

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

#### 1. Incorporation

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on August 6, 2018. Our Company has established a place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong. Ms. Yu Anne (余安妮) has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process is 40/F, Dah Sing Financial Centre, No. 248 Queen's Road East, Wanchai, Hong Kong.

As our Company was incorporated in the Cayman Islands, it operates subject to the Cayman Companies Act and its constitution comprises the Memorandum and Articles of Association. A summary of the Memorandum and Articles of Association and relevant aspects of the Cayman Companies Act is set forth in Appendix III to this document.

#### 2. Changes in the share capital of our Company

On August 6, 2018, our Company was incorporated with an authorized share capital of US\$50,000 divided into 5,000,000 Shares of US\$0.01 par value each.

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this document:

- (a) On March 24, 2021, TMY ONE transferred 212,964, 102,088, 115,128, 110,000, 76,630 and 46,030 Shares to Xringirl, Alitti, Also Jun, Hyufeng, Rocubabe and Virtual Particle, respectively.
- (b) On March 24, 2021, TMY TWO transferred 16,000 and 17,742 Shares to Greenxin and Gpxxxx, respectively.
- (c) On May 24, 2021, Xringirl, Also Jun and Alitti transferred 18,000, 16,000 and 16,000 Shares to Calor Capital, respectively.
- (d) On May 28, 2021, our Company issued 44,000 preferred Shares to Calor Capital.
- (e) On May 28, 2021, our Company issued 20,000 preferred Shares to Aloe Tower.
- (f) On September 16, 2022, our Company resolved to conduct the share subdivision pursuant to which each Share was subdivided into 200 Shares of par value of US\$0.00005 each, following which the authorized share capital of our Company became US\$50,000, divided into 1,000,000,000 Shares of par value of US\$0.00005 each.

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- (g) On September 16, 2022, the authorized share capital of our Company was further increased to US\$100,000 which was divided into 2,000,000,000 Shares with par value of US\$0.00005 each.

Save for the aforesaid and as mentioned in “– 3. Resolutions in writing of our Shareholders passed on [●]” below, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this document.

### 3. Resolutions in writing of our Shareholders passed on [●]

Pursuant to the written resolutions passed by our Shareholders on [●], it was resolved, among others:

- (a) our Company approved and adopted the Memorandum and Articles of Association, which will come into effect upon the [REDACTED] of our Shares on the Stock Exchange;
- (b) conditional on (i) the [REDACTED] of the Stock Exchange granting the approval for the [REDACTED] of, and permission to deal in, the Shares in issue and Shares to be issued, (ii) the [REDACTED] being determined, and (iii) 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] and the [REDACTED] were approved and our Directors were authorized to effect the same and to allot and issue the [REDACTED] pursuant to the [REDACTED] and the [REDACTED];
- (ii) the grant of the [REDACTED] by our Company to the [REDACTED], exercisable by the [REDACTED] and the [REDACTED], pursuant to which the [REDACTED] and the [REDACTED] (on behalf of the [REDACTED]) may require our Company to allot and issue up to an aggregate of additional [REDACTED] Shares to cover, among others, the over-allocation in the [REDACTED] was approved; and
- (iii) the proposed [REDACTED] was approved and our Directors were authorized to implement the [REDACTED].
- (c) subject to the share premium account of the Company having sufficient balance, or otherwise being credited as a result of the issue of [REDACTED] pursuant to the [REDACTED], the Directors were authorized to allot and issue a total of [REDACTED] Shares credited as fully paid at par value to the holders of Shares whose names appear on the register of members of the Company at the close of business on the business day immediately preceding the [REDACTED] (or as they may direct) in proportion to their respective shareholdings (save that no Shareholder shall be entitled to be allotted or issued any fraction of a Share) by way of capitalization of the sum of US\$[REDACTED] standing to the credit of the share premium account of the Company, and the Shares to be allotted and issued pursuant to this resolution shall rank pari passu in all respects with the existing issued Shares;

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- (d) a general unconditional mandate was granted to our Directors to, *inter alia*, allot, issue and deal with Shares, securities convertible into Shares (the "**Convertible Securities**") or options, warrants or similar rights to subscribe for any Shares or such convertible securities (the "**Options and Warrants**") and to make or grant offers, agreements or options which might require such Shares, the Convertible Securities or the Options and Warrants to be allotted and issued or dealt with at any time subject to the requirement that the aggregate nominal value of the Shares or the underlying Shares relating to the Convertible Securities or the Options and Warrants so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, shall not exceed the sum of 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the Capitalization Issue and of the [REDACTED].

This mandate does not cover Shares to be allotted, issued or dealt with under a rights issue or scrip dividend scheme or similar arrangements or a specific authority granted by our Shareholders. Such mandate will remain in effect until:

- (i) the conclusion of our next annual general meeting;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Memorandum and Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting,

whichever is the earliest;

- (e) a general unconditional mandate was given to our Directors to exercise all powers of our Company to repurchase Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal value of the share capital of our Company in issue immediately following completion of the Capitalization Issue and the [REDACTED].

