

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Establishment of Our Company

Our Company was established as a limited liability company in the PRC on April 8, 2009 and was converted into a joint stock limited company on January 29, 2026. As of the Latest Practicable Date, the registered share capital of our Company is RMB51,533,475. Immediately prior to the [REDACTED], the ordinary Shares of the Company will be split on a one-for-two basis, and the nominal value of the Shares will be changed from RMB1.0 each to RMB0.50 each. Immediately after the Share Split but prior to the completion of the [REDACTED], the registered share capital of the Company will be RMB51,533,475 with 103,066,950 Shares.

Our registered office and head office are located at No. 1 Anquan Road, Jiangyin City, Jiangsu Province, PRC. Accordingly, our Company’s 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 the Articles of Association” in Appendix IV to this Document.

Our Company has established a place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong and has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on February 25, 2026. Ms. Wong Mei Fung Carrie, one of our joint company secretaries, has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of our Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

2. Changes in the Share Capital of Our Company

On October 15, 2025, UltraPep Biopharm was established in the PRC with a registered share capital of RMB130 million.

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

Assuming the [REDACTED] is not exercised, upon completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares and taking into account the Share Sub-division, our share capital will be increased to RMB[REDACTED], made up of [REDACTED] H Shares and [REDACTED] Unlisted Shares fully paid up or credited as fully paid up, representing 100% of our share capital.

3. Change in the Share Capital of Our Subsidiary

A summary of the corporate information and the particulars of our subsidiary are set out in the section headed “History, Development and Corporate Structure” in this Document and the Accountants’ Report as set out in Appendix I to this Document.

There has been no change in the share capital of our subsidiary within the two years preceding the date of this document.

4. Resolutions of Our Shareholders

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders held on January 31, 2026, our Shareholders resolved that, among others:

- (a) the issuance by our Company of H Shares with a nominal value of RMB0.50 each and such H Shares being [REDACTED] on the Stock Exchange;
- (b) the number of H Shares to be issued shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];

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- (c) subject to the filing procedure with the CSRC, upon the completion of the [REDACTED] (assuming the Share Subdivision is completed), [REDACTED] Unlisted Shares held by existing Shareholders will be converted into H Shares on a one-for-one basis;
- (d) subject to the completion of the [REDACTED], the grant of a general mandate to our Board to allot and issue Shares or sell and/or transfer treasury Shares at any time prior to the conclusion of the first annual general meeting following the [REDACTED] of the Company’s H Shares, or the date on which shareholders pass a resolution at a general meeting to withdraw or amend the general mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in their absolute discretion deem fit, and to make necessary amendments to the Articles of Association, provided that, the number of Shares to be issued shall not exceed [REDACTED]% of the number of the Shares in issue as at the [REDACTED];
- (e) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to our Board to amend the Articles of Association to the extent necessary for the purpose of the [REDACTED];
- (f) the subdivision of the Shares with a nominal value of RMB1.00 each on a one-for-two basis immediately prior to the [REDACTED], and taking into account the Share Subdivision, the issuance of H Shares with a nominal value of RMB0.50 each and such H Shares being [REDACTED] on the Stock Exchange;
- (g) authorization of the Board and its authorized persons to amend the resolutions in accordance with the requirements of competent regulatory authorities, and deal with the specific implementation; and
- (h) authorization of our Board or its authorized individual(s) to deal with all matters relating to the [REDACTED] and the [REDACTED].

5. Restriction on Share Repurchase

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

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” in this Document.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contract

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

- (a) the [REDACTED].

