

## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

### 1. FURTHER INFORMATION ABOUT OUR GROUP

#### 1.1 Incorporation of our Company

We were incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on October 24, 2019. We have established a principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong, and registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on March 31, 2022 under the same address. Ms. Yin Shan Hui has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong. The address for service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

As we were incorporated in the Cayman Islands, our operations are subject to the Cayman Companies Act as well as the Memorandum of Association and Articles of Association. A summary of the relevant aspects of the Cayman Companies Act and certain provisions of the Memorandum of Association and Articles of Association is set out in "Summary of the Constitution of Our Company and the Company Laws of the Cayman Islands" in Appendix IV to this document.

#### 1.2 Changes in the share capital of our Company

Our Company was incorporated with an authorized share capital of US\$50,000 divided into 5,000,000,000 Ordinary Shares with a par value of US\$0.00001 each.

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

- (a) On September 25, 2021, we issued 7,827,888 Class A Ordinary Shares, each with a par value of US\$0.00001, to Woncher Holding Limited.
- (b) In October 2021, the Company redesignated and reclassified 212,765,236 Class A Ordinary Shares into Series C1 Preferred Shares, and 72,250,382 Class A Ordinary Shares into Series C2 Preferred Shares. On October 29, 2021, we issued an aggregate of 123,058,094 Series C1 Preferred Shares, each with a par value of US\$0.00001, to Deep Red Holdings Limited, TB Racing Rabbits Investment Holdings L.P., Eternal Earn Holding Limited, D1 SPV Master Holdco I (Hong Kong) Limited, D1 SPV Jupiter (Hong Kong) Limited, GCM Grosvenor JT SPV, LLC, AMF-9 Holdings Limited, JNRY III HOLDINGS LIMITED, Jallion Global Limited, Ultra Height Fund L.P., Dahlia Investments Pte. Ltd., SC GGF III Holdco, Ltd., Portland Street Partners Limited and SAI Growth Fund I, LLLP.
- (c) On November 16, 2021, we issued 2,836,870 Series C1 Preferred Shares to LINK Delivery Investment Limited.
- (d) On December 8, 2021, we issued 3,546,087 Series C1 Preferred Shares to Hidden Hill SPV VIII.
- (e) On December 31, 2021, we repurchased an aggregate of 24,440,890 Shares from Topping Summit Limited, Strict Forward Limited, Square Lord Limited, LONG ORIGIN LIMITED, STARLIGHT HERO LIMITED, EASY INNOVATION LIMITED, LONG SHINING LIMITED, Super Explorer Investment Limited, Joyous Sound Limited,

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Ambitious River Limited, Team Spirit Group Limited, Grow Profit Enterprises Limited, Vast Admire Limited, Fast Rabbit Global Limited, Joyous Tempinis Limited, Fast Creative Zone Limited, Jaunty Global Limited, Rhododendron Investment Limited, JNRY III HOLDINGS LIMITED, SC GGF III Holdco, Ltd, Vast Elegance Limited, BLESSED TIGER LIMITED, ZWC JT Investment Limited and XN Origin International Limited.

We issued an aggregate of 29,050,803 Shares, each with a par value of US\$0.00001, to Ultra Height Fund L.P., Speedy Innovation L.P. and Yimeter Holding Limited on the same day.

- (f) On January 19, 2022, we issued 8,510,609 Series C1 Preferred Shares to Parallel Cluster Investment Limited.
- (g) On January 29, 2022, we repurchased an aggregate of 10,394,682 Shares from Topping Summit Limited, Strict Forward Limited, Square Lord Limited, LONG ORIGIN LIMITED, STARLIGHT HERO LIMITED, EASY INNOVATION LIMITED, LONG SHINING LIMITED, Super Explorer Investment Limited, Joyous Sound Limited, Ambitious River Limited, Fast Rabbit Global Limited, Team Spirit Group Limited, Grow Profit Enterprises Limited, Vast Admire Limited, Joyous Tempinis Limited, Fast Creative Zone Limited, Jaunty Global Limited, Rhododendron Investment Limited, JNRY III HOLDINGS LIMITED, SC GGF III Holdco, Ltd, Vast Elegance Limited, BLESSED TIGER LIMITED, ZWC JT Investment Limited and XN Origin International Limited.

We issued 10,394,682 Series C2 Preferred Shares, each with a par value of US\$0.00001, to Tickking Holding Limited on the same day.

- (h) On February 28, 2022, we issued an aggregate of 3,900,696 Series C1 Preferred Shares, each with a par value of US\$0.00001, to Hidden Hill Investment 123 and Tranquility Ventures Limited.
- (i) On March 2, 2022, we repurchased an aggregate of 13,772,356 Shares from Jumping Summit Limited, Strict Forward Limited, Square Lord Limited, LONG ORIGIN LIMITED, STARLIGHT HERO LIMITED, EASY INNOVATION LIMITED, LONG SHINING LIMITED, Super Explorer Investment Limited, Joyous Sound Limited, Ambitious River Limited, Team Spirit Group Limited, Grow Profit Enterprises Limited, Vast Admire Limited, Fast Rabbit Global Limited, Joyous Tempinis Limited, Fast Creative Zone Limited, Jaunty Global Limited, Rhododendron Investment Limited, JNRY III HOLDINGS LIMITED, SC GGF III Holdco, Ltd, Vast Elegance Limited, BLESSED TIGER LIMITED, ZWC JT Investment Limited and XN Origin International Limited. On the same day, 709,217 Series C1 Preferred Shares held by Jallion Global Limited were surrendered and cancelled.

We issued 13,772,356 Series C2 Preferred Shares, each with a par value of US\$0.00001, to Yimeter Holding Limited on the same day.

- (j) On March 3, 2022, we issued 1,060,915 Series C1 Preferred Shares, each with a par value of US\$0.00001, to Hidden Hill Investment 112.
- (k) On March 21, 2022, we issued 614,057 Series C1 Preferred Shares to Ultra Height Fund L.P and 22,287,975 Class A Ordinary Shares each with a par value of US\$0.00001 each to Jumping Summit Limited. The Class A Ordinary Shares issued to Jumping Summit Limited were converted to Class B Ordinary Shares on the same day.

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- (l) On April 8, 2022, we issued 1,474,280 Class A Ordinary Shares to Woncher Holding Limited.
- (m) On August 25, 2022, we repurchased an aggregate of 6,920,379 Shares from Uranus Holding Limited. We completed the issuance of 6,920,379 Series C2 Preferred Shares to Precision World Limited on the same day.
- (n) On September 28, 2022, we issued 38,000,000 Class A Ordinary Shares to NP Investment Platform Limited.
- (o) On September 30, 2022, we repurchased an aggregate of 1,449,568 Shares from Super Explorer Investment Limited, Top Valley Limited, Lead Sky Capital Limited and Constant Power Investment Limited.
- (p) On May 17, 2023, the Company's share capital was reclassified and re-designated as follows: (i) 3,719,302,324 Class A Ordinary Shares of par value of USD0.00001 each; (ii) 195,866,682 Class B Ordinary Shares of par value of USD0.00001 each; (iii) 74,666,665 Series Pre-A1 Preferred Shares of par value of USD0.00001 each; (iv) 54,266,667 Series Pre-A2 Preferred Shares of par value of USD0.00001 each; (v) 269,921,165 Series A Preferred Shares of par value of USD0.00001 each; (vi) 22,462,293 Series B Preferred Shares of par value of USD0.00001 each; (vii) 255,864,131 Series B+ Preferred Shares of par value of USD0.00001 each; (viii) 266,173,696 Series C1 Preferred Shares of par value of USD0.00001 each; (ix) 115,332,586 Series C2 Preferred Shares of par value of USD0.00001 each; and (x) 26,143,791 Series D Preferred Shares of par value of USD0.00001 each.
- (q) On May 17, 2023, we issued: (i) 24,557,934 Class B Ordinary Shares to Jumping Summit Limited; (ii) 261,438 Class A Ordinary Shares to Woncher Holding Limited; (iii) an aggregate of 118,745,672 Series C1 Preferred Shares to Deep Red Holdings Limited, TB RACING RABBITS INVESTMENTS HOLDINGS L.P., Eternal Earn Holding Limited, D1 SPV Master Holdco I (Hong Kong) Limited, D1 SPV Jupiter (Hong Kong) Limited, GCM Grosvenor JT SPV, LLC, AMF-9 Holdings Limited, JNRY III HOLDINGS LIMITED, Jallion Global Limited, Ultra Height Fund L.P., DAHLIA INVESTMENTS PTE. LTD., SC GGF III Holdco, Ltd., Portland Street Partners Limited, SAI Growth Fund I, LLLP, LINK Delivery Investment Limited, Hidden Hill SPV VIII, Speedy Innovation L.P., Parallel Cluster Investment Limited, Hidden Hill Investment 123, Tranquility Ventures Limited and Hidden Hill Investment 112; (iv) an aggregate of 43,082,204 Series C2 Preferred Shares to Yimeter Holding Limited, Tickking Holding Limited, LINK Delivery Investment Limited, China Logistic Investment Holding (11) Limited, China Logistic Investment Holding (12) Limited, Uranus Holding Limited (excluding the redesignation and reclassification of 16,722,075 Series C2 Shares) and Precision World Limited; and (v) 26,143,791 Series D Preferred Shares to CELESTIAL OCEAN INVESTMENTS LIMITED.

