

**APPENDIX IV**

**STATUTORY AND GENERAL INFORMATION**

**FURTHER INFORMATION ABOUT US**

**Incorporation**

Our Company was incorporated under the laws of the Cayman Islands on March 3, 2000 as an exempted company with limited liability. We have registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance with an address at Unit 3003, 30/F, Paul Y. Center, 51 Hung To Road, Kwun Tong, Kowloon, Hong Kong. Chun Kit LI has been appointed as the authorized representative for the acceptance of service of process in Hong Kong.

As we are incorporated in the Cayman Islands, our corporate structure and Memorandum and Articles are subject to the relevant laws of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and our Memorandum and Articles is set out in Appendix III.

**Changes in our share capital**

As at December 31, 2020, after having accounted for the Share Subdivision, we had an authorized share capital of US\$1,750,000 divided into 1,400,000,000 Shares of a nominal or par value of US\$0.00125 each, and our issued share capital was 599,627,136 Shares.

The following tables set out the changes in the share capital of our Company during the periods presented in this document, after having accounted for the Share Subdivision, which excludes bulk Shares issued for the purpose of the Share Incentive Plans:

	<b>Fiscal year ended December 31, 2018</b>	
	<b>Shares</b>	<b>Shareholders' Equity</b>
		<b>(US\$)</b>
Balances as at January 1, 2018 . . . . .	540,805,232	676,007
Issuance of Shares . . . . .	12,177,232	15,221
Repurchase and/or retirement of Shares . . . . .	128	0
Balances as at December 31, 2018 . . . . .	<u>552,982,592</u>	<u>691,228</u>

	<b>Fiscal year ended December 31, 2019</b>	
	<b>Shares</b>	<b>Shareholders' Equity</b>
		<b>(US\$)</b>
Balances as at January 1, 2019 . . . . .	552,982,592	691,228
Issuance of Shares . . . . .	39,708,640	49,636
Repurchase and/or retirement of Shares . . . . .	—	—
Balances as at December 31, 2019 . . . . .	<u>592,691,232</u>	<u>740,864</u>

	<b>Fiscal year ended December 31, 2020</b>	
	<b>Shares</b>	<b>Shareholders' Equity</b>
		<b>(US\$)</b>
Balances as at January 1, 2020 . . . . .	592,691,232	740,864
Issuance of Shares . . . . .	6,935,904	8,670
Repurchase and/or retirement of Shares . . . . .	—	—
Balances as at December 31, 2020 . . . . .	<u>599,627,136</u>	<u>749,534</u>

### Changes in the share capital of our Significant Subsidiaries

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

- on April 9, 2019, the registered capital of Ctrip Commerce increased from RMB 30,000,000 to RMB 900,000,000.
- on April 30, 2019, Skyscanner Holdings Limited allotted 1,960,000 fully paid-up B ordinary shares of par value GBP0.0001 for GBP1.25.
- on July 12, 2019, Skyscanner Holdings Limited allotted 510,000 fully paid-up B ordinary shares of par value GBP0.0001 for GBP1.25.
- on October 14, 2019, the registered capital of Wancheng increased from RMB 70,000,000 to RMB 72,321,371.19.
- on December 12, 2019, Skyscanner Holdings Limited allotted 1,020,000 fully paid-up B ordinary shares of par value GBP0.0001 for GBP1.25.
- on January 17, 2020, Skyscanner Holdings Limited allotted 90,875 fully paid-up SIP shares of par value GBP0.0001 for GBP1.2.
- on January 17, 2020, Skyscanner Holdings Limited allotted 113,000 fully paid-up SIP shares of par value GBP0.0001 for GBP0.0001.
- on April 12, 2019, Skyscanner Holdings Limited allotted 134,625 fully paid-up SIP shares of par value GBP0.0001 for GBP13.4625.
- on April 12, 2019, Skyscanner Holdings Limited allotted 866,111 fully paid-up SIP shares of par value GBP0.0001 for GBP79,499.9.
- on April 12, 2019, Skyscanner Holdings Limited allotted 866,111 fully paid-up SIP shares of par value GBP0.0001 for GBP86.6111.
- on April 21, 2020, Skyscanner Holdings Limited allotted 20,765,200 fully paid-up B ordinary shares of par value GBP0.0001 for GBP0.0001.
- on October 13, 2020, the registered capital of Wancheng increased from RMB 72,321,371.19 to RMB 72,498,138.87.
- on October 15, 2020, Skyscanner Holdings Limited allotted 225 fully paid-up B ordinary shares of par value GBP0.0001 for GBP0.0001.

