

---

## APPENDIX VI STATUTORY AND GENERAL INFORMATION

---

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Establishment of our Company

Our Company was established in the PRC on September 7, 2015 and was converted to a joint stock company with limited liability under the Company Law with effect from December 22, 2022. Our Company has established a place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong, and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on July 10, 2023. Mr. Lam Kang Chi has been appointed as our agent for the acceptance of service of process and notices on behalf of our Company in Hong Kong. His address for acceptance of service of process is 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wan Chai, Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix VI to this document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in Appendix V to this document.

#### 2. Changes in the share capital of our Company

As of the date of our establishment, our registered capital was RMB10,000,000 which was fully paid up.

On March 27, 2019, our registered capital was increased from RMB10,000,000 to RMB20,000,000.

On December 22, 2022, our Company was converted into a joint stock company with limited liability under the PRC Company Law. Upon completion of such conversion, the share capital of our Company was RMB120 million divided into 120,000,000 Shares with a nominal value of RMB1.00 each.

Assuming the [REDACTED] is not exercised, upon completion of the [REDACTED], our share capital will be increased to RMB[REDACTED] million made up of [REDACTED] Unlisted Shares and [REDACTED] H Shares fully paid up or credited as fully paid up, representing approximately [REDACTED]% and [REDACTED]% of our share capital, respectively. Save as aforesaid, there has been no alteration in our share capital since our establishment.

#### 3. Restriction of share repurchase

For details of the restrictions on the share repurchase by our Company, please refer to “Summary of Articles of Association” in Appendix V to this document.

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**4. Resolutions of our Shareholders passed at our Company’s extraordinary general meeting held on May 11, 2023**

At the extraordinary general meeting of our Company held on May 11, 2023, among other things, the following resolutions were passed by the Shareholders:

- (a) the [REDACTED] of our H Shares with a nominal value of RMB1.00 each and such H Shares to be [REDACTED] on the Stock Exchange;
- (b) subject to the completion of the [REDACTED], the Articles of Association has been approved and adopted, which shall only become effective on the [REDACTED], and our Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and
- (c) authorizing our Board to handle all relevant matters relating to, among other things, the implementation of [REDACTED] of H Shares and the [REDACTED].

**5. Corporate Reorganization**

We underwent the Reorganization, for details, please see “History, Reorganization and Corporate Structure.” As confirmed by our PRC Legal Advisors, all necessary filings and registrations with the relevant PRC authorities in respect of the Reorganization had been completed and all applicable regulatory approvals obtained as of the Latest Practicable Date.

**6. Particulars of our subsidiaries**

Set out below is certain information of our subsidiaries as of the Latest Practicable Date:

No.	Name of subsidiary	Identity of shareholder(s)	Approximate percentage of the equity interests
1.	Landscaping Company	Our Company	100%
2.	Chengfa Property	Our Company	100%
3.	Chengfa Commercial	Our Company	100%
4.	Parking Company	Our Company	100%
5.	Chengfa Xingjia	Chengfa Commercial	100%
6.	Lighting Company	Our Company	100%
7.	Chengtou Property	Our Company	100%
8.	Chengtou Asset	Chengfa Commercial	100%
9.	Guiyang Hongcheng (Note 1)	Our Company Baiyun Urban Development	51% 49%
10.	Hongying Yunda (Note 2)	Chengfa Property Hunan Shuiqing Muhua	51% 49%

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

*Notes:*

1. The remaining 49% equity interest in Guiyang Hongcheng is held by Baiyun Urban Development, an Independent Third Party.
2. The remaining 49% equity interest in Hongying Yunda is held by Hunan Shuiqing Muhua, an Independent Third Party.

### 7. Change in the registered capital of subsidiaries

Our Company’s subsidiaries are referred to in the Accountants’ Report in Appendix I to this document. Save for the subsidiaries mentioned above, in the Accountants’ Report and the section headed “History, Reorganization and Corporate Structure”, our Company has no other subsidiaries.

There has been no alteration in the share capital of any of our subsidiaries within the two years immediately preceding the date of this document.