Save as disclosed above and in this document, there has been no alteration in the authorized or issued share capital of our Company during the two years immediately preceding the date of this document.

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### 1.3 Changes in the share capital of our major subsidiaries and operating entities

A summary of the corporate information and the particulars of our subsidiaries are set out in note 18b to the Accountant's Report as set out in Appendix I to this document.

Our Company [was granted] a waiver from strict compliance with the requirements of paragraph 26 of Part A of Appendix 1 to the Listing Rules in respect of disclosing the particulars of any alterations in the capital of any member of our Group within two years immediately preceding the issue of this Document. For details, see "Waivers – Waiver in relation to the disclosure requirements with respect to changes in share capital". There has been no alteration in the share capital of the major subsidiaries and operating entities within the two years immediately preceding the date of this document.

### 1.4 Substantial shareholders of other members of the Group

So far as is known to any Director or chief executive of the Company, as at the Latest Practicable Date, the following persons are directly or indirectly interested in 10% or more of the issued voting shares of the following major subsidiaries of the Company:

<u>Name of Subsidiary</u>	<u>Name of Shareholder</u>	<u>Approximate Percentage of Ownership</u>
Infinity Jet Holding Limited	Suteemon Aggarwal	51%
J&T Express (Fujian) Supply Chain Management Co., Ltd.	Chongqing Jiesheng Supply Chain Technology Co., Ltd	15%
J&T Express (Hebei) Acme Supply Chain Management Co., Ltd.	Chongqing Jiehong Supply Chain Technology Co., Ltd	15%
J&T Express (Henan) Acme Supply Chain Management Co., Ltd.	Chongqing Jieben Supply Chain Technology Co., Ltd	15%
J&T Express (Shandong) Supply Chain Co., Ltd.	Chongqing Qiyue Supply Chain Technology Co., Ltd	15%
J&T Express (Jieyang) Supply Chain Management Co., Ltd.	Chongqing Zhujie Supply Chain Technology Co., Ltd	15%

To the best of their knowledge, our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company or any other member of our Group.

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### 1.5 Resolutions passed in the meeting of our Shareholders dated [●]

Pursuant to the written resolutions of our Shareholders passed on [●], resolutions were passed under which, among other things:

- (i) the Memorandum and the Articles of Association were conditionally approved and adopted with effect from the [REDACTED];
- (ii) conditional on: (a) the [REDACTED] granting approval of the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned in this document; (b) the [REDACTED] being duly determined among our Company and the [REDACTED] (for themselves and on behalf of the [REDACTED]); and (c) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise, in each case on or before the dates as may be specified in the [REDACTED]:
  - (a) the Reclassification, Redesignation and Share Subdivision were approved;
  - (b) the [REDACTED] (including the [REDACTED]) was approved, and the proposed allotment and issue of the [REDACTED] under the [REDACTED] were approved, and the Directors were authorized to determine the [REDACTED] for, and to allot and issue the [REDACTED];
  - (c) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Class B Shares or securities convertible into Class B Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Class B Shares) which might require Class B Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Class B Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of the [REDACTED], rights issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted under the allotment and issue of Class B Shares in lieu of the whole or part of a dividend on Class B Shares in accordance with the Articles of Association on a specific authority granted by our Shareholders in general meeting, shall not exceed 20% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any Class B Shares to be issued pursuant to the exercise of the [REDACTED] and Class B Shares to be issued upon conversion of Class A Shares into Class B Shares on a one to one basis;
  - (d) a general unconditional mandate (the "**Repurchase Mandate**") was given to our Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED], excluding any Class B Shares to be sold, or issued and allotted pursuant to the exercise of the [REDACTED] and Class B Shares to be issued upon conversion of Class A Shares into Class B Shares on a one to one basis; and

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- (e) the Repurchase Mandate was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (e) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED], excluding any Class B Shares to be sold, or issued and allotted pursuant to the exercise of the [REDACTED] and Class B Shares to be issued upon conversion of Class A Shares into Class B Shares on a one to one basis.

Each of the general mandates referred to in sub-paragraphs (d), (e), and (f) above will remain in effect until whichever is the earliest of:

- 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 to be held by any applicable law or the Articles of Association; and
- the time when such mandate is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

### 1.6 Explanatory statement on repurchase of our own securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

#### *Provision of the Listing Rules*

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below:

#### *Shareholders' Approval*

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company with a primary [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders in a general meeting, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution passed by our Shareholders on [●], the Repurchase Mandate was given to our Directors authorising them to exercise all the powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognised by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] (excluding any Class B Shares to be sold, or issued and allotted pursuant to the exercise of the [REDACTED] and Class B Shares to be issued upon conversion of Class A Shares into Class B Shares on a one to one basis), with such mandate to expire at the earliest of (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 to be held by any applicable law or the Articles of Association, and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

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### *Source of funds*

Purchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable Laws of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of the laws of the Cayman Islands, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so authorised by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorised by the Articles of Association and subject to the Cayman Companies Act.

### *Trading restrictions*

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

The Listing Rules also prohibit a listed company from repurchasing its securities if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Stock Exchange such information with respect to the repurchase as the Stock Exchange may require.

### *Status of repurchased Shares*

The [REDACTED] of all purchased securities (whether on the Stock Exchange or otherwise) is automatically cancelled and the relative certificates must be cancelled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of the Company resolve to hold the shares purchased by the Company as treasury shares, shares purchased by the Company shall be treated as cancelled and the amount of the Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the authorised share capital under the laws of the Cayman Islands.

### *Suspension of repurchase*

A listed company may not make any repurchase of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period

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(whether or not required under the Listing Rules) and the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

### *Reporting requirements*

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

### *Core connected persons*

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person", that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell their securities to the company.

### *Reasons for repurchases*

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

### *Funding of repurchases*

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not repurchase the 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. Subject to the foregoing, our Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or, if authorised by the Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for the Company.



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### *General*

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised and (ii) the Reclassification, Redesignation and Share Subdivision are completed), could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association; and
- the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to our Company.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, 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 could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue or such other minimum percentage prescribed by the Stock Exchange could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken not to do so, if the Repurchase Mandate is exercised.