This mandate only relates to repurchase made 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) and which are in accordance with all applicable laws and regulations. Such mandate will remain in effect until:

- (i) the conclusion of our next annual general meeting; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held under any applicable laws or the Memorandum and Articles of Association; or
- (iii) it is varied or revoked by an ordinary resolution of our Shareholders at a general meeting,

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whichever is the earliest; and

- (f) the general unconditional mandate as mentioned in paragraph (d) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to repurchase Shares referred to in paragraph (e) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the Capitalization Issue and the [REDACTED]).

**4. Corporate reorganization**

The companies comprising our Group underwent the Reorganization in preparation for the [REDACTED]. For further details, see the section headed “History, Reorganization and Corporate Structure – Reorganization.”

**5. Changes in the share capital of our subsidiaries**

A summary of the corporate information and the particulars of our subsidiaries are set out in the Appendix I to this document.

Save as disclosed below, there has been no alteration in the share capital or the registered capital of any of our subsidiaries within the two years immediately preceding the date of this document:

***Huzhou Zibuyu***

On December 10, 2020, Huzhou Zibuyu was established in the PRC with a registered capital of RMB3,000,000.

On August 2, 2021, the registered capital of Huzhou Zibuyu was increased from RMB3,000,000 to RMB5,000,000.

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### *Dongguan Zibuyu*

On April 27, 2021, Dongguan Zibuyu was established in the PRC with a registered capital of RMB3,000,000.

### *Guangzhou Xingzezhi*

On July 28, 2021, Guangzhou Xingzezhi was established in the PRC with a registered capital of RMB1,000,000.

### *Shenzhen Zibuyu*

On December 22, 2021, Shenzhen Zibuyu was established in the PRC with a registered capital of RMB1,000,000.

### *Hangzhou Xingzezhi E-Commerce*

On March 16, 2022, Hangzhou Xingzezhi E-Commerce was established in the PRC with a registered capital of RMB5,000,000.

### *Xiamen Zibuyu*

On May 17, 2022, Xiamen Zibuyu was established in the PRC with a registered capital of RMB1,000,000.

## 6. Repurchase of Shares by our Company

### *(a) Provisions of the Listing Rules*

The Listing Rules permit companies whose primary listings are on the Main Board of the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarized below:

#### *(i) Shareholders' approval*

All proposed repurchases of securities on the Stock Exchange by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to the resolutions in writing of all our Shareholders passed on [●], a general unconditional mandate (the “**Repurchase Mandate**”) was granted to our Directors authorizing the repurchase by our Company on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, of Shares with an aggregate nominal value not exceeding 10% of the aggregate nominal amount of the share capital of our Company in issue and to be issued immediately following the completion of the Capitalization Issue and the [REDACTED], at any time until the conclusion of the next annual general meeting of our Company, the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Memorandum and Articles of Association to be held or when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

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### *(ii) Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the 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 as amended from time to time.

### *(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 nominal value of the company's shares in issue on the date the repurchase mandate is granted. A listed company may not issue or announce a proposed issue of new securities 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 preceding trading days on which its shares were traded on the Stock Exchange.

The Listing Rules also prohibit a listed company from repurchasing its securities on the Stock Exchange if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

A listed company is required to procure that the broker appointed by it to affect a repurchase of securities disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the listed company as the Stock Exchange may require.

### *(iv) Status of repurchased securities*

A listed company may not make any repurchase of securities 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 (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 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 (b) the deadline for a listed company to announce its 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 ending on the date of the results announcement, the listed company may not repurchase its securities on the Stock Exchange other than in exceptional circumstances.

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*(v) Reporting requirements*

Certain information relating to repurchases of securities 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 securities made during the year reviewed, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.

*(vi) 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 respective close associates and a core connected person is prohibited from knowingly selling his securities to the company, on the Stock Exchange.

***(b) Reasons for repurchases***

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to receive the general authority from our Shareholders to repurchase Shares in the market. Repurchases of Shares will only be made when our Directors believe that such repurchases will be in the interest of our Company and our Shareholders. Such repurchases may, depending on market conditions, funding arrangements and other circumstances at the time, lead to an enhancement of the net value of our Company and its assets and/or its earnings per Share.

***(c) Funding of repurchases***

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles of Association and the applicable laws of the Cayman Islands.

Any payment for the repurchase of Shares will be drawn from the profits or share premium of our Company or from the proceeds of a fresh issue of shares made for the purpose of the repurchase or, if authorized by the Memorandum and Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, if authorized by the Memorandum and Articles of Association and subject to the Companies Act of the Cayman Islands, out of capital.



