

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 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 21 November 2017 and was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 15 November 2019. We have established a principal place of business in Hong Kong at Room 801, 8/F, COFCO Tower, 262 Gloucester Road, Causeway Bay, Hong Kong. We have appointed Ms. Wong Wai Yee, Ella (黃慧兒) and Ms. Fung Wai Sum (馮慧森) as the authorised representatives of our Company for the acceptance of service of process and notices on our behalf in Hong Kong. The address for service of process and notices on our Company in Hong Kong 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 and the Memorandum and the Articles. A summary of certain provisions of the Memorandum and the Articles and relevant aspects of the Cayman Companies Act is set out in Appendix III to this document.

#### 2. Changes in Our Share Capital

As at the date of our incorporation, our authorised share capital was US\$50,000, consisting of 50,000 shares of US\$1.00 each. On 21 November 2017, one Share was allotted and issued to Harneys Fiduciary (Cayman) Limited and such share was subsequently transferred to Migao BVI on 21 November 2017. On 21 November 2017, 9,999 shares of US\$1.00 each were allotted and issued to Migao BVI, which was credited as fully paid. On 28 February 2024, the authorised share capital of our Company was subdivided from US\$50,000 divided into 50,000 Shares of US\$1 each to 5,000,000 Shares of US\$0.01 each. On 28 February 2024, our authorised share capital was increased from 5,000,000 Share of US\$0.01 each to 10,000,000,000 Share of US\$0.01 each. Our Company remained wholly-owned by Migao BVI after the above changes in our authorised share capital. Pursuant to the resolutions of our Shareholder passed on 28 February 2024, [REDACTED] Shares will be allotted and issued to Migao BVI, credited as fully paid at par by capitalising and applying a sum of US\$[REDACTED] standing to the credit of the share premium account of our Company on or about the [REDACTED].

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

Save for the aforesaid and as mentioned in the section headed “Appendix IV – Statutory and General Information – A. Further Information about Our Group – 3. Resolutions in Writing of Our Shareholders” below in this document, there has been no alteration in the share capital of our Company since our incorporation.

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### 3. Resolutions in Writing of Our Shareholder

On 28 February 2024, written resolutions of our Shareholder were passed pursuant to which, among others:

- (a) our Company approved and adopted the Memorandum and Articles of Association which will become effective upon [REDACTED];
- (b) conditional on (a) the Hong Kong Stock Exchange granting the [REDACTED] of, and permission to [REDACTED], the Shares in issue and the Shares to be issued as mentioned herein (including any Shares which may be issued pursuant to the [REDACTED] Issue, the [REDACTED] and the [REDACTED]; (b) the [REDACTED] having been determined; (c) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the [REDACTED], for themselves and on behalf of the [REDACTED]) and not being terminated in accordance with the terms of such agreement or otherwise, in each case on or before the date specified in the [REDACTED]:
  - (i) the [REDACTED] was approved and our Directors were authorised to effect the same and to allot and issue the [REDACTED] pursuant to the [REDACTED];
  - (ii) the grant of the [REDACTED] was approved and our Directors were authorised to allot and issue any Shares which may be required to be issued if the [REDACTED] is exercised; and
  - (iii) conditional upon the share premium account of our Company being credited as a result of the [REDACTED], our Directors were authorised to [REDACTED] the amount of US\$[REDACTED] from the amount standing to the credit of the share premium account of our Company to pay up in full at par [REDACTED] Shares for allotment and issue to the person(s) whose name(s) appears on the register of members of our Company, on a pro rata basis at the close of business on the date preceding the [REDACTED] (or as they may direct) and the Shares to be allotted and issued pursuant to this resolution shall rank *pari passu* in all respects with the existing issued Shares;
- (c) a general unconditional mandate was given to our Directors to allot, issue and deal with Shares or securities convertible into 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 Shares) which would or might require Shares to be allotted, issued or dealt with, with an aggregate nominal amount (otherwise than pursuant to, or in consequence of, the [REDACTED] or the [REDACTED], a rights issue or pursuant to the exercise of any subscription rights which may be granted under any share incentive scheme or any scrip dividend

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scheme or similar arrangements, any adjustment of rights to subscribe for Shares under options and warrants or a special authority granted by our Shareholders or an issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association), not exceeding the sum of 20% of the aggregate nominal amount of our share capital in issue immediately following completion of the [REDACTED] and the [REDACTED] but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED], until whichever is 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 by the Articles of Association or any applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution of our Shareholders in general meeting revoking, varying or renewing such mandate;
- (d) a general unconditional mandate (the “**Repurchase Mandate**”) was given to our Directors to exercise all powers of our Company to purchase Shares with an aggregate nominal amount of not exceeding 10% of the aggregate nominal amount of our share capital in issue immediately following the completion of the [REDACTED] and the [REDACTED], but excluding any Shares which may be issued pursuant to the exercise of the [REDACTED] until whichever is 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 by the Articles of Association or applicable laws of the Cayman Islands to be held; or
  - (iii) the passing of an ordinary resolution of our Shareholders in general meeting revoking, varying or renewing such mandate;
- (e) the extension of the general mandate to allot, issue and deal with Shares to include the nominal amount of Shares, which may be purchased or repurchased pursuant to paragraph (d) above.

