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A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

We were incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on March 12, 2021. Our registered office is at PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. We have established a principal place of business in Hong Kong at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 4, 2021 under the same address. Ms. So Shuk Yi Betty has been appointed as our authorized representative for the acceptance of service of process and notices on our behalf in Hong Kong.

As we were incorporated in the Cayman Islands, our operations are subject to the relevant laws of the Cayman Islands and our constitution comprising our Memorandum and the Articles. A summary of certain provisions of our constitution and relevant aspects of the Cayman Companies Act is set out in Appendix III to this document.

2. Changes in our share capital

As at the date of incorporation of our Company, the authorized share capital of our Company was US\$50,000 divided into 5,000,000,000 Shares of par value of US\$0.00001 each.

The following sets out the changes in our Company’s share capital within the two years immediately preceding the issue of this document.

- (a) On March 12, 2021, our Company issued 1 share with par value of US\$0.00001 to Mapcal Limited, which was subsequently transferred to Keiskei QC Ltd. on the same day for a consideration of US\$0.00001;
- (b) On March 22, 2021, our Company issued and allotted an aggregate of 9,044,312 Shares to the following persons with a par value of US\$0.00001:

<u>Name</u>	<u>Number of Shares Allotted</u>
Keiskei QC Ltd.	5,292,414
Intelligence QC Ltd.	1,571,563
Fantasy QC Ltd.	223,000
Rapid Yacht Ltd.	672,000
Bright Purport Ltd.	617,262
Wisdom Code Ltd.	200,000
Gentle Tiger Ltd.	285,410
Cloud Rings Ltd.	182,663

- (c) On May 14, 2021, our Company issued and allotted an aggregate of 486,262 Shares to Xiamen Sealand with a par value of US\$0.00001;
- (d) On May 14, 2021, our Company issued and allotted an aggregate of 3,296,488 Series A Preferred Shares to HK Kunpan with a par value of US\$0.00001;
- (e) In connection with the Series A [REDACTED], our Company allotted and issued a total of 1,443,450 Series A Preferred Shares with a par value of US\$0.00001 to the investors on May 14, 2021;

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- (f) In connection with the Series B [REDACTED], our Company allotted and issued a total of 1,152,488 Series B Preferred Shares at an aggregate purchase price of US\$62,610,307.12 to the investors on May 26, 2021.

Immediately following the [REDACTED] and before the [REDACTED], the issued share capital of our Company will be [REDACTED] divided into [REDACTED] Shares of a par value of US\$[0.00001] each, all fully paid or credited as fully paid and [REDACTED] Shares of a par value of US\$[0.00001] each will remain unissued.

Immediately following the completion of the [REDACTED] (but not taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]), our issued share capital will be [REDACTED] divided into [REDACTED] Shares, all fully paid or credited as fully paid and [REDACTED] Shares will remain unissued.

Save as disclosed above and as mentioned in the paragraph headed “4. Resolutions in writing of our Shareholders” below, there has been no alteration in our share capital within the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries and PRC Consolidated Affiliated Entities

Our subsidiaries and PRC Consolidated Affiliated Entities are set out in the Accountant’s Report in Appendix I to this document.

The following subsidiaries and PRC Consolidated Affiliated Entities have been established/incorporated within two years immediately preceding the date of this document:

Name of subsidiary/PRC Consolidated Affiliated Entities	Place of establishment/incorporation	Date of establishment/incorporation	Issued and paid in capital/registered capital
Hainan Qingci	PRC	October 19, 2021	RMB5,000,000
Hainan Qingying	PRC	October 18, 2021	RMB10,000,000
Qingci Holding Limited	BVI	April 1, 2021	US\$1
Qingci (HK) Limited 青瓷(香港)有限公司	Hong Kong	April 22, 2021	HK\$100
QC Interactive	PRC	May 17, 2021	RMB100,000,000
QC-Game Digital Technology (HONGKONG) Co., Limited 香港青瓷數碼技術 有限公司	Hong Kong	October 10, 2019	US\$1,000,000
QC Chengdu Interactive	PRC	August 9, 2021	RMB100,000,000
QC Chengdu Media	PRC	August 11, 2021	RMB2,000,000
QC Chengdu Software	PRC	August 11, 2021	RMB2,000,000
QC Japan	Japan	May 25, 2021	Japanese Yen 50,000,000
QC Shanghai Culture	PRC	July 7, 2021	RMB100,000
Qingji	Hong Kong	September 7, 2021	HK\$100
Shanghai Qingsi	PRC	October 20, 2021	RMB150,000,000

