

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR COMPANY

#### 1. Incorporation

The predecessor of our Company was incorporated under the laws of the PRC as a limited liability company on October 31, 2014 and named as Xiamen Yan Palace Biological Engineering Development Co., Ltd. (廈門燕之屋生物工程發展有限公司). On December 23, 2020, for the purpose of our initial [REDACTED], we were converted from a limited liability company into a joint stock limited liability company in accordance with applicable PRC laws and regulations under the name of Xiamen Yan Palace Bioengineering Co., Ltd. (廈門燕之屋生物工程股份有限公司). In November 2023, we were renamed as Xiamen Yan Palace Bird’s Nest Industry Co., Ltd.\* (廈門燕之屋燕窩產業股份有限公司). Our registered address is at Unit 4, Unit 102, No. 3, Xiangming Road, Xiamen Torch High-tech Zone (Xiang’an) Industrial Zone, Xiamen City, Fujian Province, the PRC. A summary of our Articles is set out in “Appendix III—Summary of Articles of Association of the Company” to this document. As at the date of this document, our Company’s head office is located at 22/F Caizihui, No. 188 Qianpu Road, Siming District, Xiamen City, Fujian Province, the PRC.

Our Company has established a principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong, and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on July 7, 2023. Ms. Leung Kwan Wai, one of our joint company secretaries, has been appointed as our authorized representatives for the acceptance of service of process and notices in Hong Kong. Her address for acceptance of service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

The Company has applied for the [REDACTED], which involves [REDACTED] Shares. The [REDACTED] has been registered with the [REDACTED] and is still subject to [REDACTED].

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the Articles of Association and the relevant aspects of laws and regulations of the PRC is set out in Appendix III and “Regulatory Overview” section, respectively, to this document.

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

The following sets forth changes in our share capital within two years immediately preceding the date of this document.

(1) On June 21, 2021, the registered capital of our Company was increased from RMB84.98 million to RMB86.70 million by way of capital injection.

(2) As approved by our Shareholders’ general meeting on May 25, 2023, immediately upon the [REDACTED], one Share of RMB1 will each subdivide into five Shares of RMB[0.2] each. After the Share Subdivision, the number of our issued Shares was [433,500,000].

Upon completion of the [REDACTED] and [REDACTED], the registered share capital of our Company will increase to (i) RMB[REDACTED], comprising [REDACTED], assuming the [REDACTED] is not exercised; and (ii) RMB[REDACTED] comprising [REDACTED], assuming the [REDACTED] is exercised.

Save as disclosed in “—4. Resolutions of Our Shareholders in Relation to the [REDACTED]” herein, there has been no alteration in our share capital and no redemption, repurchase or sale of any of our share capital since our incorporation.

### 3. Changes in the Share Capital of Our Subsidiary

A summary of the corporate information and the particulars of our principal subsidiaries are set out in Note 1 to the Accountant’s Report as set out in Appendix I to this document.

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

(a) *Beijing Shengzhiyan Trading Co., Ltd.* (北京盛之燕商貿有限公司)

On January 20, 2022, Beijing Shengzhiyan Trading Co., Ltd. was incorporated with an authorized share capital of RMB500,000.

(b) *Beijing Yixin Trading Co., Ltd.* (北京亦忻商貿有限公司)

On August 16, 2022, Beijing Yixin Trading Co., Ltd. was incorporated with an authorized share capital of RMB5,000,000.

On October 11, 2022, the share capital of Beijing Yixin Trading Co., Ltd. was decreased from RMB5,000,000 to RMB500,000.

(c) *Changchun Jinyange Trading Co., Ltd.* (長春市金燕閣商貿有限公司)

On March 9, 2022, Changchun Jinyange Trading Co., Ltd. was incorporated with an authorized share capital of RMB300,000.

(d) *Taiyuan Mingyan Trading Co., Ltd.* (太原市名燕商貿有限公司)

On August 25, 2022, Taiyuan Mingyan Trading Co., Ltd. was incorporated with an authorized share capital of RMB1,000,000.

(e) *Harbin Zunyan Trading Co., Ltd.* (哈爾濱市尊燕商貿有限公司)

On April 23, 2023, Harbin Zunyan Trading Co., Ltd. was incorporated with an authorized share capital of RMB500,000.

(f) *Changchun Yuyanfu Trading Co., Ltd.* (長春市御燕府商貿有限公司)

On April 12, 2023, Changchun Yuyanfu Trading Co., Ltd. was incorporated with an authorized share capital of RMB300,000.

(g) *Taiyuan Shengyan Trading Co., Ltd.* (太原市盛燕商貿有限公司)

On October 20, 2023, Taiyuan Shengyan Trading Co., Ltd. was incorporated with an authorized share capital of RMB1,000,000.

(h) *Xiamen Yan Palace Silon Biotechnology Co., Ltd.* (廈門市燕之屋絲濃生物科技有限公司)

On October 26, 2023, Xiamen Yan Palace Silon Biotechnology Co., Ltd. was incorporated with an authorized share capital of RMB100,000,000.

