

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

1. Incorporation

Our Company was established as a limited liability company in the PRC on May 3, 2018 and was converted into a joint stock limited company on January 6, 2023 under the laws of the PRC. As of the Latest Practicable Date, the registered capital of the Company was RMB101,474,565. Immediately upon [REDACTED], the ordinary Shares of the Company will be split on a one-for-ten basis, and the nominal value of the Shares will be changed from RMB1.0 each to RMB0.10 each. Immediately after the Share Split, the registered share capital of the Company was RMB101,474,565 with 1,014,745,650 Shares.

Our place of business in Hong Kong is at 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong under the name of Shiyue Daotian Group Co., Ltd. on March 30, 2023. Ms. Oh Sim Yee has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong whose address for service of process is 40/F, Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong.

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in Appendix IV and V, respectively.

2. Changes in Share Capital

On May 3, 2018, our Company was incorporated with a registered capital of RMB50 million.

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

- (a) Pursuant to a capital increase agreement dated October 12, 2022, MIC subscribed for an increased registered capital of RMB2,029,491 with a consideration of RMB285,714,243. As a result, our registered capital was increased to RMB101,474,565 on February 13, 2023. See "History, Development and Corporate Structure – Pre-[REDACTED] Investments"; and
- (b) As approved by our Shareholders' general meeting held on March 30, 2023, immediately upon [REDACTED], the ordinary shares of the Company were split on a one-for-ten basis, and the par value of the Shares was changed from RMB1.00 per Share to RMB0.10 per Share. Immediately after the [REDACTED] (assuming the Share Split is completed and the [REDACTED] option is not exercised), the registered share capital of the Company became RMB101,474,565 divided into 1,014,745,650 Shares of par value RMB0.10 each, all of which were fully paid up.

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

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3. Resolutions of our Shareholders

At the general meeting of the Shareholders held on March 30, 2023, the following resolutions, among other things, were duly passed:

- (a) the issue by the Company of H Shares with a nominal value of RMB0.10 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H shares to be issued shall be no more than [REDACTED], representing approximately [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant of the [REDACTED] in respect of no more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the CSRC's registration, upon completion of the [REDACTED] (assuming the Share Split is completed), 202,892,950 Domestic [REDACTED] Shares will be converted into H Shares on a one-for-one basis;
- (d) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the issue and the [REDACTED] of H Shares on the Hong Kong Stock Exchange; and
- (e) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED].

4. 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 to the Accountants' Report as set out in Appendix I to this document.

The following subsidiaries of the Company were incorporated within two years immediately preceding the date of this document:

- (a) Wuchang City Qiuman Agriculture Co., Ltd., a wholly-owned subsidiary of the Company, was established in Heilongjiang Province, the PRC on January 17, 2022 with the registered capital of RMB5 million; and
- (b) Shiyue Daotian Group (Hong Kong) Co., Limited, a wholly-owned subsidiary of the Company, was established in Hong Kong on July 3, 2023 with the issued share capital of HKD1.

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

- (a) the registered capital of Shenyang Xinchang, a wholly-owned subsidiary of the Company, was increased from RMB30,000,000 to RMB100,000,000 on June 7, 2022 by way of capital injection by the Company;
- (b) the registered capital of Wuchang Caiqiao, a wholly-owned subsidiary of the Company, was increased from RMB70,000,000 to RMB100,000,000 on May 30, 2022 by way of capital injection by the Company;
- (c) the registered capital of Shiyue Daotian Songyuan Agricultural Technology Co., Ltd., a wholly-owned subsidiary of the Company, was increased from RMB20,000,000 to RMB 30,000,000 on June 2, 2022 by way of capital injection by the Company;
- (d) the registered capital of Shiyue Daotian (Aohanqi) Agricultural Technology Co., Ltd., a wholly-owned subsidiary of the Company, was increased from RMB20,000,000 to RMB 30,000,000 on May 27, 2022 by way of capital injection by the Company; and
- (e) the registered capital of Tonghe County Caiqiao Rice Industry Co., Ltd., a wholly-owned subsidiary of the Company, was increased from RMB 10,000,000 to RMB 350,000,000 on June 8, 2022 by way of capital injection by the Company.