Saved as disclosed in the section headed “History, Reorganization and Corporate Structure” in this document, there has been no alteration in the share capital of any of our subsidiaries and the PRC Consolidated Affiliated Entities within the two years immediately preceding the date of this document.

4. Resolutions in writing of our Shareholders

Written resolutions of our Shareholders were passed on [●], pursuant to which, among others:

- (a) the Memorandum and Articles were approved and adopted conditional upon [REDACTED];
- (b) conditional on (1) the [REDACTED] granting [REDACTED] of, and permission to [REDACTED] in, the Shares in issue and to be issued as stated in this document and such [REDACTED] and permission not subsequently having been revoked prior to the [REDACTED]; (2) the [REDACTED] having been determined and (3) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and the [REDACTED] not being terminated in accordance with their terms or otherwise:
 - (i) the [REDACTED] was approved, and the [REDACTED] of the [REDACTED] under the [REDACTED] were approved, and the Board was authorized to determine the [REDACTED] for, and to allot and issue the [REDACTED];
 - (ii) the [REDACTED] was approved and the Directors were authorized to effect the same and to allot and issue up to [REDACTED] Shares upon the exercise of the [REDACTED];
 - (iii) all the issued Series A Preferred Shares and Series B Preferred Shares, of a par value of US\$0.00001, be redesignated and reclassified into Shares, on a one-to-one basis, following which:
 - (A) our authorized share capital be redesignated and reclassified to US\$50,000 divided into 5,000,000,000 shares, with par value of US\$0.00001 each; and
 - (B) all the ordinary shares of a par value of US\$0.00001 in issue to remain as Shares.
 - (iv) following the change in authorized share capital of our Company as referred to above and conditional on the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the issue of the [REDACTED] by our Company pursuant to the [REDACTED], the Directors were authorized to capitalize [REDACTED] standing to the credit of the share premium account of our Company by applying such sum to pay up in full at par [REDACTED] for allotment and issue to the persons whose names appear on the register of members of our Company at the close of business on the date immediately preceding the date on which the [REDACTED] becoming unconditional in proportion to their respective shareholdings (as nearly as possible without involving fractions) in our Company or in accordance with the direction of such member;
 - (v) a general unconditional mandate was given to our Directors to exercise all the powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers or agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted, issued or dealt with, otherwise than pursuant to the [REDACTED], a right issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, Shares not exceed 20% of the aggregate nominal value of the Shares in issue immediately following completion of the [REDACTED], such mandate to remain in effect until (1) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in general meeting either unconditionally or subject to condition, or (2) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws or (3) when revoked or varied by an ordinary resolution of Shareholders in general meeting of the Company, whichever is the earliest;
 - (vi) a general unconditional mandate was given to the Directors authorizing them to exercise all the powers of our Company to repurchase its own [REDACTED] or on any other approved stock

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exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares will represent up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], such mandate to remain in effect until whichever is the earliest of (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in general meeting either unconditionally or subject to condition, or (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or (iii) when revoked or varied by an ordinary resolution of Shareholders in general meeting of the Company; and

- (vii) the general mandate mentioned in paragraph (c)(iv) above be extended by the addition to the aggregate nominal value of the share capital of our Company which may be allotted, or agreed conditionally or unconditionally to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of our Company repurchased by our Company pursuant to the mandate to purchase shares referred to in paragraph (c)(v) above.

5. Reorganization

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED] of our Shares [REDACTED]. See the section headed “History, Reorganization and Corporate Structure” in this document for information relating to the Reorganization.

