

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Establishment of Our Company

Our Company was established as joint stock company with limited liability in the PRC on June 23, 2010. Our registered address is at No. 2700 Chuangxin Avenue, Hi-tech Zone, Shushan District, Hefei, Anhui Province, China. We have established a principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong and have been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on November 29, 2021. Ms. Yuen Wing Yan Winnie (袁穎欣) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong.

As our Company was established in the PRC, our corporate structure and the Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of certain aspects of the relevant laws and regulations of the PRC, and a summary of our Articles of Association are set out in the sections headed “Summary of Principal Legal and Regulatory Provisions” in Appendix V and “Summary of the Articles of Association” in Appendix VI to this document, respectively.

2. Changes in the Share Capital of Our Company and Subsidiaries

Please see the section headed “Our History and Development”.

3. The Shareholders’ Resolutions of Our Company

At the extraordinary general meeting of our Company held on October 28, 2021, among other things, the following resolutions were passed by our Shareholders:

- (a) the [REDACTED] and the [REDACTED] has been approved and the Board has been authorized to apply for the [REDACTED] of H Shares on the Stock Exchange as well as to approve matters in relation to the [REDACTED] and the [REDACTED];
- (b) the conversion of an aggregate [REDACTED] Domestic Shares into H Shares upon [REDACTED] and the [REDACTED] by the Company of the H Shares of nominal value of [REDACTED] each up to [REDACTED] H Shares (including [REDACTED] H Shares that may be issued upon the full exercise of the [REDACTED]) in total and such H Shares to be [REDACTED] on the [REDACTED];
- (c) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted, which shall only become effective on the [REDACTED];
- (d) the Board has been authorized to revise and amend the Articles of Association in accordance with laws, regulations, requirements and suggestions of related governmental authorities and regulatory authorities; and

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- (e) the Board has been authorized to (i) draft, revise, sign and submit relevant applications, reports, agreements, contracts, [REDACTED] documents or other materials, in relation to the [REDACTED] and the conversion of Domestic Shares into H Shares, to the CSRC, SFC, the Stock Exchange and the Registrar of Companies in Hong Kong; (ii) complete relevant approvals, registrations, filings, consents, and registrations of non-Hong Kong companies, relevant intellectual properties and document; (iii) sign, execute, revise and complete all necessary documents submitted to relevant governmental authorities, institutions, organizations, and (iv) take appropriate actions in relation to the [REDACTED] and the conversion of Domestic Shares into H Shares.

4. [REDACTED]

We underwent our [REDACTED], details of which are set out in the section headed “Our History and Development – D. Recent Shareholding Changes of Our Company—(b) [REDACTED]” in this document. [As confirmed by our PRC Legal Advisers, we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the [REDACTED].]

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) the subscription agreement (增資協議) dated November 30, 2020 entered into by and among Anhui Province SME Development Fund Co., Ltd.* (安徽省中小企業發展基金有限公司) (“**Anhui SME Fund**”), our Company, all the then shareholders of our Company immediately prior to this investment (including Feng Lei (馮雷) (“**Mr. Feng**”), Du Bing (杜兵) (“**Mr. Du**”), Tianjin Mingyin Enterprise Management Partnership (Limited Partnership)* (天津明印企業管理合夥企業(有限合夥)), Tianjin Huacheng Intelligent Investment Partnership (Limited Partnership)* (天津華成智訊創業投資合夥企業(有限合夥)), Ganzhou Jinxi Investment Partnership (Limited Partnership)* (贛州金羲投資合夥企業(有限合夥)), Jiangsu Gaotou Innovation SME Development Investment Partnership (Limited Partnership)* (江蘇高投創新中小發展創業投資合夥企業(有限合夥)), Wang Tiejun (王鐵軍), Wang Shumei (王樹美), Beijing Time Investment Partnership (Limited Partnership) (北京時間投資合夥企業(有限合夥)), Haitong Unifortune International Leasing Co., Ltd (海通恆運國際租賃有限公司)), Ye Sheng (葉聖), Nanjing Kaiyuan Growth Investment Partnership (Limited Partnership)* (南京凱元成長創業投資合夥企業(有限合夥)), Shenzhen Anpeng Intelligent Investment Fund Enterprise (Limited Partnership)* (深圳安鵬智慧投資基金企業(有限合夥)), Yue Jingzhi (岳晶質), Hengqin Zanlu No. 1 Equity Investment Fund Partnership (Limited Partnership)*

