

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR COMPANY

#### 1. Incorporation of Our Company

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on November 16, 2020. Our Company has established its principal place in Hong Kong at Room 4009, 40/F, China Resources Building, 26 Harbour Road, Wanchai, Hong Kong and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on August 4, 2021. Our Company has appointed Mr. Yeung Man Simon (楊敏) as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

Since our Company was incorporated in the Cayman Islands, its operations are subject to the Cayman Companies Act and its constitution comprising the Memorandum and the Articles. A summary of various provisions of our Company’s constitution and certain relevant aspects of the Cayman Companies Act is set out in “Appendix III—Summary of the Constitution of our Company and Cayman Islands Companies Act” to this document.

#### 2. Changes in Share Capital of Our Company

As of the date of incorporation of our Company on November 16, 2020, its authorized share capital was HK\$380,000.00 divided into 38,000,000 Shares of HK\$0.01 each. On the date of its incorporation, one Share was allotted and issued to the initial subscriber, an Independent Third Party which was transferred to Zhong An on the same day.

Pursuant to the Reorganization, on December 3, 2020, Zhong An transferred one Share to Zhong An BVI at nominal consideration. Upon completion of such share transfer, our Company was wholly-owned by Zhong An BVI.

Pursuant to the written resolutions of our sole Shareholder passed on April 19, 2022, the authorized share capital of our Company was increased from HK\$380,000 to HK\$10,000,000 by the creation of additional 962,000,000 Shares.

Immediately following completion of the [REDACTED] and the [REDACTED] and without taking into account any Shares which may be issued upon the exercise of the [REDACTED], the issued share capital of our Company will be HK\$[REDACTED] divided into [REDACTED] Shares, all fully paid or credited as fully paid, and [REDACTED] Shares will remain unissued.

Save as disclosed herein and in paragraph headed “—A. Further Information about our Company—5. Reorganization” below in this section, there has been no alteration in the share capital of our Company since its incorporation.

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### 3. Changes in the share capital of our subsidiaries

Our subsidiaries are set out in the Accountants’ Report, the text of which is set out in Appendix I to this document. Save for the subsidiaries mentioned in the Accountants’ Report and in “History, Reorganization and Corporate Structure”, our Company has no other subsidiaries.

On April 9, 2021, the denomination of the registered capital of Zhejiang Runzhou was changed to RMB, following which the registered capital of Zhejiang Runzhou became RMB13.08 million.

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

### 4. Written Resolutions of our sole Shareholder

Pursuant to the written resolutions passed by our sole Shareholder on April 19, 2022 and December 19, 2022, among other matters:

- (a) we approved and adopted the amended and restated Memorandum of Association with immediate effect;
- (b) we approved and conditionally adopted the amended and restated Articles of Association which will become effective upon [REDACTED];
- (c) the authorized share capital of our Company was increased from HK\$380,000 divided into 38,000,000 Shares to HK\$10,000,000 divided into 1,000,000,000 Shares by the creation of an additional 962,000,000 Shares ranking pari passu in all respects with the existing Shares of our Company with immediate effect;
- (d) conditional on (aa) the Listing Committee granting the approval for the [REDACTED] of, and permission to deal in, the Shares in issue and Shares to be issued and allotted pursuant to the [REDACTED] and the [REDACTED] and as mentioned in this document including the Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]; (bb) the [REDACTED] having been duly determined; and (cc) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of such agreement (or any conditions as specified in this document), in each case on or before the dates and times specified in the [REDACTED];

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- (i) the [REDACTED] was approved and our Directors were authorized to issue and allot the [REDACTED] pursuant to the [REDACTED];
- (ii) the [REDACTED] was approved and our Directors were authorized to issue and allot the Shares upon the exercise of the [REDACTED];
- (iii) conditional on the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorized to capitalize HK\$[REDACTED] standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par [REDACTED] Shares [REDACTED] and allotment to holder of Shares whose name appears on the register of members of our Company on the date of passing this resolution;
- (iv) a general unconditional mandate was given to our Directors to issue, allot and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be issued and allotted), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the issue and allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to a specific authority granted by the Shareholders in general meeting, unissued Shares not exceeding the aggregate of 20% of the number of issued Shares immediately following the completion of the [REDACTED] and the [REDACTED] (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever occurs first;
- (v) a general unconditional mandate was given to our Directors authorizing them to exercise all powers of our Company to buy back on the Stock Exchange or any other approved stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as may represent up to 10% of the number of issued Shares immediately following the completion of the [REDACTED] and the [REDACTED] (but taking no account of any Shares which may be issued and allotted pursuant to the exercise of the [REDACTED]), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first; and
- (vi) the general unconditional mandate mentioned in paragraph (iv) above was extended by the addition to the number of issued Shares which may be issued and allotted or agreed conditionally or unconditionally to be issued