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### 2. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 2.1 Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company, our subsidiaries or Consolidated Affiliated Entities within the two years preceding the date of this document and are or may be material as well as contracts required to be disclosed pursuant to the Stock Exchange’s Listing Decision HKEX-LD43-3:

- (1) an exclusive business cooperation agreement dated January 18, 2023 entered into among Chongqing Yunqing and Shanghai Yishangshiye, pursuant to which Chongqing Yunqing agreed to provide exclusive technical and business support and consultation services to Shanghai Yishangshiye in return for service fees;
- (2) an exclusive option agreement dated January 18, 2023 entered into among Chongqing Yunqing, Mr. Liu Wei (劉偉), Ms. Wu Rongmei (吳蓉眉) and Shanghai Yishangshiye, pursuant to which Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉) agreed to grant Chongqing Yunqing or its designated person(s) an exclusive and irrevocable option to purchase from Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉) all or part of their equity interests in Shanghai Yishangshiye and from Shanghai Yishangshiye all or any part of the assets of Shanghai Yishangshiye and its subsidiaries;
- (3) a loan agreement dated January 18, 2023 entered into among Chongqing Yunqing, Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉), pursuant to which Chongqing Yunqing enjoys the right of the creditor against Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉) in an aggregate amount of RMB10 million (the “Loans”), and such Loans have been used for contribution to paid-in capital of Shanghai Yishangshiye;
- (4) a shareholder rights proxy agreement dated January 18, 2023, entered into among Chongqing Yunqing, Mr. Liu Wei (劉偉), Ms. Wu Rongmei (吳蓉眉) and Shanghai Yishangshiye, pursuant to which Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉) appoints Chongqing Yunqing or its designated persons to exercise all of the rights as registered shareholders of Shanghai Yishangshiye;
- (5) an exclusive equity pledge agreement dated January 18, 2023 entered into among Chongqing Yunqing, Mr. Liu Wei (劉偉), Ms. Wu Rongmei (吳蓉眉) and Shanghai Yishangshiye, pursuant to which Mr. Liu Wei (劉偉) and Ms. Wu Rongmei (吳蓉眉) agreed to pledge all of their existing and future equity interests in Shanghai Yishangshiye to Chongqing Yunqing;
- (6) a spouse undertaking dated January 18, 2023 executed by Ms. Tong Ke (仝珂), pursuant to which Ms. Tong Ke (仝珂) undertook, among others, that she has no right to or control over Mr. Liu Wei (劉偉) consolidated affiliated entities which hold interests in Shanghai Yishangshiye and will not have any claim over such interests;
- (7) a spouse undertaking dated January 1, 2022 executed by Mr. Li Jiaying (李佳興), pursuant to which Mr. Li Jiaying (李佳興) undertook, among others, she has no right to or control over Ms. Wu Rongmei (吳蓉眉) consolidated affiliated entities which hold interests in Shanghai Yishangshiye and will not have any claim on such interests;

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- (8) a loan agreement dated March 29, 2022 entered into by and between PT Cahaya Global Berjaya and PT Global Jet Express, pursuant to which PT Cahaya Global Berjaya agreed to provide loans in an aggregate amount of Rp 3,000,000,000 to PT Global Jet Express to support its business operations.
- (9) a guarantee agreement dated March 29, 2022, entered into by and between Effendy, Robin Lo and PT Cahaya Global Berjaya, pursuant to which Effendy and Robin Lo, each as 50% shareholders of PT Cakrawala Lintas Benua, have agreed to guarantee to PT Cahaya Global Berjaya, the payment obligation of PT Global Jet Express under the loan agreement;
- (10) a guarantee agreement dated March 29, 2022, entered into by and between Effendy, Robin Lo and PT Cahaya Global Berjaya, pursuant to which Effendy and Robin Lo, each as 50% shareholders of PT Sukes Indo Investama, have agreed to guarantee to PT Cahaya Global Berjaya, the payment obligation of PT Global Jet Express under the loan agreement;
- (11) a guarantee agreement dated March 29, 2022, entered into by and between PT Cakrawala Lintas Benua, PT Sukes Indo Investama and PT Cahaya Global Berjaya, pursuant to which PT Cakrawala Lintas Benua and PT Sukses Indo Investama have agreed to guarantee to PT Cahaya Global Berjaya, the payment obligation of PT Global Jet Express under the loan agreement;
- (12) an exclusive option agreement dated March 29, 2022, entered into by and between Effendy, PT Cahaya Global Berjaya and PT Cakrawala Lintas Benua, pursuant to which both Effendy and PT Cakrawala Lintas Benua have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of Effendy's equity interests in PT Cakrawala Lintas Benua and all the assets of PT Cakrawala Lintas Benua to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (13) an exclusive option agreement dated March 29, 2022, entered into by and between Effendy, PT Cahaya Global Berjaya and PT Sukses Indo Investama, pursuant to which both Effendy and PT Sukses Indo Investama have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of Effendy's equity interests in PT Sukses Indo Investama and all the assets of PT Sukses Indo Investama to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya.
- (14) an exclusive option agreement dated March 29, 2022, entered into by and between Robin Lo, PT Cahaya Global Berjaya and PT Cakrawala Lintas Benua, pursuant to which both Robin Lo and PT Cakrawala Lintas Benua have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of Robin Lo's equity interests in PT Cakrawala Lintas Benua and all the assets of PT Cakrawala Lintas Benua to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya.
- (15) an exclusive option agreement dated March 29, 2022, entered into by and between Robin Lo, PT Cahaya Global Berjaya and PT Sukses Indo Investama, pursuant to which both Robin Lo and PT Sukses Indo Investama have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of Robin Lo's equity interests in PT Sukses Indo Investama and all the assets of PT Sukses Indo Investama to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;

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- (16) an exclusive option agreement dated March 29, 2022, entered into by and between PT Cakrawala Lintas Benua, PT Cahaya Global Berjaya and PT Global Jet Express, pursuant to which both PT Cakrawala Lintas Benua and PT Global Jet Express have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of their rights to PT Cakrawala Lintas Benua's equity interest in PT Global Jet Express and all the assets of PT Global Jet Express to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (17) an exclusive option agreement dated March 29, 2022, entered into by and between PT Sukses Indo Investama, PT Cahaya Global Berjaya and PT Global Jet Express, pursuant to which both PT Sukses Indo Investama and PT Global Jet Express have agreed to grant the exclusive option to PT Cahaya Global Berjaya and undertakes to sell to PT Cahaya Global Berjaya or its designee all of their rights to PT Sukses Indo Investama's equity interest in PT Global Jet Express and all the assets of PT Global Jet Express to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (18) a share pledge agreement dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agrees to pledge his entire equity interest in PT Cakrawala Lintas Benua to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (19) a share pledge agreement dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agrees to pledge his entire equity interest in PT Cakrawala Lintas Benua to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (20) a share pledge agreement dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agrees to pledge his entire equity interest in PT Sukses Indo Investama to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (21) a share pledge agreement dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agrees to pledge his entire equity interest in PT Sukses Indo Investama to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (22) a share pledge agreement dated March 29, 2022, entered into by and between PT Cakrawala Lintas Benua and PT Cahaya Global Berjaya, pursuant to which PT Cakrawala Lintas Benua agrees to pledge its entire equity interest in PT Global Jet Express to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (23) a share pledge agreement dated March 29, 2022, entered into by and between PT Sukses Indo Investama and PT Cahaya Global Berjaya, pursuant to which PT Sukses Indo Investama agrees to pledge its entire equity interest in PT Global Jet Express to PT Cahaya Global Berjaya to secure the payment obligation of PT Global Jet Express to PT Cahaya Global Berjaya;
- (24) an exclusive technical service agreement dated March 29, 2022, entered into by and between PT Cahaya Global Berjaya and PT Global Jet Express, pursuant to which PT Global Jet Express agreed to retain PT Cahaya Global Berjaya to provide management consultancy services to PT Global Jet Express in return for service fees;

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- (25) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Cakrawala Lintas Benua;
- (26) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Sukses Indo Investama;
- (27) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Cakrawala Lintas Benua;
- (28) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Sukses Indo Investama;
- (29) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between PT Cakrawala Lintas Benua and PT Cahaya Global Berjaya, pursuant to which PT Cakrawala Lintas Benua agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Global Jet Express;
- (30) an irrevocable power of attorney to sell dated March 29, 2022, entered into by and between PT Sukses Indo Investama and PT Cahaya Global Berjaya, pursuant to which PT Sukses Indo Investama agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the sale, transfer or otherwise disposal of its equity interest in PT Global Jet Express;
- (31) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Cakrawala Lintas Benua;
- (32) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between Effendy and PT Cahaya Global Berjaya, pursuant to which Effendy agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Sukses Indo Investama;
- (33) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Cakrawala Lintas Benua;
- (34) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between Robin Lo and PT Cahaya Global Berjaya, pursuant to which Robin Lo agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Sukses Indo Investama;

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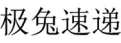
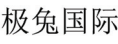
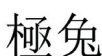
- (35) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between PT Cakrawala Lintas Benua and PT Cahaya Global Berjaya, pursuant to which PT Cakrawala Lintas Benua agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Global Jet Express;
- (36) an irrevocable power of attorney to exercise shareholder rights dated March 29, 2022, entered into by and between PT Sukses Indo Investama and PT Cahaya Global Berjaya, pursuant to which PT Sukses Indo Investama agreed to grant power of attorney to PT Cahaya Global Berjaya to act as its proxy in respect of the exercise of its shareholder rights in PT Global Jet Express;
- (37) a spousal consent and undertaking dated March 29, 2022, executed by Verawaty, pursuant to which Verawaty undertook, among others, to refuse and not claim any of Robin Lo’s equity interests in PT Cakrawala Lintas Benua;
- (38) a spousal consent and undertaking dated March 29, 2022, executed by Verawaty, pursuant to which Verawaty undertook, among others, to refuse and not claim any of Robin Lo’s equity interests in PT Sukses Indo Investama; and
- (39) the [REDACTED].