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

### FURTHER INFORMATION ABOUT OUR BUSINESS

#### Summary of material contracts

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) a share purchase agreement dated April 26, 2019 between MIH Internet SEA Private Limited, MIH B2C Holdings B.V. and Ctrip.com International, Ltd. pursuant to which, Ctrip.com International, Ltd. purchased from MIH Internet SEA Private Limited certain shares of MakeMyTrip Limited;

**APPENDIX IV**

**STATUTORY AND GENERAL INFORMATION**

- (b) a facility agreement dated July 5, 2019 between, among others, Ctrip.com International, Ltd., Bank of Communications Co., Ltd. Hong Kong Branch, The Bank of East Asia, Limited (東亞銀行有限公司), China Construction Bank (Asia) Corporation Limited, The Hongkong and Shanghai Banking Corporation Limited, The Korea Development Bank and Bank of China Limited for the establishment of an up to USD2,000,000,000 equivalent transferable term loan facility with an incremental facility of up to USD500,000,000;
- (c) a registration rights agreement dated August 30, 2019 between Ctrip.com International, Ltd. and MIH Internet SEA Private Limited pursuant to which Ctrip.com International, Ltd. granted to MIH Internet SEA Private Limited certain registration rights;
- (d) a cooperation agreement dated August 30, 2019 between Ctrip.com International, Ltd., MIH Internet SEA Private Limited and Myriad International Holdings B.V. to define certain rights and obligations between the parties with respect to Ctrip.com International, Ltd.;
- (e) the sixth amendment to the rights agreement dated August 30, 2019 between Ctrip.com International, Ltd. and The Bank of New York Mellon pursuant to which the meaning of an exempt person under the rights agreement was amended;
- (f) an underwriting agreement dated September 26, 2019 between, among others, Ctrip.com International, Ltd., Baidu Holdings Limited, Goldman Sachs (Asia) L.L.C. and J.P. Morgan Securities LLC for the sale of 31,304,352 American Depositary Shares;
- (g) the seventh amendment to the rights agreement dated November 13, 2019 between Trip.com Group Limited and The Bank of New York Mellon pursuant to which the meaning of an exempt person under the rights agreement was amended;
- (h) a facility agreement dated April 3, 2020 between, among others, Trip.com Group Limited, Standard Chartered Bank (Hong Kong) Limited, Industrial and Commercial Bank of China (Macau) Limited, China Construction Bank (Asia) Corporation Limited, Bank of Communications Co., Ltd. Hong Kong Branch and Bank of Communications Co., Ltd. Shanghai Municipal Branch Changning Sub-Branch for the establishment of an up to USD1,000,000,000 transferable term and revolving loan facility with an incremental facility of up to USD500,000,000;
- (i) an indenture dated July 20, 2020 between Trip.com Group Limited and The Bank of New York Mellon constituting 1.50% Exchangeable Senior Notes due 2027;
- (j) a supplemental indenture dated December 15, 2020 between Trip.com Group Limited and The Bank of New York Mellon for amending the indenture dated July 20, 2020;
- (k) an amendment of loan agreement (借款合同之補充協議) dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) and Maohua Sun (孫茂華) pursuant to which Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) agreed to grant Maohua Sun (孫茂華) a long-term loan of RMB88.74 million;
- (l) an amendment of exclusive call option agreement (獨家購買權合同之補充協議) dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司), Maohua Sun (孫茂華) and Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司) pursuant to which the exclusive call option agreement (獨家購買權合同) dated December 14, 2015 was amended to account of the additional RMB88.74