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(橫琴贊路一號股權投資基金企業(有限合夥)), Shanghai Rongchuan Investment Management Center (Limited Partnership) (上海融川投資管理中心(有限合夥)), Chen Ming (陳明), Tianjin Huacheng OLondon Investment Management Partnership (Limited Partnership)* (天津華成歐倫投資管理合夥企業(有限合夥)), Shi Guifang (石桂芳), Huangshan Fengying Equity Investment Fund (Limited Partnership)* (黃山峰盈股權投資基金(有限合夥)), Zhejiang Yanzi Investment Management Co., Ltd.* (浙江顏子投資管理有限公司), Ningbo Yujun Equity Investment Partnership (Limited Partnership)* (寧波與君股權投資合夥企業(有限合夥)), Huiwang (Shanghai) Equity Investment Management Partnership (Limited Partnership)* (輝旺(上海)股權投資管理合夥企業(有限合夥)), Shanghai Yunxin Venture Capital Company Limited* (上海雲鑫創業投資有限公司) (collectively, the “**Then Shareholders**”), Mr. Feng and Mr. Du pursuant to which, among other things, Anhui SME Fund subscribed for additional registered share capital of RMB1,312,855 of our Company at a consideration of RMB50 million;

- (b) the subscription agreement (增資擴股協議) dated December 31, 2020 entered into by and among our Company, CITIC Securities Investment Co., Ltd (中信證券投資有限公司) (the “**CITICS Investment**”), Nanjing Taihua Equity Investment Management Center (Limited Partnership)* (南京泰華股權投資管理中心(有限合夥)) (the “**Nanjing Taihua**”), Anhui Hexin Investment Co., Ltd* (安徽合信投資有限公司) (the “**Anhui Hexin**”), Wenzhou Fangdao Equity Investment Fund Management Partnership (Limited Partnership)* (溫州方道股權投資基金管理合夥企業(有限合夥)) (the “**Wenzhou Fangdao**”), Mr. Feng and Mr. Du, pursuant to which, among other things, CITICS Investment, Nanjing Taihua, Anhui Hexin and Wenzhou Fangdao subscribed for additional registered share capital of RMB787,713, RMB393,856, RMB393,856 and RMB262,571 of our Company, respectively at a consideration of RMB30 million, RMB15 million, RMB15 million and RMB10 million, respectively;
- (c) the subscription agreement (增資協議) dated December 31, 2020 entered into by and among Central Enterprise Rural Industry Investment Fund Co., Ltd* (中央企業貧困地區產業投資基金股份有限公司) (the “**Central Fund**”), our Company, the Then Shareholders, Mr. Feng and Mr. Du, pursuant to which, among other things, Central Fund subscribed for additional share capital of RMB1,181,569 of our Company at a consideration of RMB45 million;
- (d) the subscription agreement (增資擴股協議) dated December 31, 2020 entered into by and among our Company, Hefei New Economy Industry Development Investment Co., Ltd.* (合肥新經濟產業發展投資有限公司) (the “**Hefei New-Econ Co.**”), Mr. Feng, Mr. Du and the Then Shareholders, pursuant to which, among other things, Hefei New-Econ Co. subscribed for additional registered share capital of RMB787,713 of our Company at a consideration of RMB30 million;