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and allotted by our Directors pursuant to such general mandate of such number of Shares representing the total number of issued Shares bought back by our Company pursuant to the mandate to buy back Shares referred to in paragraph (v) above.

### 5. Reorganization

In preparation for the [REDACTED], the companies comprising our Group underwent the Reorganization to rationalize the corporate structure of our Group. For further details, see “History, Reorganization and Corporate Structure—Reorganization” in this document.

### 6. Particulars of our Subsidiaries

Particulars of our subsidiaries are set forth in the Accountants’ Report, the text of which is set forth in Appendix I to this document.

### 7. Buyback by our Company of its own securities

This section includes information required by the Stock Exchange to be included in this document concerning the buyback by our Company of its own securities.

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

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their shares on the Stock Exchange subject to certain restrictions:

##### *(i) Shareholders’ approval*

The Listing Rules provide that all proposed buybacks of shares (which must be fully paid in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

##### *(ii) Source of funds*

Buybacks must be funded out of funds legally available for the purpose in accordance with the Articles and the Cayman Companies Act. A listed company may not buyback its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

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### *(iii) Core connected persons*

The Listing Rules prohibit our Company from knowingly buying back the Shares on the Stock Exchange from a “core connected person,” which includes, a Director, chief executive of our Company or substantial Shareholder or any of the subsidiaries or a close associate of any of them and a core connected person shall not knowingly sell Shares to our Company.

### *(b) Reasons of buybacks*

Our Directors believe that it is in the best interests of our Company and our Shareholders as a whole for our Directors to have a general authority from our Shareholders to enable our Company to buy back Shares in the market. Such buybacks may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of our Group’s net asset value per Share and/or earnings per Share and will only be made when our Directors believe that such buybacks will benefit our Company and our Shareholders.

### *(c) Funding of buybacks*

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

It is presently proposed that any buyback of Shares will be made out of the profits of our Company, the share premium amount of our Company or the proceeds of a fresh issue of Shares made for the purpose of the buyback and, in the case of any premium payable on the purchase over the par value of the Shares to be bought back must be provided for, out of either or both of the profits of our Company or from sums standing to the credit of the share premium account of our Company. Subject to the Cayman Companies Act, any buyback of Shares may also be paid out of capital.

On the basis of the current financial position of our Group as disclosed in this document and taking into account the current working capital position of our Company, our Directors consider that, if the Buyback Mandate were to be exercised

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*Note:* Pursuant to the written resolutions passed by our sole Shareholder on December 19, 2022, a general unconditional mandate (the “**Buyback Mandate**”) was granted to our Directors authorizing the buyback of Shares by our Company on the Stock Exchange, or any other stock exchange on which the securities of our Company may be [REDACTED] and which is recognized by the SFC and the Stock Exchange for this purpose, with the total number of Shares not exceeding 10% of the total number of Shares in issue and to be issued as mentioned herein, 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 an applicable law or the Articles 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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in full, it might not have a material adverse effect on the working capital and/or the gearing position of our Group as compared to the position disclosed in this document. However, our Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Group which, in the opinion of our Directors are from time to time appropriate for our Group.

### *(d) Share capital*

The exercise in full of the Buyback Mandate, on the basis of [REDACTED] Shares in issue immediately after the [REDACTED] (but not taking into account of our Shares which may be issued pursuant to the exercise of the [REDACTED]), would result in up to [REDACTED] Shares being bought back 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 the Articles or any applicable laws to be held; or
- (iii) the date on which the Buyback Mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting, whichever occurs first.