6. Repurchases of our own securities

(a) Provisions of the Listing Rules

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the more important of which are summarized below:

- (i) Shareholders’ approval

All proposed repurchases of Shares (which must be fully paid up) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a written resolution passed by our then Shareholders on [●], a general unconditional mandate (the “**Repurchase Mandate**”) was given to the Directors authorizing any repurchase by us of [REDACTED] or on any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, of not more than 10% of the aggregate nominal value of our share capital in issue immediately following the completion of the [REDACTED] but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED], such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in general meeting either unconditionally or subject to condition, or (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by our Articles or any other applicable laws, or (iii) when revoked or varied by an ordinary resolution of Shareholders in general meeting of the Company.

- (ii) Source of funds

Repurchases must be funded out of funds legally available for such purpose in accordance with our Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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Under the Cayman Companies Act, the par value of any Shares repurchased by us may be provided for out of our profits, out of share premium, or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, if so authorized by the Articles and subject to the provisions of the Cayman Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of our profits or from sums standing to the credit of our share premium account or, if authorized by the Articles and subject to the provisions of the Cayman Companies Act, out of capital.

(iii) Trading restrictions

The total number of Shares which we may repurchase is up to 10% of the total number of our Shares in issue immediately after the completion of the [REDACTED] (but not taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]). We may not issue or announce a proposed issue of Shares for a period of 30 days immediately following a repurchase of Shares, whether on the Stock Exchange or otherwise, without the prior approval of the Stock Exchange. We are also prohibited from repurchasing [REDACTED] if the repurchase would result in the number of [REDACTED] Shares which are in the hands of the [REDACTED] falling below the relevant prescribed minimum percentage as required by the Stock Exchange. We are required to procure that the broker appointed by us to effect a repurchase of Shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require. An issuer shall not purchase its [REDACTED] if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded [REDACTED].

(iv) Status of repurchased Shares

All repurchased Shares (whether effected on the Stock Exchange or otherwise) will be automatically [REDACTED] and the certificates for those Shares must be canceled and destroyed. Under Cayman Companies Act, unless, prior to the repurchase the directors of the Company resolve to hold the shares repurchased by the Company as treasury shares, the repurchased shares shall be treated as canceled and the amount of the company’s issued share capital shall be reduced by the aggregate value of the repurchased shares accordingly although the authorized share capital of the company will not be reduced.

(v) Suspension of repurchase

Pursuant to the Listing Rules, we may not make any repurchases of Shares at any time after inside information has come to our knowledge until the information is made publicly available. In particular, under the requirements of the Listing Rules in force as of the date hereof, during the period of one month immediately preceding the earlier of:

- (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of our results for any year, half year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- (b) the deadline for us to publish an announcement of our results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and in each case ending on the date of the results announcement, we may not repurchase Shares [REDACTED] unless the circumstances are exceptional.

(vi) Procedural and reporting requirements

As required by the Listing Rules, repurchases of Shares on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the Stock Exchange business day following any day on which we may make a purchase of Shares. The report must state the total number of Shares purchased the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases. In addition, our annual report is required to disclose details regarding repurchases of Shares made during the year, including a monthly analysis of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

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(vii) Connected parties

A company is prohibited from knowingly repurchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or any of their respective close associates (as defined in the Listing Rules) and a core connected person shall not knowingly sell its securities to the company on the Stock Exchange.

(b) *Reasons for repurchases*

The Directors believe that it is in the best interests of our Company and the Shareholders for the Directors to have general authority from the Shareholders to enable the Directors to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where the Directors believe that such repurchases will benefit our Company and our Shareholders.

(c) *Funding of repurchases*

In repurchasing securities, we may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of the Cayman Islands.

On the basis of the current financial position as disclosed in this document and taking into account the current working capital position, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on our working capital and/or gearing position as compared with the position disclosed in this document. The Directors, however, do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or gearing levels which in the opinion of the Directors are from time to time appropriate for us.

