

APPENDIX V

GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT THE COMPANY

1. Incorporation

The Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on January 20, 2022.

The Company has established a place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. The Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and the Companies (Non-Hong Kong Companies) Regulation (Chapter 622J of the Laws of Hong Kong) on March 8, 2022, with Ms. Sze Ting Chan (陳詩婷) appointed as the authorized representative of the Company on February 10, 2022 for acceptance of the service of process and any notices required to be served on the Company in Hong Kong.

As the Company was incorporated in the Cayman Islands, its operations are subject to Cayman Islands law and to its constitution which comprises the Memorandum and Articles of Association. A summary of the Memorandum and Articles of Association of the Company and the Cayman Islands company law is set out in “Appendix III — Summary of the Constitution of the Company and Cayman Islands Company Law” in this document.

2. Changes in the Share Capital of the Company

As of the date of incorporation of the Company, the authorized share capital of the Company was HK\$110,000.00 divided into 1,000,000,000 Class A ordinary shares of a par value of HK\$0.0001 each and 100,000,000 Class B ordinary shares of a par value of HK\$0.0001 each.

The following alterations in the issued and paid-up share capital of the Company have taken place since its date of incorporation up to the date of this document:

- (a) On January 20, 2022, one fully paid Class B Share was allotted and issued at par value of HK\$0.0001 to AGS Nominees 1 Limited, which transferred its Class B Share to Vision Deal Acquisition Sponsor LLC on the same day;
- (b) On February 9, 2022, Vision Deal Acquisition Sponsor LLC surrendered its existing one Class B Share;
- (c) On February 9, 2022, the Company allotted and issued 90 and 10 Class B Shares of par value HK\$0.0001 to Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited for an aggregate subscription price of HK\$[REDACTED] and HK\$[REDACTED], respectively; and
- (d) On April 13, 2022, 45 Class B Shares were transferred from Vision Deal Acquisition Sponsor LLC to VKC Management.

APPENDIX V

GENERAL INFORMATION

Immediately following completion of the [REDACTED] and the [REDACTED], the issued share capital of our Company will be HK\$[REDACTED] divided into [REDACTED] Class A Shares and [REDACTED] Class B Shares, all fully paid or credited as fully paid, and [REDACTED] Class A Shares and [REDACTED] Class B Shares will remain unissued.

Save as disclosed above and in “Corporate Structure” of this document, there has been no alteration in the share capital of the Company since the date of its incorporation.

3. Written Resolutions of the Shareholders Passed on May 28, 2022

On May 28, 2022, resolutions of the Company were passed by the Shareholders pursuant to which, among other things:

- (a) the Company conditionally approved and adopted the Memorandum and Articles of Association which will take effect on the [REDACTED]; and
- (b) conditional upon the satisfaction (or, if applicable, waiver) of the conditions set out in “[REDACTED]” and pursuant to the terms set out therein:
 - (i) the [REDACTED] and the [REDACTED] were approved and the Directors, or a committee of Directors duly authorized by the Directors, were authorized to allot and issue (1) the Class A Shares and the [REDACTED] Warrants pursuant to the [REDACTED] and (2) the Class B Shares and the Promoter Warrants to the Promoters;
 - (ii) the sale of [REDACTED] Promoter Warrants in a private placement to the Promoters which will be conducted concurrently with the [REDACTED] was approved and the Directors, or a committee of Directors duly authorized by the Directors, were authorized to allot and issue the Promoter Warrants to the Promoters in proportion to their then existing respective shareholding in the Company;
 - (iii) the [REDACTED] was approved and the Directors, or a committee of Directors duly authorized by the Directors, were authorized to implement the [REDACTED]; and
 - (iv) a general unconditional mandate was granted to the Directors to exercise all the powers of the Company to repurchase the Class A Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose) not exceeding in aggregate 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED] and at such price or prices as may be determined by the Directors, provided the purchase price shall not be 5% or more than the average closing market price for the five preceding trading days on which the Class A Shares were [REDACTED] on the Stock Exchange, and otherwise in accordance with all applicable laws and the requirements of the Listing Rules, such mandate to remain in effect during the period from the passing of the resolution until the earliest of (I) the conclusion of the next annual general

APPENDIX V

GENERAL INFORMATION

meeting of the Company, (II) the end of the period within which the Company is required by the Memorandum and Articles of Association or any applicable laws to hold its next annual general meeting and (III) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting.