### 4. Corporate Reorganisation

In preparation for the [REDACTED], the companies comprising our Group underwent the Reorganisation to rationalise the corporate structure of our Group. For further details, please refer to the section headed “History, Reorganisation and Corporate Structure – The Reorganisation” in this document.

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### 5. Changes in the Share Capital of Our Subsidiaries

The following set forth the changes to the share capital or registered capital (as the case may be) of our subsidiaries during the two years immediately preceding the date of this document:

#### *Anda Migao*

On 16 February 2022, the registered capital of Anda Migao increased from RMB180 million to RMB240 million.

Save as disclosed in this document, there has been no alteration in the share capital or the registered capital (as the case may be) of any of our subsidiaries within the two years preceding the date of this document.

### 6. Particulars of Our Subsidiaries

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

### 7. Repurchase of Our Own Securities

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

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

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

##### *(i) Shareholders’ Approval*

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

Pursuant to the Repurchase Mandate, authority was given to our Directors to repurchase our Shares on the Hong Kong Stock Exchange or on any other stock exchange on which the securities may be listed and which is recognised by the SFC and the Hong Kong Stock Exchange for this purpose. Details of the Repurchase Mandate is set out above in the section headed “Appendix IV – Statutory and General Information – A. Further Information about Our Group – 3. Resolutions in Writing of Our Shareholder” to this document.

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### *(ii) Source of Funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with our Memorandum and the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

A listed company may not repurchase its own securities on the Hong Kong Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Hong Kong Stock Exchange as amended from time to time. Subject to the foregoing, any repurchases by our Company may be made out of the profits of our Company, out of the share premium account of our Company or out of the proceeds of a fresh issue of Shares made for the purpose of the repurchase or, subject to the Cayman Companies Act, if so authorised by the Articles, out of capital and, in the case of any premium payable on the purchase, out of the profits of our Company or from sums standing to the credit of the share premium account of our Company or, subject to the Cayman Companies Act, if so authorised by the Articles, out of capital.

### *(iii) Trading Restrictions*

The total number of shares which a listed company may repurchase on the Hong Kong 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 Hong Kong Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Hong Kong 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 Hong Kong 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 Hong Kong Stock Exchange. A company is required to procure that the broker appointed by it to effect a repurchase of securities discloses to the Hong Kong Stock Exchange such information with respect to the repurchase as the Hong Kong Stock Exchange may require.

### *(iv) Status of Repurchased Shares*

All repurchased securities (whether effected on the Hong Kong Stock Exchange or otherwise) will be automatically delisted and the certificates for those securities must be cancelled and destroyed.

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### *(v) Suspension of Repurchase*

A listed company may not make any repurchase of securities at any time after inside information has come to its knowledge until the 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 Hong Kong 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 (whether or not required under the Listing Rules) and (b) 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), and ending on the date of the results announcement, the listed company may not repurchase its shares on the Hong Kong Stock Exchange other than in exceptional circumstances. In addition, the Hong Kong Stock Exchange may prohibit a repurchase of securities on the Hong Kong Stock Exchange if a listed company has breached the Listing Rules.

### *(vi) Reporting Requirements*

Certain information relating to repurchases of securities on the Hong Kong Stock Exchange or otherwise must be reported to the Hong Kong 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.

### *(vii) Connected Persons*

A listed company is prohibited from knowingly repurchasing securities on the Hong Kong Stock Exchange from a core connected person and a core connected person is prohibited from knowingly selling his securities to the company.

## ***(b) Reasons for Repurchases***

Our Directors believe that the ability to repurchase Shares is in the interests of our Company and our Shareholders. Repurchases may, depending on market conditions, funding arrangements and other circumstances, result in an increase in the net assets and/or earnings per Share. Our Directors sought the grant of a general mandate to repurchase Shares to give our Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by our Directors at the relevant time having regard to the circumstances then pertaining. Repurchases of Shares will only be made when our Directors believe that such repurchases will benefit our Company and our Shareholders.

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### *(c) Funding of Repurchases*

In repurchasing securities, our Company may only apply funds lawfully available for such purpose in accordance with the Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. There could be a material and adverse impact on the working capital and/or gearing position of our Company (as compared with the position disclosed in this document) in the event that the Repurchase Mandate were to be carried out in full at any time during the share repurchase period. However, our Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material and adverse effect on the working capital requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

### *(d) General*

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised), could accordingly result in up to [REDACTED] Shares being repurchased by our Company during the period prior to:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles of Association and the applicable laws and regulations of the Cayman Islands to be held; or
- (iii) the revocation, variation or renewal of the Repurchase Mandate by 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 respective close associates (as defined in the Listing Rules), has any present intention to sell any Shares to our Company or our subsidiaries.