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- (e) the subscription agreement (增資擴股協議) dated December 31, 2020 entered into by and among our Company, Anhui Guoyuan II Investment Fund Co., Ltd* (安徽國元種子二期創業投資基金有限公司) (the “**Guoyuan Seed II**”), Mr. Feng and Mr. Du, pursuant to which, among other things, Guoyuan Seed II subscribed for additional share capital of RMB525,142 of our Company at a consideration of RMB20 million;
- (f) the share transfer agreement (股份轉讓協議) dated May 17, 2022 entered into by and between our Company and He Fang (何芳), pursuant to which, among other things, Ms. He Fang transferred and our Company agreed to purchase 1,000,000 shares held by He Fang in Anhui Yuntongda Logistics Technology Co., Ltd* (安徽運通達物流科技有限公司) (the “**Anhui Yuntongda**”), which is equivalent to unpaid registered capital of RMB1,000,000 in Anhui Yuntongda, representing 2% of equity interests in Anhui Yuntongda, at nil consideration;
- (g) the Deed of Indemnity; and
- (h) the [REDACTED].

2. Intellectual Property Rights of the Group

As of the Latest Practicable Date, we have registered or have applied for the registration of the following intellectual property rights which are material in relation to our business.




(a) Trademarks

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

No.	Trademark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
1	五二卡友	16	Company	PRC	34054536	June 14, 2019	June 13, 2029
2	好运宝	42	Company	PRC	12874316	January 7, 2015	January 6, 2025
3	路歌好运宝	43	Company	PRC	32794418	April 28, 2019	April 27, 2029
4	卡友地带	9	Company	PRC	16499317	April 28, 2016	April 27, 2026
5		36	Company	PRC	30079453	March 28, 2019	March 27, 2029

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No.	Trademark	Type and class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
6		37	Company	PRC	20949960	November 28, 2017	November 27, 2027
7	路歌	45	Company	PRC	45783470	February 7, 2021	February 6, 2031
8	路歌快路宝	9	Company	PRC	33831383	June 7, 2019	June 6, 2029
9	路歌快路宝	35	Company	PRC	33820746	May 28, 2019	May 27, 2029
10	路歌管车宝	35	Company	PRC	60490974	May 7, 2022	May 6, 2032
11.....	维天运通	39	Company	PRC	9488181	June 14, 2022	June 13, 2032
12		3	Hefei Huika Auto Service Co., Ltd (合肥惠卡汽車服務有限公司) ("Hefei Huika")	PRC	25787518	August 28, 2018	August 27, 2028
13	卡加	43	Hefei Huika	PRC	25803831	August 28, 2019	August 27, 2029
14	卡加车服	41	Hefei Huika	PRC	52240470	August 21, 2021	August 20, 2031
15	卡加车服	16	Hefei Huika	PRC	52258471	August 21, 2021	August 20, 2031
16	维天运通	16	Company	PRC	56277948	December 14, 2021	December 13, 2031
17	 卡加二手车	9	Hefei Huika	PRC	46051955	November 7, 2021	November 6, 2031
18	卡加养车	16	Hefei Huika	PRC	40535046	April 21, 2021	April 20, 2031
19	卡加优选	16	Hefei Huika	PRC	40519132	March 14, 2021	March 13, 2031
20	路歌新大路	35	Company	PRC	60589694	April 28, 2022	April 27, 2032