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Our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, under the circumstances, have a material adverse effect in the opinion of our Directors on the working capital requirements of our Company or its gearing levels. However, there might be a material adverse impact on the working capital or gearing position of our Company as compared with the position disclosed in this document in the event that the Repurchase Mandate is exercised in full.

### *(d) Share capital*

Exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately after the [REDACTED] of the Shares, could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period until:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Memorandum and Articles of Association to be held; or
- (iii) the date on which the Repurchase Mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting,

whichever occurs first.

### *(e) General*

None of our Directors or, to the best of their knowledge, having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to our Company or our subsidiaries.

Our 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.

No core connected person (as defined in the Listing Rules) of our Company has notified our Company that he/she or it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If as a result of a securities repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purpose of the Hong Kong Code on Takeovers and Mergers (the "Code"). Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of the increase of our Shareholders' interest, could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Code as a result. Save as aforesaid, our Directors are not aware of any consequences which may arise under



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the Code if the Repurchase Mandate is exercised. Any repurchase of Shares which results in the number of Shares held by the public being reduced to less than 25% of our Shares then in issue could only be implemented with the approval of the Stock Exchange 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. No core connected person (as defined in the Listing Rules) of our Company has notified our Company that he/she or it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of our business) have been entered into by us within the two years preceding the date of this document and are or may be material:

- (a) a share transfer agreement dated May 24, 2021 entered into by and among Xringirl Limited, Also Jun Limited, Alitti Limited and Calor Capital (BVI) Limited, pursuant to which Xringirl Limited, Also Jun Limited, Alitti Limited agreed to transfer 18,000, 16,000 and 16,000 Shares to Calor Capital (BVI) Limited at an consideration of US\$3,600,000, US\$3,200,000 and US\$3,200,000, respectively;
- (b) an investment agreement dated May 25, 2021 entered into by and among Calor Capital (BVI) Limited, the Company, Hua Bingru (華丙如), Yu Feng (余風), Wang Shijian (王詩劍), Rao Xingxing (饒興星), Wang Weiping (汪衛平), Dong Zhenguo (董振國), Wang Bin (汪賓), Hua Hui (華慧), TONGMINGYUN ONE LIMITED, Hyufeng Limited, Xringirl Limited, Also Jun Limited, Alitti Limited, Rocubabe Limited, Virtual Particle Limited, Gpxxxx Limited, Greenxin Limited, TONGMINGYUN TWO LIMITED, TONGMINGYUN THREE LIMITED and ZHONGYAO LIMITED, pursuant to which Calor Capital (BVI) Limited agreed to subscribe for 44,000 preferred Shares at a consideration of US\$11,000,000;
- (c) an investment agreement dated May 28, 2021 entered into by and among Aloe Tower Limited, Calor Capital (BVI) Limited, the Company, Hua Bingru (華丙如), Yu Feng (余風), Wang Shijian (王詩劍), Rao Xingxing (饒興星), Wang Weiping (汪衛平), Dong Zhenguo (董振國), Wang Bin (汪賓), Hua Hui (華慧), TONGMINGYUN ONE LIMITED, Hyufeng Limited, Xringirl Limited, Also Jun Limited, Alitti Limited, Rocubabe Limited, Virtual Particle Limited, Gpxxxx Limited, Greenxin Limited, TONGMINGYUN TWO LIMITED, TONGMINGYUN THREE LIMITED and ZHONGYAO LIMITED, pursuant to which Aloe Tower Limited agreed to subscribe for 20,000 preferred Shares at a consideration of US\$5,000,000; and
- (d) the [REDACTED].

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**2. Intellectual property rights of our Group**

**Trademarks**

*(a) Trademarks for which registration has been granted*

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

No.	Trademark	Place of registration	Registration number	Registered owner	Class	Registration date	Expiry date
1.	Karlywindow	PRC	27270918	Zhejiang Zibuyu	25	October 28, 2018	October 27, 2028
2.	Karlywindow	PRC	27270544	Zhejiang Zibuyu	35	October 28, 2018	October 27, 2028
3.		PRC	26692511	Zhejiang Zibuyu	3	October 21, 2018	October 20, 2028
4.		PRC	26692500	Zhejiang Zibuyu	42	October 21, 2018	October 20, 2028
5.		PRC	26690774	Zhejiang Zibuyu	39	October 21, 2018	October 20, 2028
6.		PRC	26687683	Zhejiang Zibuyu	41	October 21, 2018	October 20, 2028
7.		PRC	26687636	Zhejiang Zibuyu	9	October 21, 2018	October 20, 2028
8.		PRC	26681923	Zhejiang Zibuyu	14	October 21, 2018	October 20, 2028
9.		PRC	26673902	Zhejiang Zibuyu	35	December 7, 2018	December 6, 2028
10.		PRC	26670170	Zhejiang Zibuyu	18	October 21, 2018	October 20, 2028
11.	西贝尔 SIEBEL	PRC	4903939	Zhejiang Zibuyu	25	June 28, 2019	June 27, 2029
12.		PRC	9436478	Zhejiang Zibuyu	25	November 28, 2012	November 27, 2022
13.	哒唛喵	PRC	26690596	Hangzhou Junbuqi	41	October 14, 2018	October 13, 2028
14.	ZIBUYU	HK	305588777	Zhejiang Zibuyu	35, 42	April 9, 2021	April 8, 2031