Our Directors have undertaken to the Hong Kong 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.

No core connected person (as defined in the Listing Rules) of our Company has notified our Company that he or she has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

If, as a result of any repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of our Company is increased, 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



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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 falling below 25% of the total number of Shares in issue, being the relevant minimum prescribed percentage as required by the Hong Kong Stock Exchange, could only be implemented if the Hong Kong Stock Exchange agreed to waive the requirement regarding the public float under Rule 8.08 of the Listing Rules. However, our Directors have no present intention to exercise the Repurchase Mandate to such an extent that, under the circumstances, there would be insufficient public float as prescribed under the Listing Rules.

**B. FURTHER INFORMATION ABOUT OUR BUSINESS**

**1. Summary of Material Contracts**

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

- (a) the [REDACTED].

**2. Intellectual Property Rights of Our Group**

As at the Latest Practicable Date, we have registered the following intellectual property rights which are material in relation to our business:

*(a) Trademarks*

















As at the Latest Practicable Date, our Group has registered the following trademarks in the PRC, which we consider to be material to our business:

No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
1.		Guangdong Migao	4	7923082	27 January 2031
2.		Guangdong Migao	7	7923133	13 February 2031
3.		Guangdong Migao	1	9152257	6 March 2032
4.		Guangdong Migao	1	9152269	6 March 2032
5.		Guangdong Migao	1	9152264	6 March 2032



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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
6.		Guangdong Migao	7	14237234	6 May 2025
7.		Guangdong Migao	4	14237085	6 May 2025
8.	米高	Guangdong Migao	1	14278801	13 May 2025
9.	米高 	Guangdong Migao	1	3709380	6 July 2025
10.		Guangdong Migao	1	14236959	6 August 2025
11.		Guangdong Migao	7	14234959	13 August 2025
12.		Guangdong Migao	4	14234689	13 August 2025
13.		Guangdong Migao	1	14234602	13 August 2025
14.	米高	Guangdong Migao	7	14234925	6 September 2025
15.		Guangdong Migao	1	22826869	13 October 2028
16.		Changchun Migao	1	14903309	6 October 2025
17.		Sichuan Migao	45	14247153	6 September 2025
18.		Sichuan Migao	43	14247087	6 September 2025
19.		Sichuan Migao	42	14247049	6 September 2025
20.		Sichuan Migao	41	14247022	6 September 2025
21.		Sichuan Migao	40	14246998	6 June 2025
22.		Sichuan Migao	39	14246946	13 August 2025
23.		Sichuan Migao	37	14246918	6 June 2025











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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
24.		Sichuan Migao	36	14238175	6 May 2025
25.		Sichuan Migao	35	14238141	13 August 2025
26.		Sichuan Migao	34	14238112	6 May 2025
27.		Sichuan Migao	32	14238091	6 May 2025
28.		Sichuan Migao	31	14238064	6 May 2025
29.		Sichuan Migao	30	14238031	6 May 2025
30.		Sichuan Migao	29	14237997	6 May 2025
31.		Sichuan Migao	28	14237955	6 May 2025
32.		Sichuan Migao	27	14237934	6 May 2025
33.		Sichuan Migao	26	14237898	6 May 2025
34.		Sichuan Migao	24	14237865	6 May 2025
35.		Sichuan Migao	23	14237817	6 May 2025
36.		Sichuan Migao	22	14237783	6 May 2025
37.		Sichuan Migao	21	14237723	6 May 2025
38.		Sichuan Migao	20	14237678	6 July 2025
39.		Sichuan Migao	19	14237667	6 May 2025
40.		Sichuan Migao	18	14237626	6 May 2025
41.		Sichuan Migao	17	14237574	6 May 2025
42.		Sichuan Migao	16	14237540	6 May 2025

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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
43.		Sichuan Migao	15	14237513	6 May 2025
44.		Sichuan Migao	13	14237487	6 May 2025
45.		Sichuan Migao	11	14237455	13 June 2025
46.		Sichuan Migao	10	14237408	13 June 2025
47.		Sichuan Migao	9	14237372	6 May 2025
48.		Sichuan Migao	8	14237280	6 May 2025
49.		Sichuan Migao	6	14237182	6 July 2025
50.		Sichuan Migao	5	14237126	6 May 2025
51.		Sichuan Migao	3	14237034	6 May 2025
52.		Sichuan Migao	2	14237012	6 August 2025
53.	米高	Sichuan Migao	45	14236618	6 May 2025
54.	米高	Sichuan Migao	44	14236596	6 May 2025
55.	米高	Sichuan Migao	42	14236526	6 September 2025
56.	米高	Sichuan Migao	41	14236487	6 September 2025
57.	米高	Sichuan Migao	40	14236457	6 May 2025
58.	米高	Sichuan Migao	39	14236427	6 May 2025
59.	米高	Sichuan Migao	38	14236366	6 May 2025
60.	米高	Sichuan Migao	37	14236339	6 May 2025
61.	米高	Sichuan Migao	36	14236310	6 May 2025
62.	米高	Sichuan Migao	35	14236296	6 May 2025