**2.2 Intellectual property rights of our Group**

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

**2.2.1 Trademarks**

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



No.	Trademark	Registered owner	Class(es)	Place of registration	Registration/ Application number	Registration Date
1.		J&T Express China	39	PRC	38630690	2020-03-28
2.		J&T Express China	39	PRC	38630692	2020-05-14
3.		J&T Express China	39	PRC	40937194	2020-04-21
4.		J&T Express China	39	PRC	43795680	2021-06-07
5.		J&T Express China	39	PRC	53060502	2021-11-07
6.		J&T Express China	39	PRC	54076632	2021-12-28
7.		J&T Express China	39	PRC	56554230	2022-01-07
8.		Winner Star	9, 35, 39, 42	Hong Kong	305158800	2019-12-31

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No.	Trademark	Registered owner	Class(es)	Place of registration	Registration/ Application number	Registration Date
9.	极兔	Winner Star	9, 35, 39, 42	Singapore	40202000424R	2020-06-06
10.	极兔	Winner Star	35	Malaysia	TM2020114458	2020-03-04
11.	极兔	Winner Star	9, 35, 39, 42	Philippines	4/2020/00000644	2020-07-26
12.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	39	Hong Kong	305215121	2020-03-11
13.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	39	United Arab Emirates	331425	2020-09-29
14.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	39	Mexico	2119528	2020-09-04
15.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	39	Saudi Arabia	1441028960	2020-11-04
16.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	9, 16, 17, 22, 35, 36, 37, 42	Singapore	40202008690T	2020-10-22
17.	<b>J&amp;T</b> <i>EXPRESS</i>	Winner Star	39	Singapore	40202012469U	2021-03-02
18.	<b>J&amp;T</b>	Winner Star	35, 36, 39	Singapore	40202027821W	2021-07-15
19.	J&T Cargo	Winner Star	39	Brazil, Indonesia, Cambodia, Mexico, Philippines	1618834	2021-07-29
20.	J&T Cargo	Winner Star	39	Egypt, Malaysia, Thailand and Vietnam	1618834	Registration in progress
21.	极兔	Winner Star	39	Mexico	2318297	2021-10-27
22.	J&T AIRLINES (紅色)	Winner Star	39	Indonesia	IDM000629369	2017-12-08
23.	J&T LOGISTIC (紅色)	Winner Star	39	Indonesia	IDM000629368	2017-12-08
24.	J&T EXPRESS (紅色)	Winner Star	39	Indonesia	IDM000586998	2017-11-28
25.	J&T Express	Winner Star	39	Singapore	40201513615S	2016-01-20
26.	J&T Logistic	Winner Star	39	Singapore	40201513618Y	2016-01-13
27.	J&T Airlines	Winner Star	39	Singapore	40201513617W	2016-01-13
28.	J&T Express	Winner Star	39	Singapore	40201513616V	2016-01-20
29.	J&T Express	Winner Star	39	Malaysia	2016059717	2016-05-27
30.	J&T Logistic	Winner Star	39	Malaysia	2016059715	2016-05-27
31.	J&T Airlines	Winner Star	39	Malaysia	2016059716	2016-05-27
32.	J&T Express	Winner Star	39	Malaysia	2016059718	2016-05-27
33.	J&T Express	Winner Star	39	Thailand	171122442	2017-07-19
34.	J&T Airlines	Winner Star	39	Thailand	171122489	2017-07-19
35.	J&T Logistic	Winner Star	39	Thailand	171122491	2017-07-19
36.	J&T Express	Winner Star	39	Cambodia	63554	2017-04-21
37.	J&T Logistic	Winner Star	39	Cambodia	63552	2017-04-21
38.	J&T Airlines	Winner Star	39	Cambodia	63551	2017-04-21
39.	J&T Express	Winner Star	39	Cambodia	63553	2017-04-21

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No.	Trademark	Registered owner	Class(es)	Place of registration	Registration/ Application number	Registration Date
40.	J&T Express	Winner Star	39	Philippines	504561	2016-06-23
41.	J&T Express	Winner Star	39	Vietnam	281490	2017-05-15
42.	J&T Logistic	Winner Star	39	Vietnam	281491	2017-05-15
43.	J&T Airlines	Winner Star	39	Vietnam	281492	2017-05-15
44.		Winner Star	39	Egypt	1561295	2020-10-14
45.		Winner Star	39	Brazil	923153942	Registration in progress
46.	极兔	Winner Star	9, 35, 39, 42	Thailand	221108236	2020-01-22
47.	J&T 极兔国际	J&T Express	39	PRC	65197229	2022-12-21
48.	J&T Cargo	J&T Express	39	PRC	62862145	2022-12-13
49.	J&T Cargo	Winner Star	39	Singapore	40202117123W	2021-07-16
50.	J&T Cargo	Winner Star	39	United Arab Emirates	360746	2021-09-29

**2.2.2 Patents**

As of the Latest Practicable Date, we have sixteen pending patent applications in mainland China.

**2.2.3 Copyrights**

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

(i) *Software (軟件)*

No.	Copyright	Version	Place of Registration	Registration Number	Registration Date
1.	JMS Prepayments Management System	1.0	PRC	2021SR1113123	2021-07-28
2.	JMS Capacity Platform Route Management System	1.0	PRC	2021SR1106591	2021-07-27
3.	Customer Electronic Waybill Platform Maintenance System	1.0	PRC	2021SR1106600	2021-07-27
4.	Driver Signature and Task Query APP	1.0	PRC	2021SR1112729	2021-07-28
5.	WeChat Casual Client Order Delivery System	1.0	PRC	2021SR1112584	2021-07-28
6.	Project Work Order Management System	1.0	PRC	2021SR1112746	2021-07-28
7.	Recycling Transfer Package APP	1.0	PRC	2021SR1112747	2021-07-28
8.	Jiexiao Recycling Transfer Package Backstage Management System	1.0	PRC	2021SR1119739	2021-07-29