**APPENDIX IV**

**STATUTORY AND GENERAL INFORMATION**

- million capital contribution by Maohua Sun (孫茂華) in Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司);
- (m) an amendment of equity pledge agreement (股權質押合同之補充協議) dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) and Maohua Sun (孫茂華) pursuant to which Maohua Sun (孫茂華) agreed to pledge her interest in the registered capital corresponding to all capital contribution in Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司) to Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司);
  - (n) a loan agreement (借款合同) dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) and Tao Yang (楊濤) pursuant to which Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) agreed to grant Tao Yang (楊濤) a long term loan of RMB808.20 million;
  - (o) an exclusive call option agreement (獨家購買權合同) dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司), Tao Yang (楊濤) and Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司) pursuant to which Tao Yang (楊濤) agreed to grant to Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) an exclusive call option to purchase all or part of the shares held by Tao Yang (楊濤) in Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司);
  - (p) an equity pledge agreement (股權質押合同) dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) (as pledgee (質權人)) and Tao Yang (楊濤) (as pledgor (出質人)) pursuant to which the pledger unconditionally and irrevocably agreed to pledge to the pledgee his entire 89.8% interest in the registered capital of Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司);
  - (q) a power of attorney (授權委託書) dated May 27, 2019 by Tao Yang (楊濤) (as authorizer (授權人)) pursuant to which Tao Yang (楊濤) agreed to authorize Ctrip Travel Network Technology (Shanghai) Co., Ltd. (攜程旅游網絡技術(上海)有限公司) (“WFOE”) or WFOE designated persons to exercise all of his rights as shareholder of Shanghai Ctrip Commerce Co., Ltd. (上海攜程商務有限公司); and

[REDACTED]

**Intellectual property rights**

Our intellectual property rights primarily include trademarks and domain names associated with the name “Ctrip,” “Qunar,” “Trip.com,” and “Skyscanner” and copyright and other rights associated with our websites, technology platform, booking software, and other aspects of our business. We regard our intellectual property as a critical factor contributing to our success, although we are not dependent on any patents, intellectual property related contracts or licenses other than some commercial software licenses available to the general public. We have registered our major trademarks “Ctrip” and “攜程” (simplified Chinese characters for Ctrip) with the Trademark Office of the PRC Intellectual Property Administration, with the Registrar of Trademarks in Hong Kong, and also with the United States Patent and Trademark Office. In 2009, we registered the trademark “攜程Ctrip” (a combination of the Chinese and English characters for Ctrip) with the Taiwan Intellectual Property Office and with Direccção dos Serviços de Economia of Macau. We have also registered the trademark “Ctrip” and “攜程” in Korea, European Union, Singapore, Switzerland, Australia, New Zealand, Japan, Turkey, Vietnam, the United Arab Emirates, Malaysia, India, South Africa, Brazil, and Cambodia. We

have also registered the trademark “Trip.com” in European Union, Japan, and the United States. Our major domain names are ctrip.com, ctrip.com.cn, and trip.com, all of which have been registered with www.markmonitor.com, and we have full legal rights over these domain names.

### Summary of Contractual Arrangements

As described in “History and Corporate Structure—Contractual Arrangements”, our Company or its Significant Subsidiaries entered into the following contracts in relation to the contractual arrangements:

- (a) Technical Consulting and Services Agreement dated December 14, 2015 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. and Shanghai Ctrip Commerce Co., Ltd. for the provision of technical consulting and related services by Ctrip Travel Network Technology (Shanghai) Co., Ltd. to Shanghai Ctrip Commerce Co., Ltd.
- (b) Technical Consulting and Services Agreement dated December 14, 2015 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. and Chengdu Ctrip Travel Agency Co., Ltd. for the provision of technical consulting and related services by Ctrip Travel Network Technology (Shanghai) Co., Ltd. to Chengdu Ctrip Travel Agency Co., Ltd.
- (c) Loan Agreement dated December 14, 2015 and its amendment dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as lender) and Maohua Sun (as borrower) for the provision of in aggregate a loan of RMB91.8 million by the lender to the borrower
- (d) Loan Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as lender) and Min Fan (as borrower) for the provision of in aggregate a loan of RMB497.5 million by the lender to the borrower
- (e) Loan Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as lender) and Qi Shi (as borrower) for the provision of in aggregate a loan of RMB2.5 million by the lender to the borrower
- (f) Exclusive Call Option Agreement dated December 14, 2015 and its amendment dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd., Maohua Sun and Shanghai Ctrip Commerce Co., Ltd. pursuant to which Maohua Sun agreed to grant Ctrip Travel Network Technology (Shanghai) Co., Ltd. an exclusive call option to purchase all or part of the equity interest held by Maohua Sun in Shanghai Ctrip Commerce Co., Ltd.
- (g) Exclusive Call Option Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd., Min Fan, Chengdu Ctrip Travel Agency Co., Ltd. pursuant to which Min Fan agreed to grant Ctrip Travel Network Technology (Shanghai) Co., Ltd. an exclusive call option to purchase all or part of the equity interest held by Min Fan in Chengdu Ctrip Travel Agency Co., Ltd.
- (h) Exclusive Call Option Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd., Qi Shi and Chengdu Ctrip Travel Agency Co., Ltd. pursuant to which Qi Shi agreed to grant Ctrip Travel Network Technology (Shanghai) Co., Ltd. an exclusive call option to purchase all or part of the equity interest held by Qi Shi in Chengdu Ctrip Travel Agency Co., Ltd.