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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
63.	米高	Sichuan Migao	34	14236253	6 May 2025
64.	米高	Sichuan Migao	32	14236206	6 August 2025
65.	米高	Sichuan Migao	31	14236189	6 May 2025
66.	米高	Sichuan Migao	30	14236169	6 September 2025
67.	米高	Sichuan Migao	29	14236102	27 July 2025
68.	米高	Sichuan Migao	28	14236092	6 May 2025
69.	米高	Sichuan Migao	27	14235821	27 July 2025
70.	米高	Sichuan Migao	26	14235792	6 May 2025
71.	米高	Sichuan Migao	24	14235771	27 July 2025
72.	米高	Sichuan Migao	23	14235747	6 May 2025
73.	米高	Sichuan Migao	22	14235696	6 May 2025
74.	米高	Sichuan Migao	21	14235636	6 May 2025
75.	米高	Sichuan Migao	19	14235319	6 May 2025
76.	米高	Sichuan Migao	17	14235279	6 May 2025
77.	米高	Sichuan Migao	16	14235259	6 May 2025
78.	米高	Sichuan Migao	15	14235215	6 May 2025
79.	米高	Sichuan Migao	14	14235177	6 May 2025
80.	米高	Sichuan Migao	13	14235147	6 September 2025
81.	米高	Sichuan Migao	11	14235074	6 September 2025
82.	米高	Sichuan Migao	10	14235033	20 May 2025
83.	米高	Sichuan Migao	9	14235000	6 September 2025




















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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
84.	米高	Sichuan Migao	8	14234958	6 September 2025
85.	米高	Sichuan Migao	6	14234800	13 June 2025
86.	米高	Sichuan Migao	2	14234673	6 May 2025
87.		Sichuan Migao	45	14236231	6 August 2025
88.		Sichuan Migao	43	14236203	6 August 2025
89.		Sichuan Migao	42	14236187	6 August 2025
90.		Sichuan Migao	41	14236174	20 July 2025
91.		Sichuan Migao	40	14236447	6 May 2025
92.		Sichuan Migao	39	14236128	6 September 2025
93.		Sichuan Migao	37	14236104	6 May 2025
94.		Sichuan Migao	35	14236069	13 August 2025
95.		Sichuan Migao	34	14236050	6 May 2025
96.		Sichuan Migao	32	14235829	6 May 2025
97.		Sichuan Migao	31	14235819	6 May 2025
98.		Sichuan Migao	30	14235782	6 May 2025
99.		Sichuan Migao	29	14235738	6 May 2025
100.		Sichuan Migao	28	14235712	6 May 2025
101.		Sichuan Migao	24	14235614	6 May 2025
102.		Sichuan Migao	22	14235552	20 May 2025
103.		Sichuan Migao	21	14235495	6 May 2025


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No.	Trademark	Registered owner	Class	Registered Number	Expiry Date
104.		Sichuan Migao	20	14235464	6 May 2025
105.		Sichuan Migao	19	14235449	6 September 2025
106.		Sichuan Migao	18	14235422	6 May 2025
107.		Sichuan Migao	16	14235403	6 May 2025
108.		Sichuan Migao	15	14235371	6 May 2025
109.		Sichuan Migao	14	14235345	6 May 2025
110.		Sichuan Migao	13	14235301	6 May 2025
111.		Sichuan Migao	12	14235269	6 May 2025
112.		Sichuan Migao	11	14235241	6 May 2025
113.		Sichuan Migao	10	14235197	6 May 2025
114.		Sichuan Migao	9	14235137	13 August 2025
115.		Sichuan Migao	8	14235057	6 May 2025
116.		Sichuan Migao	6	14234833	13 August 2025
117.		Sichuan Migao	5	14234784	13 August 2025
118.		Sichuan Migao	3	14234663	13 June 2025
119.		Sichuan Migao	2	14234640	13 August 2025
120.		Daxing Migao	1	1302525	13 August 2029
121.		Daxing Migao	1	25438117	20 July 2028
122.		Daxing Migao	44	25426155	20 July 2028

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As at the Latest Practicable Date, our Group has registered the following trademarks in Hong Kong:

No.	Trademark	Registered owner	Class	Registration date	Expiry date	Registration number
1.		Company	1, 9, 16, 31, 42, 44	27 June 2019	26 June 2029	304974526
2.	<b>MIGAO GROUP</b>	Company	1, 9, 16, 31, 42, 44	2 July 2019	1 July 2029	304978261
3.	米高集團 米高集團	Company	1, 31, 44	2 July 2019	1 July 2029	304978252