Save as set out above, there has been no alteration in the share capital of the subsidiaries of the Company within two years immediately preceding the date of this document.

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) 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) a capital increase agreement (增資協議) dated October 12, 2022, and entered into among the Company, Mr. Wang, Mr. Shu Minghe, Ms. Zhao Shulan, Mr. Zhao Wenchen, Ms. Zhao Shujuan, Ms. Zhao, Shiyue Daotian Enterprise Management, Shiyue Zhongxin and MIC, pursuant to which MIC subscribed for an increased registered capital of RMB2,029,491 in our Company with a consideration of RMB285,714,243 in equivalent U.S. dollars;

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- (b) a Round C shareholders agreement (C輪股東協議) dated October 12, 2022, and entered into among the Company, Mr. Wang, Mr. Shu Minghe, Ms. Zhao Shulan, Mr. Zhao Wenchen, Ms. Zhao Shujuan, Ms. Zhao, Shiyue Daotian Enterprise Management, Shiyue Zhongxin, Generation Sigma HK, MIC, YF Mega Media (HK), Sequoia Capital China Growth, Sequoia Hanchen, CMC October and Ceran Investment;
- (c) the shareholders agreement dated February 28, 2023, and entered into among the Company, Mr. Wang, Mr. Shu Minghe, Ms. Zhao Shulan, Mr. Zhao Wenchen, Ms. Zhao Shujuan, Ms. Zhao, Shiyue Daotian Enterprise Management, Shiyue Zhongxin, Generation Sigma HK, Sequoia Capital China Growth, Sequoia Hanchen, Ceran Investment, YF Mega Media (HK), CMC October and Ceran Investment and MIC, pursuant to which the shareholders of the Company agreed to terminate certain special rights of certain shareholders;
- (d) the [REDACTED]; and
- (e) the [REDACTED].

2. Intellectual Property Rights

(a) Trademarks















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

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
1.		PRC (Hong Kong)	The Company	29/30/31	306015744	July 19, 2032
2.		PRC	Wuchang Caiqiao	29	22322469	January 27, 2028
3.		PRC	Wuchang Caiqiao	29	37591393	September 27, 2030
4.		PRC	Wuchang Caiqiao	30	31702590	March 27, 2029
5.		PRC	Wuchang Caiqiao	30	32834857	October 6, 2029
6.		PRC	Wuchang Caiqiao	30	9889681	October 27, 2032









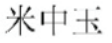




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No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
7.		PRC	Wuchang Caiqiao	31	18784083	February 6, 2027
8.		PRC	Wuchang Caiqiao	29/31	31061901	August 27, 2029
9.		PRC	Wuchang Caiqiao	35	30321964	February 13, 2029
10.		PRC	Wuchang Caiqiao	5/29	32584560	July 13, 2030
11.		PRC	Wuchang Caiqiao	1/5/16/17/21/22/25/29/30/31/32/35/39/40/43	50154449	March 20, 2032
12.		PRC	Wuchang Caiqiao	29/30/31	28135706	May 27, 2029
13.	十月稻田	PRC	Wuchang Caiqiao	29	56468707	April 6, 2032
14.	十月稻田	PRC	Wuchang Caiqiao	30	56175019	February 13, 2032
15.	十月稻田	PRC	Wuchang Caiqiao	30	22364366	January 27, 2028
16.		PRC	Wuchang Caiqiao	29/30/31	60506905	July 27, 2032
17.	SHI YUE DAO TIAN	PRC	Wuchang Caiqiao	29/30/31/35	63819601	October 6, 2032
18.	十月稻田长粒香	PRC	Wuchang Caiqiao	30	17967400	January 6, 2027
19.	十月稻田长粒王	PRC	Wuchang Caiqiao	30	20558720	October 27, 2027
20.	十月稻田稻香米	PRC	Wuchang Caiqiao	30	38511378	November 6, 2030
21.	十月稻田鲜米	PRC	Wuchang Caiqiao	30	22517752	February 13, 2028
22.	十月稻田香稻贡	PRC	Wuchang Caiqiao	30	39383583	May 27, 2030
23.		PRC	Wuchang Caiqiao	30	57344849	April 13, 2032