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*Patents*

(a) *Patents for which registration has been applied for*

As of the Latest Practicable Date, we have applied for the registration of the following patents which we consider to be or may be material to our business:

<b>No.</b>	<b>Patent</b>	<b>Applicant</b>	<b>Class of Patent</b>	<b>Patent Number</b>	<b>Application Date</b>
1.	A FBA headway management and freight calculation system	Zhejiang Zibuyu	Invention patent	2019106565855	July 19, 2019
2.	An inventory pre-occupancy and management system	Zhejiang Zibuyu	Invention patent	2019106484699	July 18, 2019
3.	A publication collection system	Zhejiang Zibuyu	Invention patent	2019106484701	July 18, 2019
4.	A sales-based procurement management system	Zhejiang Zibuyu	Invention patent	201910648481X	July 18, 2019
5.	A 1688 mobile application collection system	Zhejiang Zibuyu	Invention patent	2019106484824	July 18, 2019
6.	A mobile application reporting system	Zhejiang Zibuyu	Invention patent	2019106486213	July 18, 2019
7.	An automatic order dispatching system based on logistics model	Zhejiang Zibuyu	Invention patent	2019106486228	July 18, 2019
8.	A GMS commodity management system	Zhejiang Zibuyu	Invention patent	2019106486232	July 18, 2019
9.	Product batch management system	Zhejiang Zibuyu	Invention patent	2020116453346	December 31, 2020
10.	Multi-platform based order interaction management system	Zhejiang Zibuyu	Invention patent	2020116293741	December 31, 2020
11.	Performance management system	Zhejiang Zibuyu	Invention patent	202011629378X	December 31, 2020
12.	Standard price management system	Zhejiang Zibuyu	Invention patent	2020116293794	December 31, 2020
13.	Logistics pre-registration information management system	Zhejiang Zibuyu	Invention patent	2020116292679	December 31, 2020
14.	Traffic monitoring system	Zhejiang Zibuyu	Invention patent	202011629346X	December 31, 2020

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<b>No.</b>	<b>Patent</b>	<b>Applicant</b>	<b>Class of Patent</b>	<b>Patent Number</b>	<b>Application Date</b>
15.	Multi-platform based inventory scrapping business system	Zhejiang Zibuyu	Invention patent	2020116300482	December 31, 2020
16.	Wish platform product management system	Zhejiang Zibuyu	Invention patent	2020116233492	December 31, 2020
17.	A trading platform click farming detection system	Zhejiang Zibuyu	Invention patent	2020116293192	December 31, 2020

***Copyrights***

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

<b>No.</b>	<b>Copyright</b>	<b>Registration number</b>	<b>Registered owner</b>	<b>Place of registration</b>	<b>Registration date</b>
1.	Zibuyu business intelligence reporting software V2.0	2020SR1040341	Zhejiang Zibuyu	PRC	September 3, 2020
2.	Logistics cost model-based logistics method recommendation and cost calculation and logistics tracking system V1.0	2020SR0676771	Zhejiang Zibuyu	PRC	June 24, 2020
3.	Multi-platform based commodity management system V1.0	2020SR0676791	Zhejiang Zibuyu	PRC	June 24, 2020
4.	Sales-based procurement system based on inventory management V1.0	2020SR0676758	Zhejiang Zibuyu	PRC	June 24, 2020
5.	Inventory pre-occupancy and management system V1.0	2020SR0676778	Zhejiang Zibuyu	PRC	June 24, 2020
6.	Automatic order dispatching system based on logistics model V1.0	2020SR0676764	Zhejiang Zibuyu	PRC	June 24, 2020
7.	Sales order reshipping management system V1.0	2020SR0676785	Zhejiang Zibuyu	PRC	June 24, 2020
8.	Wish product listing system V1.0	2020SR0586177	Zhejiang Zibuyu	PRC	June 8, 2020
9.	1688 product collection software based on web crawler technology V1.0	2020SR0586185	Zhejiang Zibuyu	PRC	June 8, 2020