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(b) Domain Names

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

No.	Domain name	Registrant	Registration date	Expiry date
1.....	gcb56.com	Company	August 23, 2010	August 23, 2030
2.....	log56.com.cn	Company	September 27, 2017	September 27, 2030
3.....	log56.com	Company	January 16, 2007	January 16, 2030
4.....	kayoudidai.com	Company	July 22, 2016	July 22, 2030
5.....	kayoudidai.cn	Company	July 22, 2016	July 22, 2030
6.....	luge56.com	Company	June 6, 2019	June 6, 2030
7. ...	logory.com	Company	May 11, 2005	May 11, 2031
8.....	anhuiluge.com	Anhui Log	March 16, 2020	March 16, 2030
9.....	anhuiqiantong.com	Anhui Qiantong	June 10, 2019	June 10, 2030
10...	anhuijinwangyuntong.com	Anhui Jinwang Express	June 3, 2019	June 3, 2030
11..	fujianjinwangyuntong.com	Fujian Jinwang Express	June 10, 2019	June 10, 2030
12..	maanshanyunwang.com	Ma'anshan Cloud Net	June 17, 2019	June 17, 2030
13..	hubeiluge.com	Hubei Log	June 18, 2019	June 18, 2030
14..	sichuanquanwangyuntong.com	Sichuan Quanwang Express	June 10, 2019	June 10, 2026
15..	anhuiyuntongda.com	Anhui Yuntongda Logistics Technology Co., Ltd (“Anhui Yuntongda”)	June 3, 2019	June 3, 2030
16..	anqingjinwangyuntong.com	Anqing Jinwang Express Transportation Co., Ltd.* (安慶金網運通運輸有限公司)	June 18, 2019	June 18, 2030
17..	fujianhuilianwuliu.com	Fujian Huilian	June 10, 2019	June 10, 2030
18..	shanxizhongchengkeji.com	Shaanxi Zhongcheng Technology Logistics Co., Ltd.* (陝西眾誠科技物流有限公司)	November 11, 2019	November 11, 2029

(c) Patents

As of the Latest Practicable Date, we have registered the following patents which is material to our business:

No.	Title of patent	Patent type	Registered owner	Place of registration	Patent number	Registration date	Expiry date
1.....	Blockchain Technology-based Method and System for Management of Fourth-party Logistics Information Platform (基於區塊鏈技術的第四方物流信息平台管理方法及系統)	Invention	Company	PRC	ZL201710984559.6	April 9, 2021	October 19, 2037

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No.	Title of patent	Patent type	Registered owner	Place of registration	Patent number	Registration date	Expiry date
2.....	An AR based Order Dispute Handling System for Non-Vehicle Operating Carrier Logistics Platform (一種基於AR的無車承運物流平台訂單糾紛處理系統)	Invention	Company	PRC	ZL201910769808.9	April 29, 2022	August 19, 2039
3.....	An AR based Field Support System for Logistics Platform Drivers and Its Method (一種基於AR的物流平台駕駛員現場支援系統及其方法)	Invention	Company	PRC	ZL201910769864.2	April 29, 2022	August 19, 2039

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:

No.	Title of patent applied	Patent type	Applicant	Application number	Place of application	Application date
1.....	Trusted Logistics Ordering System and Method Based on Blockchain Technology (基於區塊鏈技術的可信物流訂單系統及方法)	Invention	Company	201811532779.6	PRC	April 28, 2019
2.....	A Blockchain Technology-based Integrity Logistics Alliance System and Method (一種基於區塊鏈技術的誠信物流聯盟系統及方法)	Invention	Company	201811534770.9	PRC	May 5, 2019
3.....	A Blockchain Technology-based Method and System for Rural Logistics Services (一種基於區塊鏈技術的農村物流服務方法及系統)	Invention	Company	201811532752.7	PRC	April 28, 2019
4.....	A Blockchain Technology-based System and Method for Accurate Financial Services for Logistics Platforms (一種基於區塊鏈技術的物流平台精準金融服務系統及方法)	Invention	Company	201811532705.2	PRC	April 11, 2019
5.....	A Blockchain-based Method and System for DEFI Trading Market for Options on Logistics Bills Receivable (一種基於區塊鏈的物流應收賬單期權DEFI交易市場方法和系統)	Invention	Company	202010543006.9	PRC	June 15, 2020

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No.	Title of patent applied	Patent type	Applicant	Application number	Place of application	Application date
6.	A Blockchain and IPFS-based Method and System for Disclosure of Logistics Data (一種基於區塊鏈和IPFS的物流資料公示方法及系統)	Invention	Company	202010542270.0	PRC	June 15, 2020
7.	A Blockchain and IPFS-based Method and System for Logistics Documents Archive (基於區塊鏈和星際文件系統的物流單證存檔方法和系統)	Invention	Company	202010542278.7	PRC	June 15, 2020
8.	A Blockchain-based Method and System for Option Transaction of Pending Orders (一種基於區塊鏈的待結算訂單期權交易方法及系統)	Invention	Company	202110931396.1	PRC	August 13, 2021