4. Subsidiaries

The Company does not have any subsidiaries.

5. Repurchases by the Company of its Own Securities

This section sets out information required by the Stock Exchange to be included in this document concerning the repurchase by the Company of its own securities.

(a) Provisions of the Listing Rules

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

(i) Shareholders' Approval

All proposed repurchase 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, either by way of general mandate or by specific approval of a particular transaction.

(ii) Source of Funds

Repurchases of shares by a listed company must be funded out of funds legally available for the purpose in accordance with the constitutive documents of the listed company, the Listing Rules and the applicable laws and regulations of the listed company's jurisdiction of incorporation. A listed company may not repurchase its own shares 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.

(iii) Trading Restrictions

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new shares for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five

APPENDIX V

GENERAL INFORMATION

preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its shares if that repurchase would result in the number of listed shares which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of shares discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

(iv) Status of Repurchased Shares

All repurchased shares (whether effected on the Stock Exchange or otherwise) will be automatically delisted and the certificates for those shares must be canceled and destroyed.

(v) Suspension of Repurchase

A listed company may not make any repurchase of shares after inside information has come to its knowledge until the information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (1) 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 a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (2) the deadline for publication of an announcement of a listed company's 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), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of shares on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to repurchase 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 following business day. In addition, a listed company's 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 repurchases, where relevant, and the aggregate price paid for such repurchases.

(vii) Core Connected Persons

A listed 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 their close associates and a core connected person is prohibited from knowingly selling his securities to the company. With respect to a SPAC, the Company is prohibited from

APPENDIX V

GENERAL INFORMATION

knowingly repurchasing securities on the Stock Exchange from a SPAC Promoter, a SPAC Director or any of their close associates, who shall not, in turn, knowingly sell his securities to the Company.

(b) *Reasons for Repurchases*

The Directors believe that the ability to repurchase Class A Shares is in the interests of the Company and the Shareholders. Repurchases may, depending on the circumstances, result in an increase in the net assets and/or earnings per Share. The Directors have sought the grant of a general mandate to repurchase Shares to give the Company the flexibility to do so if and when appropriate. The number of Class A Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of the Shares will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

(c) *Funding of Repurchases*

In repurchasing Class A Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands.

There could be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in this document) if the repurchase mandate were to be carried out in full at any time during the share repurchase period. However, the Directors do not propose to exercise the repurchase mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

(d) *General*

The exercise in full of the repurchase mandate, on the basis of [REDACTED] Class A Shares in issue immediately following the completion of the [REDACTED], could accordingly result in up to approximately [REDACTED] Class A Shares being repurchased by the Company during the period prior to:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the end of the period within which the Company is required by the Memorandum and Articles of Association or any applicable law to hold its next annual general meeting; or
- (iii) the date on which the repurchase mandate is varied or revoked by an ordinary resolution of the Shareholders in general meeting,

whichever is the earliest.

APPENDIX V

GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates currently intends to sell any Class A Shares to the Company.

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make any repurchases of Shares pursuant to the repurchase mandate in accordance with the Listing Rules and the applicable laws and regulations in the Cayman Islands.

If, as a result of any repurchase of Class A Shares, a Shareholder's proportionate interest in the voting rights of the Company 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 for the foregoing, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases of Shares pursuant to the repurchase mandate.

Any repurchase of Class A Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

B. FURTHER INFORMATION ABOUT THE BUSINESS

1. Summary of Material Contracts

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

- (a) the share subscription agreement dated February 9, 2022 entered into among the Company, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited, pursuant to which Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited agreed to subscribe 90 and 10 Class B Shares at the subscription price of HK\$[REDACTED] and HK\$[REDACTED], respectively;
- (b) the amendment to the share subscription agreement dated [●], 2022 entered into among the Company, VKC Management, Vision Deal Acquisition Sponsor LLC and Opus Vision SPAC Limited;
- (c) the [REDACTED];
- (d) the [REDACTED] Warrant Instrument;
- (e) the Promoter Warrant Instrument;

APPENDIX V

GENERAL INFORMATION

- (f) the Promoter Warrant Subscription Agreement;
- (g) the Promoter Agreement; and
- (h) the Trust Deed.