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<b>No.</b>	<b>Copyright</b>	<b>Version</b>	<b>Place of Registration</b>	<b>Registration Number</b>	<b>Registration Date</b>
9.	STO Global Official Website Tracking Display Docking System	1.0	PRC	2021SR1209297	2021-08-16
10.	Procurement Price Management System	1.0	PRC	2021SR1209791	2021-08-16
11.	JMS Information Cockpit Monitoring Platform	1.0	PRC	2021SR1209359	2021-08-16
12.	Recycling Transfer Auto Compilation of Packages APP	1.0	PRC	2021SR1209360	2021-08-16
13.	Platform Capacity Management System	1.0	PRC	2021SR1209356	2021-08-16
14.	Customer Claims Management System	1.0	PRC	2021SR1281939	2021-08-30
15.	Customer Complaint and Feedback System	1.0	PRC	2021SR1281940	2021-08-30
16.	Equipment Software Information Management System	1.0	PRC	2021SR1281941	2021-08-30
17.	Driver Check-In and Reporting System	1.0	PRC	2021SR1285863	2021-08-30
18.	Web Complaints System	1.0	PRC	2021SR1285816	2021-08-30
19.	Equipment Software Information Management System	2.0	PRC	2021SR1981607	2021-12-02
20.	JTS Express Express Station Management System	1.0	PRC	2021SR2019527	2021-12-08
21.	JTS Area Smart Planning System	1.0	PRC	2021SR2019526	2021-12-08
22.	J&T International API Platform	1.0	PRC	2021SR2019525	2021-12-08
23.	JTS Online Payments Platform	1.0	PRC	2021SR1892275	2021-11-25
24.	JTS Address Smart Analysis Platform	1.0	PRC	2021SR1892274	2021-11-25
25.	CRS Cross-Border Small Parcel Management Platform	1.0	PRC	2021SR1892273	2021-11-25
26.	Yunlu COD Invoice Management Platform	1.0	PRC	2021SR2011590	2021-12-07
27.	JTS Nine Digit Code Smart Sorting Platform	1.0	PRC	2021SR2012397	2021-12-07
28.	CRS Cross Border Small Parcel Fee Management System	1.0	PRC	2021SR2012359	2021-12-07
29.	JTS Electronic Contract Management System	1.0	PRC	2021SR2037655	2021-12-10
30.	JTS Airline Capacity Management System	1.0	PRC	2021SR2037654	2021-12-10

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<b>No.</b>	<b>Copyright</b>	<b>Version</b>	<b>Place of Registration</b>	<b>Registration Number</b>	<b>Registration Date</b>
31.	Yunlu Concentrated Transportation Warehouse Management System	1.0	PRC	2021SR2019528	2021-12-08
32.	BEST Huitong Express Management System Software	1.0	PRC	2012SR062628	2012-07-12
33.	Winner Star Express Delivery Management System (Southeast Asia Version)	1.0	PRC	2021SR1125898	2021-07-29
34.	Winner Star Order Management System	1.0	PRC	2021SR1125900	2021-07-29
35.	Winner Star Express Delivery Personnel Smart APP Operating System	1.0	PRC	2021SR1125901	2021-07-29
36.	Winner Star Scanning Management System	1.0	PRC	2021SR1125899	2021-07-29
37.	Winner Star Capacity Management System (International Version)	1.0	PRC	2021SR2108671	2021-12-22
38.	Winner Star Infield Transfer APP Software (International Version)	1.0	PRC	2021SR2109387	2021-12-23
39.	Winner Star Express Delivery Management Platform (International Version)	1.0	PRC	2021SR2108672	2021-12-22

**2.2.4 Domain names**

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

<b>No.</b>	<b>Domain</b>	<b>Registered owner</b>	<b>Expiry Date</b>
1.	jtexpress.com	J&T Express China	2027-12-18
2.	jtexpress.group	J&T Express International Logistics China	2029-06-17
3.	jtexpress.com.cn	J&T Express International Logistics China	2029-05-21
4.	jtexpress.ae	Winner Star	2025-01-14
5.	jtexpress-sa.com	Winner Star	2025-05-13
6.	jtexpress.ph	PH GLOBAL JET EXPRESS INC., doing business under the name and style of J&T Express	2029-11-26
7.	jtexpress.my	J&T Express (Malaysia) Sdn. Bhd.	2024-04-11
8.	jtexpress.co.th	Global Jet Express (Thailand) Co., Ltd.	2028-09-05
9.	jtexpress.sg	J&T Express Singapore Pte Ltd.	2023-12-04
10.	jtexpress.vn	Thuan Phong Express Company Limited	2028-12-04
11.	jet.co.id	PT. Global Jet Express	2025-5-15
12.	jtexpress.mx	Winner Star	2025-01-14

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<b>No.</b>	<b>Domain</b>	<b>Registered owner</b>	<b>Expiry Date</b>
13.	jtexpress.com.br	Winner Star	2026-5-17
14.	jtcargo.id	PT. Global Jet Express	2024-06-29
15.	jtexpress.com.eg	Winner Star	2023-12-21
16.	jtexpress.com.kh	GLOBAL JET EXPRESS KHM CO., LTD.	2023-11-26
17.	yoyistation.co.th	Yoyi Station Co., Ltd.	2025-07-16

Save as disclosed above, 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.

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

**3.1 Disclosure of interests**

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised and (ii) the Reclassification, Redesignation and Share Subdivision are completed), so far as our Directors are aware, the interests or short positions of our Directors and the chief executives in any Shares, underlying shares and debentures of our Company or any 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 have been taken or deemed to have been taken under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register 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 contained in the Listing Rules, will be as follows:

*Interest in Shares of the Company*

<b>Name of Director</b>	<b>Capacity/Nature of interest<sup>(1)</sup></b>	<b>Number and class of securities</b>	<b>Approximate % shareholding interest in each class of Shares immediate following the completion of the [REDACTED]<sup>(2)</sup></b>
Jet Jie Li <sup>(3)</sup>	Interest in a controlled corporation	979,333,410 Class A Shares	[REDACTED]
Alice Yu-fen Cheng <sup>(4)</sup>	Interest in a controlled corporation	143,380,855 Class B Shares	[REDACTED]
Yuan Zhang <sup>(5)</sup>	Interest in a controlled corporation	327,712,070 Class B Shares	[REDACTED]

*Notes:*

- (1) All interests stated are long position.
- (2) The calculations are made assuming that (i) the [REDACTED] is not exercised and (ii) the Reclassification, Redesignation and Share Subdivision are completed.

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- (3) This includes the 979,333,410 Class A Shares held by Jumping Summit Limited; Topping Summit Limited, an entity wholly-owned by Mr. Li, owns 5% equity interest of Jumping Summit Limited; Exceeding Summit Holding Limited, which is held by Vistra Trust (Singapore) Pte. Limited as a trustee for a trust established by Mr. Li for the benefit of Mr. Li and his family members, owns the remaining 95% equity interest in Jumping Summit Limited. Accordingly, Mr. Li is deemed to be interested in the 979,333,410 Class A Shares held by Jumping Summit Limited under the SFO.
- (4) This includes the 143,380,855 Class B Shares held by EASY INNOVATION LIMITED, which is wholly-owned by Ms. Alice Yu-fen Cheng. Accordingly, Ms. Alice Yu-fen Cheng is deemed to be interested in the 143,380,855 Class B Shares held by EASY INNOVATION LIMITED.
- (5) This includes the 327,712,070 Class B Shares held by LONG ORIGIN LIMITED, which is wholly-owned by Mr. Zhang Yuan. Accordingly, Mr. Zhang Yuan is deemed to be interested in the 327,712,070 Class B Shares held by LONG ORIGIN LIMITED.

### 3.2 Substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised and (ii) the Reclassification, Redesignation and Share Subdivision are completed), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see "Substantial Shareholders".

Save as set out above, as of the Latest Practicable Date, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised and (ii) the Reclassification, Redesignation and Share Subdivision are completed), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company or have an option in respect of such capital.

### 3.3 Directors' service contracts and appointment letter

#### *Executive Director*

Our executive Director [has entered] into a service contract with our Company. Pursuant to this agreement, he agrees to act as executive Director for an initial term of three years with effect from the [REDACTED] until the third annual general meeting of our Company after the [REDACTED] (whichever is earlier). Either party has the right to give not less than one month's written notice to terminate the agreement. Details of the Company's remuneration policy is described in "Directors and Senior Management – Directors' Remuneration."

No annual director's fees are payable to the executive Director under the current arrangement.

#### *Non-executive Directors*

Each of our non-executive Directors [has entered] into an appointment letter with our Company. The initial term of their appointment shall be three years from the [REDACTED] or until the third annual general meeting of the Company after the [REDACTED], whichever is earlier, (subject to retirement as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month's prior notice in writing. Under these appointment letters, each of the non-executive Directors will receive an annual director's fee of HK\$500,000 per annum.

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### *Independent Non-executive Directors*

Each of our independent non-executive Directors [has entered] into an appointment letter with our Company. The initial term of their appointment shall be three years from the [REDACTED] or until the third annual general meeting of the Company after the [REDACTED], whichever is earlier, (subject to retirement as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than one month’s prior notice in writing. Under these appointment letters, each of the independent non-executive Directors will receive an annual director’s fee of HK\$500,000 per annum.