The exercise in full of the Repurchase Mandate, on the basis of [●] Shares in issue immediately following the completion of the [REDACTED] (but not taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]), could accordingly result in [●] Shares being repurchased by us during the period prior to the earliest of (i) the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of the Shareholders in general meeting either unconditionally or subject to condition; (ii) the expiration of the period within which we are required by any applicable laws or our Articles to hold our next annual general meeting; or (iii) the revocation or variation of the mandate by an ordinary resolution of the Shareholders in general meeting of the Company (the “**Relevant Period**”).

(d) *General*

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to us or our subsidiaries.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of any repurchase of Shares, a shareholder’s proportionate interest in our voting rights is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate. Any repurchase of Shares which results in the number of Shares held by the [REDACTED] being reduced to less than 25% of our Shares in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the [REDACTED] shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

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No connected person has notified us that he or she has a present intention to sell Shares to us, or has undertaken not to do so, if the Repurchase Mandate is exercised.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

- a) a capital increase agreement dated December 17, 2020, entered into among Mr. Yang, Mr. Huang, Mr. Wei, Mr. Lin, Mr. Ye, Ms. Wang, Xiamen Sealand and G-bits, Wofan Qihang and QC Digital, pursuant to which Wofan Qihang subscribed to 10.00% equity interests in QC Digital;
- b) a share transfer agreement dated April 19, 2021, entered into among Mr. Yang, Mr. Liu, Mr. Huang, Mr. Wei, Mr. Zeng and Mr. Lin, pursuant to which Mr. Lin transferred RMB4,281, RMB44,714, RMB30,444, RMB40,433 and RMB8,562 registered capital of QC Digital to Mr. Yang, Mr. Liu, Mr. Huang, Mr. Wei, and Mr. Zeng, respectively, at a consideration of approximately RMB0.9 million, RMB9.4 million, RMB6.4 million, RMB8.5 million and RMB1.8 million respectively;
- c) a share transfer agreement dated April 21, 2021, entered into among Guangxi Tencent, Alibaba Lingxi, Shanghai Hode, G-bits and QC Digital, pursuant to which each of Guangxi Tencent, Alibaba Lingxi and Shanghai Hode purchased RMB481,150 registered capital of QC Digital from G-bits (RMB1,443,450 in aggregate), at a consideration of approximately RMB101.15 million (RMB303.45 million in aggregate);
- d) a share purchase agreement dated May 26, 2021, entered into among Mr. Yang, Keiskei Holding Ltd., QC Digital, QC Cultural, QC Interactive, Tencent, Alibaba Qookka, Bilibili Inc., Boyu and the Company, pursuant to which each of Tencent, Alibaba Qookka, Bilibili Inc. and Boyu subscribed for 288,122 Series B Preferred Shares of the Company (1,152,488 Series B Preferred Shares in aggregate) for a total consideration of US\$15,652,576.78 each (US\$62,610,307.12 in aggregate);
- e) the Exclusive Business Cooperation Agreement dated May 26, 2021, entered into between WFOE and QC Digital, as further described in “Contractual Arrangements”;
- f) the Exclusive Option Agreement dated May 26, 2021, entered into among WFOE, QC Digital and the Registered Shareholders, as further described in “Contractual Arrangements”;
- g) the Equity Pledge Agreement dated May 26, 2021 entered into between WFOE, QC Digital and the Registered Shareholders, as further described in “Contractual Arrangements”;
- h) the Voting Rights Proxy Agreement dated May 26, 2021, entered into among the Registered Shareholders, WFOE and QC Digital, as further described in “Contractual Arrangements”;
- i) the Powers of Attorney executed by each of the Registered Shareholders and dated May 26, 2021, as further described in “Contractual Arrangements”;
- j) the Spouse Undertakings executed by each of the spouse of Mr. Yang, Mr. Liu, Mr. Zeng, Mr. Wei, Mr. Ye and Mr. Lin, and dated May 26, 2021, as further described in “Contractual Arrangements”; and
- k) [REDACTED].

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2. Intellectual Property Rights of our Group





As of the Latest Practicable Date, we have registered the following intellectual property rights which, in the opinion of our Directors, are material to our business.