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No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
24.		PRC	Wuchang Caiqiao	29	19972605	September 20, 2027
25.		PRC	Wuchang Caiqiao	29	62540040	August 27, 2032
26.		PRC	Wuchang Caiqiao	30	9479431	June 6, 2032
27.		PRC	Wuchang Caiqiao	30	31702591	March 27, 2029
28.		PRC	Wuchang Caiqiao	31	30339897	February 13, 2029
29.		PRC	Wuchang Caiqiao	35	30339894	February 13, 2029
30.		PRC	Wuchang Caiqiao	29/30	28135707	February 6, 2029
31.		PRC	Wuchang Caiqiao	29/30/31/32/ 33/35	36649109	May 27, 2031
32.	柴火大院长粒香	PRC	Wuchang Caiqiao	30	19955115	June 27, 2027
33.	柴火大院长粒王	PRC	Wuchang Caiqiao	30/35	28050490	November 20, 2028
34.		PRC	Shenyang Xinchang	29	20352675	August 6, 2027
35.		PRC	Shenyang Xinchang	30	20352810	August 6, 2027
36.		PRC	Shenyang Xinchang	1/5/16/17/ 29/30/31/35	32834853	September 6, 2029
37.		PRC	Wuchang Caiqiao	29/31	36649108	October 6, 2030
38.		PRC	Wuchang Caiqiao	30	15519332	November 27, 2025
39.		PRC	Wuchang Caiqiao	30	31702589	March 27, 2029
40.		PRC	Wuchang Caiqiao	5/29/30/31/35	58685061	February 20, 2032

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No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
41.		PRC	Wuchang Caiqiao	30	59287737	May 13, 2032
42.		PRC	Wuchang Caiqiao	30	6643145	March 27, 2030
43.		PRC	Wuchang Caiqiao	29/31	31061898	April 20, 2029
44.		PRC	Wuchang Caiqiao	30	31702588	June 13, 2029
45.		PRC	Wuchang Caiqiao	30	12577122	October 13, 2024
46.		PRC	Wuchang Caiqiao	30	24168002	May 6, 2028
47.		PRC	Wuchang Caiqiao	30	8588352	August 27, 2031
48.		PRC	Wuchang Caiqiao	30	45386569	December 27, 2030
49.		PRC	Wuchang Caiqiao	29/30/31/35	55388542	November 13, 2031
50.		PRC	Wuchang Caiqiao	30	22518044	February 13, 2028
51.		PRC	The Company	39	23273175	March 13, 2028
52.		PRC	The Company	39	57048187	March 13, 2032
53.		PRC	Wuchang Caiqiao	1/5/29/30/31/ 32/33/35/43	27908301	February 13, 2029

(b) Copyright

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

No.	Copyright	Copyright owner	Registration number	Date of registration
1	Mitata Girls	The Company	2021-F-01234841	February 20, 2021
2	Shiyuedaotian	The Company	2020-F-01109931	September 11, 2020
3	Chaihuodayuan	The Company	2020-F-01109930	September 11, 2020