2. Intellectual Property Rights

(a) Trademarks

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

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration Date
1	君博士	PRC	Company	5	15393553	November 6, 2035
2	ProtelLight	PRC	Company	5	22760177	February 20, 2028

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No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration Date
3	咬宁	PRC	Company	5	43002705	August 13, 2030
4	普亦克	PRC	Company	5	61033278	May 13, 2032
5	舒珩	PRC	Jiangsu Putai	5	75928713	June 13, 2034

(b) Patents

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

No.	Patent Name	Patentee	Place of Registration	Patent Number/ Application Number	Application Date
1	An antibacterial peptide liquid composition and its preparation . .	Our Group	PRC	ZL202110068276.3	January 19, 2021
2	An antibacterial peptide liquid composition and its preparation . .	Our Group	Japan	特許第7731153號	January 19, 2021
3	Preparation Method and Application of Ethylenediamine Derivatives . .	Our Group	PRC	ZL202211660703.8	December 23, 2022
4	An anti-infective antibacterial peptide and its use.	Our Group	PRC	ZL201510403782.8	July 13, 2015
5	Antimicrobial peptides and methods of use	University of Colorado	U.S.	US8,252,737B2	December 15, 2005
6	An antibacterial peptide cream and its preparation methods	Our Group	PRC	ZL202110472836.1	April 29, 2021
7	A topical antibacterial peptide gel and its preparation methods	Our Group	PRC	ZL202110472490.5	April 29, 2021
8	An antibacterial peptide coating and its preparation methods	Our Group	PRC	ZL202110482050.8	April 30, 2021
9	An anti-infective antibacterial peptide lyophilized preparation and its preparation methods	Our Group	PRC	ZL202110483679.4	April 30, 2021
10	An antibacterial peptide, its preparation methods and use	Our Group	PRC	ZL201110095737.2	April 18, 2011
11	An antibacterial peptide, its preparation methods and use	Our Group	U.S.	US9,273,095B2	January 17, 2012

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No.	Patent Name	Patentee	Place of Registration	Patent Number/ Application Number	Application Date
12	An antibacterial peptide, its preparation methods and use	Our Group	EU	EP2735570B1	January 17, 2012
13	Antimicrobial peptide liquid composition and its preparations. .	Our Group	PRC	CN202410305699.6	January 19, 2021
14	An antimicrobial peptide liquid composition and its preparations. .	Our Group	Japan	特願2025-134445	August 12, 2025
15	Antimicrobial peptides.	Our Group	PCT	PCT/CN2024/088502	April 18, 2024
16	Process for preparing trans-vinyl sulfones	Our Group	PRC	CN202411063528.3	August 5, 2024
17	Pyrimidine compounds, preparation method and use	Our Group	PRC	CN202610421141.3	April 1, 2026

(c) Copyrights

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following copyrights which we consider to be or may be material to our business:

No.	Copyright Name	Owner	Copyright Number	Registration Date	Place of Registration
1.	普萊logo	The Company	蘇作登字-2022-F-00027250	February 8, 2022	PRC
2.	女人花.	The Company	蘇作登字-2016-F-00148078	October 31, 2016	PRC
3.	蛋白之光	The Company	蘇作登字-2016-F-00144512	October 24, 2016	PRC
4.	普肽logo	Jiangsu Putai	蘇作登字-2022-F-00016690	January 13, 2022	PRC
5.	蒂諾維logo	Nanjing Denovo	蘇作登字-2022-F-00013659	January 5, 2022	PRC
6.	銳益logo	Wuxi Ruiyi	蘇作登字-2022-F-00013670	January 5, 2022	PRC

(d) Domain Names

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

No.	Domain name	Owner	Expiry date
1.	protelight.com	普萊醫藥	May 24, 2027
2.	putaipharma.com	江蘇普肽	February 27, 2027

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Particulars of Directors’ Service Contracts and Appointment Letters

We have entered into a service contract or an appointment letter with each of our Directors which contains provisions in relation to, among others, term of service, termination and dispute resolution mechanism. The service contracts or appointment letters may be renewed in accordance with our Articles of Association and the applicable rules.

Save as disclosed in “Directors and Senior Management” and 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).

2. Remuneration of Directors

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Directors and Senior Management” in this Document and Note 11 to the Accountants’ Report as set out in Appendix I to this Document.

3. Disclosure of Interests

(a) *Interests and short positions of our Directors and chief executive in the Shares and underlying Shares of our Company and our associated corporation*

Save as disclosed below, so far as our Directors are aware, immediately following the completion of the [REDACTED] (taking into account the Share Subdivision and assuming that the [REDACTED] is not exercised) and the conversion of Unlisted Shares to H Shares, none of our Directors or chief executive will have any interest and/or short position in the Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he or she is taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) will be required, pursuant to the Model Code, to be notified to our Company and the Stock Exchange.

