Fraud Digital Police Assistant-Fund Early Warning Assistant (Tianma) System (金智維K-AFA反詐數字警察助理-資金預警助手(天馬)系統)	Company	2024SR0579794	April 28, 2024	China
25. . .	Kingsware Keyi K-EE digital technology teaching and training platform (金智維課易K-EE數字化技術教學與實訓平臺)	Company	2024SR1561518	October 18, 2024	China
26. . .	Kingsware K-Pine Qingsong low-code platform (金智維 K-Pine青松低代碼平臺)	Company	2022SR0961553	July 22, 2022	China
27. . .	Kingsware K-CTest Chaos Test Platform (金智維K-CTest混沌測試平臺)	Company	2024SR0315850	February 27, 2024	China
28. . .	Kingsware K-GP government inspection platform (金智維 K-GP政務巡檢平臺)	Company	2023SR0542434	May 16, 2023	China
29. . .	Kingsware K-AOM automatic operation and maintenance system (金智維K-AOM自動化運維系統)	Company	2023SR1339818	October 30, 2023	China

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30. . .	Kingsware K-AFA Public Security Anti-Fraud Digital Police Assistant Platform (Pixiu) (金智維K-AFA公安反詐數字警察助理平臺(貔貅))	Company	2022SR0428622	April 2, 2022	China
31. . .	Kingsware K-Trust Trust Intelligent Operation System (金智維K-Trust信託智慧運營系統)	Company	2023SR1410170	November 9, 2023	China
32. . .	Kingsware Futures Automated Operation and Maintenance (Information Innovation) System (金智維期貨自動化運維(信創)系統)	Company	2023SR0957880	August 21, 2023	China
33. . .	Kingsware K-TSS Dynamic Traffic Assistance System (Huiyan) (金智維K-TSS動態交通輔助系統(慧眼))	Company	2024SR0936395	July 4, 2024	China
34. . .	Kingsware K-OSP security attack platform (金智維K-OSP安防攻擊平臺)	Company	2025SR0311319	February 21, 2025	China
35. . .	Kingsware K-iFMS boss money bag system (金智維K-iFMS老闆錢袋子系統)	Company	2024SR0650880	May 14, 2024	China
36. . .	Kingsware K-iHRB intelligent human resources and social assistant platform (金智維K-iHRB智能人社助理平臺)	Company	2025SR0166902	January 24, 2025	China
37. . .	Kingsware K-iCMP intelligent customs integrated management platform (金智維K-iCMP智能海關綜合管理平臺)	Company	2024SR1148673	August 8, 2024	China
38. . .	Kingsware K-RPOM operation management platform (金智維K-RPOM運營管理平臺)	Company	2023SR1314230	October 26, 2023	China
39. . .	Kingsware K-IDA intelligent conversational robot (金智維K-IDA智能對話機器人)	Company	2023SR1410171	November 9, 2023	China
40. . .	Kingsware K-RPA Lite process design system (金智維K-RPA Lite 流程設計系統)	Company	2025SR0773959	May 13, 2025	China

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41. . .	Kingsware K-iTAX tax digital employee platform (金智維 K-iTAX稅務數字員工平臺)	Company	2023SR1047156	September 12, 2023	China
42. . .	Kingsware K-RPA software robot management system (金智維K-RPA軟件機器人管理系統)	Company	2017SR654371	November 29, 2017	China
43. . .	Kingsware K-MM Business Monitoring System (Xinchuang Edition) (金智維 K-MM業務監控系統(信創版))	Company	2022SR0385083	March 24, 2022	China
44. . .	Kingsware K-UniOps integrated operation and maintenance management platform (金智維K-UniOps一體化運維管理平臺)	Company	2020SR0534229	May 29, 2020	China
45. . .	Kingsware K-RPA Software Robot Management System (Xinchuang Edition) (金智維 K-RPA軟件機器人管理系統(信創版))	Company	2022SR0389361	March 24, 2022	China
46. . .	Kingsware K-AOM automatic operation and maintenance system (金智維K-AOM自動化運維系統)	Company	2016SR261507	September 14, 2016	China
47. . .	Kingsware K-AOM Automatic O&M System (Xinchuang Edition) (金智維K-AOM自動化運維系統(信創版))	Company	2022SR0385080	March 24, 2022	China
48. . .	Kingsware Futures Automated Operation and Maintenance System (金智維期貨自動化運維系統)	Company	2020SR0533852	May 29, 2020	China
49. . .	Kingsware K-FRPA financial robot system (金智維 K-FRPA財務機器人系統)	Company	2018SR944509	November 26, 2018	China
50. . .	Kingsware K-DS visualization large screen system (金智維 K-DS可視化大屏系統)	Company	2017SR654380	November 29, 2017	China
51. . .	Kingsware K-MM business monitoring system (金智維 K-MM業務監控系統)	Company	2019SR0970745	September 19, 2019	China