### *(e) General*

None of our Directors nor, to the best of their knowledge, information and belief and having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention if the Buyback Mandate is exercised to sell any Share(s) 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 Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

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If as a result of a buyback of Shares pursuant to the Buyback Mandate, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders’ interest, could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. Our Directors are not aware of any other consequences that would arise under the Takeovers Code if the Buyback Mandate is exercised.

If the Buyback Mandate is fully exercised immediately following completion of the [REDACTED] and the [REDACTED] (but not taking into account our Shares which may be issued pursuant to the exercise of the [REDACTED]), the total number of Shares which will be bought back pursuant to the Buyback Mandate will be [REDACTED] Shares, being 10% of the total number of Shares based on the aforesaid assumptions. Any buyback of Shares which results in the number of Shares held by the public being reduced to less than the prescribed minimum percentage 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 float under Rule 8.08 of the Listing Rules. However, our Directors have no present intention to exercise the Buyback Mandate to such an extent as would result in an insufficient public float as prescribed under the Listing Rules. Our Directors will not exercise the Buyback Mandate if the buyback would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

No core connected person of our Company has notified our Group that he/she/it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Buyback Mandate is exercised.

### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. Summary of Material Contracts

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

- (a) the equity transfer agreement (股權轉讓協議) dated May 31, 2021 entered into between Zhong An Service Holding (as transferor) and WFOE (as transferee) and Zhong An Management (as target company), pursuant to which WFOE acquired the entire equity interest of Zhong An Management from Zhong An Service Holding at a consideration of RMB100 million;
- (b) the Deed of Indemnity;



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(c) the Deed of Non-Competition; and










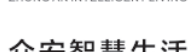



(d) the [REDACTED].

**2. Intellectual Property of our Group**

**(a) Trademarks**

*(i) Trademarks registered*

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

No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
1.		55315072	31	WFOE	PRC	February 7, 2022	February 6, 2032
2.		55316214	30	WFOE	PRC	February 14, 2022	February 13, 2032
3.		55317279	45	WFOE	PRC	February 21, 2022	February 20, 2032
4.		55318517	37	WFOE	PRC	January 28, 2022	January 27, 2032
5.		55316252	11	WFOE	PRC	March 28, 2022	March 27, 2032
6.		55316657	7	WFOE	PRC	April 7, 2022	April 6, 2032
7.		55319692	20	WFOE	PRC	April 7, 2022	April 6, 2032
8.		55322076	29	WFOE	PRC	March 14, 2022	March 13, 2032
9.		55322156	6	WFOE	PRC	March 7, 2022	March 6, 2032
10.		55323112	40	WFOE	PRC	March 7, 2022	March 6, 2032
11.		55321015	39	WFOE	PRC	November 21, 2022	November 20, 2032
12.		55974212	35	WFOE	PRC	February 7, 2022	February 6, 2032
13.		55964325	41	WFOE	PRC	February 7, 2022	February 6, 2032







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No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
14.		55954458	39	WFOE	PRC	February 7, 2022	February 6, 2032
15.		55949596	42	WFOE	PRC	February 7, 2022	February 6, 2032
16.		55943038	37	WFOE	PRC	February 7, 2022	February 6, 2032
17.		55953998	45	WFOE	PRC	April 7, 2022	April 6, 2032
18.		55949536	36	WFOE	PRC	May 28, 2022	May 27, 2032
19.		55320355	35	WFOE	PRC	January 28, 2022	January 27, 2032
20.		55320842	9	WFOE	PRC	March 28, 2022	March 27, 2032

*(ii) Trademarks applications pending*

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






No.	Trademark	Application number	Class	Name of applicant	Place of application	Date of application
1.		55319174	21	WFOE	PRC	April 17, 2021
2.		55316191	36	WFOE	PRC	April 17, 2021
3.		55317781	44	WFOE	PRC	April 17, 2021
4.		55326472	42	WFOE	PRC	April 17, 2021

*(b) Trademarks licensed*

Pursuant to the trademark licensing agreement entered into with Zhejiang Zhong An dated December 14, 2021, we are entitled to use the following trademarks. For details of the trademark licensing agreement, see “Connected Transactions” in this document.