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

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### 4. Resolutions of Our Shareholders in Relation to the [REDACTED]

At the extraordinary general meeting of the Shareholders held on May 25, 2023, the following resolutions, among other things, were duly passed:

- (a) subject to the relevant regulatory approval and registration, the sub-division of the Shares with nominal value of RMB1.0 each on the basis of 1:5, after which, the nominal value of the Shares will be RMB0.2 each and the number of Shares will be 433,500,000;
- (b) the [REDACTED] by the Company of [REDACTED] with a nominal value of RMB[0.2] each and such [REDACTED] be [REDACTED] on the [REDACTED];
- (c) the number of [REDACTED] to be [REDACTED] shall be up to 25% of the number of total issued Shares upon the completion of the [REDACTED], assuming no exercise of the [REDACTED], and the grant of the [REDACTED] in respect of no more than 15% of the number of [REDACTED] pursuant to the [REDACTED];
- (d) subject to the [REDACTED] is completed, upon completion of the [REDACTED], [REDACTED] will be [REDACTED] on a one-for-one basis;
- (e) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and the [REDACTED]; and
- (f) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED]; and the authorization of the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Stock Exchange and relevant PRC regulatory authorities.

### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. Summary of Material Contracts

The following contract (not being contract entered into in the ordinary course of business) has been entered into by us within the two years preceding the date of this document and is or may be material:

- (a) the [REDACTED].

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2. Intellectual Property Rights of Our Group

(a) Trademarks

(i) Registered Trademarks

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

No.	Trademark	Place of Registration	Registration No.	Registration Owner	Class	Expiry Date
1	藜花燕	PRC	60924741	The Company	30	2032.05.13
2	品燕阁	PRC	59740377	The Company	29	2032.06.27
3	禧孕碗燕	PRC	58995800	The Company	30	2032.03.06
4	 燕之屋 YAN PALACE	PRC	58276334	The Company	29	2032.02.27
5	 燕之屋 YAN PALACE	PRC	58276322	The Company	30	2032.03.06
6		PRC	53280763	The Company	30	2031.12.20
7	小燕浓	PRC	38314709	The Company	30	2030.03.27
8	藜花燕	PRC	38292869	The Company	30	2030.01.13
9	YAN PALACE	PRC	38121422	The Company	3	2030.02.27
10	YAN PALACE	PRC	38121404	The Company	29	2030.02.06
11	碗燕	PRC	38119941	The Company	32	2031.03.06
12	碗燕	PRC	38119897	The Company	30	2031.06.06
13	YAN PALACE	PRC	38118834	The Company	32	2030.02.06
14	燕之屋	PRC	38117080	The Company	3	2030.04.20
15	燕之屋	PRC	38108364	The Company	32	2030.04.20
16	燕之屋	PRC	38107129	The Company	29	2031.04.27
17	碗燕	PRC	38107117	The Company	29	2031.03.06
18	YAN PALACE	PRC	38105458	The Company	30	2030.02.20
19	燕之屋	PRC	38099866	The Company	30	2030.06.20

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No.	Trademark	Place of Registration	Registration No.	Registration Owner	Class	Expiry Date
20	碗燕	PRC	35388910	The Company	3	2029.10.20
21	YAN PALACE	PRC	34218697	The Company	30	2029.06.20
22	ONE NEST	PRC	34218543	The Company	29	2029.09.06
23	燕之屋	PRC	26465917	The Company	29	2029.01.20
24	碗燕	PRC	26465890	The Company	30	2028.12.06
25	燕之屋	PRC	26463057	The Company	30	2029.01.20
26	碗燕	PRC	26457735	The Company	29	2028.10.06
27		PRC	20728783	The Company	32	2027.09.13
28	YAN PALACE	PRC	20728677	The Company	32	2027.09.13
29	燕之屋	PRC	20381266	The Company	32	2027.08.06
30	YAN PALACE	PRC	19219707	The Company	3	2027.04.13
31	燕之屋	PRC	19219574	The Company	3	2027.06.20
32		PRC	17869893	The Company	32	2026.12.27
33	YAN PALACE	PRC	17869743	The Company	32	2026.12.27
34	碗燕	PRC	16738916	The Company	30	2026.06.06
35	碗燕	PRC	16738819	The Company	29	2026.06.06
36	ONE NEST	PRC	16738775	The Company	29	2026.06.06
37	碗燕	PRC	16285420	The Company	32	2026.04.20
38	燕之屋	PRC	14676945	The Company	29	2025.06.20
39	YAN PALACE	PRC	14676927	The Company	29	2025.06.20

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No.	Trademark	Place of Registration	Registration No.	Registration Owner	Class	Expiry Date
40	YAN PALACE	PRC	14676912	The Company	30	2025.06.20
41	燕之屋	PRC	14676896	The Company	30	2025.06.20
42		PRC	14676876	The Company	30	2025.06.20
43		PRC	14676765	The Company	29	2025.06.20
44	碗燕	PRC	11241617	The Company	30	2033.12.13
45	碗燕	PRC	11241517	The Company	29	2033.12.13
46	燕之屋	PRC	5554880	The Company	3	2029.10.20
47	燕之屋	PRC	5164671	The Company	32	2029.03.20
48	品燕閣	PRC	4678286	The Company	29	2028.03.06
49	燕之屋	PRC	3311492	The Company	30	2033.12.20
50	燕宝诗	PRC	62770652	The Company	3	2032.08.13
51	碗燕	Hong Kong	303151782	The Company	29 and 30	2024.09.28
52	ONE NEST	Hong Kong	303151647	The Company	29 and 30	2024.09.28
53	 燕之屋 YAN PALACE	Hong Kong	303151764	The Company	29, 30 and 35	2024.09.28

(ii) Trademark under application

As of the Latest Practicable Date, we had not applied for the registration of the trademark which we consider to be or maybe material to our business.