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<b>No.</b>	<b>Copyright</b>	<b>Registration number</b>	<b>Registered owner</b>	<b>Place of registration</b>	<b>Registration date</b>
10.	Blacklist management system for anti-phishing addresses V1.0	2020SR0586193	Zhejiang Zibuyu	PRC	June 8, 2020
11.	Mobile application for warehouse operation system V1.0	2019SR0679638	Zhejiang Zibuyu	PRC	July 2, 2019
12.	In-transit inventory management system V1.0	2019SR0671927	Zhejiang Zibuyu	PRC	July 1, 2019
13.	Sampling management system for apparel industry V1.0	2019SR0671820	Zhejiang Zibuyu	PRC	July 1, 2019
14.	Multi-platform international product return management system V1.0	2019SR0670971	Zhejiang Zibuyu	PRC	July 1, 2019
15.	Quality control management system V1.0	2019SR0672325	Zhejiang Zibuyu	PRC	July 1, 2019
16.	Enterprise bookkeeping system V1.0.41	2019SR0671803	Zhejiang Zibuyu	PRC	July 1, 2019
17.	SCM supply chain management system V1.0	2019SR0674720	Zhejiang Zibuyu	PRC	July 1, 2019
18.	FBA inventory management system based on multi-platform integration V1.0.41	2019SR0671812	Zhejiang Zibuyu	PRC	July 1, 2019
19.	Warehouse management system based on mobile application technology V1.0	2019SR0674501	Zhejiang Zibuyu	PRC	July 1, 2019
20.	Product department reporting system V1.0.41	2019SR0671822	Zhejiang Zibuyu	PRC	July 1, 2019
21.	Inventory management system V1.0	2018SR283656	Zhejiang Zibuyu	PRC	April 26, 2018
22.	Intelligent logistics management system based on configurable strategy V1.0	2018SR285743	Zhejiang Zibuyu	PRC	April 26, 2018
23.	Logistics cost management system V1.0	2018SR285516	Zhejiang Zibuyu	PRC	April 26, 2018
24.	Wish order interaction system V1.0	2018SR283669	Zhejiang Zibuyu	PRC	April 26, 2018
25.	Sales order management system V1.0	2018SR285638	Zhejiang Zibuyu	PRC	April 26, 2018
26.	Wish data analysis system V1.0	2018SR285775	Zhejiang Zibuyu	PRC	April 26, 2018

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27.	Procurement management system V1.0	2018SR285577	Zhejiang Zibuyu	PRC	April 26, 2018
28.	Master data management system V1.0	2018SR285739	Zhejiang Zibuyu	PRC	April 26, 2018
29.	Product data management system V1.0	2018SR285511	Zhejiang Zibuyu	PRC	April 26, 2018
30.	Amazon order interaction system V1.0	2018SR285586	Zhejiang Zibuyu	PRC	April 26, 2018
31.	Management tool suite software V1.0	2018SR283625	Zhejiang Zibuyu	PRC	April 26, 2018
32.	Apparel production management system V1.0	2018SR284102	Zhejiang Zibuyu	PRC	April 26, 2018
33.	Warehouse management system V1.0	2018SR283663	Zhejiang Zibuyu	PRC	April 26, 2018
34.	Content management system V1.0	2018SR284071	Zhejiang Zibuyu	PRC	April 26, 2018
35.	Procurement and sourcing management system V1.0	2018SR285793	Zhejiang Zibuyu	PRC	April 26, 2018
36.	GMS goods management system V1.0	2020SR1795208	Hangzhou Xingzezhi	PRC	December 11, 2020
37.	Automatic advertisement placement system V1.0	2020SR1776767	Hangzhou Xingzezhi	PRC	December 9, 2020
38.	Artificial intelligence assisted product marketing software V1.0	2020SR1776766	Hangzhou Xingzezhi	PRC	December 9, 2020
39.	Stores and products data analysis system V1.0	2020SR1776752	Hangzhou Xingzezhi	PRC	December 9, 2020
40.	Performance management system V1.0	2020SR1776753	Hangzhou Xingzezhi	PRC	December 9, 2020
41.	Research and development software for coupon and marketing systems V1.0	2020SR0377438	Hangzhou Xingzezhi	PRC	April 26, 2020
42.	Research and development software for membership credit system V1.0	2020SR0377037	Hangzhou Xingzezhi	PRC	April 26, 2020
43.	E-commerce system AB Test framework development software V1.0	2020SR0377432	Hangzhou Xingzezhi	PRC	April 26, 2020
44.	Research and development software for cross-border e-commerce community platform V1.0	2020SR0377388	Hangzhou Xingzezhi	PRC	April 26, 2020