(d) Copyrights

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

No.	Copyright	Copyright type	Registered owner	Registration number	Place of registration	Registration date
1.	LBS-based Capacity Integration Management System V1.0 (abbreviation: Guanchebao) (基於LBS的運力整合管理系統V1.0(簡稱:管車寶))	Software Copyright (軟件著作權)	Company	2011SR039030	PRC	June 20, 2011
2.	Road Transport Waybill Tracking System V1.0 (abbreviation: Waybill Tracking) (公路運輸運單追蹤系統V1.0(簡稱:運單追蹤))	Software Copyright (軟件著作權)	Company	2011SR039047	PRC	June 20, 2011
3.	Weitian Yuntong Transport Process Exception Monitoring and Alarm System V1.0 (abbreviation: Exception Monitoring System) (維天運通運輸過程異常監控與告警系統V1.0(簡稱:異常監控系統))	Software Copyright (軟件著作權)	Company	2011SR052105	PRC	July 26, 2011

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No.	Copyright	Copyright type	Registered owner	Registration number	Place of registration	Registration date
4.	Weitian Yuntong Android-based Trucker Logistics Management System V1.0 (abbreviation: Haoyunbao) (維天運通基於Android平台的卡車司機物流管理系統V1.0(簡稱:好運寶))	Software Copyright (軟件著作權)	Company	2013SR157864	PRC	December 26, 2013
5.	Logistics Business Process Tracking Management Platform V1.0 (abbreviation: Business Management Platform) (物流業務過程跟蹤管理平臺V1.0(簡稱:業務管理平臺))	Software Copyright (軟件著作權)	Company	2014SR019424	PRC	February 19, 2014
6.	Weitian Yuntong Luge Kayou Zone System (IOS Version) V1.0 (abbreviation: Luge Kayou Zone System (IOS Version)) (維天運通路歌卡友地帶系統(ios版)V1.0(簡稱:路歌卡友地帶系統(IOS版)))	Software Copyright (軟件著作權)	Company	2016SR239805	PRC	August 30, 2016
7.	Weitian Yuntong Luge Kayou Zone System (Android Version) V1.0 (abbreviation: Luge Kayou Zone System (Android Version)) (維天運通路歌卡友地帶系統(Android版)V1.0(簡稱:路歌卡友地帶系統(Android版)))	Software Copyright (軟件著作權)	Company	2016SR239819	PRC	August 30, 2016
8.	Weitian Yuntong Luge Driver Community Branch Management System V1.0 (abbreviation: Luge Branch System) (維天運通路歌司機社區分舵管理系統V1.0(簡稱:路歌分舵系統))	Software Copyright (軟件著作權)	Company	2016SR240631	PRC	August 30, 2016