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**(b) Patents**

*Registered patents*

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following patents which we consider to be or may be material to our business:

<b>No.</b>	<b>Patent</b>	<b>Patentee</b>	<b>Place of Registration</b>	<b>Patent Number</b>	<b>Application Date</b>	<b>Expiry Date</b>
1	A kind of production method of instant stewed bird's nest without picking and soaking (一種免挑免泡即燉燕盞的生產方法)	Yan Sinong	PRC	ZL201410393347.7	2014.08.12	2034.08.11
2	A kind of preparation method of instant bird's nest soft can (一種速食燕窩軟罐頭的製作方法)	Yan Sinong	PRC	ZL201410393800.4	2014.08.12	2034.08.11
3	A method for identifying the authenticity of bird's nest using LC-Q-TOF combined with statistical analysis (一種利用LC-Q-TOF結合統計分析鑒別燕窩真偽的方法)	Yan Sinong	PRC	ZL201410766745.9	2014.12.12	2034.12.12
4	Bowl (Instant Bird's Nest Bowl XMSN-108-2) (碗(即食燕窩碗 XMSN-108-2))	Yan Sinong	PRC	ZL201530502373.4	2015.12.04	2025.12.03
5	A kind of sealing cover of bowl swallow container and the bowl swallow container matched with it (一種碗燕容器封口蓋及配合其的碗燕容器)	Yan Sinong	PRC	ZL202121927944.5	2021.08.17	2031.08.16
6	Packaging bottle (original design of fresh stewed bird's nest) (包裝瓶(鮮燉燕窩獨創設計))	Yan Sinong	PRC	ZL202130553631.7	2021.08.24	2036.08.23
7	A kind of food processing technology of packaging container with easy tear-off lid (一種易撕蓋包裝容器的食品加工工藝)	Yan Sinong	PRC	ZL202111218644.4	2021.10.20	2041.10.19



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No.	Patent	Patentee	Place of Registration	Patent Number	Application Date	Expiry Date
8	A continuous multi-stage linkage supercritical drying device (一種連續式多級聯動超臨界乾燥裝置)	Yan Sinong	PRC	ZL202220955597.5	2022.04.24	2032.04.23
9	A 360° all-round microwave radio frequency sterilization device for fresh stewed bird's nest (一種鮮燉燕窩的360°全方位微波射頻殺菌裝置)	Yan Sinong	PRC	ZL202221008704.X	2022.04.24	2032.04.23
10	Packaging lining (environmentally friendly and degradable fresh stewed bird's nest packaging design) (包裝內襯(環保可降解型鮮燉燕窩包裝設計))	Yan Sinong	PRC	ZL202230613382.0	2022.09.16	2037.09.15
11	Packaging lining (environmentally friendly and degradable fresh stewed bird's nest packaging design) (包裝內襯(環保可降解型鮮燉燕窩包裝設計))	Yan Sinong	PRC	ZL202230613381.6	2022.09.16	2037.09.15
12	Stewing process of dried bird's nest and processing technology of instant bird's nest containing it (一種乾燕窩的燉煮工藝及包含其的即食燕窩加工工藝)	Yan Sinong	PRC	CN202111049947.8	2021.09.08	2041.09.07
13	Processing method of instant rock sugar bird's nest product (一種即食冰糖燕窩產品的加工方法)	Yan Sinong	PRC	CN202111050007.0	2021.09.08	2041.09.07
14	Bird's nest automation weighing process (一種燕窩自動化稱量工藝)	Yan Sinong	PRC	CN202110227265.5	2021.03.01	2041.02.28
15	Instant bird's nest powder for brewing and its preparation method (一種沖泡型即食燕窩粉及其製備方法)	Yan Sinong	PRC	CN202010911895.X	2020.09.02	2040.09.01
16	High sialic acid instant bird's nest product and its sterilization and preparation method (一種高唾液酸即食燕窩產品及其殺菌、製備方法)	Yan Sinong	PRC	CN202010344982.1	2020.04.27	2040.04.26



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*Pending Patents*

As of the Latest Practicable Date, we had applied for the registration of the following patents which we consider to be or may be material to our business:

<b>No.</b>	<b>Patent Title</b>	<b>Applicant</b>	<b>Place of Registration</b>	<b>Applicant Number</b>	<b>Application Date</b>
1	Detection model construction and non-destructive testing method of dried bird’s nest based on near-infrared spectroscopy technology (基於近紅外光譜技術的乾燕窩主要成分檢測模型構建與無損檢測方法)	Yan Sinong	PRC	CN202310142372.7	2023.02.21
2	Preparation method and application of bird’s nest peptide with cell repair and high moisturizing whitening effects (一種具有促進細胞修復、高保濕美白功效的燕窩肽製備方法及應用)	Yan Sinong	PRC	CN202211398048.3	2022.11.09
3	Evaluation method for the suitability of instant bird’s nest storage conditions based on SPME.GC.MS/MS (一種基於SPME.GC.MS/MS的即食燕窩儲存條件適宜性評估方法)	Yan Sinong	PRC	CN202211149417.5	2022.09.21
4	Rapid assessment method for the suitability of instant bird’s nest storage conditions based on flavor substance analysis (一種基於風味物質差異分析的即食燕窩儲存條件適宜性快速評估方法)	Yan Sinong	PRC	CN202211307184.7	2022.10.24
5	Automatic selective device and method for bird’s nest based on visual recognition technology (一種基於視覺識別技術的燕窩自動精挑裝置及方法)	Yan Sinong	PRC	CN202210698456.4	2022.06.20
6	Steam jet sealing device (一種蒸汽噴射封口裝置)	Yan Sinong	PRC	CN202210802925.2	2022.07.07
7	Preparation method of bird’s nest standard material for detecting nitrite in bird’s nest (一種用於檢測燕窩中亞硝酸鹽的燕窩標準物的製備方法)	Yan Sinong and Xiamen Customs Technology Center (廈門海關技術中心)	PRC	CN202210703504.4	2022.06.21
8	Preparation method of bird’s nest standard material for detection (一種檢測用的燕窩標準物的製備方法)	Yan Sinong and Xiamen Customs Technology Center (廈門海關技術中心)	PRC	CN202210704823.7	2022.06.21