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No.	Computer Software name	Registered Owner	Registration Number	Registration Date	Place of Registration
52. . .	Kingsware K-MIM centralized monitoring system (金智維 K-MIM集中監控系統)	Company	2021SR1391330	September 16, 2021	China
53. . .	Kingsware K-RPA software robot management system (金智維K-RPA軟件機器人管理系統)	Company	2021SR1391338	September 16, 2021	China
54. . .	Kingsware K-EBR online banking robot system (金智維K-EBR網銀機器人系統)	Company	2021SR1391508	September 16, 2021	China
55. . .	Kingsware Futures Operation Automation System (金智維期貨運營自動化系統)	Company	2021SR0479223	March 31, 2021	China
56. . .	Kingsware K-MIM centralized monitoring system (金智維 K-MIM集中監控系統)	Company	2020SR0532077	May 29, 2020	China

(d) Work Copyrights

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

No.	Software name	Registered Owner	Registration Number	Registration Date	Place of Registration
1. . .	Zhuhai Kingsware K-RPA Software Robot Character (珠海金智維K-RPA軟件機器人形象)	Company	State Registration No. 2020-F-00994749	April 9, 2020	China

(e) Domain Names

As of the Latest Practicable Date, we have registered the following internet domain names which are material to our business:

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1. . .	kingsware.cn	Company	March 7, 2016	March 7, 2028

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Save as the above, as of the Latest Practicable Date, there were no other intellectual property rights which were material to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

Interests and short positions of our Directors, and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and the Share Split is completed), so far as our Directors are aware, none of our Director and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us 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 to be notified to the company and the Stock Exchange, once the H Shares are [REDACTED] on the Stock Exchange:

Name	Positions	Nature of Interest ⁽¹⁾	As of the Latest Practicable Date and immediately prior to [REDACTED]		Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and the Share Split is completed)		
			Number of Unlisted Shares	Approximate percentage of shareholding in our total share capital	Number of H Shares	% of shareholding in the H Shares ⁽²⁾	% of shareholding in the total issued share capital of our Company ⁽²⁾
Mr. Liao	Director, Chief Executive Officer	Interest in controlled corporations ⁽³⁾	15,757,050	40.65%	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

- All interests stated are long positions in the Shares.
- The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the [REDACTED], assuming that the [REDACTED] is not exercised and the Share Split is completed.

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3. Mr. Liao is the sole general partner of each of the following entities: (i) Jinshi Zhongcheng, which is owned by Mr. Liao as to approximately 44.94%; (ii) Jinshi Huizhi which is owned by Mr. Liao as to approximately 58.60%; (iii) Jinshi Pengcheng, which is owned by Mr. Liao as to approximately 50.75%; and (iv) Jinshi Weiye, which is owned by Mr. Liao directly, and through Zhiwei Xinghe and Zhiwei Xinglian, as to approximately 64.55% in aggregate. As at the Latest Practicable Date, each of Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng and Jinshi Weiye directly holds 9,800,000 Shares, 2,222,222 Shares, 1,867,414 Shares and 1,867,414 Shares, respectively. Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and the Share Split is completed), each of Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng and Jinshi Weiye will hold 49,000,000 Shares, 11,111,110 Shares, 9,337,070 Shares and 9,337,070 Shares, respectively. Therefore, Mr. Liao is deemed to be interested in the Shares held by each of Jinshi Zhongcheng, Jinshi Weiye, Jinshi Pengcheng and Jinshi Huizhi, respectively in our Company by virtue of the SFO.

Interests of the substantial shareholders in member of our Group

(i) Interest in the Shares of Our Company

Save as disclosed in the section headed “Substantial Shareholders” in this Document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED], having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be entitled to exercise, or control the exercise of, 10% or more of 10% or more of the voting power at any general meeting of our Company.