(i) *Interests in the Shares*

				Shares held immediately following the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (taking into account the Share Subdivision and assuming the [REDACTED] is not exercised)				
Name	Positions	Nature of Interest ⁽¹⁾	Description of Shares	Number of Share held as of the Latest Practicable Date	Number of H Shares held	Number of Unlisted Shares held	% of shareholding in the H Shares (as appropriate) ⁽²⁾	% of shareholding in the total issued share capital of our Company ⁽²⁾
Dr. Chen ⁽³⁾	Chairman of our Board, executive Director, and chief executive officer	Beneficial owner	H Shares	14,414,519	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
		Interest in controlled corporation	H Shares	4,004,003	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Unlisted Shares and [REDACTED] H Shares in issue immediately upon completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (taking into account the Share Subdivision and assuming the [REDACTED] is not exercised).
- (3) For details of interests of Dr. Chen, see “Substantial Shareholders”.

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(b) *Interests and short positions of our substantial Shareholders in the Shares and underlying Shares of 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 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 the voting power at any meeting of our Company, see “Substantial Shareholders.”

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 the voting power at any general meeting of our Company.

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

As of the Latest Practicable Date, so far as our Directors are aware, no person (other than our Directors or chief executive of our Company) 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.

4. Disclaimers

Save as disclosed in “History, Development and Corporate Structure”, “Substantial Shareholders” and “Business” and above:

- (a) none of our Directors or experts named in “Qualifications of Experts” in this section is:
 - (i) interested in our promotion, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
 - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group;
- (b) none of our Directors or their respective close associates or our Shareholders which to the knowledge of our Directors own more than 5% of the number of our issued Shares (excluding treasury shares) has any interest in our five largest customers or suppliers in each year or period during the Track Record Period; and
- (c) none of our Directors is a director or employee of a company which has an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. EMPLOYEE INCENTIVE SCHEME

The following is a summary of the principal terms of the Employee Incentive Scheme approved and adopted by our second board resolution on August 23, 2022. The terms of the Employee Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Scheme does not involve the grant of any Share options or awards by our Company after the [REDACTED].

As of the Latest Practicable Date, our Employee Incentive Platform, namely Jiangyin Puyuan, held 4,004,003 Shares directly. For the details of the Employee Incentive Platform, please see “History, Development and Corporate Structure — Employee Shareholding Platform” in this document.

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(i) Objectives

The main purpose of the Employee Incentive Scheme is to strengthen the incentive mechanism of the Group, further enhance the work enthusiasm and creativity of the participants thereto (the “**Eligible Participants**”), promote the sustainable performance growth across the Group, and deliver economic benefits to the Eligible Participants while enhancing the overall value of the Group, so as to realize the common development of the Eligible Participants and the Group.

(ii) Eligibility

The Eligible Participants of the Employee Incentive Scheme include senior and mid-level management, key employees of the Group, core technical personnel of the Group and other participants^(Note) as determined by the administrator of the Employee Incentive Scheme (the “**Administrator**”) in compliance with laws, regulations, regulatory rules, the Articles of Association and the rules of the Employee Incentive Scheme.

(iii) Form of grants under the Employee Incentive Scheme

The grantees shall subscribe for an amount of restricted partnership interests of the Employee Incentive Platform as limited partners according to the number of underlying Shares intended to be granted to him/her under the Employee Incentive Schemes, as approved by the Administrator (the “**Restricted Shares**”).

(iv) Administration

Dr. Chen, as the sole executive and general partner of Jiangyin Puyuan, shall act as the Administrator and shall be responsible for, among others, determining the identities of the grantees, and the corresponding amount of Restricted Shares to be granted, and interpreting the Employee Incentive Schemes. The voting rights attached to the Shares held by the Employee Incentive Platform underlying the Restricted Shares, all of which have been granted and allocated to individual grantees as of the Latest Practicable Date, reside with the general partner of the Employee Incentive Platform.

