
APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on June 18, 2015 and was converted into a joint stock limited company on June 14, 2022 under the laws of the PRC. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of our Articles of Association is set out in “Appendix III — Summary of Articles of Association” to this document.

Our principal place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on July 6, 2022. Mr. Li Kin Wai has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

2. Changes in the Share Capital of Our Company

On June 14, 2022, our Company was converted into a joint stock company with limited liability and renamed as ImmuneOnco Biopharmaceuticals (Shanghai) Inc. (宜明昂科生物醫藥技術(上海)股份有限公司). As of the Latest Practicable Date, our registered capital was RMB356,092,695 divided into 356,092,695 shares with a nominal value of RMB1.00 each.

Save as disclosed above and in “History, Development and Corporate Structure,” there has been no other alteration in our share capital within two years immediately preceding the date of this document.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 and Note 36 to the Accountants’ Report in Appendix IA to this document.

As disclosed in “History, Development and Corporate Structure”, save for the establishment of ImmuneOnco Hong Kong with the issued share capital of HK\$1 on September 15, 2021 and the establishment of ImmuneOnco Shanghai with the registered capital of RMB10,000,000 on September 28, 2021, there has been no alteration in the share capital of our subsidiaries within two years immediately preceding the date of this document.

4. Resolutions of the Shareholders of our Company

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on June 14, 2022, the following resolutions, among others, were passed by the Shareholders:

- (a) the [REDACTED] of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange;
- (b) the number of H Shares to be [REDACTED] shall not be more than 25% of the total [REDACTED] share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than 15% of the number of H Shares [REDACTED] pursuant to the [REDACTED];
- (c) subject to CSRC’s approval, upon completion of the [REDACTED], 210,485,039 Unlisted Shares held by certain existing Shareholders will be converted into H Shares;

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- (d) subject to the completion of the [REDACTED] and approvals from the CSRC and other relevant PRC authorities for the issuance of H Shares, the granting of a general mandate to the Board to [REDACTED] and [REDACTED] H Shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass a resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes as the Board in their absolute discretion deem fit, provided that, the number of H Shares to be issued shall not exceed 20% of the number of H Shares in issue as at the [REDACTED];
- (e) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities; and
- (f) authorizing our Board to handle all relevant matters relating to, among other things, the implementation of issuance of H Shares and the [REDACTED].

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on June 1, 2023, among other matters, the Articles of Association was further amended, approved and adopted and shall become effective upon the [REDACTED].

5. Restrictions on Repurchase

Please refer to “Appendix III — Summary of Articles of Association” to this document for details of the restrictions on the shares repurchase by our Company.

B. FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of Material Contracts

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

- (a) [REDACTED];
- (b) [REDACTED];

- (c) [REDACTED];

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(d) [REDACTED]; and




(e) [REDACTED]

2. Our Material Intellectual Property Rights

As of the Latest Practicable Date, our Company has registered, or has applied for the registration of the following intellectual property rights which were material to our Group’s business.

(a) Trademarks

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

No.	Trademark	Owner	Registration No.	Place of registration	Class	Expiry date
1	 宜明昂科 ImmuneOnco	Our Company	17611702	PRC	5	May 20, 2027
2	 宜明昂科 ImmuneOnco	Our Company	17611767	PRC	42	May 20, 2027
3	X-TANK	Our Company	18321401	PRC	5	December 20, 2026
4	X-TANK	Our Company	18321441	PRC	42	December 20, 2026
5	 宜明昂科 ImmuneOnco	Our Company	305861962	Hong Kong	5 and 42	January 18, 2032

(b) Patents

For a discussion of the details of the material patents and material patent applications by the Company in connection with our Core Product and pipeline products, see “Business — Intellectual Property.”

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(c) Domain Names

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

No.	Domain name	Registrant	Registration date	Expiry date
1.	immuneonco.com	Our Company	July 23, 2015	July 23, 2025

Save as the above, as of the Latest Practicable Date, there were no other trademarks, patents, intellectual or industrial property rights which were material in relation to our Group’s business.