2. Intellectual Property

As at the Latest Practicable Date, the Company has no intellectual property rights which are material to its business.

C. FURTHER INFORMATION ABOUT THE DIRECTORS

1. Interests of the Directors and Chief Executive of the Company

Save as disclosed in the section headed "Substantial Shareholders" in this document, none of the Directors or the chief executive of the Company will, immediately following the completion of the [REDACTED], have an interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of the Company or any interests and/or short positions (as applicable) in the shares, underlying shares or debentures of the Company's associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are 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 for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to the Company and the Stock Exchange, in each case once the Shares are listed on the Stock Exchange.

2. Particulars of Service Contracts and Letters of Appointment

Each Director [has entered] into a service contract or a letter of appointment in relation to his/her role as a director of the Company, which is subject to termination by the Director or the Company in accordance with the terms of the service contract or letter of appointment, the requirements of the Listing Rules and the provisions relating to the retirement and rotation of the Directors under the Articles of Association.

Pursuant to the terms of the service contract or letter of appointment entered into between each Director (on the one part) and the Company (on the other part), the executive Directors and non-executive Directors are not entitled to any remuneration from the Company and the independent non-executive Directors are each entitled to fees of US\$20,000 per year.

Each Director is entitled to be indemnified by the Company (to the extent permitted under the Articles of Association and applicable laws) and to be reimbursed by the Company for all necessary and reasonable out-of-pocket expenses properly incurred in connection with the performance and discharge of his/her duties under the service contract or letter of appointment. Notwithstanding the foregoing, the Company will only be required to satisfy any indemnification obligation if (i) it has sufficient funds outside of the Escrow Account; or (ii) it completes a De-SPAC Transaction. Mr. Wei, our executive Director and chairman of the Board, has also agreed to

APPENDIX V

GENERAL INFORMATION

irrevocably waive his right to the Company's indemnification to the extent that he is, in his capacity as a Promoter, required to indemnify the Company for any shortfall in funds held in the Escrow Account.

Save as disclosed above, none of the Directors has entered into any service contracts as a Director (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

3. Directors' Remuneration

For details of the Directors' remuneration, see "Directors and Senior Management — Directors' Remuneration and Remuneration of Five Highest Paid Individuals".

4. Agency Fees or Commissions Received

The [REDACTED] will receive an [REDACTED] in connection with the [REDACTED], as detailed in "[REDACTED] — [REDACTED] Arrangement and Expenses — Commissions and Expenses". Save in connection with the [REDACTED], no commissions, discounts, brokerages or other special terms have been granted by the Company to any person (including the Directors and experts referred to below) in connection with the issue or sale of any capital or security of the Company within the two years immediately preceding the date of this document.

5. Personal Guarantees

The Directors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to the Company.

6. Disclaimers

- (a) None of the Directors nor any of the experts referred to in "— 6. Qualifications and Consents of Experts" below has any direct or indirect interest 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, the Company, or are proposed to be acquired or disposed of by, or leased to, the Company.
- (b) Save in connection with the [REDACTED], none of the Directors nor any of the experts referred to in "— 6. Qualifications and Consents 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 the Company.
- (c) Save as disclosed in "Terms of the [REDACTED]", "Description of the Securities", "Connected Transactions", "[REDACTED]" and "[REDACTED]" in this document, no cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any Promoter nor is any such cash, securities or benefit intended to be paid, allotted or given on the basis of the [REDACTED] or related transactions as mentioned.

APPENDIX V

GENERAL INFORMATION

D. TAKEOVERS CODE

The Takeovers Code, including the mandatory general offer obligations under Rule 26.1 of the Takeovers Code, will apply to the Company upon the [REDACTED]. For further details of the waiver to be obtained if a De-SPAC Transaction results in the owner(s) of the De-SPAC Target obtaining 30% or more of the voting rights in the Successor Company, see “The De-SPAC Transaction — Process of Announcing and Completing a De-SPAC Transaction — Waiver under the Hong Kong Takeovers Code from the SFC”.