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No.	Copyright	Copyright type	Registered owner	Registration number	Place of registration	Registration date
9.	Weitian Yuntong Luge Logistics Capacity Direct Procurement System V1.0 (abbreviation: Luge Logistics Capacity Direct Procurement System) (維天運通路歌物流運力直採系統 V1.0(簡稱:路歌運力直採系統))	Software Copyright (軟件著作權)	Company	2016SR241534	PRC	August 30, 2016
10.	Weitian Yuntong Haoyunbao App Software (Android Version) V1.0 (abbreviation: Luge Haoyunbao) (維天運通路歌好運寶app軟件(安卓版)V1.0(簡稱:路歌好運寶))	Software Copyright (軟件著作權)	Company	2018SR742785	PRC	September 13, 2018
11.	Weitian Yuntong Luge Haoyunbao APP Software (IOS Version) V1.0 (abbreviation: Luge Haoyunbao) (維天運通路歌好運寶APP軟件(IOS版)V1.0(簡稱:路歌好運寶))	Software Copyright (軟件著作權)	Company	2018SR742820	PRC	September 13, 2018
12.	Luge Haoyunbao Kayou App Software (Android Version) V2.0 (abbreviation: Haoyunbao Kayou) (路歌好運寶卡友app軟件(安卓版)V2.0(簡稱:好運寶卡友))	Software Copyright (軟件著作權)	Company	2018SR900441	PRC	November 12, 2018
13.	Luge Haoyunbao Kayou App Software (IOS Version) V2.0 (abbreviation: Haoyunbao Kayou) (路歌好運寶卡友app軟件(IOS版)V2.0(簡稱:好運寶卡友))	Software Copyright (軟件著作權)	Company	2018SR900449	PRC	November 12, 2018
14.	Luge Kuailubao App Software (Android Version) V1.0 (abbreviation: Kuailubao) (路歌快路寶app軟件(安卓版)V1.0(簡稱:快路寶))	Software Copyright (軟件著作權)	Company	2018SR962308	PRC	November 30, 2018
15.	Luge Kuailubao App Software (IOS Version) V1.0 (abbreviation: Kuailubao) (路歌快路寶app軟件(IOS版)V1.0(簡稱:快路寶))	Software Copyright (軟件著作權)	Company	2018SR962315	PRC	November 30, 2018

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests of the Directors, Supervisors and the Chief Executive of our Company

Immediately following the completion of the [REDACTED] and the [REDACTED] and without taking into account any H Shares which may be issued pursuant to the exercise of the [REDACTED], the interests or short positions of the Directors, supervisors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company or our 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 interests 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 in that section, or which 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 our Company and the Stock Exchange (for this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the supervisors and the chief executive), once the H Shares are [REDACTED], will be as follows:

(i) Interest in our Company

Name of Director/supervisor	Nature of interest	Immediately following the completion of the [REDACTED] and the [REDACTED]	
		Number of Shares held	Approximate percentage of shareholding interest ⁽¹⁾
Mr. Feng	Beneficial owner/Interest in controlled corporation/Interest of a party to an agreement ⁽²⁾	[REDACTED]	[REDACTED]%
Mr. Du	Beneficial owner and interest in controlled corporation ⁽²⁾	[REDACTED]	[REDACTED]%
Mr. Ye Sheng	Beneficial owner and interest in controlled corporation ⁽³⁾	[REDACTED]	[REDACTED]%
Mr. Fan Hua	Interest in controlled corporation ⁽⁴⁾	[REDACTED]	[REDACTED]%

Notes:

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

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- (2) Immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised), Shanghai Chuyan will directly hold [REDACTED] Shares, representing approximately [REDACTED] of the enlarged registered share capital of our Company. Mr. Feng is the general partner of Shanghai Chuyan and owns 52% of the equity interests of Shanghai Chuyan. Mr. Du is the sole limited partner of Shanghai Chuyan and owns 48% of the equity interests of Shanghai Chuyan. As such, both Mr. Feng and Mr. Du are deemed under the SFO to be interested in the Shares held by Shanghai Chuyan.

By virtue of the Concert Party Agreement entered into by and between Mr. Feng and Mr. Du, Mr. Feng and Mr. Du are deemed under the SFO to be interested in each other's interests in the Shares.

- (3) Mr. Ye Sheng is the general partner of and have full control over Tianjin Mingyin, Tianjin Mingtong, Tianjin Mingyun and Tianjin Mingwei. As such, Mr. Ye Sheng is deemed under the SFO to be interested in the Shares held by Tianjin Mingyin, Tianjin Mingtong, Tianjin Mingyun and Tianjin Mingwei.
- (4) Hainan Fanrong No.2 Investment Center (Limited Partnership)* (海南樊榮二號投資中心(有限合夥)) (“**Fanrong No.2**”) is owned as to (i) 1.0% by Duolinuo (Beijing) Engineering Consultancy Co., Ltd.* (多利諾(北京)工程諮詢有限公司) (as the general partner) which is wholly owned by Mr. Fan Hua, and (ii) 99% by Mr. Fan Hua (as the sole limited partner). As such, Mr. Fan Hua has full control over Fanrong No. 2 and is therefore deemed under the SFO to be interested in the Shares held by Fanrong No.2.
- (5) All interests stated are long positions.