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No.	Patent Title	Applicant	Place of Registration	Applicant Number	Application Date
9	Application of small molecule bird's nest peptide for prevention and improvement of skin inflammation (用於預防、改善皮膚炎症的小分子燕窩肽的應用)	Yan Sinong	PRC	CN202210414117.9	2022.04.20
10	Sensory quality evaluation method for high-quality bowl-packaged bird's nest (一種高品質碗裝燕窩的感官品質評價方法)	Yan Sinong	PRC	CN202210249530.4	2022.03.14
11	Supercritical drying bird's nest instant soluble powder and its preparation method (一種超臨界乾燥燕窩口溶粉及其製備方法)	Yan Sinong	PRC	CN202111368632.X	2021.11.18
12	Small molecule bird's nest bubble water with beauty and nourishing effects and its preparation method (一種具有美容養顏功效的小分子燕窩氣泡水及其製備方法)	Yan Sinong	PRC	CN202111444485.X	2021.11.30
13	Bird's nest oral quick-dissolving film and its preparation method (燕窩口腔速溶膜及其製備方法)	Yan Sinong	PRC	CN202111397343.2	2021.11.23
14	Intelligent automatic soaking device for bird's nest (一種燕窩的智能自動浸泡裝置)	Yan Sinong	PRC	CN202111174486.7	2021.10.09
15	Automatic pre-processing device for bird's nest and its method (一種燕窩的自動前處理裝置及其方法)	Yan Sinong	PRC	CN202111078640.0	2021.09.15
16	Instant bird's nest product suitable for middle-aged and elderly consumption and its preparation method (一種適合中老年食用的即食燕窩產品及其製備方法)	Yan Sinong	PRC	CN202111142687.9	2021.09.28
17	Ultrahigh performance liquid chromatography-tandem mass spectrometry method for determination of amino acids in bird's nest (燕窩中氨基酸的超高效液相色譜串聯質譜測定方法)	Yan Sinong	PRC	CN202111222555.7	2021.10.20

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18	Fresh stewed beverage order management method (一種鮮燉飲品訂單管理方法)	The Company	PRC	CN202110868218.9	2021.07.30
19	Whitening active small molecule bird's nest peptide and its preparation method (一種美白活性小分子燕窩肽及其製備方法)	Yan Sinong	PRC	CN202110938306.1	2021.08.16
20	Instant bird's nest product suitable for pregnant women consumption and its preparation method (一種適合孕婦食用的即食燕窩產品及其製備方法)	Yan Sinong	PRC	CN202110762816.8	2021.07.06
21	Method and application for improving sensory quality of instant bird's nest product (一種改善即食燕窩產品感官品質的方法與應用)	Yan Sinong	PRC	CN202011053987.5	2020.09.29
22	Bird's nest concentrate and its preparation method and application (一種燕窩濃縮液及其製備方法與應用)	Yan Sinong	PRC	CN202010940669.4	2020.09.09

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**(c) Copyrights**

*Registered copyrights*

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

<b>No.</b>	<b>Name</b>	<b>Copyright Owner</b>	<b>Place of Registration</b>	<b>Registration No.</b>	<b>Date of Registration</b>	<b>Date of Publication</b>
1	Rock Sugar Bird's Nest Gift Box (燕之屋冰糖燕窩禮盒)	The Company	PRC	Minzuo Registration-2018-F-00066891 (閩作登字-2018-F-00066891)	2018.09.30	2017.07.20
2	Silky and Rich Logo (絲濃標誌Logo)	The Company	PRC	Minzuo Registration-2018-F-00083978 (閩作登字-2018-F-00083978)	2018.11.20	2017.08.10
3	Goddess of Bird's Nest (燕窩女神)	The Company	PRC	Guozuo Registration-2021-F-00074666 (國作登字-2021-F-00074666)	2021.03.31	2019.12.05
4	Classic Bowl Bird's Nest (Upgraded Version) (碗燕經典款(升級版))	The Company	PRC	Guozuo Registration-2021-F-00159563 (國作登字-2021-F-00159563)	2021.07.14	2017.08.10
5	Premium Bowl Bird's Nest (尊享款碗燕)	The Company	PRC	Guozuo Registration-2021-F-00249739 (國作登字-2021-F-00249739)	2021.10.29	2014.04.30
6	Yan Bioinformatics Platform v0.0.0.1 (燕生物資訊平台v0.0.0.1)	The Company	PRC	2018SR041076	2021.03.23	2017.09.04
7	Intelligent Coding System for Production Line v1.0 (產線智慧賦碼系統v1.0)	The Company	PRC	2021SR0539979	2021.04.14	2020.12.01
8	Mobile Intelligent Cashier System v1.0 (手機移動智慧收銀系統v1.0)	The Company	PRC	2021SR0960403	2021.06.29	2020.12.01
9	Fresh Stew Self-Service Modification Cycle Program v1.0 (鮮燉自助修改週期小程序v1.0)	The Company	PRC	2021SR0960404	2021.06.29	2020.12.01
10	Yanzhiwu e-commerce CRM member management system v1.0 (燕之屋電商CRM會員管理系統v1.0)	The Company	PRC	2023SR0385007	2023.03.23	2022.07.01

**(d) Domain Names**

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

<b>No.</b>	<b>Domain Name</b>	<b>Registrant</b>	<b>Expiry Date</b>
1.	yanzhiwu.com	the Company	2024.10.20

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.