(ii) Interest in the Shares of Our Company’s Subsidiaries

As of the Latest Practicable Date, save as disclosed below, so far as our Directors are aware, no person were 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 other member of our Group.

Name of the subsidiary	Name of the shareholder	Percentage of interest in the subsidiary
Kingsware Technology	HWisdom Ltd. ⁽¹⁾	36%
Hefei Kingsware	Liu Jiayou (劉家有)	30%
	Wei Fang (魏方)	19%
Yulin Kingsware	Yulin Shuzhi Investment Group Co., Ltd.* (玉林市數智投資集團有限公司) ⁽²⁾	40%
Guangxi Jinzhi	Feng Jiahai (封家海)	49%
Kingsware Intelligent	Shanxi Tuoyu Construction Project Management Co., Ltd.* (山西拓宇建設項目管理有限公司) ⁽³⁾	49%

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Name of the subsidiary	Name of the shareholder	Percentage of interest in the subsidiary
Nanjing Kingsware	Nanjing Haodun Technology Development Co., Ltd.* (南京皓頓科技發展有限公司) ⁽⁴⁾	39%
	Liang Wei (梁巍)	10%
Guangxi Kingsware	Huang Yongchi (黃永馳)	49%
Shenzhen Zhiyuan	Shenzhen Yunqi Zhiye Investment Partnership (Limited Partnership)* (深圳市雲棲智業投資合夥企業(有限合夥)) ⁽⁵⁾	49%
Xinjiang Kingsware AI	Cao Fengxia (曹鳳霞)	44%
	Beijing Weilun Enterprise Management Consulting Center (General Partnership)* (北京維倫企業管理諮詢中心(普通合夥)) ⁽⁶⁾	10%

Notes:

- (1) As at the Latest Practicable Date, HWisdom Ltd. is owned as to 66.0% by HWisdom Technology Pte. Ltd. and 34.0% by Mr. Ma Zhiwei (馬志偉), both of whom are independent third parties. HWisdom Technology Pte. Ltd. is ultimately controlled by Mr. Ye Xingchen (葉星辰), an independent third party.
- (2) As at the Latest Practicable Date, Yulin Shuzhi Investment Group Co., Ltd.* (玉林市數智投資集團有限公司) is wholly owned by Guangxi Yulin Industrial Investment Group Co., Ltd.* (廣西玉林產業投資集團有限公司) which is ultimately wholly owned by Yulin Municipal People’s Government State-owned Assets Supervision and Administration Commission* (玉林市人民政府國有資產監督管理委員會), an independent third party.
- (3) As at the Latest Practicable Date, Shanxi Tuoyu Construction Project Management Co., Ltd.* (山西拓宇建設項目管理有限公司), was owned as to 98.00% by Mr. Li Hejiang (李荷江) and 2.00% by Ms. Li Qiaoyun (李巧雲), each an independent third party.
- (4) As at the Latest Practicable Date, Nanjing Haodun Technology Development Co., Ltd.* (南京皓頓科技發展有限公司) was owned as to 61.00% by Mr. Sun Pengfei (孫鵬飛) and 39% by Mr. Liang Wei (梁巍), each an independent third party.
- (5) As at the Latest Practicable Date, Shenzhen Yunqi Zhiye Investment Partnership (Limited Partnership)* (深圳市雲棲智業投資合夥企業(有限合夥)) was owned as to 82.67% by Mr. Wei Wei (韋巍), 16.33% by Ms. Xie Juanyi (謝鵬翼) and 1.00% by its general partner Mr. Pan Jianren (盤建仁), each an independent third party.
- (6) As at the Latest Practicable Date, Beijing Weilun Enterprise Management Consulting Center (General Partnership)* (北京維倫企業管理諮詢中心 (普通合夥)) (“Beijing Weilun”) was owned as to 95.00% by Ms. Chen Ling (陳靈) and 5.00% by Mr. Zhao Yang (趙陽), each an independent third party. According to a joint venture agreement dated July 31, 2026 entered into between our Company, Ms. Cao Fengxia and Beijing Weilun, Beijing Weilun agreed to irrevocably entrust all its voting rights in Xinjiang Kingsware AI to the Company.

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Particulars of Directors’ Contracts and Appointment Letters

Each of the Directors [has] entered into a service contract or a letter of appointment with our Company. The principal particulars of these service contracts and letters of appointment include (a) the term of service, (b) subject to termination in accordance with their respective term, and (c) a dispute resolution provision. The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

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

Remuneration of Directors

Save as disclosed in “Directors, and Senior Management” and Note 8 to the Accountants’ Report set out in Appendix I for the financial years ended December 31, 2023, 2024, and 2025, and the six months ended June 30, 2026, none of our Directors received other remunerations of benefits in kind from us.