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No.	Copyright	Copyright owner	Registration number	Date of registration
4	Water Margin Biography	Wuchang Caiqiao	2016-F-00258758	March 25, 2016
5	Chaihuodayuan Graphic Trademark	Wuchang Caiqiao	2019-F-00798508	May 18, 2010
6	Chaihuodayuan Xiangrui Series Packing	Wuchang Caiqiao	2019-F-00908206	October 12, 2018
7	Daodao Image IP	Wuchang Caiqiao	2022-F-10182273	July 14, 2021
8	Brown Bear Laowang Series Cartoon Image	Wuchang Caiqiao	2017-F-00489346	March 6, 2017
9	The Coldest Place	Wuchang Caiqiao	2018-F-00636474	August 9, 2016
10	Daodao Adventure	Wuchang Caiqiao	2018-F-00668666	October 8, 2017
11	Chaihuodayuan	Wuchang Caiqiao	2016-F-00283922	January 8, 2014
12	Shiyuedaotian	Wuchang Caiqiao	2016-F-00283924	January 8, 2014
13	Milling Rice Family	Wuchang Caiqiao	2017-F-00441369	May 23, 2017
14	Fu Character Series Packing	Wuchang Caiqiao	2019-F-00908207	May 26, 2019
15	Packing Bags (Palace Series)	Wuchang Caiqiao	2019-F-00934070	April 22, 2019
16	Chinese Traditional Painting Series	Wuchang Caiqiao	2020-F-01208021	July 17, 2020
17	Ox Heads Series Packing	Wuchang Caiqiao	2019-F-00934069	March 22, 2019
18	Chinese Style Series	Wuchang Caiqiao	2020-F-01208018	June 5, 2020
19	Flowers Series	Wuchang Caiqiao	2020-F-01208020	September 21, 2019
20	Jingcui Series	Wuchang Caiqiao	2020-F-01208019	July 24, 2020
21	Shiyuedaotian Northeast China Great Rice Image Design	Wuchang Caiqiao	2022-F-10182274	February 15, 2022
22	Mitata	Wuchang Caiqiao	2016-F-00283923	January 8, 2014
23	Shiyuedaotian Graphical Trademark	Wuchang Caiqiao	2019-F-00798507	August 25, 2010

(c) Patents

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

No.	Patent Name	Patentee	Place of registration	Patent number	Application date
1.	Packing Bags (Hanluqiuxiang)	Wuchang Caiqiao	PRC	2022300175660	January 7, 2022
2.	Packing Bags (Chaihuo Animal Series)	Wuchang Caiqiao	PRC	202230017568X	January 7, 2022

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No.	Patent Name	Patentee	Place of registration	Patent number	Application date
3.	Rice Packing Bags (060)	Wuchang Caiqiao	PRC	202230017631X	January 7, 2022
4.	Packing Bags (Flowers Series)	Wuchang Caiqiao	PRC	2020306230893	October 16, 2020
5.	Packing Bags (Ox Heads Series)	Wuchang Caiqiao	PRC	2020304812921	August 11, 2020
6.	Packing Bags (Chaihuodayuan Xiangrui Series)	Wuchang Caiqiao	PRC	2019305255354	September 24, 2019
7.	Packing Bags (Palace Series)	Wuchang Caiqiao	PRC	2019305255439	September 24, 2019

3. Domain names

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

No.	Domain names	Obligee	Registration number	Expiration date
1	Shiyuedaotian.Network	The Company	/	December 10, 2025
2	Shiyuedaotian.Corporation	The Company	/	December 10, 2025
3	Shiyuedaotian.China	The Company	/	December 10, 2025
4	Shiyuedaotian.cn	The Company	/	December 10, 2025
5	Shiyuedaotian.cc	The Company	/	December 10, 2025
6	Shiyuedaotian.com	The Company	/	December 10, 2025
7	Shiyuedaotian.net	The Company	/	December 10, 2025
8	Chaihuodayuan.shop	The Company	/	June 15, 2027
9	Chaihuodayuan.Network	The Company	/	December 10, 2025
10	Chaihuodayuan.Corporation	The Company	/	December 10, 2025
11	Chaihuodayuan.China	The Company	/	December 10, 2025
12	Chaihuodayuan.cc	The Company	/	December 10, 2025
13	Chaihuodayuan.com	The Company	/	December 10, 2025
14	Chaihuodayuan.net	The Company	/	December 10, 2025
15	Chaihuodayuan.cn	The Company	/	December 10, 2025
16	Shiyuedaotian.com	Shenyang Xinchang	Liao ICP Filed 19020169-1	April 3 2025

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Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

1. Particulars of the Service Contracts

Pursuant to Rules 19A.54 and 19A.55 of the Hong Kong Listing Rules, we will enter into a contract with each of our Directors and Supervisors in respect of, among other things (i) compliance of relevant laws and regulations, (ii) observance of the Articles of Association, and (iii) provisions on arbitration.