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

#### 1. Particulars of Directors’ and Supervisors’ Service Contracts and Letters of Appointment

##### *(a) Executive Directors*

Each of Mr. Huang, Mr. Zheng, Mr. Li and Huang Danyan, being our executive Directors, has entered into a service contract with our Company on [REDACTED], 2023. Each service contract is for an initial term of three years. The service contracts may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

##### *(b) Non-executive Director and Independent non-executive Directors*

Each of Liu Zhen and Wang Yalong, being our non-executive Directors, Xiao Wei, Chen Aihua and Lam Yiu Por, being our independent non-executive Directors, has entered into a letter of appointment with our Company on [REDACTED], 2023. Each letter of appointment is for an initial term of three years. The letters of appointment may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

##### *(c) Supervisors*

Each of Zhang Ning, Zheng Feng and Wei Wei, being our Supervisors, has entered into a service contract with our Company on [REDACTED], 2023. Each service contract is for an initial term of three years. The service contracts may be renewed in accordance with the Articles and the applicable laws, rules and regulations.

#### 2. Remuneration of Directors and Supervisors

The aggregate remuneration (including fees, salaries, contribution to pension schemes, housing allowances, other allowances and benefits-in-kind and discretionary bonuses) paid to our Directors and Supervisors for the three years ended December 31, 2020, 2021, 2022 and the five months ended May 31, 2023, were approximately RMB10.1 million, RMB10.7 million, RMB11.8 million and RMB6.9 million, respectively.

Based on the arrangements in force as of the Latest Practicable Date, it is estimated that the total remuneration paid to the Directors and Supervisors for the year ending December 31, 2023 will be approximately RMB13.0 million.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining our Company. No compensation was paid by us to, or receivable by, our Directors, former Directors, Supervisors, former Supervisors or the five highest-paid individuals for each of the Track Record Period for the loss of any office in connection with the management of the affairs of any members of our Group. Furthermore, none of the Directors or Supervisors had waived agreed to waive any emoluments during the same periods.

Save as disclosed above, no other payments have been made or are payable in respect of the three years ended December 31, 2020, 2021 and 2022 and the five months ended May 31, 2023, by any member of our Group to any of our Directors.

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**3. Disclosure of interests**

*Disclosure of interests of Directors, Supervisors and chief executive of our Company*

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interest or short position of our Directors, Supervisors or chief executives of our Company in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules, to be notified to our Company and the Hong Kong Stock Exchange, once the Shares are [REDACTED] will be as follows:

(i) *Interests in our Company*

Name of Shareholder	Nature of interest	Description of Shares	Shares held immediately following the completion of the [REDACTED] and [REDACTED] (assuming the [REDACTED] is not exercised)		
			Number of Shares <sup>(1)</sup>	Percentage of shareholding in our [REDACTED] Shares/H Shares	Percentage of shareholding in our total issued share capital <sup>(7)</sup>
Mr. Huang . . . . .	Beneficial owner	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest held jointly with another person <sup>(2)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest in a controlled corporation <sup>(3)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Zheng . . . . .	Beneficial owner	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest held jointly with another person <sup>(2)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest of spouse <sup>(5)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Li . . . . .	Beneficial owner	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest held jointly with another person <sup>(2)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Liu Zhen (劉震) . . . . .	Beneficial owner	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
	Interest in a controlled corporation <sup>(6)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]
Wang Yalong (王亞龍) . . . . .	Interest in a controlled corporation <sup>(7)</sup>	[REDACTED] Shares	[REDACTED]	[REDACTED]	[REDACTED]
		H Shares	[REDACTED]	[REDACTED]	[REDACTED]

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- (1) All interests stated are long positions.
- (2) See “History, Development and Corporate Structure—Concert Party Arrangement” for more information.
- (3) Xiamen Suntama is controlled by Mr. Huang as of the Latest Practicable Date. Mr. Huang is therefore deemed to be interested in the Shares held by Xiamen Suntama under the SFO.
- (4) As of the Latest Practicable Date, Mr. Huang was the sole general partner of Jinyan Tengfei LP. Mr. Huang is deemed to be interested in the Shares in which Jinyan Tengfei LP is interested in.
- (5) Ms. Xue is the spouse of Mr. Zheng. Accordingly, Mr. Zheng is deemed to be interested in the same number of Shares of Ms. Xue is interested in for the purpose of the SFO.
- (6) Xiamen Guangyao Tianxiang Investment Co., Ltd. is the sole general partner of Guangyao Tianxiang and is therefore deemed to be interest in the Shares held by Guangyao Tianxiang LP under the SFO. LIU Zhen held approximately 80% of the limited partnership interests of Guangyao Tianxiang LP and controls Xiamen Guangyao Tianxiang Investment Co., Ltd. as of the Latest Practicable Date. LIU Zhen is therefore deemed to be interested in the Shares held by Guangyao Tianxiang LP under the SFO.
- (7) WANG Yalong held approximately 45% of Beijing Yanshi Investment Management Center Limited Partnership (北京焰石投資管理中心(有限合夥)) as of the Latest Practicable Date, which is the general partner of Hongyan Investment LP. WANG Yalong is therefore deemed to be interested in the Shares held by Hongyan Investment LP under the SFO.
- (8) The number of Shares were presented based on the assumption that the Share Subdivision is completed.