(v) Total number of Shares underlying the Restricted Shares

Grantees are indirectly interested in a total of 4,004,003 Shares, representing approximately 7.77% of the share capital of our Company as of the Latest Practicable Date, through holding partnership interests in our Employee Incentive Platform.

As of the Latest Practicable Date, all Restricted Shares, corresponding to a total of 4,004,003 Shares, have been granted and allocated under the Employee Incentive Scheme, and all grantees had made the corresponding capital contributions in accordance with the arrangements of the Administrator, and thereby, had been holding indirect interests in the Shares. No further Restricted Shares will be granted thereunder after the [REDACTED].

(vi) Term

The Employee Incentive Scheme shall take effective from the date of being approved by the Administrator and shall remain in effect after the date of the [REDACTED].

(vii) Grant of Restricted Shares

The Administrator shall determine the grantees and the allocation of the Restricted Shares after considering, among others, the Eligible Participant’s position, time in office, expected length of service, and the value of services provided and the contribution to the Group. The Administrator is responsible for informing the grantees and the Company to execute the grant agreements.

Grantees must subscribe for the partnership interests of our Employee Incentive Platform within the period specified by our Company by submitting a written application and payment of the full amount to the designated account of the Employee Incentive Platform.

Note: other participants include retired employees only and do not include any external parties.

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(viii) Transfer Restrictions

Prior to the [REDACTED] and within 36 months following the [REDACTED] (the “Lock-Up Period”), Restricted Shares held by the grantees shall be subject to lock-up during which no transfer is permitted.

Upon the expiration of the Lock-Up Period, the grantees may dispose of the Restricted Shares in four equal installments of 25% annually across 48 months by submitting a written sale notice to the Employee Incentive Platform. The proceeds from such disposal shall be determined as the prevailing [REDACTED] of the Restricted Shares less applicable taxes and any fees or expenses paid or borne by the Employee Incentive Platform in connection with such disposal.

(ix) Clawback Mechanism

From the date of grant of the Restricted Shares:

- (a) In the event that a grantee is in violation of laws or regulations, breach of professional ethics, dereliction of duty, or seriously harms our Company’s interests or reputation in any form during employment or within two years after leaving our Company, or is otherwise terminated for violating our Company’s rules and regulations or engaging in serious disciplinary misconduct, including by engaging in acts deemed by our Company’s management as bribery or corruption, or is held criminally liable for criminal acts in accordance with the law or commits other intentional or grossly negligent acts causing severe harm to our Company, such grantee shall be required to transfer all Restricted Shares at a price equal to the original subscription price paid at the time of grant.
- (b) In the event of the death of a grantee, the Restricted Shares held by such grantee shall not form part of his/her estate and shall not be inheritable. The relevant heirs shall transfer such Restricted Shares to our Company at a price equal to the original subscription price paid at the time of grant plus accrued interest.
- (c) In the event that a grantee is divorced and has agreed to transfer or has designated the transferral of the Restricted Shares to any third party, such grantee shall be required to transfer all Restricted Shares at a price equal to the original subscription price paid at the time of grant.

(x) Details of the Grantees

As of the Latest Practicable Date, the Restricted Shares corresponding to a total of 4,004,003 Shares, representing approximately 7.77% of our total issued Shares, have been granted to a total of 34 Eligible Participants under the Employee Incentive Schemes. As of the Latest Practicable Date, all partnership interests in the Equity Incentive Platform have been subscribed by and fully paid up by the grantees. As of the Latest Practicable Date, the relevant registrations had been completed. The details of the Restricted Shares are set out below:

Name	Position	Approximate partnership interests in Jiangyin Puyuan as of the Latest Practicable Date	Approximate number of Shares corresponding to Restricted Shares granted to the grantees prior to the Share Subdivision ⁽¹⁾	Approximate shareholding percentage corresponding to Restricted Shares in the total number of Shares immediately prior to the [REDACTED] prior to the Share Subdivision ⁽²⁾
Directors				
Dr. Chen.	Chairman of our Board, executive Director, CEO and general manager	26.83%	1,074,403	2.08%
Ms. CHEN Mingxia	Executive Director and vice president	15.41%	617,000	1.20%
Mr. Zhang Wendong	Executive Director, vice president and secretary of the Board	6.27%	251,000	0.49%
Mr. Zhou Peng	Executive Director and Head of Finance	5.04%	202,000	0.39%