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<b>No.</b>	<b>Copyright</b>	<b>Registration number</b>	<b>Registered owner</b>	<b>Place of registration</b>	<b>Registration date</b>
45.	Greatmola multi-shop cross-border e-commerce backend management system V1.0	2019SR1418830	Hangzhou Xingzezhi	PRC	December 24, 2019
46.	Jolimall e-commerce platform H5 application V1.0	2019SR1417180	Hangzhou Xingzezhi	PRC	December 24, 2019
47.	Jolimall e-commerce platform Android application V1.0	2019SR1418818	Hangzhou Xingzezhi	PRC	December 24, 2019
48.	Jolimall e-commerce platform iOS application V1.0	2019SR1418515	Hangzhou Xingzezhi	PRC	December 24, 2019
49.	Chellysun cross-border e-commerce mall iOS platform V1.0	2019SR0422537	Hangzhou Xingzezhi	PRC	May 5, 2019
50.	Chellysun cross-border e-commerce mall H5 platform V1.0	2019SR0422545	Hangzhou Xingzezhi	PRC	May 5, 2019
51.	Chellysun cross-border e-commerce mall Android platform V1.0	2019SR0421023	Hangzhou Xingzezhi	PRC	May 5, 2019
52.	Financial Statement Statistics System	2021SR1911083	Hangzhou Xingzezhi	PRC	November 26, 2021
53.	Intelligent Mail System	2021SR1911098	Hangzhou Xingzezhi	PRC	November 26, 2021
54.	E-commerce source code traceability system	2021SR1911084	Hangzhou Xingzezhi	PRC	November 26, 2021
55.	Station group commodity operation platform	2021SR1908911	Hangzhou Xingzezhi	PRC	November 26, 2021
56.	Budgetmall Brand Mall System	2021SR1909089	Hangzhou Xingzezhi	PRC	November 26, 2021
57.	Tax order management system	2022SR0183454	Zhejiang Zibuyu	PRC	January 28, 2022
58.	EHR Personnel Management System	2022SR0183458	Zhejiang Zibuyu	PRC	January 28, 2022
59.	Supplier Performance Management System	2022SR0188696	Zhejiang Zibuyu	PRC	January 28, 2022
60.	Overseas transit management system based on FBA inventory allocation	2022SR0374577	Zhejiang Zibuyu	PRC	March 22, 2022



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*Domain Names*

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

<u>No.</u>	<u>Domain name</u>	<u>Registrant</u>	<u>Date of registration</u>	<u>Expiry date</u>
1.	hzzibuyu.com	Zhejiang Zibuyu	May 6, 2016	May 6, 2023
2.	zbycorp.com	Zhejiang Zibuyu	August 19, 2016	August 19, 2023
3.	ezibuyu.com	Zhejiang Zibuyu	April 10, 2017	April 10, 2023
4.	xzzcorp.com	Hangzhou Xingzezhi	May 27, 2019	May 27, 2023

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Disclosure of Interest**

*(a) Disclosure of interest – interests and short positions of our Directors and the chief executive of our Company in the Shares, underlying Shares and debentures of our Company and its associated corporations*

Immediately following the completion of the Capitalization Issue and the [REDACTED] (assuming the [REDACTED] is not exercised), the interest or short position of our Directors or chief executives of our Company in the Shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED], will be as follows:

<u>Name of Director/ Chief executive</u>	<u>Nature of interest</u>	<u>Number of Shares</u>	<u>Approximate percentage of shareholding</u>
Mr. Hua <sup>(1)(2)</sup>	Interest in controlled corporations/Interest of spouse/Founder of a discretionary trust	[REDACTED]	[REDACTED]

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<b>Name of Director/ Chief executive</b>	<b>Nature of interest</b>	<b>Number of Shares</b>	<b>Approximate percentage of shareholding</b>
Mr. Wang <sup>(3)</sup>	Interest in controlled corporations/Interest of spouse/Founder of a discretionary trust	[REDACTED]	[REDACTED]%
Mr. Wang Weiping <sup>(4)</sup>	Interest in controlled corporations	[REDACTED]	[REDACTED]%
Mr. Dong Zhenguo <sup>(5)</sup>	Interest in controlled corporations	[REDACTED]	[REDACTED]%
Ms. Hua Hui <sup>(6)</sup>	Interest in controlled corporations	[REDACTED]	[REDACTED]%
Mr. Xu Shijian <sup>(7)</sup>	Interest in controlled corporations	[REDACTED]	[REDACTED]%