**(b) Patents**

As at the Latest Practicable Date, our Group was the registered owner of the following patents which are material to our business:

No.	Patent title	Place of registration	Registrant	Patent type	Registration number	Expiry date
1.	A kind of method for potash granulation and its granules (一種鉀肥造粒方法及其顆粒)	PRC	Guangdong Migao	Invention	201410501283.8	25 September 2034
2.	A kind of polymer potash and the method for preparation and production (一種高分子鉀肥及製備方法)	PRC	Guangdong Migao	Invention	201410564318.2	21 October 2034
3.	Metathesis for preparation and production of potassium nitrate and ammonium chloride (複分解法製備硝酸鉀和氯化銨)	PRC	Sichuan Migao	Invention	200510021224.1	6 July 2025



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No.	Patent title	Place of registration	Registrant	Patent type	Registration number	Expiry date
4.	Metathesis for preparation and production of potassium nitrate (複分解法製備硝酸鉀的方法)	PRC	Sichuan Migao	Invention	201210394332.3	16 October 2032
5.	Recrystallization for preparation and production of industrial potassium nitrate (重結晶法製備工業硝酸鉀的方法)	PRC	Sichuan Migao	Invention	201510173413.4	13 April 2035
6.	A preparation method of compound fertiliser (一種複合肥的製備方法)	PRC	Daxing Migao	Invention	201810910679.6	9 August 2038
7.	A type of hydrogen chloride tail gas treatment device (一種氯化氫尾氣處理裝置)	PRC	Guangdong Migao	Utility model	202220499677.4	8 March 2032
8.	A type of floating production mould for tabaco (一種煙苗漂盤生產模具)	PRC	Daxing Migao	Invention	202222311803.1	30 August 2032
9.	A flue-cured tobacco compound fertiliser cooling drum (一種烤煙復混肥冷卻滾筒)	PRC	Daxing Migao	Utility model	202222746448.0	18 October 2032

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Patent title	Place of registration	Registrant	Patent type	Registration number	Expiry date
10.	A water-soluble fertiliser crushing and screening machine (一種水溶肥粉碎篩分機)	PRC	Daxing Migao	Utility model	202222176441.X	17 August 2032

As at the Latest Practicable Date, our Group has applied to register the following patents:

No.	Patent title	Place of application	Applicant	Patent type	Application number	Date of application
1.	Fertiliser production device (肥料生產裝置)	PRC	Daxing Migao	Invention	201810835489.2	26 July 2018
2.	Compound fertiliser production device (複合肥料的生產裝置)	PRC	Daxing Migao	Invention	201810844436.7	27 July 2018
3.	Spare stirring device for Compound fertiliser (複合肥製備用攪拌裝置)	PRC	Daxing Migao	Invention	201810846526.X	27 July 2018
4.	Fertiliser granulator (肥料造粒機)	PRC	Daxing Migao	Invention	201810846522.1	27 July 2018
5.	A type of mixing device for chemical fertiliser (一種化肥混合裝置)	PRC	Daxing Migao	Invention	201810909153.6	10 August 2018

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Patent title	Place of application	Applicant	Patent type	Application number	Date of application
6.	Dust collection device for fertiliser's tail gas (肥料尾氣除塵裝置)	PRC	Daxing Migao	Invention	201810909738.8	10 August 2018
7.	A type of floating seedling substrate for tabaco (一種煙草專用漂浮育苗基質)	PRC	Daxing Migao	Invention	202110028984.4	11 January 2021
8.	A type of organic and inorganic compound fertiliser for tabaco plantation and preparation method thereof (一種適用煙草種植的有機無機肥複混肥及其製備方法)	PRC	Daxing Migao, Guizhou Tobacco Zunyi	Invention	202110513139.6	11 May 2021
9.	A type of floating production and air treatment equipment (一種漂盤生產及空氣處理設備)	PRC	Daxing Migao	Invention	202210184639.4	28 February 2022

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Patent title	Place of application	Applicant	Patent type	Application number	Date of application
10.	A flue-cured tobacco compound fertiliser production line (一種烤煙複混肥生產線)	PRC	Daxing Migao	Invention	202211286729.0	20 October 2022
11.	A production line for tobacco-specific organic-inorganic compound fertiliser with high organic matter content (一種高有機質含量的煙草專用有機無機複混肥生產線)	PRC	Daxing Migao	Invention	202311373584.2	23 October 2023
12.	Fiber insulin antibacterial solution, extraction method, alkali tolerance test method and application (纖維素降解菌、萃取方法、鹼耐受性試驗方法及應用)	PRC	Daxing Migao, Guizhou University	Invention	202310286262.8	22 March 2023

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Patent title	Place of application	Applicant	Patent type	Application number	Date of application
13.	A production process for potassium sulphate fertilizer (一種用於硫酸鉀化肥的生產工藝)	PRC	Guangdong Migao	Invention	202311603571.X	28 November 2023