### *Disclosure of interests of substantial shareholders*

Save as disclosed in the section headed “Substantial Shareholders” in this document, our Directors are not aware of any other person who will, immediately following the completion of the [REDACTED] and [REDACTED] have an interest or short position in the Shares or the underlying Shares which are required to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or directly or indirectly, be interested in 10% of more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at the general meetings of our Company.



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### 4. Agency Fees or [REDACTED] Received

Save as disclosed in the section headed “[REDACTED]” in this document, no [REDACTED], discounts, brokerages or other special terms were granted within the two years preceding the date of this document in connection with the issue or sale of any capital or security of any member of our Group.

### 5. Disclaimers

- (a) save as disclosed in the sections headed “Substantial Shareholders” and “—C. Further Information about our Directors, Supervisors and Substantial Shareholders—3. Disclosure of interests—Disclosure of interests of Directors, Supervisors and chief executive of our Company”, none of our Directors, Supervisors or the chief executive of our Company has any interest or short position in the Shares, underlying Shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of [REDACTED] once the H Shares are [REDACTED];
- (b) none of our Directors, Supervisors or any of the experts referred to under paragraph headed “D. Other Information—11. Qualification of Experts” in this appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) save as disclosed in the section headed “Connected Transactions”, none of our Directors or Supervisors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group;
- (d) save as disclosed in the sections headed “Directors, Supervisors and Senior Management—Compensation of Directors, Supervisors and Senior Management” and “—C. Further Information about our Directors, Supervisors and Substantial Shareholders—1. Particulars of Directors’ and Supervisors’ Service Contracts and Letters of Appointment”, none of our Directors or Supervisors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) save as disclosed in the sections headed “Substantial Shareholders” and “—C. Further Information about our Directors, Supervisors and Substantial Shareholders—3. Disclosure of interests—Disclosure of interests of Directors, Supervisors and chief executive of our Company”, so far as is known to our Directors, Supervisors or the chief executive of our Company, no person (not being a Director, Supervisors or chief executive of our Company) will, immediately following the completion of the [REDACTED] and [REDACTED], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (f) save as disclosed in the section headed “Business—Raw Materials, Packaging Materials and Suppliers—Our Suppliers—Major Suppliers”, none of our Directors, Supervisors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

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### 6. Employee Incentive Scheme

The following is a summary of the principal terms of the employee incentive scheme (“Employee Incentive Scheme”) approved and adopted by our Company on December 26, 2020 for the purpose of attracting and retaining talents for our Group. Under the Employee Incentive Scheme, eligible participants as approved by the Company may subscribe for the limited partnership interests in Jinyan Tengfei LP (“Restricted Shares”), our employee incentive platform. As of the Latest Practicable Date, Jinyan Tengfei LP held an aggregate of 8,208,320 [REDACTED] Shares (assuming the Share Subdivision is completed and the nominal value is RMB0.20 each), representing approximately 1.89% of our total issued Shares. The incentive Shares under the Employee Incentive Scheme are existing Shares of the Company and does not involve the grant of options by our Company to [REDACTED] new Shares.

#### *(a) Purpose*

The purpose of the Employee Incentive Scheme is to attract and retain talents for our Group. The Employee Incentive Scheme fosters shared interests between shareholders of our Company and our management team, thereby furthering our Company’s focus on long-term development.

#### *(b) Eligible participants*

Eligible participants must be formal employee of the Company and shall be core management personnel and technical backbones who work in key positions of the Company or its subsidiaries with a direct or relatively material impact on the company’s operating performance and sustainable development. Eligible participants need to meet the following criteria (1) senior management; (2) department managers with one year working experience; or (3) department deputy managers with 10 years working experience.

#### *(c) Scheme administration*

A management committee has been authorized to act as the scheme administrator to manage the scheme and the related shareholding platform, including but not limited to, formulating and amending detailed implementation documents for the scheme, managing the daily operation of the scheme and related shares, approving the exit and share transfer, determining and explaining terms of the scheme and related matters thereunder and other work as otherwise authorized by the Company. The management committee shall consist of eight members including one team leader who is the chairman of the Company, three deputy team leaders who are the Company’s vice chairman, general manager, and chairman of the board of Supervisors, and four team members who are the Company’s chief financial officer, board secretary, human resources director and manager of the legal department.

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### *(d) Number of Shares Subject to the Employee Incentive Scheme*

A total number of 8,208,320 Shares (assuming the Share Subdivision is completed and the nominal value is RMB0.20 each) underlying the Employee Incentive Scheme were issued to Jinyan Tengfei LP for the purpose of the Employee Incentive Scheme, representing approximately 1.89% of the total issued share capital of the Company immediately prior to the completion of the [REDACTED] and approximately [REDACTED]% of the total issued share capital of the Company immediately following the completion of the [REDACTED] and the [REDACTED] (assuming that the [REDACTED] is not exercised). As of the Latest Practicable Date, all Shares subject to the Employee Incentive Scheme have been granted to and subscribed by 43 Participants, and no further Shares will be granted under such scheme following the [REDACTED]. All such [REDACTED] Shares will be [REDACTED], subject to relevant regulatory approval and registration.