(a) Trademarks

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






No.	Trademark	Registration Number	Name of Registered Proprietor	Class	Place of Registration	Date of Registration	Expiry Date
1.	 网布奥	21102123	QC Digital	9	PRC	October 28, 2017	October 27, 2027
2.	 网布奥	21102369	QC Digital	26	PRC	October 28, 2017	October 27, 2027
3.	 网布奥	21102234	QC Digital	28	PRC	October 28, 2017	October 27, 2027
4.	 网布奥	21103192	QC Digital	38	PRC	October 28, 2017	October 27, 2027
5.	 网布奥	21102656	QC Digital	41	PRC	October 28, 2017	October 27, 2027
6.	 网布奥	21102779	QC Digital	42	PRC	October 28, 2017	October 27, 2027
7.		01853707	QC Digital	9	Taiwan	July 16, 2017	July 15, 2027
8.		24427857	QC Digital	9	PRC	June 7, 2018	June 6, 2028
9.		24429507	QC Digital	35	PRC	June 7, 2018	June 6, 2028
10.		24426537	QC Digital	38	PRC	June 7, 2018	June 6, 2028
11.		24421640	QC Digital	41	PRC	June 7, 2018	June 6, 2028
12.		24421657	QC Digital	42	PRC	June 7, 2018	June 6, 2028
13.	愚公移山	16733518	QC Digital	38	PRC	June 21, 2016	June 20, 2026
14.	愚公移山	16732995	QC Digital	9	PRC	August 28, 2016	August 27, 2026
15.		38381547A	QC Digital	41	PRC	July 14, 2020	July 13, 2030
16.		02078157	QC Cultural	9	Taiwan	August 16, 2020	August 15, 2030
17.		02080179	QC Cultural	41	Taiwan	August 16, 2020	August 15, 2030
18.		44598137	QC Cultural	35	PRC	November 7, 2020	November 6, 2030

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No.	Trademark	Registration Number	Name of Registered Proprietor	Class	Place of Registration	Date of Registration	Expiry Date
19.		44633186	QC Cultural	9	PRC	December 14, 2020	December 13, 2030
20.		44620823	QC Cultural	38	PRC	December 7, 2020	December 6, 2030
21.		44717750	QC Cultural	41	PRC	November 21, 2020	November 20, 2030
22.		305640273	QC Interactive	6,9, 16,25, 28,35, 38,41, 42	Hong Kong	May 28, 2021	May 28, 2031


(b) Copyrights

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

No.	Copyright	Version/Product	Copyright owner	Registration Number	Place of registration	Registration Date
Software						
1.	<i>Gumballs & Dungeons</i> Game Software (不思議迷宮遊戲軟件)	Version 0.2	QC Digital	2016SR059743	PRC	June 17, 2016
2.	<i>Yu Gong 3</i> Game Software (愚公移山3 智叟的反擊遊戲軟件)	Version 1.0	QC Digital	2016SR198885	PRC	July 29, 2016
3.	<i>Shimo Jihua</i> Game Software (使魔計畫遊戲軟件)	Version 1.0	QC Digital	2017SR439534	PRC	August 11, 2017
4.	Qingci gaming platform (青瓷遊戲平台)	Version 1.0	QC Digital	2018SR581753	PRC	July 25, 2018
5.	<i>Shiguang Lyuxingshe</i> Game Software (時光旅行社遊戲軟件)	Version 1.0	QC Digital	2019SR0735099	PRC	July 16, 2019
6.	<i>Eternal Adventure</i> Game Software (無盡大冒險遊戲軟件)	Version 2.0	QC Cultural	2019SR0797664	PRC	July 31, 2019
7.	<i>The Marvelous Snail</i> Game Software (最強蝸牛遊戲軟件)	Version 2.0.0	QC Cultural	2019SR0961109	PRC	September 17, 2019
8.	<i>Shimo Damaoxian</i> Game Software (使魔大冒險遊戲軟件)	Version 1.0	QC Cultural	2020SR1595627	PRC	November 17, 2020
Artwork						
9.	<i>Yu Gong</i> (愚公移山)		QC Digital	2015-F-00223655	PRC	September 14, 2015
10.	<i>Gumballs & Dungeons</i> (不思議迷宮)		QC Digital	2017-F-00466067	PRC	August 10, 2017
11.	Gumballs (岡布奧)		QC Digital	2016-F-00326457	PRC	October 19, 2016
12.	<i>The Marvelous Snail</i> main character image (最強蝸牛主形象)		QC Digital	2019-F-00797412	PRC	July 8, 2019
13.	<i>The Marvelous Snail</i> game name logo (最強蝸牛遊戲名稱標識)		QC Cultural	2020-F-01018688	PRC	April 14, 2020