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No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
1.		13281600	29	Zhejiang Zhong An	PRC	January 21, 2015	January 20, 2025
2.		13281713	30	Zhejiang Zhong An	PRC	March 28, 2015	March 27, 2025
3.		13281768	31	Zhejiang Zhong An	PRC	March 28, 2015	March 27, 2025
4.		13281968	36	Zhejiang Zhong An	PRC	January 28, 2015	January 27, 2025
5.		13282322	44	Zhejiang Zhong An	PRC	January 7, 2015	January 6, 2025
6.	众安 ZHONG AN	13352711	20	Zhejiang Zhong An	PRC	January 21, 2015	January 20, 2025
7.	众安 ZHONG AN	13352943	21	Zhejiang Zhong An	PRC	January 28, 2015	January 27, 2025
8.	众安 ZHONG AN	13353017	21	Zhejiang Zhong An	PRC	February 7, 2015	February 6, 2025
9.	众安 ZHONG AN	13353824	21	Zhejiang Zhong An	PRC	January 14, 2015	January 13, 2025
10.	众安 ZHONG AN	13361054	29	Zhejiang Zhong An	PRC	March 7, 2015	March 6, 2025
11.	众安 ZHONG AN	13361080	30	Zhejiang Zhong An	PRC	March 7, 2015	March 6, 2025
12.	众安 ZHONG AN	13361102	30	Zhejiang Zhong An	PRC	March 7, 2015	March 6, 2025
13.	众安 ZHONG AN	13361128	30	Zhejiang Zhong An	PRC	February 7, 2015	February 6, 2025
14.	众安 ZHONG AN	13361163	30	Zhejiang Zhong An	PRC	February 14, 2015	February 13, 2025
15.	众安 ZHONG AN	13366769	37	Zhejiang Zhong An	PRC	January 14, 2015	January 13, 2025

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No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
16.		13367748	40	Zhejiang Zhong An	PRC	January 14, 2015	January 13, 2025
17.		13367914	40	Zhejiang Zhong An	PRC	January 14, 2015	January 13, 2025

*(c) Domain Names*

As of the Latest Practicable Date, we were the registered proprietor of the following domain names:

No.	Registrant	Domain Name	Date of Registration	Expiry Date
1.	WFOE	zazhsh.com	April 2, 2021	April 2, 2024
2.	WFOE	众安智慧生活.com	April 2, 2021	April 2, 2024
3.	WFOE	众安智慧生活服务.com	April 2, 2021	April 2, 2024

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

**1. Directors**

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

Immediately following completion of the [REDACTED] and the [REDACTED] and assuming that the [REDACTED] is not exercised, the interests or short positions of our Directors or chief executives of our Company in the shares, underlying shares and debentures of our Company and its associated corporations of our Company (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 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 our Shares are [REDACTED] will be as follows:

*(i) Interest in our Company*

Name of Director	Nature of Interest	Number of Shares held <sup>(1)</sup>	Approximate percentage of shareholding
Mr. Shi Zhongan (alias Shi Kancheng)	Interest in controlled corporation <sup>(2)</sup>	[REDACTED](L)	[REDACTED]

*Notes:*

- (1) The letter “L” denotes the person’s long position in our Shares.
- (2) These Shares are held by Zhong An BVI which is wholly-owned by Zhong An. Zhong An is owned as to approximately 57.89% by Whole Good, which is directly wholly-owned by Mr. Shi. By virtue of the SFO, Mr. Shi is deemed to be interested in the Shares in which Zhong An BVI is interested.

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

Name of Director	Name of associated corporation	Nature of Interest	As of Latest Practicable Date	
			Number of share(s) held <sup>(1)</sup>	Approximate percentage of shareholding
Mr. Shi Zhongan (alias Shi Kancheng)	Zhong An	Interest in controlled corporation <sup>(2)</sup>	3,262,411,200(L)	57.89%
	China New City	Interest in controlled corporation <sup>(3)</sup>	1,358,859,594(L)	67.58%
	Whole Good	Beneficial owner	1(L)	100%

*Notes:*

- (1) The letter “L” denotes the person’s long position in the shares.
- (2) These shares are held by Whole Good. By virtue of the SFO, Mr. Shi is deemed to be interested in the shares of Zhong An in which Whole Good is interested.
- (3) Among these 1,358,859,594 shares of China New City, 1,327,556,000 shares are held by Ideal World, which is wholly-owned by Zhong An. Zhong An is owned as to approximately 57.89% by Whole Good, which is directly wholly-owned by Mr. Shi. In addition, 31,303,594 Shares are held by Whole Good. By virtue of the SFO, Mr. Shi is deemed to be interested in the shares in which each of Ideal World and Whole Good is interested.