**APPENDIX IV**

**STATUTORY AND GENERAL INFORMATION**

- (i) Equity Pledge Agreement dated December 14, 2015 and its amendment dated April 9, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as pledgee) and Maohua Sun (as pledgor) pursuant to which the pledgor granted a pledge of its equity interest held in Shanghai Ctrip Commerce Co., Ltd. to the pledgee
- (j) Equity Pledge Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as pledgee) and Min Fan (as pledgor) pursuant to which the pledgor granted a pledge of its equity interest held in Chengdu Ctrip Travel Agency Co., Ltd. to the pledgee
- (k) Equity Pledge Agreement dated December 14, 2015 and its amendment dated March 20, 2017 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as pledgee) and Qi Shi (as pledgor) pursuant to which the pledgor granted a pledge of its equity interest held in Chengdu Ctrip Travel Agency Co., Ltd. to the pledgee
- (l) Power of Attorney dated December 14, 2015 by Maohua Sun to appoint Ctrip Travel Network Technology (Shanghai) Co., Ltd. or its designated person as its attorney-in-fact to exercise any and all of the rights in respect of their equity interests in Shanghai Ctrip Commerce Co., Ltd.
- (m) Power of Attorney dated December 14, 2015 by Min Fan to appoint Ctrip Travel Network Technology (Shanghai) Co., Ltd. or its designated person as its attorney-in-fact to exercise any and all of the rights in respect of their equity interests in Chengdu Ctrip Travel Agency Co., Ltd.
- (n) Power of Attorney dated December 14, 2015 by Qi Shi to appoint Ctrip Travel Network Technology (Shanghai) Co., Ltd. or its designated person as its attorney-in-fact to exercise any and all of the rights in respect of their equity interests in Chengdu Ctrip Travel Agency Co., Ltd.
- (o) Restated Exclusive Technical Consulting and Services Agreement dated March 23, 2016 between Beijing Qu Na Information Technology Co., Ltd. and Beijing Qunar Software Technology Co., Ltd. for the provision of technical consulting and related services by Beijing Qunar Software Technology Co., Ltd. to Beijing Qu Na Information Technology Co., Ltd.
- (p) Loan Agreement dated March 23, 2016 among Beijing Qunar Software Technology Co., Ltd. (as lender), Hui Cao and Hui Wang (each as borrowers) for the provision of a loan of RMB11 million by the lender to the borrowers
- (q) Equity Option Agreement dated March 23, 2016 among Qunar Cayman Islands Limited, Beijing Qunar Software Technology Co., Ltd., Hui Cao, Hui Wang and Beijing Qu Na Information Technology Co., Ltd. pursuant to which Hui Cao, Hui Wang agreed to grant Qunar Cayman Islands Limited and Beijing Qunar Software Technology Co., Ltd. or their designated person an exclusive option to acquire all or part of the equity interest held by Hui Cao, Hui Wang in Beijing Qu Na Information Technology Co., Ltd.
- (r) Equity Interest Pledge Agreement dated March 23, 2016 among Beijing Qunar Software Technology Co., Ltd. (as pledgee), Hui Cao and Hui Wang (as pledgors) pursuant to which the pledgors granted a pledge of their respective equity interest held in Beijing Qu Na Information Technology Co., Ltd. to the pledgee
- (s) Powers of Attorney each dated March 23, 2016 by each of Hui Cao and Hui Wang to appoint Qunar Cayman Islands Limited, its successors, or any of its designated entities, as its sole attorney to exercise any and all of the rights in respect of their equity interests in Beijing Qu Na Information Technology Co., Ltd.