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

1. Disclosure of Interests

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

Immediately following completion of the [REDACTED] and the conversion of our Unlisted Shares to H Shares (assuming the [REDACTED] is not exercised), the interests and short positions of our Directors, Supervisors and chief executive of our Company in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, in each case once our Shares are [REDACTED] on the Stock Exchange:

Long position in the Shares of our Company

Name of Director/ Supervisor/Chief Executive	Capacity/Nature of interest	Description of Shares ⁽⁴⁾	Number of Shares Held or Interested	Approximate percentage of shareholding in our Unlisted Shares/H shares (as appropriate) ⁽⁴⁾	Approximate percentage of shareholding in the total issued share capital of our Company
Dr. Tian (Chairman of the Board, chief executive officer, chief scientific officer and executive Director) .	Beneficial owner	Unlisted Shares	35,091,495	[REDACTED]%	[REDACTED]%
		H Shares	35,091,495	[REDACTED]%	[REDACTED]%
	Interest in controlled corporations; Interest of spouse ⁽¹⁾	Unlisted Shares	15,178,477	[REDACTED]%	[REDACTED]%
		H Shares	33,178,478	[REDACTED]%	[REDACTED]%
Mr. Yu Zhihua (余治華) (Non-executive Director)	Interest in controlled corporation ⁽²⁾	Unlisted Shares	19,263,240	[REDACTED]%	[REDACTED]%

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Name of Director/ Supervisor/Chief Executive	Capacity/Nature of interest	Description of Shares ⁽⁴⁾	Number of Shares Held or Interested	Approximate percentage of shareholding in our Unlisted Shares/H shares (as appropriate) ⁽⁴⁾	Approximate percentage of shareholding in the total issued share capital of our Company
Mr. Yu Xiaoyong (于晓勇) (Non-executive Director)	Interest in controlled corporations ⁽³⁾	Unlisted Shares	36,780,390	[REDACTED]%	[REDACTED]%
		H Shares	5,554,305	[REDACTED]%	[REDACTED]%

Notes:

- Each of Jiaxing Changxian and Jiaxing Changyu is a limited partnership established in the PRC and is managed by its general partner, Jiaxing Hanning Enterprise Management Co., Ltd. (嘉興翰濤企業管理有限公司), which is in turn ultimately controlled by Dr. Tian. As such, under the SFO, Dr. Tian is deemed to be interested in an aggregate of 15,178,477 Unlisted Shares and 15,178,478 H Shares held by Jiaxing Changxian and Jiaxing Changyu.

Halo Investment II is a limited liability company incorporated under the laws of the BVI, which is wholly owned by Halo LP. The general partner of Halo LP is Halo Biomedical Investment I Limited (“Halo Investment I”). As of the Latest Practicable Date, Dr. Tian was the sole director of Halo Investment I and controlled the voting rights in Halo Investment I pursuant to the voting agreement entered into between Dr. Tian and the sole shareholder of Halo Investment I, and Halo Investment I was accustomed to act in accordance with Dr. Tian’s instruction. For further details of the voting agreement, see “History, Development and Corporate Structure — Employee Shareholding Platforms — Halo Investment II.”

Further, as of the Latest Practicable Date, Ms. Yumei Ding, the spouse of Dr. Tian and a director of our subsidiary, held more than one-third of interests as a limited partner in Halo LP. All limited partners of Halo LP do not have any voting rights in our Company which are resided with the sole director of Halo Investment I being Dr. Tian. As such, under the SFO, Dr. Tian is deemed to be interested in 18,000,000 H Shares held by Halo Investment II as well as Dr. Yumei Ding’s deemed interest in Halo Investment II.

- Lapam Capital is a limited partnership established in the PRC and is managed by its general partner, Tibet Lapam Yijing Venture Capital Center (Limited Partnership) (西藏龍磐怡景創業投資中心(有限合夥)), which is in turn ultimately controlled by Mr. Yu Zhihua (余治華). As such, Mr. Yu is deemed to be interested in 19,263,240 Unlisted Shares held by Lapam Capital under the SFO.
- Each of ZJ Leading Initiating VC and ZJ Leading SiQi VC is a limited partnership established in the PRC and is managed by its general partner. The general partner of ZJ Leading Initiating VC is Shanghai Zhangke Lingyi Enterprise Management Center (Limited Partnership) (上海張科領醫企業管理中心(有限合夥)) and the general partner of ZJ Leading SiQi VC is Jiaxing Linghe Equity Investment L.P. (Limited Partnership) (嘉興領和股權投資合夥企業(有限合夥)), each is ultimately controlled by Mr. Yu Xiaoyong (于晓勇). As such, Mr. Yu is deemed to be interested in 36,780,390 Unlisted Shares and 5,554,305 H Shares held by ZJ Leading Initiating VC and ZJ Leading SiQi VC in aggregate under the SFO.
- For the avoidance of doubt, both Unlisted Shares and H Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares.

(b) Interests of the substantial shareholders in the Shares

Save as disclosed in “Substantial Shareholders,” immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (not being a Director, Supervisor or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

(c) Interests of the substantial shareholders in other members of our Group

So far as our Directors are aware, as of the Latest Practicable Date, no persons were, 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 members of our Group.

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2. Particulars of Directors’ and Supervisors’ Service Contracts

We [have entered] into a service contract with each of our Directors and Supervisors which contains provisions in relation to, among other things, compliance with relevant laws and regulations and observance of the Articles of Association.