(b) *Particulars of service agreements and letters of appointment*

Each of our executive Directors has entered into a service agreement with our Company for a term of three years commencing from the [REDACTED], which may be terminated by not less than three months’ notice in writing served by either party on the other.

Each of our independent non-executive Directors has entered into a letter of appointment with our Company for a term of three years commencing from the [REDACTED], which may be terminated by not less than one month’s notice in writing served by either party on the other.

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### *(c) Directors’ remuneration*

Each of our executive Directors is entitled to a remuneration and shall be paid on the basis of a twelve-month year. The aggregate remuneration (including salaries, allowances, benefits in kinds, performance related bonuses and pension scheme contributions) paid by our Group to our Directors in respect of the three years ended December 31, 2022 were approximately RMB1.5 million, RMB2.4 million and RMB1.9 million, respectively. For details, please refer to note 7 of the Accountants’ Report set out in Appendix I to this document.

Each of our independent non-executive Directors has been appointed for a term of three years. We intend to pay a director’s fee of RMB300,000 per annum to each of Mr. Chung Chong Sun, Mr. Liang Xinjun and Mr. Chiu Ngam. Save for Directors’ fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding their office as independent non-executive Directors.

Under the arrangement currently in force, the aggregate remuneration, excluding performance related bonus, payable to our Directors for the year ending December 31, 2023 is estimated to be around RMB3.0 million.

## **2. Substantial shareholders**

### *(a) Interests of the substantial Shareholders in the Shares*

Saved as disclosed in “Substantial Shareholders” in this document, so far as our Directors are aware, immediately following the completion of the [REDACTED] and the [REDACTED] assuming that the [REDACTED] is not exercised, no person (other than our Directors and chief executives of our Company) will have an interest and/or short position in our Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or are directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Company.

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### *(b) Interests of the substantial shareholders of other members of our Group*

As of the Latest Practicable Date, so far as our Directors are aware, the following persons (other than our Directors or chief executive of our Company) were interested in 10% or more of the issued voting shares of other members of our Group:

<u>Name of members of our Group</u>	<u>Name of Shareholder</u>	<u>Approximate percentage of interest</u>
Zhejiang Chengcheng	Ms. Bao Liyun (包利雲) <sup>(Note)</sup>	20%
Huaibei Zhonghong	Huaibei Hongqiao Property Service Co., Ltd. (淮北宏橋物業服務有限公司)	10%
Shaoxing Zhongming	Zhejiang Minglan Property Co., Ltd. (浙江明瀾物業有限公司)	43%

*Note:* Ms. Bao held such 20% equity interests on behalf of her husband, Mr. Xu Qunfeng (徐群峰).

### 3. Agency fees or commissions received

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

### 4. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or chief executives of our Company has any interest or short position in our 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 our Shares are **[REDACTED]**;
- (b) none of our Directors or experts referred to “—D. Other Information—7. Qualifications 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;



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- (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 taken as a whole;
- (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) so far as is known to our Directors, no person (other than our Directors or chief executive of our Company) will, immediately following completion of the [REDACTED], have an interest or short position in our 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 issued voting shares of any member of our Group; and
- (f) so far as is known to our Directors, as of the Latest Practicable Date, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