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No.	Copyright	Version/Product	Copyright owner	Registration Number	Place of registration	Registration Date
14.	<i>The Marvelous Snail</i> game logo (最強蝸牛遊戲標識)		QC Cultural	2020-F-01039597	PRC	June 19, 2020
Music						
15.	Snail and Oriole (蝸牛與黃鸝鳥)	N/A	QC Cultural	2020-B-00000985	PRC	October 27, 2020

(c) Domain Names

As of the Latest Practicable Date, we have registered the following domain names which we consider to be material to the business of our Group:

No.	Domain Name	Registered Owner	Date of Registration
1.	qcplay.com	QC Digital	February 16, 2012
2.	qingcigame.com	QC Cultural	December 12, 2014

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations*

Immediately following the completion of the [REDACTED] (without taking into account any Shares which may be issued upon the exercise of the [REDACTED]), the interests or short positions of our Directors or chief executives in the Shares, underlying Shares and debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (“Model Code”), once the Shares are [REDACTED] will be as follows:

Interest in Shares

Name of Director	Nature of interest	Number of Shares or underlying Shares ⁽¹⁾	Approximate percentage of shareholding interest ⁽²⁾
Mr. Yang	Settlor of a discretionary trust ⁽³⁾	[REDACTED]	[REDACTED]
Mr. Huang	Settlor of a discretionary trust	[REDACTED]	[REDACTED]
	Interest in controlled corporation ⁽⁴⁾	[REDACTED]	[REDACTED]
Mr. Liu	Settlor of a discretionary trust ⁽⁵⁾	[REDACTED]	[REDACTED]
Mr. Zeng	Interest in controlled corporation ⁽⁶⁾	[REDACTED]	[REDACTED]

(1) All interest stated are long positions.

(2) The calculation is based on the total number of [REDACTED] Shares in issue immediately after the completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised).

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- (3) The Company is held as to [REDACTED] by Keiskei Holding Ltd., following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Keiskei Holding Ltd. is a company incorporated in the BVI and is held as to 99% by Yang Family Holding Limited and 1% to Keiskei QC Ltd., a company wholly-owned by Mr. Yang. Yang Family Holding Limited is held by the Peter Yang Family Trust, which was established by Mr. Yang as the settlor. TMF (Cayman) Ltd. is the trustee of the Peter Yang Family Trust, and Mr. Yang and his family members are the beneficiaries of the Peter Yang Family Trust. As such, Mr. Yang is deemed to be interested in our Shares held by Keiskei Holding Ltd.. Mr. Yang is also a director of Keiskei Holding Ltd..
- (4) The Company is held as to [REDACTED] and [REDACTED] by Intelligence QC Holding Ltd. and Intelligence QC Ltd., respectively, following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Intelligence QC Holding Ltd. is a company incorporated in the BVI and is held as to 99% by Intelligence Future Holding Limited and 1% to Intelligence QC Ltd., a company wholly-owned by Mr. Huang. Intelligence Future Holding Limited is held by Intelligence Future Trust, which was established by Mr. Huang as the settlor. TMF (Cayman) Ltd. is the trustee of Intelligence Future Trust, and Mr. Huang and his family member are the beneficiaries of the Intelligence Future Trust. As such, Mr. Huang is deemed to be interested in our Shares held by Intelligence QC Holding Ltd. and Intelligence QC Ltd.. Mr. Huang is also a director of Intelligence QC Holding Ltd..
- (5) The Company is held as to [REDACTED] by Gentle Tiger Holding Ltd., following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Gentle Tiger Holding Ltd. is a company incorporated in the BVI and is held as to 99% by Sebastian Family Holding Limited and 1% to Gentle Tiger Ltd., a company wholly-owned by Mr. Liu. Sebastian Family Holding Limited is held by the Sebastian Family Trust, which was established by Mr. Liu as the settlor. TMF (Cayman) Ltd. is the trustee of the Sebastian Family Trust, and Mr. Liu and his family members are the beneficiaries of the Sebastian Family Trust. As such, Mr. Liu is deemed to be interested in our Shares held by Gentle Tiger Holding Ltd.. Mr. Liu is also a director of Gentle Tiger Holding Ltd..
- (6) Cloud Rings Ltd. is a company incorporated in the BVI which owns [7,439,214] shares of the Company and is wholly-owned by Mr. Zeng. As such, Mr. Zeng is deemed to be interested in the [7,439,214] Shares held by Cloud Rings Ltd..