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

2. Directors’ and Supervisors’ Remuneration

For details of the remuneration of Directors and Supervisors, see “Directors, Supervisors and Senior Management – Remuneration of the Directors, Supervisors and Senior Management” and Note 8 to “Appendix I – Accountants’ Report”.

3. Disclosure of interests

(a) *Interests and/or short positions of our Directors, Supervisors or chief executive in the share capital of our Company and its associated corporations following completion of the [REDACTED] (assuming the Share Split is completed)*

Immediately following completion of the [REDACTED] (assuming the Share Split is completed and the [REDACTED] is not exercised), the interests and/or short positions of our Directors, Supervisors and chief executive in our Shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV 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 (including interests and short positions which he/she is 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 recorded 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 Companies contained in the Listing Rules, will be as follows:

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Interest in Shares

Name of Director, Supervisor or Chief Executive	Nature of Interests	Numbers of Shares held or interested	Approximate percentage of Shareholding following the completion of the [REDACTED]	
			Assuming the Share Split is completed and [REDACTED] is not exercised	Assuming the Share Split is completed and [REDACTED] is fully exercised
Mr. Wang ⁽¹⁾⁽²⁾⁽³⁾	Beneficial interest	21,972,365	[REDACTED]%	[REDACTED]%
	Interest in controlled corporation	49,064,831	[REDACTED]%	[REDACTED]%
Ms. Zhao ⁽¹⁾⁽²⁾⁽³⁾	Interest of Spouse and interest in controlled corporation	71,037,196	[REDACTED]%	[REDACTED]%
Mr. Shu Minghe ⁽⁴⁾⁽⁵⁾	Interest in controlled corporation	38,603,676	[REDACTED]%	[REDACTED]%
Ms. Zhao Shulan	Beneficial interest	1,288,334	[REDACTED]%	[REDACTED]%

Notes:

- (1) As of the Latest Practicable Date, Mr. Wang and Ms. Zhao hold 70% and 30% of the equity interest in Shiyue Jinfeng, and Shiyue Jinfeng is the general partner of each of Shiyue Daotian Enterprise Management and Shiyue Zhongxin. Therefore, Mr. Wang and Ms. Zhao are deemed to be interested in the Shares held by each of Shiyue Daotian Enterprise Management and Shiyue Zhongxin in the Company.
- (2) As Ms. Zhao is the spouse of Mr. Wang, therefore, each of Mr. Wang and Ms. Zhao is deemed to be interested in the Shares held by each other under the SFO.
- (3) As of the Latest Practicable Date, Mr. Shu Minghe directly holds approximately 4.37% of the partnership interest in Shiyue Daotian Enterprise Management. In addition, Mr. Shu Minghe holds 100% of the equity interest in Shenyang Shengxin which holds approximately 39.31% of the partnership interest in Shiyue Daotian Enterprise Management. As such, Mr. Shu Minghe, directly and indirectly through Shenyang Shengxin, holds approximately 43.68% of the partnership interest in Shiyue Daotian Enterprise Management. Therefore Mr. Shu Minghe is deemed to be interested in the Shares held by Shiyue Daotian Enterprise Management in the Company under the SFO.

Save as disclosed above, none of the Directors, Supervisors or the chief executive of the Company will, immediately following completion of the [REDACTED], has any interests and/or short positions in the Shares, underlying Shares and debentures of our Company's associated corporations (within the meaning of Part XV 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 (including interests and short positions which he/she is 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 recorded 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 Companies contained in the Listing Rules.