*Notes:*

- (1) Mr. Hua is the settlor and appointer of Hone Ru Trust, which is interested in all the issued shares of Hone Ru. TMY ONE is wholly-owned by Gfxtmyun, a wholly owned subsidiary of Hone Ru, which is in turn wholly-owned by Hone Ru Trust. Therefore, Mr. Hua, Hone Ru and Gfxtmyun are deemed to be interested in the Shares directly held by TMY ONE.
- (2) Mr. Hua is the spouse of Ms. Yu and therefore, Mr. Hua and Ms. Yu are deemed to be interested in the Shares interested by each other by virtue of the SFO.
- (3) Mr. Wang Shijian and his spouse, Ms. Rao Xingxing, are the settlors of and appointers of Chichiboy Trust, which is interested in all the issued shares of Chichiboy Holdings Limited. Xringirl is wholly-owned by Chichiboy Holdings Limited, which is in turn wholly-owned by Chichiboy Trust. Therefore, Mr. Wang Shijian, Ms. Rao Xingxing and Chichiboy Holdings Limited are deemed to be interested in the Shares directly held by Xringirl.
- (4) Mr. Wang Weiping is the settlor and appointor of WJunzhe Trust, which is interested in all the issued shares of WJunzhe Limited. Also Jun is wholly owned by WJunzhe Limited, which is in turn wholly owned by WJunzhe Trust. As such, Mr. Wang Weiping is deemed to be interested in the Shares directly held by Also Jun.
- (5) Mr. Dong Zhenguo is the settlor and appointor of Dotti Trust, which is interested in all the issued shares of Dotti Enterprise Limited. Alitti is wholly owned by Dotti Enterprise Limited, which is in turn wholly owned by Dotti Trust. As such, Mr. Dong Zhenguo is deemed to be interested in the Shares directly held by Alitti.
- (6) Virtual Particle is wholly owned by Ms. Hua Hui. As such, Ms. Hua Hui is deemed to be interested in the Shares directly held by Virtual Particle.
- (7) Greenxin is wholly owned by Mr. Xu Shijian. As such, Mr. Xu Shijian is deemed to be interested in the Shares directly held by Greenxin.

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***(b) Disclosure of interest – interests and short positions discloseable under Divisions 2 and 3 of the Part XV of the SFO***

Save as disclosed in the section headed “Substantial Shareholders” of this document, our Directors are not aware of any other person who will, immediately following the completion of the Capitalization Issue and the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in the Shares or underlying Shares of our Company which are required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at the general meetings of our Company.

Save as disclosed in this document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the Capitalization Issue and the [REDACTED], in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company) or had option in respect of such capital.

**2. Particulars of Directors’ service contracts and letters of appointment**

Each of Mr. Hua, Mr. Wang, Mr. Wang Weiping, Mr. Dong Zhenguo and Mr. Xu Shijian, being our executive Directors, has entered into a service contract with our Company, under which they agreed to act as executive Directors for an initial term of three years commencing from the [REDACTED]. The service contracts may be renewed in accordance with our Memorandum and Articles of Association and the applicable laws, rules and regulations.

Ms. Hua Hui, being our non-executive Directors, has entered into a letter of appointment with our Company, under which she agreed to act as non-executive Director for an initial term of three years commencing from the [REDACTED]. The letters of appointment may be renewed in accordance with our Memorandum and Articles of Association and the applicable laws, rules and regulations.

Each of Mr. Yu Kefei, Mr. Shen Tianfeng and Dr. Lau Kin Shing Charles, being our independent non-executive Directors has entered into a letter of appointment with our Company, under which they agreed to act as independent non-executive Director for an initial term of three years from the date of appointment or until the third annual general meeting of the Company since the [REDACTED], whichever ends earlier. The letters of appointment may be renewed in accordance with our Memorandum and Articles of Association and applicable laws, rules and regulations.

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### 3. Directors’ remuneration

The aggregate amounts of remuneration (including fees, salaries, contributions to pension schemes, housing allowances and other allowances and benefits in kind and discretionary bonuses) paid to our Directors for the three years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 were RMB2.6 million, RMB2.2 million, RMB2.5 million and RMB1.4 million, respectively.

None of our Directors has waived or agreed to waive any emoluments for each of the three financial years immediately preceding the issue of this document.

Save as disclosed above, no other payments have been made or are payable for the years ended December 31, 2019, 2020 and 2021 and the six months ended June 30, 2022 by any member of our Group to any of our Directors.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company. No compensation was paid by us to, or receivable by, our Directors, former Directors, or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any members of our Group.

It is estimated that remuneration equivalent to approximately RMB4.0 million in aggregate will be paid to the Directors (inclusive of benefits in kind but exclusive of any discretionary bonuses) by our Company for the year ending December 31, 2022, based on the arrangements currently in force.

### 4. Personal guarantees

Save as disclosed in this document, our Directors have not provided personal guarantees in favour of lenders in connection with banking facilities granted or to be granted to any member of our Group.

### 5. Agency fees or commissions received

Save as disclosed in this document, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this document in connection with the issue or sale of any capital of any member of our Group.

### 6. Disclaimers

Save as disclosed herein:

- (a) none of our Directors or the chief executive of our Company has any interest or short position in the Shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once the Shares are [REDACTED];

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- (b) none of our Directors or any of the experts referred to under "D. Other Information – 8. Qualification of Experts" in this appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors 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;
- (d) none of our Directors has any existing or proposed service contracts 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));
- (e) taking no account of any Shares which may be taken up under the [REDACTED], so far as is known to our Directors or chief executive of our Company, no person (not being a Director or chief executive of our Company) who will, immediately following the completion of the Capitalization Issue and the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or 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; and
- (f) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

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### 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.

