
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

INDEPENDENCE OF THE SOLE SPONSOR

None of the directors and employees of the Sole Sponsor has any directorship in any member of the Group.

The Sole Sponsor satisfies the independence criteria applicable to sponsors set forth in Rule 6A.07 of the GEM Listing Rules.

SOLE SPONSOR’S, [REDACTED] AND [REDACTED] INTEREST IN THE COMPANY

The Sole Sponsor will receive a documentation fee. The [REDACTED] and the [REDACTED] will receive an [REDACTED] commission. Particulars of these [REDACTED] commission and expenses are set forth under the paragraph headed “[REDACTED]” above in this section.

The Company has appointed Southwest HK Capital as its compliance adviser pursuant to Rule 6A.19 of the GEM Listing Rules for the period commencing on the [REDACTED] and ending on the date on which the Company complies with Rule 18.03 of the GEM Listing Rules in respect of its financial results for the second full financial year commencing after the [REDACTED], or until the compliance adviser agreement is terminated, whichever is earlier.

Save for its interests and obligations under the [REDACTED] and save as disclosed above, neither the Sole Sponsor nor any of its directors, employees and close associates is interested legally or beneficially in the shares of any members of the Group or has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase securities in any member of the Group nor any interest in the [REDACTED] or has any other business relationship with the Group.

[REDACTED]

Save for their interests and obligations under the [REDACTED] and save as disclosed above, none of the [REDACTED] and the [REDACTED] is interested legally or beneficially in shares of any members of the Group or has any right or option (whether legally enforceable or not) to subscribe for or purchase or to nominate persons to subscribe for or purchase any securities in any member of the Group nor any interest in the [REDACTED].

MINIMUM [REDACTED]

The Directors will ensure that there will be a minimum [REDACTED]% of the total issued Shares held in public hands in accordance with Rule 11.23 of the GEM Listing Rules after completion of the [REDACTED].