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

### **3.4 Directors’ remuneration**

The remuneration of our Directors are paid in the form of salaries, allowances, employee benefits, discretionary bonuses, fees and retirement benefits.

For the three years ended December 31, 2020, 2021 and 2022, the aggregate amounts of remuneration (including wages, salaries, bonuses, pension costs, other employee benefits, but excluding share-based compensation expenses) paid by our Company to the Directors were approximately US\$1.83 million, US\$12.85 million and US\$5.03 million, respectively.

None of our Directors has or is proposed to have a service contract with the Company other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation).

### **3.5 Further Information about our Directors**

In September 2021, a securities class action against, among others, Waterdrop Inc. (“**Waterdrop**”) was filed in the U.S. District Court for the Southern District of New York (the “**Court**”), Sidney Sandoz, et al. v. Waterdrop Inc., et al., 1:21-cv-07683 (the “**Waterdrop Class Action**”) alleging violations of the Securities Act of 1933 in relation to Waterdrop’s initial public offering in May 2021 in the US (the “**Waterdrop IPO**”). Mr. Shen Peng in his capacity as chief executive officer and, together with certain other executives and directors of Waterdrop and the [REDACTED] (together with Waterdrop, the “**Defendants**”) of Waterdrop IPO, was named as one of the Defendants in the case. However, Mr. Shen has not been served any associated notice or legal documents in respect of the Waterdrop Class Action. To the best of the Company’s knowledge and according to published court records, the plaintiffs alleged that the Defendants, among others, failed to make adequate disclosures in connection with Waterdrop IPO, in breach of Sections 11 and 15 of the U.S. Securities Act of 1933. Specifically, the plaintiffs alleged that the registration statement of Waterdrop IPO failed to make adequate disclosures regarding, among others, (i) increased scrutiny over internet-based insurance companies by Chinese authorities and its impact on Waterdrop’s financials and business operations; (ii) the true reasons for Waterdrop’s discontinuance of its mutual aid program; and (iii) the rapid suffering of Waterdrop accelerating operating losses in the first quarter of 2021. The complaint seeks damages allegedly suffered by the plaintiffs as a result of failure to make adequate disclosures.

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Waterdrop filed a motion to dismiss on April 22, 2022. On February 3, 2023, the Court issued an order granting Waterdrop’s motion to dismiss as “*the Registration Statement adequately warned investors of their risk associated with Waterdrop and its IPO, including the increase in operating costs, the regulatory regime and the closure of Mutual Aid.*” The case was dismissed with prejudice. In addition, the order also verdicts that the claims against the remaining defendants (including Mr. Shen) will also be dismissed and there is no basis to find that the claims against the remaining Defendants, who have yet to be served, are distinguishable and would survive.

On March 7, 2023, the plaintiffs filed a notice appealing the Court’s dismissal order (the “**Appeal**”) in the U.S. Court of Appeals, Second Circuit (the “**Circuit Court**”). As of the Latest Practicable Date, the Appeal is at a preliminary stage and no decision has been made by the Circuit Court.

As of the Latest Practicable Date, the Company has no basis to believe that either of the Waterdrop Class Action or the Appeal impugn the integrity and suitability of Mr. Shen to act as the Company’s director, because the mere naming of an individual director as a defendant in these actions does not form a basis for doubting his integrity or suitability to discharge his duties as a director of a public company. In addition, to the best knowledge of the Company, (i) the Court ruled in favour of Waterdrop’s motion and dismissed the Waterdrop Class Action; (ii) as of the Latest Practical Date, the Appeal is still at a preliminary stage and the Circuit Court has not ruled on the substance of the plaintiffs’ claims; (iii) as of the Latest Practicable Date, no evidence showing, or dispositive court ruling on, Mr. Shen’s personal involvement in making or directing Waterdrop to make any alleged misstatements in a manner that would raise concerns as to his character, experience, integrity and ability to discharge his duties as a director, including fiduciary duties and duties to exercise skill, care and diligence to a standard that commensurate with his position as a director of a listed company in Hong Kong; and (iv) Mr. Shen has never been served any associated notice or legal documents in respect of the Waterdrop Class Action. Taking into account all the above, the Directors are of the view that the Waterdrop Class Action and the Appeal would not affect the suitability of Mr. Shen as a Director of the Company under Rules 3.08 and 3.09 of the Listing Rules.

#### 4. [REDACTED] SHARE INCENTIVE PLAN

##### Network Partner Equity Incentive Plan

The following is a summary of the principal terms of the Company’s Network Partner Equity Incentive Plan of the Company as approved by all shareholders of the Company on February 26, 2022, and amended by way of Directors’ resolutions dated May 31, 2023 (the “**Network Partners Plan**”). The terms of the Network Partners Plan are not subject to the provisions of Chapter 17 of the Listing Rules.

##### 4.1 Purpose of the Network Partners Plan

The purpose of the Network Partners Plan is to promote the success and enhance the value of the Company by linking the personal interests of the Company’s network partners, regional sponsors or other eligible individuals, who are authorized to operate J&T-branded express delivery services, including but not limited to those who used to operate express delivery services under other brand names as acquired by the Company from time to time but joined the J&T network following the Company’s relevant acquisitions, to those of the Company’s shareholders and by providing such individuals with an incentive to perform outstanding and generate superior returns for the Company’s shareholders. This Network Partners Plan is

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further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of, and cooperative relationships with, such individuals upon whose judgment, interests, and special efforts the success of the Company is largely dependent.

### 4.2 Selected participants to the Network Partners Plan

Awards under the Network Partners Plan may be granted only to those persons that the Administrator (as defined below) determines to be Eligible Individuals. An "Eligible Individual" means any person who is the beneficial owner of an external network partner or a regional sponsor of the Company that enters into cooperation relationship with the Company or any Service Recipient (as defined below) and is authorized to operate J&T-branded express delivery services, including but not limited to those who used to operate express delivery services under other brand names as acquired by the Company from time to time but joined the J&T network following the Company's relevant acquisition, or another applicable legal entity or individual, as determined by the Administrator; provided, however, that Awards shall not be granted to Consultants, Directors or other legal entities or individuals who are resident of any country which pursuant to Applicable Laws does not allow grants to non-employees.

"Service Recipient" means the Company, any parent or subsidiary of the Company and any related entity to which an Eligible Individual provides services or maintains cooperative relationships as an external network partner, a regional sponsor or as an otherwise applicable legal entity or individual.

Subject to the provisions of the Network Partners Plan, the Administrator may, from time to time, select from among all Eligible Individuals to whom Awards in the form of options ("**Options**"), restricted share awards ("**Restricted Shares**") and restricted share units ("**RSU**") (collectively "**Awards**") shall be granted and shall determine the nature and amount of each option.

### 4.3 Maximum number of shares

The maximum aggregate number of shares which may be issued is 38,000,000 (or 190,000,000 Class B Shares, following completion of the Reclassification, Redesignation and Share Subdivision) subject to any adjustments for other dilutive issuances.

### 4.4 Administration

The Network Partners Plan is administered by and all Awards under the Network Partners Plan are authorized by the Administrator. The "**Administrator**" means the Chairman, namely the chairman of the board of directors of the Company, or any authorized person to whom the Chairman has delegated its authority, whom is entrusted to administer all or certain aspects of the Network Partners Plan.