Directors’ Competing Interests

None of our Directors is interested in any business apart from our Group’s business which competes or is likely to compete, directly or indirectly, with the business of our Group and is required to be disclosed under Rule 8.10 of the Listing Rules.

Disclaimers

Save as disclosed in this Document:

- (a) none of our Directors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV 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 us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the [REDACTED], the Share Split and the conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have an interest or short position in

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our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

- (c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group;
- (d) none of our Directors or any of the parties listed in “— 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 Group; or ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business;
- (e) save in connection with the [REDACTED], none of the persons listed in “— Qualifications of Experts” in this Appendix 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; and
- (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).

PRE-[REDACTED] EMPLOYEE INCENTIVE SCHEME

The following is a summary of the principle terms of the Pre-[REDACTED] Employee Incentive Scheme (the “**Scheme**”), which was set up by the Company in June 2020. The terms of the Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Scheme do not involve the grant of new Shares or incentives by the Company after the [REDACTED].

Under the Scheme, Eligible Participants (as defined below) were granted partnership interests (“**Incentives**”) through shareholding platforms, namely Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng, Jinshi Weiye, Zhiwei Xinghe and Zhiwei Xinglian (“**Shareholding Platforms**”).

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1. Purpose

The purpose of the Scheme is to enhance the Company’s incentive mechanisms and establish a robust long-term motivation and constraint framework. The plan aims to strengthen employees’ commitment to the Company’s sustainable growth, align the interests of employees with the Company’s long-term development, and improve the performance appraisal and remuneration system through the introduction of the equity incentive plan to attract and retain talents.

2. Form of the Pre-[REDACTED] Employee Incentive Scheme

The grantees, as limited partners of the Shareholding Platforms, shall subscribe for partnership interest therein according to the amount approved by the Board, and make the corresponding contribution in accordance with the arrangement of the Board, thereby holding indirect interest in the Shares.

3. Eligible Participants

Persons eligible to participate in the Scheme are the middle and senior management personnel and core employees who have made contribution to the development of the Company (individually and collectively, the “**Eligible Participant(s)**”). The Board and/or its authorized representative Mr. Liao, the Chairman, in collaboration with the human resources department, shall determine the list of grantees and the allocation of incentives under the Schemes. All middle and senior management personnel Eligible Participants must be employed by the Company or its subsidiaries for at least two years.

4. Total Number and Subscription Price of the Incentive

The grantees made an aggregate capital contribution of RMB23,781,731 into the Shareholding Platforms, which had, in turn, subscribed for 6,217,050 Shares. The average subscription price per each corresponding Share underlying the Incentive granted was approximately RMB3.83 per Share.

5. Term

The Scheme shall take effective from the date of being approved at the Board meeting, and terminate upon the occurrence of any of the following events: (i) Termination of the Scheme as required by applicable laws and regulations; (ii) The occurrence of a negative opinion or inability to issue opinion by the registered accountant on the accounting report of the most recent accounting year; and (iii) The occurrence of a negative opinion or inability to issue opinion by the registered accountant on the internal control report of the financial report of the most recent accounting year.

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6. Administration

The Board and/or its authorized representative Mr. Liao, the Chairman, shall serve as the administrator of the Scheme and, within the scope of authority delegated by the Board, shall be responsible for reviewing and approving the implementation, amendment, and termination of the Scheme.

The Board and/or its authorized representative Mr. Liao, the Chairman, shall be responsible for the day-to-day management and execution of the Schemes. This includes determining the list of grantees and their respective grant amounts, setting exercise conditions, maintaining the internal incentive registry, conducting regular performance assessments of grantees, and handling other duties.

7. Transfer Restrictions

The Incentives granted under the Scheme shall not be transferred, pledged, utilized as security, established as a trust beneficiary, exchanged, or gifted without the prior consent of the Board and/or Mr. Liao.

8. Details of the Grantees

Incentives corresponded to a total of 6,217,050 Shares, representing approximately 16.04% of our total issued Shares, have been granted to the Eligible Participants under the Scheme.