### *(e) Rights and Restrictions Attached to the Restricted Shares*

The Company shall establish a limited partnership entity as an employee shareholding platform to hold and manage the Shares under the scheme. The general partner of such entity shall be the person representing and responsible for the management of such entity, including exercising the voting rights attached to the Shares held by Jinyan Tengfei LP, and the limited partners shall not participate in the management. Accordingly, the Company established Jinyan Tengfei LP as the employee shareholding platform, the general partner of which is Mr. Huang and the limited partners of which are grantees under the scheme.

All the grantee, shall be entitled to all the economic interests relating to their respective Restricted Shares, except that the Restricted Shares shall be subject to certain transfer and disposal restrictions, including: (i) the completion of a qualified [REDACTED]; (ii) the expiry of the [REDACTED] period as required by the CSRC (where applicable); and (iii) 36 months commencing from the date of implementation of the scheme. In addition, each grantee who is Director, Supervisor or senior management of the Company shall retain at least 10% of the total Shares subscribed by him/her under the scheme during his/her term of employment, to avoid short selling and control the risk.

In the event that the corresponding employment contract or consultancy agreement of the grantee is terminated due to retirement, disability, death or other similar reasons that are considered by the management committee as not adversely affect the Group prior to the expiry of relevant [REDACTED] period of the Restricted Shares or the [REDACTED], whichever is earlier, such Restricted Shares shall be unconditionally sold to other limited partners or third parties designated by the scheme administrator at the price calculated based on the following calculation methods, whichever is higher and after deducting the taxes and administrative expenses accrued per share: (a) the actual grant price + interest calculated on the bank deposit rate for the same period; (b) the most recent and valid fair value assessed.

In the event that the relevant grantees conduct material malfeasance, violate the [REDACTED] requirements, take action materially adversely affect the Group or conduct competitive business without the approval of the Company, such Restricted Shares shall be unconditionally sold to other limited partners or third parties designated by the scheme administrator at the price calculated based on the following calculation methods, whichever is lower and deducting the taxes and administrative expenses accrued per share: (a) the actual [REDACTED] paid by such grantee; or (b) the most recent and valid fair value assessed.

In the other events, the sales price shall be determined with reference to the principal above and such shall not be higher than the price calculated based on the following calculation methods, whichever is higher and deducting the taxes and administrative expenses accrued per share: (a) the actual [REDACTED] paid by such grantee plus interests of commercial banks in the same period; or (b) the most recent and valid fair value assessed or the [REDACTED].

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*(f) Details of the Awards granted*

Below is the list of the grantees under the Employee Incentive Scheme that are entitled to the Restricted Shares as of the Latest Practicable Date :

Name	Address	Position held in our Group	Date of Grant	Number of Shares underlying the Employee Incentive Scheme <sup>(1)(2)</sup>	Approximate percentage of shareholding immediately following the completion of the [REDACTED] and the [REDACTED]	
					Assuming the [REDACTED] is not exercised	Assuming the [REDACTED] is fully exercised
<i>Directors, Supervisors, Senior Management and Other Connected Persons</i>						
Weng Huizhen (翁惠貞)	Room 2803, No.188 Jiahe Road, Siming District, Xiamen City, Fujian Province, the PRC	Deputy general manager	December 26, 2020	425,191	[REDACTED]	[REDACTED]
Chen Zhigao (陳志高)	Room 202, No.71, Xiangxiu Li, Siming District, Xiamen City, Fujian Province, the PRC	Chief financial officer	December 26, 2020	425,191	[REDACTED]	[REDACTED]
Huang Danyan (黃丹艷)	Room 104, No.311, Lianqian West Road, Siming District, Xiamen City, Fujian Province, the PRC	Executive Director and deputy general manager	December 26, 2020	425,191	[REDACTED]	[REDACTED]
Li Liangjie (李良杰)	No. 124, Gukeng Village, Jinpi Village Committee, Yaoshan Town, Nanxiong City, Guangdong Province, the PRC	Deputy general manager	December 26, 2020	425,191	[REDACTED]	[REDACTED]
Fan Qunyan (范群艷)	Room 701, No. 41, Xiangwuliuli, Xindian Town, Xiang'an District, Xiamen City, Fujian Province, the PRC	Deputy general manager	December 26, 2020	425,191	[REDACTED]	[REDACTED]

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Name	Address	Position held in our Group	Date of Grant	Number of Shares underlying the Employee Incentive Scheme <sup>(1)(2)</sup>	Approximate percentage of shareholding immediately following the completion of the [REDACTED] and the [REDACTED]	
					Assuming the [REDACTED] is not exercised	Assuming the [REDACTED] is fully exercised
Wei Wei (魏激)	No.94, Houputong Erli Huli District, Xiamen City, Fujian Province, the PRC	Supervisor	December 26, 2020	299,604	[REDACTED]	[REDACTED]
Zhang Ning (張寧)	No.299, Xiang Xi Road, Ma Xiang Town, Xiang'an District, Xiamen City, Fujian Province, the PRC	Supervisor	December 26, 2020	174,837	[REDACTED]	[REDACTED]
Xiong Ting (熊婷)	Room 706, No.18, Meiren New Village, Siming District, Xiamen City, Fujian Province, the PRC	Board secretary and joint company Secretary	December 26, 2020	174,837	[REDACTED]	[REDACTED]
Mr. Huang	Room 1201, No. 297-1, Jiahe Road, Siming District, Xiamen City, Fujian Province, the PRC	Executive Director and chairman of the Board of Directors	December 26, 2020	3,283	[REDACTED]	[REDACTED]
<b>Subtotal</b>				2,778,516	[REDACTED]	[REDACTED]
<i>Other Grantees</i>						
34 grantees	22/F, Caizihui No. 188, Qianpu Road, Siming District, Xiamen City, Fujian Province, the PRC	Employees	December 26, 2020	5,429,804	[REDACTED]	[REDACTED]

(1) For illustrating the indirect interests of grantees in our Company, the number of Shares are presented and calculated by multiplying their respective percentage of limited partnership interests in Jinyan Tengfei LP by the total number of Shares held by Jinyan Tengfei LP, and assuming the Share Subdivision is completed.