**(c) Copyrights**

As at the Latest Practicable Date, our Group has registered the following copyrights:

No.	Name of Copyright	Place of registration	Registrant	Version	Registration number	Completion date
1.	Migao environmental monitoring system for the chemical product storage process [Abbreviation: environmental monitoring system for the product storage process] (米高化工產品儲存過程環境監控系統[簡稱: 產品儲存過程環境監控系統])	PRC	Guangdong Migao	1.0	2016SR047114	30 January 2014
2.	Migao chemical material information management system [Abbreviation: chemical material information management system] (米高化工材料信息化管理系統[簡稱: 化工材料信息化管理系統])	PRC	Guangdong Migao	1.0	2016SR047094	20 March 2014

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Name of Copyright	Place of registration	Registrant	Version	Registration number	Completion date
3.	Migao chemical wastewater purification process management software [Abbreviation: chemical wastewater purification process management software] (米高化工廢水淨化工藝管理軟件[簡稱:化工廢水淨化工藝管理軟件])	PRC	Guangdong Migao	1.0	2016SR046966	28 June 2014
4.	Migao chemical raw product control management system [Abbreviation: chemical raw product control management system] (米高化工生產品控管理系統[簡稱:化工生產品控管理系統])	PRC	Guangdong Migao	1.0	2016SR047015	30 August 2014
5.	Migao safety operation monitoring system for the chemical production equipment [Abbreviation: safety operation monitoring system for the chemical production equipment] (米高化工生產設備安全運行監控系統[簡稱:化工生產設備安全運行監控系統])	PRC	Guangdong Migao	1.0	2016SR047171	25 November 2014

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Name of Copyright	Place of registration	Registrant	Version	Registration number	Completion date
6.	Migao chemical manufacturing process control system [Abbreviation: chemical manufacturing process control system] (米高化工生產工藝流程管控系統 [簡稱: 化工生產工藝流程管控系統])	PRC	Guangdong Migao	1.0	2016SR046967	25 January 2015
7.	Migao chemical production scheduling intelligent management system [Abbreviation: chemical production scheduling intelligent management system] (米高化工生產調度智能管理系統 [簡稱: 化工生產調度智能管理系統])	PRC	Guangdong Migao	1.0	2016SR046580	28 April 2015
8.	Migao chemical raw material detection and analysis system [Abbreviation: chemical raw material detection and analysis system] (米高化工原料檢測分析系統 [簡稱: 化工原料檢測分析系統])	PRC	Guangdong Migao	1.0	2016SR047176	30 July 2015
9.	Migao chemical automation safety production control system [Abbreviation: chemical automation safety production control system] (米高化工自動化安全生產控制系統 [簡稱: 化工自動化安全生產控制系統])	PRC	Guangdong Migao	1.0	2016SR047227	28 October 2015



**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

No.	Name of Copyright	Place of registration	Registrant	Version	Registration number	Completion date
10.	Migao material storage management system [Abbreviation: material storage management system] (米高物料倉儲管理系統[簡稱:物料倉儲管理系統])	PRC	Guangdong Migao	1.0	2016SR047091	30 December 2015

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

**1. Disclosure of Interests**

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

Immediately following the completion of the [REDACTED] and [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of our Directors or chief executives 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 interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 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:

*Interest in Shares or Underlying Shares of Our Company*

Name of Director	Nature of Interest	Number of Shares <sup>(1)</sup>	Approximate percentage of shareholding interest
Mr. Liu <sup>(2)</sup>	Interest in controlled corporation	[REDACTED](L)	[REDACTED]

*Notes:*

- (1) The letter “L” denotes long position in the Shares.
- (2) As all the issued shares of Migao BVI is held by Migao Barbados which in turn is held by Mr. Liu, each of Mr. Liu and Migao Barbados is deemed to be interested in the Shares held by Migao BVI by virtue of the SFO.

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

**(b) *Interests and short positions of the substantial Shareholders in the Shares and underlying Shares of Our Company***

So far as our Directors are aware, immediately following the completion of the [REDACTED] and [REDACTED] (assuming the [REDACTED] is not exercised), the following persons (not being Directors or chief executive of our Company) will have or be deemed or taken to have an interest and/or short position in the Shares or the underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

<b>Name of Substantial Shareholder</b>	<b>Nature of Interest</b>	<b>Number of Shares<sup>(1)</sup></b>	<b>Approximate percentage of shareholding interest</b>
Migao Barbados <sup>(2)</sup>	Interest in controlled corporation	[REDACTED](L)	[REDACTED]
Migao BVI <sup>(2)</sup>	Beneficial owner	[REDACTED](L)	[REDACTED]

*Notes:*

- (1) The letter “L” denotes long position in the Shares.
- (2) As all the issued shares of Migao BVI is held by Migao Barbados which in turn is held by Mr. Liu, each of Mr. Liu and Migao Barbados is deemed to be interested in the Shares held by Migao BVI by virtue of the SFO.