The Administrator shall have the power to interpret this Plan and the Award Agreement, and to adopt such rules for the administration, interpretation and application of this Plan, to interpret, amend or revoke any such rules and to amend any Award Agreement provided that the rights or obligations of the Holder of the Award that is the subject of any such Award Agreement are not affected adversely by such amendment, unless the consent of the Holder is obtained or such amendment is otherwise permitted under the Network Partners Plan provisions. Subject to any specific designation of the Network Partners Plan, the Administrator has the exclusive power, authority and sole discretion to:

- (i) designate Eligible Individuals to receive Awards;

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- (ii) determine the type or types of Awards to be granted to each Eligible Individual;
- (iii) determine the Fair Market Value of the Shares, namely, as of any date, the closing sales price for such Shares (or the closing bid, if no sales were reported) as quoted on the principal exchange or system on which the Shares are listed (as determined by the Administrator) on the date of determination (or, if no closing sales price or closing bid was reported on that date, as applicable, on the last trading date such closing sales price or closing bid was reported), as reported in The Wall Street Journal or such other source as the Administrator deems reliable;
- (iv) determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (v) determine the terms and conditions of any Award granted pursuant to the Network Partners Plan, including, but not limited to, the exercise price, grant price, or purchase price, any reload provision, any restrictions or limitations on the Award, any schedule for vesting, lapse or forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, and any provisions related to non-competition, the recapture of gains on an Award and the repurchase of Shares, based in each case on such considerations as the Administrator in its sole discretion determines;
- (vi) determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise price of an Award may be paid in cash, Shares, or other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;
- (vii) prescribe the form of each Award Agreement, which need not be identical for each Holder;
- (viii) determine whether a given company, partnership or individual constitutes a Competitor;
- (ix) determine all matters and questions with respect to whether or not, with respect to a certain Holder, a Termination of Service with the Company or the Service Recipient has occurred, including without limitation whether such Termination of Service resulted from the Cause, the specific date and time of such Termination of Service, and whether a particular leave of absence constitutes a Termination of Service;
- (x) determine whether Shares held by a Holder may be sold during the Company's financing, together with the specific amount, price, terms, conditions and other limitations;
- (xi) determine lock-up periods of the Holder during the Company's [REDACTED], together with the specific time, amount, terms and conditions with respect to the Holder's sale of the Shares following the Company's [REDACTED];
- (xii) decide all other matters that must be determined in connection with an Award;
- (xiii) establish, adopt or revise any rules and regulations as it may deem necessary or advisable to administer the Network Partners Plan;
- (xiv) interpret the terms of, and any matter arising pursuant to, the Network Partners Plan or any Award Agreement; and



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- (xv) make all other decisions and determinations that may be required pursuant to the Network Partners Plan or as the Administrator deems necessary or advisable to administer the Network Partners Plan.

### 4.5 Grant of Awards

The Administrator may determine, at its sole discretion, whether to grant any Awards to any Eligible Individual and the specific type, amount, limitations, terms and conditions of such Awards, based on such Eligible Individual's level, performance and the Company's business development conditions, etc.

The Administrator may, from time to time, select from among all Eligible Individuals, those to whom an Award shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of this Network Partners Plan. No Eligible Individual shall be automatically granted any Award under this Network Partners Plan.

Each Award shall be evidenced by an Award Agreement.

Awards granted pursuant to this Network Partners Plan may, in the sole discretion of the Administrator, be granted either alone, in addition to, or in tandem with, any other Award granted pursuant to this Network Partners Plan. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

Unless be otherwise provided in the Award Agreement, the term of any Award granted under this Network Partners Plan shall not exceed ten (10) years from the date such Award is granted. Except as limited by any Applicable Laws, the Administrator (a) may extend the term of any outstanding Award, (b) may extend the time period during which vested Awards may be exercised, in connection with any Termination of Service of the Holder, and (c) may amend any other term or condition of such Award relating to such a Termination of Service.

### 4.6 Restricted Stock Units (RSUs)

#### *(i) Grant and Vesting of Restricted Share Units*

The Administrator is authorized to grant Restricted Stock Units to any Eligible Individual. The number and terms and conditions of Restricted Stock Units shall be determined by the Administrator. The Administrator shall specify the date or dates on which the Restricted Stock Units shall become fully vested, and may specify such conditions to vesting as it deems appropriate, including service to the Service Recipients and fulfillment of tax duties by the Holder under the Applicable Laws, in each case on a specified date or dates or over any period or periods, as the Administrator determines. The Administrator shall specify the conditions and dates upon which the Shares underlying the Restricted Stock Units that shall be issued, which dates shall not be earlier than the date as of which the Restricted Stock Units vest and become nonforfeitable and which conditions and dates shall be subject to compliance with any Applicable Laws. On the distribution dates, the Company shall issue to the Holder one unrestricted, fully transferable Share (or the Fair Market Value of one such Share in cash) for each vested and nonforfeitable Restricted Stock Unit.

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### *(ii) Purchase Price*

The Administrator may establish the purchase price of a Restricted Stock Unit; provided however that value of the consideration shall not be less than the par value of the Shares, unless otherwise permitted by Applicable Laws. Restricted Stock Units may be paid in cash or in any other consideration as determined by the Administrator.

### *(iii) Exercise upon Termination of Service*

A Restricted Stock Unit award is exercisable or distributable only after the Trading Date and prior to the Termination of Service of the Holder with the Company or the Service Recipient (as applicable). The Administrator, however, in its sole discretion may provide that the Restricted Stock Unit award may be exercised or distributed subsequent to a Termination of Service in certain events.

## **4.7 Restricted Shares**

### *(i) Award of Restricted Share*

The Administrator is authorized to grant Restricted Shares to Eligible Individuals, and shall determine the amount of, and the terms and conditions, including the restrictions applicable to each award of Restricted Shares, which terms and conditions shall not be inconsistent with the Network Partners Plan, and may impose such conditions on the issuance of such Restricted Shares as it deems appropriate.

The Administrator will determine the purchase price, if any, and form of payment for Restricted Shares; provided, however, that such purchase price shall be no less than the par value of the Shares to be purchased, unless otherwise permitted by Applicable Laws. In all cases, legal consideration (normally the par value of the Shares) shall be required for each issuance of Restricted Shares.

### *(ii) Rights as Shareholders*

Subject to the provisions of the Network Partners Plan, upon issuance of Restricted Shares, the Holder shall have, unless otherwise provided by the Administrator, all the rights of a shareholder with respect to said Shares, subject to the restrictions in his or her Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to the Shares; provided, however, that in the sole discretion of the Administrator, any extraordinary distributions with respect to the Shares shall be subject to such restrictions and vesting requirements as the Administrator shall provide.

### *(iii) Repurchase or Forfeiture of Restricted Shares*

If no price was paid by the Holder for the Restricted Shares, upon a Termination of Service the Holder's rights in unvested Restricted Shares then subject to restrictions shall lapse, and such Restricted Shares shall be surrendered to the Company and cancelled without consideration. If a purchase price was paid by the Holder for the Restricted Shares, upon a Termination of Service the Company shall have the right to repurchase from the Holder the unvested Restricted Shares then subject to restrictions at a cash price per share equal to the price paid by the Holder for such Restricted Shares or such other amount as may be specified in the Award

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Agreement. The Administrator in its sole discretion may provide that in the event of certain events the Holder's rights in unvested Restricted Shares shall not lapse, such Restricted Shares shall vest and shall be non-forfeitable, and if applicable, the Company shall not have a right of repurchase.

### *(iv) Share Certificate*

Restricted Shares granted pursuant to the Network Partners Plan may be evidenced in such manner as the Administrator shall determine. Certificates or book entries evidencing Restricted Shares must include an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Share, and the Company may, in its sole discretion, retain physical possession of any share certificate until such time as all applicable restrictions lapse.

### **4.8 Limitation on Transfer**

Unless otherwise expressly provided in the Network Partners Plan, no Award and no Share distributed from the Award may be sold, pledged, assigned or transferred in any manner other than by will or the laws of testacy and distribution subject to the consent of the Administrator, or as required under applicable domestic relations laws. In addition, the shares shall be subject to the restrictions set forth in the applicable Award Agreement.

### **4.9 Adjustments**

In the event of any distribution, share split, combination or exchange of Shares, amalgamation, arrangement or consolidation, reorganization of the Company, including the Company becoming a subsidiary in a transaction not involving a Corporate Transaction, spin-off, recapitalization or other distribution (other than normal cash dividends) of Company assets to its shareholders, or any other change affecting the Shares or the share price of a Share, the Administrator shall make such proportionate and equitable adjustments, if any, to reflect such change with respect to (a) the aggregate number and type of shares that may be issued under this Plan (including, but not limited to, adjustments of the limitations and substitutions of shares in a parent or surviving company); (b) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and (c) the grant or exercise price per share for any outstanding Awards under this Plan. The form and manner of any such adjustments shall be determined by the Administrator in its sole discretion.