(ii) *Interest in associated corporations of our Company*

Immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised), none of our Directors, supervisors or the chief executive officer of our Company has any interest in associated companies of our Company.

(b) *Interests of the Substantial Shareholders*

Save as disclosed in the section headed “Substantial Shareholders”, immediately following the completion of the [REDACTED] and the [REDACTED] and without taking into account any H Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors, supervisors or chief executive are not aware of any other person (other than a Director, supervisor or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which, once the H Shares are [REDACTED], would fall 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 are, 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 member of the Group:

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(c) Interests in other members of the Group

Save for disclosed in the section headed “Our History and Development” in this document, so far as our Directors are aware, as of the Latest Practicable Date, no other persons (excluding us) are 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.

2. Directors’ and Supervisors’ Service Contracts

Each of our Directors [has entered into] a service contract with our Company on [●], 2022. Pursuant to our Articles of Association, the term of office of the Directors shall be three years. The principal particulars of these service contracts are (a) for a term of three years commencing from their respective effective date of appointment until the day on which the next general meeting of the shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Each of our supervisors [has entered into] a service contract with our Company on [●], 2022 pursuant to Rule 19A.54 and Rule 19A.55 of the Listing Rules, in respect of, among others, compliance with relevant laws, regulations, the Articles of Association and applicable provision on arbitration with our Company.

Save as disclosed above, none of our Directors or supervisors has entered, or has proposed to enter, a service contract with any member of the Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

3. Directors’ and Supervisors’ Remuneration

The aggregate remuneration (including salaries, bonuses, allowances and benefits in kind, pension schemes contributions and social welfare and equity-settled share-based payments expenses) paid to our Directors and supervisors for the three years ended December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022 were approximately RMB2.25 million, RMB3.88 million, RMB6.48 million and RMB7.43 million, respectively, which included the aggregate contributions we paid to pension schemes for our Directors and supervisors in respect of the three years ended December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022 were approximately RMB0.16 million, RMB0.15 million, RMB0.31 million and RMB0.24 million, respectively.

Save as otherwise disclosed in the sub-section headed “Directors, Supervisors and Senior Management – Compensation of Directors, Supervisors and Senior Management” and the above, no other amounts have been paid or are payable by any member of our Group to our Directors and supervisors for the three years December 31, 2019, 2020 and 2021 and the nine months ended September 30, 2022.

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Our independent non-executive Directors have been appointed for a term of three years. The Company intends to pay a director’s fee of RMB180,000 to RMB250,000 per annum to each of the independent non-executive Directors, respectively. Save for the director’s fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding his or her office as an independent non-executive Director.

Under the arrangements currently in force as of the date of this document, the aggregate amount of remuneration payable by our Group to our Directors and supervisors for the year ending December 31, 2022 will be approximately RMB8.52 million. There was no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three financial years immediately preceding the issue of this document.

4. Directors’ Competing Interests

Save as otherwise disclosed in the sub-section headed “Relationship with our Controlling Shareholders—Excluded Business” and sub-section headed “Directors, Supervisors and Senior Management—Directors”, none of our Directors are interested in any business apart from the Group’s business which competes or is likely to compete, directly or indirectly, with the business of the Group.

5. Personal guarantees

Save as otherwise disclosed in the sub-section headed “Relationship with our Controlling Shareholders—Independence from our Controlling Shareholders—Financial Independence”, the Directors and supervisors have not provided personal guarantees in favor of lenders in connection with banking facilities granted to us.

6. Agency fees or commissions received

Save in connection with the [REDACTED], none of our Directors, supervisors, Promoters nor any of the parties listed in the paragraph headed “D. Other Information – 6. Qualification of Experts” in this Appendix had received any commissions, discounts, agency fees, brokerages or other special terms in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries within the two years preceding the date of this document.