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(b) Interests and short positions disclosable under Divisions 2 and 3 of Part XV of the SFO

For information on the persons who will, immediately following the completion of the [REDACTED], having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group, see the section headed "Substantial Shareholders".

4. Disclaimers

- (a) Save as disclosed in the section headed "History, Development and Corporate Structure," none of the Directors nor any of the experts referred to in "– Other Information – Qualifications and Consents of Experts" below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (b) Save in connection with the [REDACTED], none of the Directors nor any of the experts referred to in "– Other Information – Qualifications and Consents of Experts" below, is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of the Group.
- (c) No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this document to any promoter of the Company nor is any such cash securities or benefit intended to be paid, allotted or given on the basis of the [REDACTED] or related transactions as mentioned.
- (d) Save as disclosed in this document, none of our Directors or their close associates (as defined in the Listing Rules) or the existing Shareholders (who, to the knowledge of our Directors, owns more than 5% of our issued share capital) has any interest in any of the five largest customers or the five largest suppliers of our Group.

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D. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Group.

2. Litigation

So far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an [REDACTED] on our behalf to the [REDACTED] for the [REDACTED] of, and permission to deal in, our Shares in issue, our Shares to be issued pursuant to the [REDACTED] (including any Shares which may fall to be issued pursuant to the exercise of the [REDACTED]).

Each of Morgan Stanley Asia Limited, China International Capital Corporation Hong Kong Securities Limited and China Securities (International) Corporate Finance Company Limited satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, we have agreed to pay each of the Joint Sponsors a fee of US\$500,000 to act as the sponsors of our Company in connection with the proposed [REDACTED] on the Hong Kong Stock Exchange.

4. Qualifications and Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
Morgan Stanley Asia Limited	A 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

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Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) regulated activities under the SFO
China Securities (International) Corporate Finance Company Limited	Licensed corporation under the SFO to conduct type 1 (dealing in securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor Registered in accordance with the Accounting and Financial Reporting Council Ordinance
Commerce & Finance Law Officers	PRC legal adviser
Frost & Sullivan (Beijing) Inc.	Independent industry consultant

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

5. Binding Effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies Ordinance so far as applicable.

6. 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

7. Promoters

The promoters of the Company are:

No.	Name
1.	Shiyue Daotian Enterprise Management
2.	Mr. Wang
3.	Ms. Zhao
4.	Shiyue Zhongxin
5.	Generation Sigma HK
6.	YF Mega Media (HK)
7.	Sequoia Capital China Growth
8.	Sequoia Hanchen
9.	CMC October
10.	Ms. Zhao Shulan
11.	Ceran Investment
12.	MIC

Within the two years immediately preceding the date of this document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

8. Compliance Adviser

Our Company has appointed Gram Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

9. Preliminary Expenses

The Company did not incur material preliminary expenses for the purpose of the Listing Rules.

10. No Material Adverse Change

The Directors confirm that there has been no material change in our financial or trading position since March 31, 2023.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

11. Miscellaneous

- (a) Save as disclosed in "Changes in Share Capital" above, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
 - (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; and
 - (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 our subsidiaries.
- (b) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (c) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
- (d) Save as disclosed in this document, no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.
- (e) Save as disclosed in the paragraph headed "B. Further Information about our Business – 1. Summary of Material Contracts" in this section, none of our Directors or proposed Directors or experts (as named in this document), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group. Save as disclosed in this document, no equity or debt securities of any company within our Group is presently listed on any stock exchange or traded on any trading system nor is any [REDACTED] or permission to deal being or proposed to be sought.
- (f) Our Company has no outstanding convertible debt securities or debentures.
- (g) There is no arrangement under which future dividends are waived or agreed to be waived.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (h) 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.

- (i) We currently do not intend to apply for the status of a Sino-foreign investment joint stock limited company and do not expect to be subject to the PRC Sino-Foreign Joint Venture Law.