The principal particulars of these service contracts are: (a) each of the contracts is for a term of three years following his/her respective effective date of his/her appointment; and (b) each of the contracts is subject to termination in accordance with their respective terms. The contracts may be renewed in accordance with our Articles of Association and the applicable rules.

Save as disclosed in “Directors, Supervisors and Senior Management” and above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors and Supervisors in their respective capacities as Directors or Supervisors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

3. Remuneration of Directors and Supervisors

Save as disclosed in “Directors, Supervisors and Senior Management” and Note 13 to the Accountants’ Report set out in Appendix IA to this document for the two financial years ended December 31, 2021 and 2022 and the four months ended April 30, 2023, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

4. Employee Incentive Plans

The following is a summary of the principal terms of the employee incentive plan I approved and adopted by the management of the Company on January 31, 2021 (the “**Plan I**”) and employee incentive plan II approved and adopted by the Board on December 20, 2021 (the “**Plan II**”), collectively, the “**Employee Incentive Plans**”), respectively. The terms of the Employee Incentive Plans are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Incentive Plans do not involve the grant of options by our Company to subscribe for H Shares after the [REDACTED]. Given the underlying Shares under the Employee Incentive Plans were either transferred by Dr. Tian to or had already been issued by the Company to the relevant Onshore Employee Shareholding Platforms, there will be no dilutive effect to the issued Shares upon the vesting of the awards under the Employee Incentive Plans. In addition, the Company is not expected to be a party to any subsequent dealings by connected grantees in relation to the Shares underlying the awards granted under the Employee Incentive Plans. In the event that any such subsequent dealing constitutes a connected transaction due to particular circumstances, the Company will comply with the applicable requirements under Chapter 14A of the Listing Rules as appropriate.

As of the Latest Practicable Date, Jiaxing Changxian was the Company’s Onshore Employee Shareholding Platform holding the underlying Shares (i.e. 15,501,735 Unlisted Shares) in respect of share awards granted under the Plan I, and Jiaxing Changyu was the Company’s Onshore Employee Shareholding Platform holding the underlying Share in respect of share awards granted under the Plan II (i.e. 14,839,470 Unlisted Shares). For details of Jiaxing Changxian and Jiaxing Changyu, see “History, Development and Corporate Structure — Employee Shareholding Platforms.”

(a) Objectives

The objectives of the Employee Incentive Plans are to further improve the corporate governance of the Company, to build an incentive mechanism for senior management members and core employees, to achieve our strategies and to advance development of the Company.

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(b) Eligibility

Pursuant to the plan documents (the “**Plan Documents**”), participants of the Employee Incentive Plans include our Company’s senior management members, core employees and other talents as approved by the manager of the Employee Incentive Plans, Dr. Tian (the “**Manager**”). The Plan Documents further provided that the following employees or other talents may not be selected as participants to the Employee Incentive Plans (as the case may be):

- Persons who have received administrative penalties from government authorities due to material violation of laws and regulations in the preceding three years;
- Persons who are forbidden to hold the position of director, supervisor or senior management pursuant to the Company Law of the PRC;
- Persons who have breached employment contracts, confidentiality agreements, non-competition agreements or any other agreements entered into with our Company;
- Persons who have seriously violated laws, professional ethics, Articles of Association and the internal policies of our Company, or jeopardized the reputation or interests of the Company or cause severe accidents to the Company due to serious misconduct or gross negligence;
- Persons who have been considered as unqualified by the Company or the Manager during the probation period; or
- Persons who are otherwise not eligible as determined by the Manager or his/her supervisors.

(c) Grant of awards

The general partner of Jiaxing Changxian and Jiaxing Changyu is Jiaxing Hanning Enterprise Management Co., Ltd. (嘉興翰濤企業管理有限公司), which is ultimately controlled by Dr. Tian. Therefore, all management powers and voting rights of Jiaxing Changxian and Jiaxing Changyu reside with Dr. Tian.

All selected participants do not have any direct voting right in our Company. Each selected participants will be granted awards in the form of economic interest in the relevant Onshore Employee Shareholding Platforms as a limited partner. Upon becoming the limited partner of the relevant Onshore Employee Shareholding Platforms, the selected participant indirectly receives economic interest in the number of Shares underlying the award granted to the selected participants held by the relevant Onshore Employee Shareholding Platforms.

As of the Latest Practicable Date, an aggregate of 30,341,205 Unlisted Shares underlying the awards granted under the Employee Incentive Plans had been granted to 29 selected participants (being the individuals who are the limited partners of the Onshore Employee Shareholding Platforms). For further details of the awards granted, see “History, Development and Corporate Structure — Employee Shareholding Platforms.”