#### 2. Indemnities

Mr. Hua and Ms. Yu have entered into a deed of indemnity in favor of our Company (for themselves and as trustee for each of our subsidiaries) to give indemnities in connection with, among other matters, any claims, costs, penalties, fines, damages, losses, fees, expenses and liabilities which may be incurred or suffered by our Group relating to (i) the contributions to various employee benefit plans as described in the section headed “Risk Factors – Risks Relating to Our Business and Industry – Failure to make adequate contributions to various employee benefit plans as required by PRC regulations may subject us to penalties,” and (ii) taxation matters as described in the section headed “Business – Taxation and Related Arrangements.”

#### 3. Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in this document and so far as our Directors are aware, no litigation or claim of material importance (to our Group’s financial condition or results of operation) is pending or threatened against any member of our Group.

#### 4. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the [REDACTED] of the Stock Exchange for the [REDACTED] of, and permission to deal in, the Shares in issue, the Shares to be issued as mentioned in this document.

The Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The sponsor fee payable to Huatai Financial Holdings (Hong Kong) Limited and ABCI Capital Limited by our Company is US\$500,000 and US\$350,000, respectively.

#### 5. Preliminary expenses

The preliminary incurred by our Company amounts to approximately RMB328,994.5.

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**STATUTORY AND GENERAL INFORMATION**

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**6. Promoter**

We do not have any promoter for the purpose of the Listing Rules. 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 promoter in connection with the [REDACTED] and the related transactions described in this document.

**7. Taxation of holders of Shares**

*(a) Hong Kong*

The sale, purchase and transfer of Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.13% of the consideration of or, if higher, of the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

*(b) Cayman Islands*

There is no stamp duty payable in the Cayman Islands on transfers of shares of Cayman Islands companies save for those which hold interests in land in the Cayman Islands.

*(c) Consultation with professional advisors*

Intending holders of the Shares are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the [REDACTED] will accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their subscription for, purchase, holding or disposal of or dealing in the Shares or exercise of any rights attaching to them.



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**8. Qualification of experts**

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

<u>Name</u>	<u>Qualifications</u>
Huatai Financial Holdings (Hong Kong) Limited	Licensed under the SFO to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (asset management) regulated activities as defined under the SFO
ABCI Capital Limited	Licensed under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
PricewaterhouseCoopers	Certified public accountants under Professional Accountants Ordinance (Cap. 50)  Registered Public Interest Entity Auditor under Financial Reporting Council Ordinance (Cap. 588)
Jingtian & Gongcheng	PRC legal advisors to our Company
Harney Westwood & Riegels	Cayman Islands legal advisors to our Company
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant
Peter Chen Law Office	Hong Kong legal advisors to our Company
Nixon Peabody LLP	U.S. legal advisors to our Company
Luther Rechtsanwaltsgesellschaft mbH	German legal advisors to our Company
FIDAL	French legal advisors to our Company
Anderson Mōri & Tomotsune	Japanese legal advisors to our Company
Hogan Lovells	Legal advisors to our Company as to International Sanctions law

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### **9. Consents of experts**

Each of Huatai Financial Holdings (Hong Kong) Limited, ABCI Capital Limited, PricewaterhouseCoopers, Jingtian & Gongcheng, Harney Westwood & Riegels, Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., Peter Chen Law Office, Nixon Peabody LLP, Luther Rechtsanwaltsgesellschaft mbH, FIDAL, Anderson Mōri & Tomotsune and Hogan Lovells has given and has not withdrawn its consent to the issue of this document with the inclusion of its view, report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

### **10. Bilingual document**

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

### **11. Binding effect**

This document shall have the effect, if an application is made in pursuance hereof, 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 so far as applicable.

### **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 our Company or any member of our Group had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any member of our Group;
  - (iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any member of our Group;

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- (b) save as disclosed in this document, no share or loan capital of our Company or any member of our Group had been under option or agreed conditionally or unconditionally to be put under option;
- (c) save as disclosed in this document, there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any member of our Group;
- (d) our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since June 30, 2022 (being the date to which the latest audited combined financial statements of our Group were made up);
- (e) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (f) our principal register of members will be maintained by our principal registrar, [REDACTED], in the Cayman Islands and our Hong Kong register of members will be maintained by our [REDACTED], [REDACTED], in Hong Kong. All transfer and other documents of title of the Shares must be lodged for registration with and registered by our share register in Hong Kong;
- (g) all necessary arrangements have been made to enable the Shares to be admitted to [REDACTED];
- (h) no company within our Group is [REDACTED] on any stock exchange or traded on any trading system at present, and our Group is not seeking or proposing to seek any [REDACTED] of, or permission to deal in, the share or loan capital of our Company on any other stock exchange; and
- (i) there is no arrangement under which future dividends are waived or agreed to be waived.