E. TAXATION

The following summary of certain Hong Kong and Cayman Islands tax consequences of the purchase, ownership and disposition of the Shares is based upon the laws, regulations, rulings and decisions now in effect, all of which are subject to change (possibly with retroactive effect). The summary does not purport to be a comprehensive description of all the tax considerations that may be relevant to a decision to purchase, own or dispose of the Shares and does not purport to apply to all categories of prospective investors, some of whom may be subject to special rules, and is not intended to be and should not be taken to constitute legal or tax advice. Prospective [REDACTED] should consult their own tax advisors concerning the application of tax laws of Hong Kong to their particular situation as well as any consequences of the purchase, ownership and disposition of the Shares arising under the laws of any other taxing jurisdiction. Neither the Company nor any of the Relevant Persons assumes any responsibility for any tax consequences or liabilities that may arise from the [REDACTED], holding or disposal of the Shares.

The taxation of the Company and that of the Shareholders is described below. Where tax laws are discussed, these are merely an outline of the implications of such laws. Such laws and regulations may be interpreted differently. It should not be assumed that the relevant tax authorities or the Hong Kong courts will accept or agree with the explanations or conclusions that are set out below.

[REDACTED] should note that the following statements are based on advice received by the Company regarding taxation laws, regulations and practice in force as at the date of this document, which may be subject to change.

1. Overview of Tax Implications of Hong Kong

(a) Hong Kong Taxation of the Company

Profits Tax

Under the Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong), Hong Kong profits tax will be chargeable in respect of profits of the Company arising in or derived from Hong Kong at a maximum tax rate of 16.5%. Subject to certain conditions, a two-tiered profits tax regime may apply under which the first HK\$2,000,000 of assessable profits of the Company will be taxed at half of the Hong Kong standard profits tax rate (i.e. 8.25%). Dividend income derived by the Company from subsidiaries which are subject to Hong Kong profits tax will be specifically tax-

APPENDIX V

GENERAL INFORMATION

exempted. Dividend income derived by the Company from its overseas subsidiaries will generally be considered to be sourced outside of Hong Kong and will not be subject to Hong Kong profits tax.

(b) Hong Kong Taxation of Shareholders

Tax on Dividends

No tax will be payable in Hong Kong in respect of dividends paid by the Company to its Shareholders.

Profits Tax

Hong Kong profits tax will not be payable by any Shareholders (other than Shareholders carrying on a trade, profession or business in Hong Kong and holding the Shares for trading purposes) on any capital gains made on the sale or transfer of the Shares. Trading gains derived from dealings in the Shares by persons carrying on a trade, profession or business in Hong Kong may be subject to Hong Kong profits tax at a maximum tax rate of 15% for unincorporated bodies and 16.5% for corporations if arising in or derived from Hong Kong in connection with such trade, profession or business. Trading gains derived from the sale of Shares effected on the Stock Exchange will be deemed by the Hong Kong Inland Revenue Department as derived from or arising in Hong Kong for profits tax purposes. Shareholders are advised to seek advice from their own professional advisors as to their particular tax position.

Stamp Duty

Hong Kong stamp duty will be charged on the sale, purchase or transfer of Shares registered with the Company in Hong Kong. Hong Kong stamp duty will apply at the current standard rate of 0.26% (on the higher of the consideration paid for, or the market value of the Shares being sold, purchased or transferred, whether or not the sale or purchase is effected on or off the Stock Exchange. Any Shareholder selling the Shares and the purchaser will both be legally and severally liable for the amount of Hong Kong stamp duty payable upon such transfer. In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of Shares.

Estate Duty

Hong Kong estate duty was abolished on February 11, 2006. No Hong Kong estate duty will be payable by Shareholders in relation to the Shares owned in the Company.

2. Overview of Tax Implications of the Cayman Islands

Payments of dividends and capital in respect of our securities will not be subject to taxation in the Cayman Islands and no withholding will be required on the payment of a dividend or capital to any holder of the securities nor will gains derived from the disposal of the securities be subject to Cayman Islands income or corporate tax. The Cayman Islands currently has no income, corporate or capital gains tax and no estate duty, inheritance tax or gift tax.

APPENDIX V

GENERAL INFORMATION

No stamp duty is payable in respect of the issue of the warrants. An instrument of transfer in respect of a warrant is stampable if executed in or brought into the Cayman Islands.