### **4.10 Amendment, modification and termination**

Except as otherwise provided in the Network Partners Plan, at any time and from time to time, the Administrator may terminate, amend or modify the Network Partners Plan; provided, however, that to the extent necessary and desirable to comply with Applicable Laws the Company shall obtain Board approval of any Network Partners Plan amendment in such a manner and to such a degree as required.

### **Outstanding RSUs granted**

We have applied for, and [have been] granted a waiver from the Stock Exchange from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules in connection with the information of the RSUs granted under the [REDACTED] Share Incentive Plan; For further details, see "Waivers – Waiver in relation to the [REDACTED] Share Incentive Plan of the Company".

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**RSUs**

As of the Latest Practicable Date, none of the grantees of outstanding RSUs under the [REDACTED] Share Incentive Plan is a Director, senior management or connected person of the Company. Details of the outstanding RSUs granted to 674 other participants under the [REDACTED] Share Incentive Plan as of the Latest Practicable Date are set out below:

Name of Grantee	Number of Shares subject to the RSUs granted	Date of Grant	Vesting Period	Approximate percentage of shareholding immediately following completion of the [REDACTED] <sup>(2)</sup>
<b>Connected Person</b>				
nil	N/A	N/A	N/A	N/A
<b>674 other participants of the [REDACTED] Share Incentive Plan</b>	6,368,100 <sup>(1)</sup>	September 28, 2022	1-3 years	[REDACTED]%
<b>Total</b>	6,368,100 <sup>(1)</sup>			[REDACTED]%

<sup>(1)</sup> 31,840,500 Class B Shares, following completion of the Reclassification, Redesignation and Share Subdivision.

<sup>(2)</sup> Approximate percentage of shareholding is calculated as the number of Shares subject to the RSUs granted to a grantee and divided by the total number of Shares in issue immediately upon completion of the [REDACTED].

**Dilution Effect After [REDACTED] and Impact on Earnings per Share**

The maximum number of shares which may be issued under the [REDACTED] Share Incentive Plan is 38,000,000 class A ordinary shares (190,000,000 Class B Shares, following completion of the Reclassification, Redesignation and Share Subdivision). Prior to the [REDACTED], our Company issued 38,000,000 class A ordinary shares of our Company on September 28, 2022 to NP Investment Platform Limited at par value to facilitate the administration of the [REDACTED] Share Incentive Plan. All outstanding RSUs under the [REDACTED] Share Incentive Plan will be granted before [REDACTED]. No further Shares will be issued by our Company under the [REDACTED] Share Incentive Plan upon [REDACTED]. The [REDACTED] Share Incentive Plan will not have any dilutive effect on the shareholding of our Shareholders after the [REDACTED]. The impact on the earnings per ordinary share for the years ended December 31, 2020 and 2021 is nil. The impact on the earnings per ordinary share for the year ended December 31, 2022 is (3.4) cents.

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### 5. OTHER INFORMATION

#### 5.1 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 or Consolidated Affiliated Entities.

#### 5.2 Litigation

As of the Latest Practicable Date, save as disclosed in "Business", no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened by or against our Group, that would have a material adverse effect on our business, finance condition or results of operations.

#### 5.3 Joint Sponsors

The Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each of the Joint Sponsors will receive a fee of US\$1,000,000 for acting as the sponsors for the [REDACTED].

The Joint Sponsors have made an [REDACTED] on our behalf to the [REDACTED] Committee for the [REDACTED] of, and permission to deal in, the Class B Shares in issue, the Class B Shares to be issued pursuant to the [REDACTED] (including any Class B Shares which may fall to be issued pursuant to the exercise of the [REDACTED]) and Class B Shares to be issued upon conversion of Class A Shares into Class B Shares on a one to one basis. Our Class A Shares will remain unlisted upon the Company's [REDACTED] as required under Rule 8A.08 of the Listing Rules.

#### 5.4 Preliminary expenses

The Company did not incur any material preliminary expenses.

#### 5.5 No material adverse change

Save as disclosed in this document, our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since December 31, 2022 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

#### 5.6 Promoters

Our Company has no promoter for the purpose of the Listing Rules. 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 within the two years immediately preceding the date of this document.

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### 5.7 Qualifications and consents of experts

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

<b>Name</b>	<b>Qualifications</b>
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
Merrill Lynch (Asia Pacific) Limited	A licensed corporation to conduct Type 1 (dealing in securities), 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
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 as defined under the SFO
PricewaterhouseCoopers	Certified Public Accountants under the Professional Accountants Ordinance (Cap. 50)  Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance (Cap. 588)
DaHui Lawyers	Legal advisers as to PRC law to our Company
Harney Westwood & Riegels	Cayman Islands attorney-at-law
SyCip Salazar Hernandez & Gatmaitan	Legal advisers as to Philippines law to our Company
Rahmat Lim & Partners	Legal advisers as to Malaysian law to our Company
Hutabarat Halim & Rekan	Legal advisers as to Indonesian law to our Company
Weerawong, Chinnavat & Partners Ltd.	Legal advisers as to the laws of Thailand to our Company

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<u>Name</u>	<u>Qualifications</u>
Vietnam International Law Firm (VILAF)	Legal advisers as to Vietnamese law to our Company
Frost & Sullivan Limited	Industry consultant

Each of the experts named above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report, letter, summary of valuations, valuation certificates 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.

### 5.8 Binding Effect

This document shall have the effect, if an application is made pursuant to this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

### 5.9 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 [REDACTED] 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.

### 5.10 Miscellaneous

#### 5.10.1 Save as disclosed in this document, within the two years immediately preceding the date of this document:

- (i) there are no commissions (but not including commission to sub-[REDACTED]) for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions for any shares in or debentures of our Company; and
- (ii) there are no commissions, discounts, brokerages or other special terms granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in the paragraph headed "7. Other information – Qualifications and consents of experts" above received any such payment or benefit.

#### 5.10.2 Save as disclosed in this document:

- (i) there are no founder, management or deferred shares in our Company or any member of our Group;
- (ii) we do not have any promoter and no cash, securities or other benefit has been paid, allotted or given within the two years immediately preceding the date of this document, or are proposed to be paid, allotted or given to any promoters;

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- (iii) none of the Directors or the experts named in the paragraph headed “7. Other information – Qualifications and consents of experts” above has any interest, direct or indirect, 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 our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (iv) as of the Latest Practicable Date, (a) CICC Qirong (Xiamen) Equity Investment Fund Partnership (Limited Partnership) (中金啟融(廈門)股權投資基金合夥企業(有限合夥)) (“**CICC Qirong**”) was indirectly interested in approximately 0.0104% issued share capital of the Company and approximately 0.06% issued share capital of Jet Global Express Limited (a subsidiary of our Company). The general partner of CICC Qirong is CICC Capital Management Co., Ltd., one of the wholly owned subsidiaries of China International Capital Corporation Limited and (b) Ningbo Meishan Free Trade Port Area CICC Puyu Investment Center (Limited Partnership) (寧波梅山保稅港區中金浦鈺投資中心(有限合夥)) (“**CICC Puyu Fund**”) was indirectly interested in approximately 0.0179% of the issued share capital of the Company. CICC Puyu Fund is managed by a wholly-owned subsidiary of China International Capital Corporation Limited. China International Capital Corporation Hong Kong Securities Limited, one of the Joint Sponsors and an expert, is a wholly owned subsidiary of China International Capital Corporation Limited. Save for the foregoing, none of the experts named in the paragraph headed “7. Other information – Qualifications and consents of experts” above has any shareholding in our Company or any of our subsidiaries or has the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries;
- (v) there are no bank overdrafts or other similar indebtedness by our Company to any member of our Group;
- (vi) there are no hire purchase commitments, guarantees or other material contingent liabilities of our Company or any member of our Group;
- (vii) there are no outstanding debentures of our Company or any member of our Group;
- (viii) there is no other stock exchange on which any part of the equity or debt securities of our Company is listed or dealt in or on which [REDACTED] or permission to deal is being or is proposed to be sought;
- (ix) no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option; and
- (x) there are no contracts or arrangements subsisting at the date of this document in which a Director is materially interested or which is significant in relation to the business of our Group.