(b) Interests and short positions of the Substantial Shareholders in the Shares and underlying Shares of the Company

Save as disclosed in the section headed “Substantial Shareholders” in this document, our Directors or chief executive are not aware of any other person, not being a Director or chief executive of our Company, who has an interest or short position in the Shares and underlying Shares of our Company which, once the Shares are [REDACTED], would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, 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 our Company.

(c) Interests of the Substantial Shareholders of Any Member of Our Group (Other than Our Company)

Save as disclosed in this document, so far as the Directors are aware, immediately following the completion of the [REDACTED], no persons will, directly or indirectly, be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of the Group (other than us).

2. Particulars of Service Contracts

(a) Executive Directors

Each of the executive Director [has entered into] a service contract with us under which he agreed to act as executive Director for an initial term of three years or until the third annual general meeting of our Company since the [REDACTED], subject to the Articles and the Listing Rules (whichever is sooner), which may be terminated by not less than three months’ notice in writing served by either the executive Director or us.

The appointment of the executive Director is subject to the provisions of retirement and rotation of Directors under the Articles.

(b) Independent Non-executive Directors

Each of the independent non-executive Directors [has signed] an appointment letter with us for an initial term of three years or until the third annual general meeting of our Company since the [REDACTED], subject to

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the Articles and the Listing Rules (whichever is sooner). Under their respective appointment letters, each of the independent non-executive Directors is entitled to a fixed Director’s fee. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles.

(c) *Others*

Save as disclosed above:

- (i) none of the Directors has entered into any service contract with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation).
- (ii) During the year ended December 31, 2020, the aggregate of the remuneration and benefits in kind payable to the Directors was approximately RMB90.2 million. Details of the Directors’ remuneration are also set out in note 7 of the Accountant’s Report set out in Appendix I to this document. Save as disclosed in this document, no other emoluments have been paid or are payable, in respect of the year ended December 31, 2020 by us to the Directors.
- (iii) Under the arrangement currently in force, the aggregate of the remuneration and benefits in kind payable to the Directors (excluding any discretionary bonus) for the year ending December 31, 2021 is estimated to be approximately RMB10 million.
- (iv) None of the Directors or any past Directors of any members of our Group has been paid any sum of money for the Track Record Period (i) as an inducement to join or upon joining us or (ii) for loss of office as a Director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (v) There has been no arrangement under which a Director has waived or agreed to waive any remuneration or benefits in kind during the Track Record Period.
- (vi) None of the Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, us, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with the promotion or formation of the Company.

3. Substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED] and the [REDACTED], (without taking into account any Shares which may be issued upon the exercise of the [REDACTED]), have or deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, please refer to “Substantial Shareholders” of this document.

Save as set out above, as of the Latest Practicable Date, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] and the [REDACTED], be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group or had option in respect of such capital.