No stamp duty is payable in respect of the issue of our Class A ordinary shares or on an instrument of transfer in respect of such shares (unless the original of such instrument of transfer is executed in or brought into the Cayman Islands).

The Cayman Islands is not a party to any double tax treaties that are applicable to any payments made to or by the Company. There are no exchange control regulations or currency restrictions in the Cayman Islands.

Pursuant to the Tax Concessions Act of the Cayman Islands, the Company has obtained an undertaking from the Cabinet Office of the Cayman Islands that: (a) no law which is enacted in the Cayman Islands imposing any tax to be levied on profits or income or gains or appreciations shall apply to the Company or its operations; and (b) the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable (i) on or in respect of the shares, debentures or other obligations of the Company; or (ii) by way of the withholding in whole or in part of any relevant payment as defined in the Tax Concessions Act.

The undertaking is for a period of thirty years from January 31, 2022.

F. OTHER INFORMATION

1. Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall on the Company in Hong Kong and there is no estate duty tax in the Cayman Islands.

2. The Joint Sponsors

Each of Citigroup Global Markets Asia Limited and Haitong International Capital Limited confirms that it satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Each of the Joint Sponsors will receive a fee of US\$[REDACTED] for acting as a sponsor for the [REDACTED].

3. Registration Procedures

The principal register of members of the Company will be maintained in the Cayman Islands by Appleby Global Services (Cayman) Limited and a branch register of members of the Company will be maintained in Hong Kong by the Hong Kong Share Registrar. Save where the Directors otherwise agree, all transfers and other documents of title to Shares must be lodged for registration with, and registered by, the Company's branch share register in Hong Kong and may not be lodged in the Cayman Islands.

4. Preliminary Expenses

The Company not incurred any material preliminary expenses.

APPENDIX V

GENERAL INFORMATION

5. Promoters

Save as disclosed in “Terms of the [REDACTED]”, “Corporate Structure”, “Description of the Securities”, “Connected Transactions”, “[REDACTED]” and “[REDACTED]” in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefits have been paid, allotted or given to the Promoters in connection with the [REDACTED] or the related transactions described in this document. See “Business — Our Promoters” for details of the Promoters and “Description of the Securities” for details of the Class B Shares issued to and Promoter Warrants to be issued to the Promoters.

6. Qualifications and Consents of Experts

The qualifications of the experts which have given opinions or advice which are contained in, or referred to in, this document are as follows:

Name of Expert	Qualifications
Citigroup Global Markets Asia Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) of the regulated activities under the SFO
Haitong International Capital Limited	A licensed corporation to conduct Type 6 (advising on corporate finance) of the regulated activities under the SFO
Appleby	Legal advisers as to Cayman Islands laws to the Company
BDO Limited	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)

Each of the parties listed above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name included herein in the form and context in which they respectively appear.

7. Miscellaneous

- (a) Save as disclosed in “Terms of the [REDACTED]”, “Description of the Securities” and “Corporate Structure”, no share or loan capital of the Company has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash within the two years immediately preceding the date of this document.

APPENDIX V

GENERAL INFORMATION

- (b) No share or loan capital of the Company is under option or is agreed conditionally or unconditionally to be put under option.
- (c) Save as the Class B Shares issued and to be issued to the Promoters, no founder, management or deferred shares of the Company have been issued or have been agreed to be issued.
- (d) None of the equity and debt securities of the Company is listed or dealt in on any other stock exchange nor is any listing or permission to deal being or proposed to be sought. The Company is not presently listed on or dealt in on any other stock exchange and no such listing or permission to list is being or is proposed to be sought.
- (e) Except for the [REDACTED] Warrants and the Promoter Warrants, the Company has no outstanding convertible debt securities or debentures.
- (f) None of the parties listed in “— 6. Qualifications and Consents of Experts”:
 - (i) is interested beneficially or non-beneficially in any shares in the Company; or
 - (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in the Company save in connection with the [REDACTED].
- (g) There are no bank overdrafts or other similar indebtedness by the Company.
- (h) There are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group.
- (i) There are no outstanding debentures of the Company.
- (j) The English text of this document shall prevail over its Chinese text.