No Shares will be further granted after the [REDACTED] pursuant to the Pre-[REDACTED] Employee Incentive Schemes. Details of the Incentives granted to Directors and senior management of our Company under the Schemes are set out below:

(i) Jinshi Zhongcheng

Name	Position	Approximate partnership interests in Jinshi Zhongcheng	Approximate number of Shares corresponding to the incentives held by Jinshi Zhongcheng ⁽²⁾	Approximate shareholding percentage corresponding to the incentives held by Jinshi Zhongcheng in the total number of Shares in issue immediately prior to the [REDACTED] ⁽³⁾
Six employees	—	2.65% ⁽¹⁾	260,000	0.67%

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(ii) Jinshi Huizhi

Name	Position	Approximate partnership interests in Jinshi Huizhi	Approximate number of Shares corresponding to the incentives held by Jinshi Huizhi⁽²⁾	Approximate shareholding percentage corresponding to the incentives held by Jinshi Huizhi in the total number of Shares in issue immediately prior to the [REDACTED]⁽³⁾
Mr. Liao	Executive Director	58.60%	1,302,222	3.36%
Other seven employees		41.40%	920,000	2.37%
Total		<u>100.00%</u>	<u>2,222,222</u>	<u>5.73%</u>

(iii) Jinshi Pengcheng

Name	Position	Approximate partnership interests in Jinshi Pengcheng	Approximate number of Shares corresponding to the incentives held by Jinshi Pengcheng⁽²⁾	Approximate shareholding percentage corresponding to the incentives held by Jinshi Pengcheng in the total number of Shares in issue immediately prior to the [REDACTED]⁽³⁾
Mr. Liao	Executive Director	50.75%	947,691	2.45%
Mr. Cao Haibiao . . .	Executive Director	10.71%	200,084	0.52%
Mr. Hu Qing	Chief technology officer, chief AI scientist and general manager of AI product department	5.70%	106,400	0.27%
Mr. Jin Zhuo	Executive Director	4.28%	80,000	0.21%
Mr. Wang Zhigang . . .	Director of a subsidiary	1.07%	20,000	0.05%
Mr. Nie Zhongwen . .	Board secretary and joint company secretary	0.16%	3,000	0.01%
<i>Subtotal</i>		<i>72.67%</i>	<i>1,357,175</i>	<i>3.51%</i>
Other 41 employees . .		27.33%	510,239	1.31%
Total		<u>100.00%</u>	<u>1,867,414</u>	<u>4.82%</u>

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(iv) Jinshi Weiye

<u>Name</u>	<u>Position</u>	<u>Approximate partnership interests in Jinshi Weiye</u>	<u>Approximate number of Shares corresponding to the incentives held by Jinshi Weiye⁽²⁾</u>	<u>Approximate shareholding percentage corresponding to the incentives held by Jinshi Weiye in the total number of Shares in issue immediately prior to the [REDACTED]⁽³⁾</u>
Mr. Liao	Executive Director	39.39%	735,540	1.90%
Zhiwei Xinghe		12.58%	234,895	0.61%
Zhiwei Xinglian		12.58%	234,895	0.61%
Mr. Nie Zhongwen . . .	Board secretary and joint company secretary	0.37%	7,000	0.02%
<i>Subtotal</i>		<i>64.92%</i>	<i>1,212,330</i>	<i>3.14%</i>
Other 41 employees . .		<u>35.08%</u>	<u>655,084</u>	<u>1.68%</u>
Total		<u><u>100.00%</u></u>	<u><u>1,867,414</u></u>	<u><u>4.82%</u></u>

(v) Zhiwei Xinghe

<u>Name</u>	<u>Position</u>	<u>Approximate partnership interests in Zhiwei Xinghe</u>	<u>Approximate number of Shares corresponding to the incentives held by Zhiwei Xinghe⁽⁴⁾</u>	<u>Approximate shareholding percentage corresponding to the incentives held by Zhiwei Xinghe in the total number of Shares in issue immediately prior to the [REDACTED]⁽²⁾</u>
Mr. Liao	Executive Director	44.51%	104,552	0.27%
Other 44 employees . .		<u>55.49%</u>	<u>130,343</u>	<u>0.34%</u>
Total		<u><u>100.00%</u></u>	<u><u>234,895</u></u>	<u><u>0.61%</u></u>