### D. OTHER INFORMATION

#### 1. Tax and Other Indemnities

Our Controlling Shareholders have entered into the Deed of Indemnity with and in favour of our Company (for ourselves and as trustee for each of our subsidiaries) to provide indemnities on a joint and several basis in respect of, among other matters, (i) any liability for estate duty under the Estate Duty Ordinance (Chapter 111 of the Laws of Hong Kong), or legislation similar thereto in Hong Kong or any jurisdictions outside Hong Kong which might be incurred by any member of our Group on or before the [REDACTED]; (ii) any additional demand, late charges or penalties incurred after the [REDACTED] arising from any unreported tax, outstanding tax payment and any other tax liabilities resulting from any breach of applicable laws or regulations in the relevant jurisdiction by any member of our Group on or before the [REDACTED]; and (iii) any claims, penalties or other indebtedness resulting from incidents of non-compliance in relation to, among others, any insufficient contribution to social insurance and housing provident funds during the Track Record Period as disclosed in “Business—Employees—Social Insurance and Housing Provident Fund Contributions” in this document. Zhong An has also undertaken to us that it will indemnify and keep us fully indemnified from any losses arising from or in connection with such remaining liabilities in the event that Yuyao Zhong An and Hangzhou Zhongan Henglong and their relevant immediate holding companies fail to repay such remaining liabilities as disclosed

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in “History, Reorganization and Corporate Structure—Reorganization—6. Demerger of two members of the CNC Group” in this document.

### 2. Litigation

As of the Latest Practicable Date, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group, that would have a material adverse effect on the results of operations or financial condition of the Group.

### 3. Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of HK\$[REDACTED] for acting as the sponsors for the [REDACTED].

The Joint Sponsors have made an application on our Company’s behalf to the Listing Committee for the [REDACTED] of, and [REDACTED] to deal in, all the Shares in issue and to be issued as mentioned in this document.

All necessary arrangements have been made for the Shares to be admitted into [REDACTED].

### 4. Preliminary Expenses

The preliminary expenses by our Company in relation to the incorporation of our Company were approximately US\$3,270.

### 5. Promoters

Our Company has no 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 promoters in connection with the [REDACTED] and the related transactions described in this document.

**6. Taxation of holders of Shares**

*(a) Hong Kong*

The sale, purchase and transfer of Shares registered with our Company's 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%. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax. Estate duty has been abolished in Hong Kong by The Revenue (Abolition of Estate Duty) Ordinance 2005 which came into effect on 11 February 2006.

*(b) Cayman Islands*

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfer of Shares.

*(c) Consultation with professional advisors*

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of 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] can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

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### 7. Qualifications 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>Qualification</u>
China Merchants Securities (HK) Co., Limited	Licensed corporation 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) of the regulated activities under the SFO
Huatai Financial Holdings (Hong Kong) Limited	Licensed corporation 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) of the regulated activities under SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Maples and Calder (Hong Kong) LLP	Cayman Islands attorneys-at-law
Jingtian & Gongcheng	Legal advisor to our Company as to the PRC law
China Index Academy	Industry consultant

### 8. Consents of Experts

Each of the experts above has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears. Each of the experts’ statements has been made on the date of this document and was made by such expert for incorporation in this document.

### 9. Interests of Experts in Our Company

None of the persons named in “—D. Other Information—7. Qualification of Experts” above is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group.

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### 10. 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 (WUMP) Ordinance so far as applicable.

### 11. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
  - (i) save as disclosed in "History, Reorganization and Corporate Structure" in this document, no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (ii) no share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries; and
  - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of its subsidiaries.
- (b) no founders, management or deferred shares of our Company or any of its subsidiaries have been issued or agreed to be issued.
- (c) 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.
- (d) the principal register of members of our Company will be maintained in the Cayman Islands by the [REDACTED] and a branch register of members of our Company will be maintained in Hong Kong by the [REDACTED]. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Company's share register in Hong Kong and may not be lodged in the Cayman Islands.

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- (e) no company within our Group is presently listed on any stock exchange or traded on any trading system.
- (f) our Directors have been advised that, under the Cayman Companies Act, the use of a Chinese name by the Company in conjunction with its English name does not contravene the Cayman Companies Act.
- (g) our Company has no outstanding convertible debt securities or debentures.
- (h) there are no arrangements in existence under which future dividends are to be or agreed to be waived.
- (i) there is no restriction affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong.

**12. Bilingual Document**

The English language and Chinese language versions of this document are being published separately in reliance upon the exemption provided under Section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.