4. Fees or commissions received

Save as disclosed in this document, none of the Directors or any of the persons whose names are listed under the paragraph headed [“D. Other Information – 8. Consents of Experts”] below had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

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5. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or chief executives has any interests and short positions in the Shares, underlying Shares and debentures of the Company or its associated corporation (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 (including interests and short positions which he is taken or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors and Listed Companies to be notified to us and the Stock Exchange, in each case once our Shares are [REDACTED];
- (b) so far as is known to any of our Directors or chief executives, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group;
- (c) none of our Directors nor any of the parties listed in the paragraph headed “[D]. Other Information—[7]. Qualification of Experts” below is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this document, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us;
- (d) save in connection with the [REDACTED], none of our Directors nor any of the parties listed in the paragraph headed “[D]. Other Information—[7]. Qualification of Experts” below is 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;
- (e) save in connection with the [REDACTED], none of the parties listed in the paragraph headed “[D]. Other Information—[7]. Qualification of Experts” below: (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right or option (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 or their respective associates (as defined under the Listing Rules) or any of our Shareholders (who to the knowledge of our Directors owns more than 5% of our issued share capital) has any interest in our five largest suppliers or our five largest customers.

D. 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 Hong Kong, the Cayman Islands and the PRC.

2. Litigation

As of the Latest Practicable Date, we are not aware of any other litigation or arbitration proceedings of material importance pending or threatened against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations.

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3. [REDACTED]

The Joint Sponsors have made an application on behalf of our Company to the [REDACTED] for the [REDACTED], the Shares in issue and to be issued as mentioned in this document. All necessary arrangements have been made to enable such Shares into [REDACTED].

4. Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The fee payable to each of the Joint Sponsors in respect of its services as sponsor for the [REDACTED] is [REDACTED] and payable by us.

5. Preliminary Expenses

The preliminary expenses incurred by us in relation to our incorporation were approximately US\$3,710 and were paid by us.

6. Promoter

We have no promoter for the purpose of the Listing Rules. Save as 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 in connection with the [REDACTED] and the related transactions described in this document.

7. Qualification of Experts

The following are the qualifications of the experts who have given opinion or advice which are contained in this document:

China International Capital Corporation Hong Kong Securities Limited	Licensed corporation under the SFO to conduct 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) regulated activities as defined under the SFO
CLSA Capital Markets Limited	Licensed corporation under the SFO to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
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)
JunHe LLP	PRC legal advisor
Maples and Calder (Hong Kong) LLP	Cayman Islands legal advisors
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultants

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8. Consents of Experts

Each of the persons named in [“—7. Qualification of experts”] has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this document in the form and context in which it is respectively included.

9. Binding Effect

This document shall have the effect, if an [REDACTED] is made in pursuance of this document, 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 insofar as applicable.

10. Bilingual Document

The English language and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

11. Reserves available for distribution

As of June 30, 2021, our Group had retained earnings attributable to equity holders of our Company of RMB237.3 million.

12. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital of the Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) no share or loan capital of the Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no founders or management or deferred shares of the Company or any of its subsidiaries have been issued or agreed to be issued;
 - (iv) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of the Company or any of its subsidiaries; and
 - (v) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in the Company or any of its subsidiaries.
- (b) Save as disclosed in this document, our Group had not issued any debentures nor did it have any outstanding debentures nor any convertible debt securities.
- (c) Our Directors confirm that:
 - (i) there has been no material adverse change in the financial or trading position or prospects of the Group since June 30, 2021 (being the date to which the latest audited consolidated financial statements of the Group were prepared); and

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- (ii) there is no arrangement under which future dividends are waived or agreed to be waived; and
- (iii) there has not been any interruption in the business of the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this document.
- (d) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (e) Our principal register of members will be maintained by our [REDACTED], in the Cayman Islands and our Hong Kong register of members will be maintained by our [REDACTED], in Hong Kong. Unless the Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our [REDACTED] and may not be lodged in the Cayman Islands.
- (f) All necessary arrangements have been made to enable our Shares to be admitted into [REDACTED] for clearing and settlement.
- (g) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (h) The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).