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(vi) *Zhiwei Xinglian*

Name	Position	Approximate partnership interests in Zhiwei Xinglian	Approximate number of Shares corresponding to the incentives held by Zhiwei Xinglian ⁽⁴⁾	Approximate shareholding percentage corresponding to the incentives held by Zhiwei Xinglian in the total number of Shares in issue immediately prior to the [REDACTED] ⁽²⁾
Mr. Liao	Executive Director	59.56%	139,895	0.36%
Mr. Hu Qing	Chief technology officer, chief AI scientist and general manager of AI product department	4.49%	10,547	0.03%
<i>Subtotal</i>		<i>64.05%</i>	<i>150,442</i>	<i>0.39%</i>
Other 36 employees . .		<u>35.95%</u>	<u>84,453</u>	<u>0.22%</u>
Total		<u><u>100.00%</u></u>	<u><u>234,895</u></u>	<u><u>0.61%</u></u>

Notes:

- (1) The remaining limited partnership interests of Jinshi Zhongcheng were not subscribed pursuant to the Scheme. For details of Jinshi Zhongcheng, please see “Relationship with Controlling Shareholders.”
- (2) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of limited partnership interests in Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng, and Jinshi Weiye by the total number of Shares held by Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng, and Jinshi Weiye, respectively.
- (3) All the Unlisted Shares held by Jinshi Zhongcheng, Jinshi Huizhi, Jinshi Pengcheng and Jinshi Weiye will be converted into H Shares, subject to the relevant regulatory approvals and registration.
- (4) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of limited partnership interests in Zhiwei Xinghe and Zhiwei Xinglian (i) by the total limited partnership interests held by Zhiwei Xinghe and Zhiwei Xinglian in Jinshi Weiye, respectively; and (ii) by the total number of Shares held by Jinshi Weiye.

All Incentives granted had been vested and all partnership interests in the Pre-[REDACTED] Employee Incentive Platforms have been subscribed by and fully paid up by the grantees, and the relevant registration had been completed. No further Incentives will be granted after the date of this Document and the Pre-[REDACTED] Employee Incentive Scheme will not cause any dilution of the shareholding of our Shareholders after the [REDACTED].

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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 under the laws of the PRC.

2. Litigation

As of the Latest Practicable Date, save as disclosed in this Document, we were not 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 any member of our Group, that would have a material and adverse effect on our Group’s results of operations or financial conditions, taken as a whole.

3. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the [REDACTED] for the [REDACTED] of, and permission to [REDACTED], the H Shares to be converted from Unlisted Shares and the H Shares to be issued pursuant to the [REDACTED]. All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED].

The Joint Sponsors has confirmed that they satisfy the independence criteria applicable to a sponsor set out in Rule 3A.07 of the Listing Rules. The total amount of sponsors’ fee in connection with the [REDACTED] is HKD7.0 million, of which HKD3.5 million had been paid and HKD3.5 million remained payable as of the Latest Practicable Date.

4. Compliance Advisor

Our Company has appointed Zhongtai International Capital Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary Expenses

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

6. Promoters

The promoters of the Company are all of the then Shareholders as of December 12, 2025 immediately before our conversion into a joint stock limited liability company. Within the two years immediately 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 the promoters in connection with the [REDACTED] and the related transactions described in this Document.

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7. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

8. No Material Adverse Change

Our Directors confirm that up to the date of this Document, there has been no material adverse change in our financial, operational or trading positions or prospects since June 30, 2026, being the end of the period reported on as set out in the Accountants’ Report included in Appendix I to this Document.

9. 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 their opinion and/or advice in this Document are as follows:

Name	Qualifications
Guotai Junan Capital Limited	A licensed corporation to conduct Type 6 (advising on corporate finance) regulated activities under the SFO
BOCI Asia Limited	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Shihui Partners	PRC Legal Advisor
King & Wood	International Sanctions Counsel
KPMG	Certified Public Accountants
	Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Frost & Sullivan (Beijing) Inc. Shanghai Branch Co.	Industry consultant
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Independent Property Valuer

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As of the Latest Practicable Date, none of the experts named above had 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.

10. Consents of Experts

Each of the experts as referred to “— 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 their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respectively included.

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) we have 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 commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;

APPENDIX V**STATUTORY AND GENERAL INFORMATION**

- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;
- (g) 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;
- (h) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;
- (j) our Company has no outstanding convertible debt securities or debentures;
- (k) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (l) our Company has adopted a code of conduct regarding Directors’ securities transactions on terms no less than those as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.