(2) All the [REDACTED] Shares held by Jinyan Tengfei LP will be [REDACTED], subject to the relevant regulatory approvals and registration.

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All the Restricted Shares granted under the Employee Incentive Scheme are subject to certain transfer and disposal restrictions set out above. No grant of Restricted Shares under the Employee Incentive Scheme will cause any dilution of the shareholding of our Shareholders after the [REDACTED].

### D. OTHER INFORMATION

#### 1. Estate Duty

We have been advised that no material liability for estate duty under PRC law is likely to fall upon the Group.

#### 2. Litigation

During the Track Record Period and up to the Latest Practicable Date, so far as our Directors are aware, no litigation or claim of material importance (to our Group’s financial condition or results of operation) is pending or threatened against any member of our Group.

#### 3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the [REDACTED] of the Hong Kong Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the [REDACTED] as mentioned in this document. All necessary arrangements have been made enabling the [REDACTED] to be admitted into [REDACTED].

The Joint Sponsors satisfy the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. The sponsor fee payable to the Joint Sponsors in connection with the [REDACTED] payable by our Company is US\$[REDACTED] in aggregate.

#### 4. Compliance Advisor

Our Company has appointed Ping An of China Capital (Hong Kong) Company Limited as our compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

#### 5. Preliminary Expenses

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

#### 6. Promoters

The promoters of our Company are Xiamen Suntama, Guangyao Tianxiang LP, Xiamen Jinyanlai LP, Hongyan Investment LP, Mr. Zheng, Fu Yu (付煜), Mr. Li, Yangming Kangyi LP, Zeng Huanrong (曾煥容), Liu Zhen (劉震), Huang Jincheng (黃進成), Huang Wenxiao (黃文小), Shi Tao (師濤), Torch Investment, Tianyi Tongchuang LP, Jinjun Hongyan LP, Zhang Qing (張青), Wu Junjie (吳俊傑) and Xiao Wen (肖雯).

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

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### 7. Consents of Experts

Each of the experts as referred to in “—11. Qualification of Experts” in this appendix has given and has not withdrawn its consent to the issue of this document with the inclusion of its view, report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to [REDACTED] or to nominate persons to [REDACTED] securities in our Company or any of our subsidiaries.

### 8. Binding Effect

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

### 9. Bilingual Document

The English language and Chinese language versions of this document are being published separately in reliance on the exemption provided in section 4 of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### 10. Taxation of Holders of H Shares

#### *(a) Hong Kong*

The sale, purchase and transfer of H Shares is subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the [REDACTED] of members of our Company, including in circumstances where such transaction is effected on the Hong Kong Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is HK\$2.00 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

#### *(b) Consultation with Professional Advisors*

Intending holders of the H Shares are recommended to consult their professional advisors if they are in any doubt as to the taxation implications of [REDACTED], [REDACTED], [REDACTED] or [REDACTED] or [REDACTED] the H Shares. It is emphasized that none of our Company, our Directors, Supervisors or the other parties involved in the [REDACTED] will accept responsibility for any tax effect on, or liabilities of, holders of H Shares resulting from their [REDACTED], [REDACTED], [REDACTED] or [REDACTED] or [REDACTED] the H Shares or exercise of any rights attaching to them.



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### 11. Qualification of Experts

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

<u>Name</u>	<u>Qualifications</u>
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) of the regulated activities under the SFO
GF Capital (Hong Kong) Limited	Licensed to carry on Type 6 (advising on corporate finance) regulated activity as defined under the SFO
Hylands Law Firm	PRC Legal Advisors
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance

### 12. Miscellaneous

- (a) within the two years immediately preceding the date of this document:
- (i) save as disclosed in the section headed “History, Development and Corporate Structure” in this document, no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) save as disclosed in the section headed “[REDACTED]” in this document, no [REDACTED], discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries;
  - (iii) save as disclosed in the section headed “[REDACTED]” in this document, no [REDACTED] had been paid or payable for [REDACTED], agreeing to [REDACTED], procuring [REDACTED] or agreeing to procure [REDACTED] of any share in our Company or any of our subsidiaries;
- (b) save as disclosed in the section headed “History, Development and Corporate Structure” in this document, no share or loan capital of our Company or any of our subsidiaries had been under option or agreed conditionally or unconditionally to be put under option;
- (c) there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries;

**APPENDIX IV**

**STATUTORY AND GENERAL INFORMATION**

- (d) none of the persons named in the sub-paragraph headed “D. Other Information—11. Qualification of Experts” in this appendix is interested beneficially or otherwise in any shares of any member of our Group or has any right or option (whether legally enforceable or not) to [REDACTED] or nominate persons to [REDACTED] any securities in any member of our Group;
- (e) our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since May 31, 2023 (being the date to which the latest audited consolidated financial statements of our Group were made up);
- (f) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document; and
- (g) no company within our Group is [REDACTED] on any stock exchange or [REDACTED] on any [REDACTED] system and at present, and our Group is not seeking or proposing to seek any [REDACTED] of, or permission to [REDACTED], the share or loan capital of our Company on any other stock exchange; and there is no arrangement under which future dividends are waived or agreed to be waived.