**(c) *Interests of the substantial Shareholders of any member of our Group (other than our Company)***

So far as our Directors are aware, immediately following the completion of the [REDACTED] and [REDACTED] (assuming the [REDACTED] is not exercised), the following persons (excluding us) will, directly or indirectly, be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of our Group:

<b>Name of substantial shareholder</b>	<b>Name of member of our Group</b>	<b>Nature of interest</b>	<b>Approximate percentage of interest held by the substantial shareholders</b>
Guizhou Tobacco Investment	Daxing Migao	Beneficial owner	49%
Heilongjiang Beidahuang	Anda Migao	Beneficial owner	35%
Heilongjiang Beidahuang	Baoqing Migao	Beneficial owner	23%

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### 2. Particulars of Service Contracts

#### (a) *Executive Directors*

Each of the executive Directors [has] entered into a service contract with us for an initial term of three years commencing from the [REDACTED], which may be terminated by not less than three months' notice in writing served by either the executive Director or us. The appointments of the executive Directors are subject to the provisions of retirement and rotation of Directors under the Articles.

#### (b) *Independent Non-executive Directors*

Each of the independent non-executive Directors [has] signed an appointment letter with us for a term of three years commencing from the [REDACTED]. Under their respective appointment letters, each of the independent non-executive Directors is entitled to a fixed Director's fee. The appointments are subject to the provisions of retirement and rotation of Directors under the Articles and the applicable Listing Rules.

#### (c) *Others*

- (i) Save as disclosed above, none of our Directors has entered into any service contract 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).
- (ii) None of our Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, us, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with the promotion or formation of our Company.

### 3. Fees or commissions received

Save as disclosed in this document, none of our Directors or any of the persons whose names are listed under the section headed "Appendix IV – Statutory and General Information – D. Other Information – 8. Consent of Experts" to this document below had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this document.

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### 4. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or chief executives has any interests and short positions in the Shares, underlying Shares and debentures of our Company or its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to us and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to us and the Hong Kong Stock Exchange, in each case once our Shares are [REDACTED] on the Hong Kong Stock Exchange;
- (b) so far as is known to any of our Directors or chief executives, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group;
- (c) none of our Directors nor any of the parties listed in the section headed “Appendix IV – Statutory and General Information – D. Other Information – 7. Qualification of Experts” to this document is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this document, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us;
- (d) save as disclosed in this document or in connection with the [REDACTED], none of our Directors nor any of the parties listed in the section headed “Appendix IV – Statutory and General Information – D. Other Information – 7. Qualification of Experts” to this document 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;
- (e) save in connection with the [REDACTED], none of the parties listed in the section headed “Appendix IV – Statutory and General Information – D. Other Information – 7. Qualification of experts” to this document: (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and
- (f) none of our Directors or their respective associates (as defined under the Listing Rules) or any of our Shareholders (who to the knowledge of our Directors owns more than 5% of our issued share capital) has any interest in our five largest suppliers or our five largest revenue payment collection channels.

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### D. OTHER INFORMATION

#### 1. Tax and other indemnities

Mr. Liu has entered into the Deed of Indemnity with and in favour of our Company and each of its subsidiaries to provide indemnities in respect of, among others, any demands, actions, claims, losses, liabilities, damages, costs, charges, fees, penalties, fines or expenses made, suffered or incurred by any of our Company and its subsidiaries in respect of or arising directly or indirectly from: (i) any title or other defects that exist and existed on or before the date on which the [REDACTED] becomes unconditional (the “**Relevant Date**”) with respect to our Group’s owned or leased real estate properties including but not limited to those set forth or otherwise referred to in the paragraphs headed “Business – Land and Properties” of this document; (ii) any non-compliance or alleged non-compliance by any of our Company and its subsidiaries with any applicable laws, rules and regulations in the PRC or any other jurisdictions relevant to our Company and its subsidiaries or any of them for so long as such non-compliance or alleged non-compliance occurs or occurred on or before the Relevant Date; and (iii) the amount of any and all taxation falling on any of our Company and its subsidiaries resulting from or by reference to any income, profits, gains, transactions, events, matters or things earned, accrued, received, entered into (or deemed to be so earned, accrued, received or entered into) or occurring on or before the Relevant Date, or in respect or in consequence of any act, omission or event occurring or deemed to occur on or before the Relevant Date, whether alone or in conjunction with any circumstances whenever occurring and whether or not such taxation is chargeable against or attributable to any other person, firm or company, including any and all taxation resulting from the receipt by any of our Company and its subsidiaries of any amounts paid by our Controlling Shareholders, unless such liability to taxation is also discharged by such other person, firm or company, save and except that Mr. Liu shall not be liable to indemnify our Company and its subsidiaries (a) to the extent that provision has been made for such liability in the audited consolidated financial statements of our Group as set out in Appendix I; (b) to the extent that such liability falls on any of our Company and its subsidiaries in respect of any accounting period commencing on or after the [REDACTED] unless such liability would not have arisen but for some act or omission of, or transaction entered into by any of our Company and its subsidiaries (whether alone or in conjunction with some other act, omission or transaction, whenever occurring), otherwise than in the ordinary course of business or in the ordinary course of acquiring and disposing of capital assets, on or before the [REDACTED]; (c) to the extent that such liability arises or is incurred as a consequence of any change in the law, rules or regulations, or the interpretation or practice thereof by any statutory or governmental authority, having retrospective effect coming into force after the [REDACTED] or to the extent that such liability arises or is increased by an increase in rates of taxation or other penalties after the [REDACTED] with retrospective effect; (d) to the extent that such liability is discharged by another person who is not any of our Company and its subsidiaries, and that none of our Company and its subsidiaries is required to reimburse such person in respect of the discharge of such liability; or (e) to the extent of any provision or reserve made for such liability in the audited accounts referred to in (a) above which is finally established to be an over provision or an excessive