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

- (t) Loan Agreement dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as lender) and Tao Yang (as borrower) for the provision of a loan of RMB808.2 million by the lender to the borrower
- (u) Exclusive Call Option Agreement dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd., Tao Yang and Shanghai Ctrip Commerce Co., Ltd. pursuant to which Tao Yang agreed to grant Ctrip Travel Network Technology (Shanghai) Co., Ltd. an exclusive call option to purchase all or part of the equity interest held by Tao Yang in Shanghai Ctrip Commerce Co., Ltd.
- (v) Equity Pledge Agreement dated May 27, 2019 between Ctrip Travel Network Technology (Shanghai) Co., Ltd. (as pledgee) and Tao Yang (as pledgor) pursuant to which the pledgor granted a pledge of its equity interest held in Shanghai Ctrip Commerce Co., Ltd. to the pledgee
- (w) Power of Attorney dated May 27, 2019 by Tao Yang to appoint Ctrip Travel Network Technology (Shanghai) Co., Ltd. or its designated person as its attorney-in-fact to exercise any and all of the rights in respect of their equity interests in Shanghai Ctrip Commerce Co., Ltd.

These contracts are available on our website (investors.trip.com) pursuant to the Hong Kong Stock Exchange’s Guidance Letter HKEX-GL94-18 and Listing Decision HKEX-LD43-3.

### FURTHER INFORMATION ABOUT DIRECTORS AND EXECUTIVE OFFICERS

#### Disclosure of interests

See “Major Shareholders” for disclosure of interests of directors and executive officers.

#### Directors’ service contracts

We have entered into employment agreements with each of our directors who is also an officer. See “Directors and Senior Management—Compensation—Compensation of our directors and executive officers”.

#### Directors’ remuneration

See “Directors and Senior Management—Compensation—Compensation of our directors and executive officers” for a discussion of directors’ remuneration.

#### Share Incentive Plans

See “Directors and Senior Management—Compensation—Employees’ Share Incentive Plans” for details about our Share Incentive Plans.

### OTHER INFORMATION

#### Estate duty

Our directors have been advised that no material liability for estate duty is likely to fall upon any member of our Group.

#### Litigation

See “Business—Legal proceedings and compliance” for further details.

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### Joint Sponsors

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

The fee payable to each of the Joint Sponsors for acting as the sponsor for the Listing is [REDACTED].

### Experts

This document contains statements made by the following experts:

<u>Name</u>	<u>Qualification</u>
J.P. Morgan Securities (Far East) Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Goldman Sachs (Asia) L.L.C.	A licensed corporation under the SFO for type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities as defined under the SFO
Commerce & Finance Law Offices	Qualified PRC lawyers
Maples and Calder (Hong Kong) LLP	Cayman Islands attorneys-at-law
PricewaterhouseCoopers	Certified Public Accountants under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under the Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
ANALYSYS LTD (北京易觀智庫網絡科技有限公司)	Industry consultant

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

Save as disclosed in this document, each of the experts named above have given and have not withdrawn their respective written consent 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.

### Preliminary expenses

Save as disclosed in this document, we have not incurred any material preliminary expenses in relation to the incorporation of our Company.



### Binding effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all 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.

### Bilingual document

[REDACTED]

### Miscellaneous

- (a) Save as disclosed in this document or otherwise waived or exempted from disclosure pursuant to the waivers and exemptions disclosed in this document, within the two years immediately preceding the date of this document:
  - (i) there are no commissions (but not including commission to [REDACTED]) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company; and
  - (ii) there are no commissions, discounts, brokerages or other special terms granted in connection with the issue or sale of any capital of our Company or any of our Significant Subsidiaries, and no directors, promoters or experts named in the part headed “—Other information—Experts” received any such payment or benefit.
- (b) Save as disclosed in this document:
  - (i) there are no founder, management or deferred shares in our Company or any member of our Group;
  - (ii) we do not have any promoter for the purpose of the Hong Kong Listing Rules and no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document;
  - (iii) none of our directors or the experts listed in “—Other information—Experts” above is materially interested 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 our subsidiaries and our consolidated affiliated entities, or are proposed to be acquired or disposed of by or leased to our subsidiaries and our consolidated affiliated entities;
  - (iv) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;
  - (v) we and our Significant Subsidiaries have no outstanding debentures;
  - (vi) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option; and
  - (vii) none of our directors is materially interested in any contracts or arrangement with us subsisting at the date of this document which is significant in relation to the business of our Group.

- (c) Our branch register of members will be maintained in Hong Kong by our [REDACTED]. Unless the directors otherwise agree, all transfers and other documents of title of Shares must be lodged for registration with and registered by our share register in Hong Kong and may not be lodged in the Cayman Islands.