7. Related party transactions

During the two years preceding the date of this document, we have engaged in the material related party transaction as described in the Accountants’ Report and the Unaudited Financial Information set out in Appendix I and Appendix II to this document.

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8. Disclaimers

Save as disclosed in this section:

- (a) none of the Directors, supervisors or chief executive of our Company has any interests or short positions in the Shares, underlying Shares and debentures of our Company or our 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 interests or short positions which he is taken or deemed to have taken 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 in that section, 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, in each case once our H Shares are [REDACTED] on the Stock Exchange. For this document, the relevant provisions of the SFO will be interpreted as if they applied to the supervisors;
- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and underlying Shares which would fall 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 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, once our H Shares are [REDACTED] on the Stock Exchange;
- (c) none of the Directors or supervisors nor any of the persons listed in the paragraph headed "D. Other Information – 6. Qualification of Experts" below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (d) none of the Directors nor any of the persons listed in "– D. Other Information – 6. Qualification of Experts" below is materially interested in any contract or arrangement with the Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of the Group as a whole;
- (e) save in connection with [REDACTED], none of our Directors or supervisors nor any of the persons listed in "– D. Other Information – 6. Qualification of Experts" below (i) is interested legally or beneficially in any of our Shares or any share in any of our subsidiaries; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and

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5. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since September 30, 2022 (being the date to which the latest audited consolidated financial statements of the Group were prepared).

6. Qualification of Experts

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

<u>Name</u>	<u>Qualification</u>
Haitong International Capital Limited	Licensed to conduct type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants & Registered Public Interest Entity Auditor
Jingtian & Gongcheng	Legal advisers to the Company as to PRC laws
China Insights Industry Consultancy Limited	Industry Consultant
M&T Lawyers	Tax consultant

7. Consents of Experts

Each of the experts as referred to in the paragraph headed “D. Other Information – 6. Qualifications of Experts” in this Appendix has given and has not withdrawn their consent to the issue of this document with the inclusion of their reports and/or letters and/or legal opinions (as the case may be) and references to their names included in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests 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.

8. Promoters

Our Promoters are Mr. Feng, Mr. Du, Mr. Wang and Mr. Chen. Save as otherwise disclosed in the sub-section headed “Financial Information—Significant Accounting Policies and Estimates—Significant Accounting Policies—Share-based Payments” of and the section headed “Accountants’ Report—8. Directors’, Supervisors’ and Chief Executive’s Remuneration” of Appendix I to 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.

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9. Preliminary Expenses

As of the Latest Practicable Date, we did not incur any material preliminary expenses.

10. Binding Effect

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

11. 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).

12. Miscellaneous

- (a) Save as otherwise disclosed in the sections headed “Our History and Development” and “Financial Information” of and the section headed “Accountants’ Report” of Appendix I to this document, within the two years immediately preceding the date of this document:
 - (i) neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of the Group;
 - (iv) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
 - (v) there is no arrangement under which future dividends are waived or agreed to be waived.

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- (b) Save as otherwise disclosed in this section, none of the persons named in the paragraph headed “D. Other Information – 7. Consents of Experts” in this Appendix is interested beneficially or otherwise in any shares of any member of the Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any securities in any member of the Group;
- (c) Our Directors confirm that:
 - (i) there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document;
 - (ii) there are no bank overdrafts or other similar indebtedness by our Company or any member of our Group;
 - (iii) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group; and
 - (iv) our Company has no outstanding convertible debt securities or debentures.
- (d) No company within our Group is presently [REDACTED] on any stock exchange or traded on any trading system.
- (e) All necessary arrangements have been made to enable the H Shares to be admitted into [REDACTED] for clearing and settlement.
- (f) We currently do not intend to apply for the status of a foreign invested joint stock limited company and do not expect to be subject to the PRC Sino-foreign Joint Venture Law.
- (g) The English version of this document shall prevail over the Chinese version.