(d) Administration

The Manager or the Board retains sole discretion over, among other things, the matters of the Employee Incentive Plans to the extent approved by the shareholders’ meeting (as the case may be) including the implementation, amendment, termination and interpretation of the Employee Incentive Plans, subject to compliance with applicable laws, regulations, rules, requirements of relevant regulatory authorities and the Articles of Association.

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The Employee Incentive Plans are implemented by the office of share incentive comprising three responsible employees appointed by the Manager, subject to the terms of the Employee Incentive Plans and authorization by the Manager and/or the Board, with respect to the matters including (as the case may be):

- the formulation of implement plan of Employee Incentive Plans;
- the management of relevant documents under the Employee Incentive Plans;
- the administration of the general matters of the Employee Incentive Plans;
- the internal coordination with the selected participants; and
- the regular assessment of the selected participants.

(e) Restrictions on transfer

Prior to the [REDACTED], the selected participants may not transfer any or all of his or her interest in the relevant Onshore Employee Shareholding Platforms unless approved by the Manager pursuant to the terms of the Employee Incentive Plans.

After the [REDACTED], in addition to the restrictions under the Employee Incentive Plans, the transfer or sale by selected participants shall be subject to the lock-up requirements under the relevant laws and regulations and the stock exchange rules, or the respective agreements entered into between the Company and the relevant selected participants pursuant to the terms of the Employee Incentive Plans (if applicable).

5. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors, Supervisors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of us or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, 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 us and the Stock Exchange pursuant to Model Code for Securities Transactions by our Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors or Supervisors is aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following completion of the [REDACTED] and conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be [REDACTED] and [REDACTED] pursuant to the exercise of the [REDACTED]), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (c) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group; and

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- (d) save as disclosed in this document, none of our Directors, Supervisors or any of the parties listed in “Qualifications of Experts” of this Appendix is:
 - i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - ii. materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

D. OTHER INFORMATION

1. Estate duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries under the laws of the PRC.

2. Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against any member of our Group, that would have a material adverse effect on our Group’s results of operations or financial condition, taken as a whole.

3. Preliminary expenses

As of the Latest Practicable Date, our Company has not incurred material preliminary expenses.

4. Promoters

The promoters of the Company are all of the 37 then shareholders of our Company as of May 23, 2022 immediately before our conversion into a joint stock limited liability company. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and the related transactions described in this document.

5. Taxation of Holders of H Shares

(a) Hong Kong

The [REDACTED], [REDACTED] and [REDACTED] of H 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 our Shares being sold or transferred.

(b) Consultation with professional advisers

[REDACTED] in the [REDACTED] are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of [REDACTED], [REDACTED], holding or [REDACTED] or [REDACTED] in our H Shares (or exercising rights attached to them). None of us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the

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[REDACTED], the [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the [REDACTED], [REDACTED], holding or [REDACTED], [REDACTED] in or the exercise of any rights in relation to our H Shares.

6. Application for [REDACTED]

[REDACTED]

7. No Material Adverse Change

Our Directors confirm that, up to the date of this document, there has been no material adverse change in the financial or trading position or prospect of our Group since April 30, 2023 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

8. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this document are as follows:

<u>Name</u>	<u>Qualifications</u>
Morgan Stanley Asia Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO
China International Capital Corporation Hong Kong Securities Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants under the Professional Accountants Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under the AFRCO (Cap. 588)
JunHe LLP	PRC Legal Advisor
JunHe LLP	Legal advisor as to intellectual property laws of the PRC
Jun He Law Offices P.C.	Legal advisor as to intellectual property laws of the United States
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to [REDACTED] or to nominate persons to [REDACTED] securities in any member of our Group.

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9. Consents

Each of the experts as referred to “8. Qualifications of Experts” of this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

10. Joint Sponsors’ Independence

Each of the Joint Sponsors satisfies the independence criteria applicable to the sponsor set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, the Joint Sponsors’ fees payable by us to each of the Joint Sponsors in respect of their services as sponsors in connection with the proposed [REDACTED] on the Stock Exchange is US\$500,000.

11. Binding Effect

This document shall have the effect, if an application is made in pursuance of it, 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. Bilingual Document

The English 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).

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13. Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, our Company has not [REDACTED] nor agreed to [REDACTED] any share or loan capital fully or partly paid either for cash or for a consideration other than cash;
- (b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) there are no founder shares, management shares or deferred shares issued by the Group;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) with the two years immediately preceding the date of this document, save in connection with the [REDACTED], no [REDACTED], discount, brokerage or other special term has been granted in connection with the [REDACTED] or [REDACTED] of any capital of our Company;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;
- (g) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;
- (h) our Company is not presently [REDACTED] on any stock exchange or [REDACTED] on any trading system; and
- (i) our Company is a foreign investment joint stock limited company and is subject to the PRC Company Law.