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reserve provided that the amount of any such provision or reserve applied to reduce our Controlling Shareholders' liability in respect of such liability shall not be available in respect of any such liability arising thereafter.

### 2. Estate Duty

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

### 3. Litigation

As at the Latest Practicable Date, save as disclosed in this document, we are not aware of any other litigation or arbitration proceedings of material importance pending or threatened against us or any of our Directors that could have a material adverse effect on our financial condition or results of operations.

### 4. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Hong Kong Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the Shares in issue and Shares to be issued as mentioned herein (including any Shares falling to be issued pursuant to the exercise of the [REDACTED]). The Sole Sponsor is independent from our Company pursuant to Rule 3A.07 of the Listing Rules. The fees to the Sole Sponsor in the amount of approximately US\$[REDACTED] and are payable by us.

### 5. Preliminary Expenses

Our preliminary expenses incurred by us in relation to our incorporation were approximately HK\$1,720 and were paid by our Company.

### 6. Promoter

Our Company has no promoter for the purpose of the [REDACTED]. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefits have been paid, allotted or given to any promoters in connection with the [REDACTED] or the related transactions described in this document.

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### 7. Qualification of Experts

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

<b>Name</b>	<b>Qualification</b>
GF Capital (Hong Kong) Limited	Licensed to carry on Type 6 (advising on corporate finance) regulated activity as defined under the SFO
Deloitte Touche Tohmatsu	Certified public accountants Public interest entity auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Harney Westwood & Riegels	Cayman Islands legal advisers
Jingtian & Gongcheng	PRC legal advisers
Ashurst Hong Kong	Legal advisers as to international sanctions laws
Mazars Tax Services Limited	Transfer pricing consultant
Frost & Sullivan	Industry consultant

### 8. Consent of Experts

Each of the experts named in paragraph 6 above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or data (as the case may be) and references to its name included in the form and context in which it respectively appears.

### 9. Binding Effect

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

### 10. Agency Fees or Commission Received

The [REDACTED] will receive an [REDACTED] commission, and the Sole Sponsor will receive a sponsorship fee, as referred to under the section headed “[REDACTED] – [REDACTED] Arrangements and Expenses – [REDACTED] Commission and Expenses” in this document.



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### 11. Miscellaneous

- (a) Save as disclosed in this document,
  - (i) within the two years immediately preceding the date of this document:
    - (aa) no share or loan capital of our Company or any of its subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
    - (bb) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries;
    - (cc) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring or agreeing to procure subscription of any Share in our Company or any of its subsidiaries (except for the [REDACTED] paid and payable to commission by the [REDACTED]);
    - (dd) no share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
    - (ee) no founders, management or deferred Shares of our Company or any of its subsidiaries have been issued or agreed to be issued; and
  - (ii) our Group had not issued any debentures nor did it have any outstanding debentures or any convertible debt securities.
- (b) 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.
- (c) Our principal register of members will be maintained by our [REDACTED], [REDACTED], in the Cayman Islands and our Hong Kong register of members will be maintained by our [REDACTED], [REDACTED], in Hong Kong. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our [REDACTED] and may not be lodged in the Cayman Islands.
- (d) All necessary arrangements have been made to enable the Shares to be admitted into [REDACTED] for clearing and settlement.

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- (e) No company within our Group is presently listed on any stock exchange or traded on any trading system.
- (f) There are no arrangements in existence under which future dividends are to be or agreed to be waived.
- (g) Our Directors have been advised that, under the Cayman Companies Act, the use of a Chinese name by the Company does not contravene the Cayman Companies Act.

**12. No Material Adverse Change**

The Directors confirm that there has been no material adverse change in our financial or trading position since 30 November 2023 and that no material changes have occurred since the date of the Accountants' Report up to the date of this document.

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