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Name	Position	Approximate partnership interests in Jiangyin Puyuan as of the Latest Practicable Date	Approximate number of Shares corresponding to Restricted Shares granted to the grantees prior to the Share Subdivision ⁽¹⁾	Approximate shareholding percentage corresponding to Restricted Shares in the total number of Shares immediately prior to the [REDACTED] prior to the Share Subdivision ⁽²⁾
Mr. Feng Shangbin	Executive Director and head of quality department	4.62%	185,000	0.36%
Mr. Dong Hu	Executive Director and head of clinical medicine department	2.50%	100,100	0.19%
Other Grantees				
28 Employees		39.33%	1,574,500	3.06%
Total		100.00%	4,004,003	7.77%

Notes:

- (1) For illustrating the indirect interests of grantees in the Shares, the number of Shares are presented and calculated by multiplying their respective percentage of partnership interests in Jiangyin Puyuan by the total number of Shares held by Jiangyin Puyuan.
- (2) [REDACTED] Unlisted Shares held by Jiangyin Puyuan will be converted into H Shares, subject to the relevant regulatory approvals and registration.

Given the underlying Shares under the Employee Incentive Scheme had already been issued, the Employee Incentive Scheme will not result in any dilution effect to the issued Shares upon [REDACTED].

E. OTHER INFORMATION

1. Estate Duty

Pursuant to the laws of Chinese mainland, no estate duty is currently levied in Chinese mainland.

2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and, so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor have made an application on behalf of our Company to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the H Shares to be issued pursuant to the [REDACTED] and the H Shares to be converted from Unlisted Shares, on the Main Board of the Stock Exchange. The Sole Sponsor will receive an aggregate fee of approximately US\$600,000 for acting as Sole Sponsor for the [REDACTED].

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

4. Preliminary Expense

As of the Latest Practicable Date, our Company did not incur any material preliminary expense.

5. Promoters

The promoters of our Company are all the then 30 Shareholders as of January 29, 2026 immediately before our conversion into a joint stock limited company. Save as otherwise disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters of our Company in connection with the [REDACTED] or the related transactions described in this document.

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6. Qualifications of Experts

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

Name	Qualification
CITIC Securities (Hong Kong) Limited	A licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Allbright Law Offices	Legal advisor to our Company as to PRC law and intellectual property related law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent Industry consultant
Graval Consulting Limited	Independent property valuer

7. Consent of Experts

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

As of the Latest Practicable Date, none of the experts named above had any shareholding in any member of our Group or right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

8. Taxation of Holders of H Shares

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

9. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since June 30, 2026 (being the date to which the latest consolidated financial statements of our Group were prepared).

10. Binding Effect

This document shall have the effect, if any application is made pursuant hereto, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance as far as applicable.

11. 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

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12. Miscellaneous

- (a) Save as otherwise disclosed in the sections headed “Financial Information,” “History, Development and Corporate Structure” and “[REDACTED],” within the two years immediately preceding the issue of this document:
 - (i) no share or debenture of any member of our Group has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid up otherwise than in cash;
 - (ii) no share or debenture of any member of our Group is under option or agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group; and
 - (iv) no commission has been paid or is payable for subscribing, agreeing to subscribe, procuring or agreeing to procure subscriptions for any shares in or debentures of our Company.
- (b) There are no founder or management or deferred shares in our Company.
- (c) There is no restriction affecting the remittance of profits or repatriation of capital of our Company into Hong Kong from outside Hong Kong.
- (d) There is no arrangement under which future dividends are waived or agreed to be waived.
- (e) There are no contracts for the hire or hire purchase of plant to or by our Group for a period of over one year which are substantial in relation to our Group’s business.
- (f) 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.
- (g) No part of the equity or debt securities of our Company is [REDACTED] on any stock exchange, and no such [REDACTED] on any stock exchange other than the Stock Exchange is being or is proposed to be sought.
- (h) Our Company has no outstanding convertible debt securities or debentures.