## B. FURTHER INFORMATION ABOUT OUR BUSINESS

### 1. Summary of material contracts

We have entered into the following contracts (not being contracts entered into in our ordinary course of business) within the two years preceding the date of this document that are or may be material:

- (a) an agreement to transfer property dated July 7, 2022 entered into between Changsha Chengtou Asset Management Co., Ltd. (長沙城投資產經營有限責任公司) (as transferor), a subsidiary of the Company, and Changsha Urban Construction Investment and Development Group Co., Ltd. (長沙市城市建設投資開發集團有限公司) (as transferee), pursuant to which the transferor agreed to transfer real estate property to the transferee at a consideration of RMB5,674,280.6 (tax-exclusive);
- (b) an agreement to transfer property dated July 7, 2022 entered into between Changsha Chengtou Asset Management Co., Ltd. (長沙城投資產經營有限責任公司) (as transferor), a subsidiary of the Company, and Changsha Urban Construction Investment and Development Group Co., Ltd. (長沙市城市建設投資開發集團有限公司) (as transferee), pursuant to which the transferor agreed to transfer real estate property to the transferee at a consideration of RMB5,458,662 (tax-exclusive);
- (c) an agreement to transfer equity interest dated August 19, 2022 entered into between our Company (formerly known as Changsha Urban Property Development Co., Ltd. (長沙城市物業發展有限公司)) (as transferee) and CSUDGCL (as transferor), pursuant to which CSUDGCL agreed to transfer its entire equity interest in Changsha Chengfa Commercial Management Co., Ltd. (長沙城發商業管理有限公司) for nil consideration;





**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

- (d) an agreement to transfer equity interest dated August 19, 2022 entered into between our Company (formerly known as Changsha Urban Property Development Co., Ltd. (長沙城市物業發展有限公司)) (as transferee) and Changsha Chengfa Smart Travel Investment and Operation Co., Ltd. (長沙城發智慧出行投資運營有限公司) (as transferor), pursuant to which the transferor agreed to transfer its entire equity interest in Changsha Parking Lot Investment Construction Operation Co., Ltd. (長沙市停車場投資建設經營有限公司) at a consideration of RMB9,872,133.52;
- (e) Deeds of Non-Competition; and
- (f) the Hong Kong [REDACTED].







**2. Intellectual property rights of our Group**

**(a) Trademarks**

As of the Latest Practicable Date, our Group was the registered proprietor of the following trademarks which we consider to be material to our business:

No. Trademark	Application Number	Class	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
1. 	6533064	44	Chengfa Commercial	PRC	May 7, 2010	May 6, 2030
2. 	6533065	43	Chengfa Commercial	PRC	May 7, 2010	May 6, 2030
3. 	6533066	39	Chengfa Commercial	PRC	July 21, 2010	July 20, 2030
4. 	6533067	35	Chengfa Commercial	PRC	July 14, 2010	July 13, 2030

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

No. Trademark	Application Number	Class	Name of Registered Proprietor	Place of Registration	Date of Registration	Expiry Date
5.		36	Chengfa Commercial	PRC	June 28, 2011	June 27, 2031
6.		37	Chengfa Commercial	PRC	March 28, 2010	March 27, 2030
7.		43	Chengfa Commercial	PRC	February 14, 2021	February 13, 2031
8.		35, 36, 37, 39, 44, and 45	Our Company	Hong Kong	March 20, 2023	March 19, 2033
9.		35, 36, 37, 39, 44, and 45	Our Company	Hong Kong	November 21, 2023	November 20, 2033
10.		35, 36, 37, 39, 44, and 45	Our Company	Hong Kong	November 21, 2023	November 20, 2033

**(b) Domain name**

As of the Latest Practicable Date, our Group was the registered proprietor of the following domain name in the PRC which we consider to be material to our business:

Domain Name	Name of Registered Proprietor	Date of Registration	Expiry Date
park0731.cn	Parking Company	September 27, 2019	September 27, 2024
park0731.com	Parking Company	September 27, 2019	September 27, 2024
csparking.net	Parking Company	September 27, 2019	September 27, 2024
hollwin.cn	Our Company	December 30, 2022	December 30, 2026
hollwingroup.com	Our Company	February 23, 2023	February 23, 2027
hollwingroup.cn	Our Company	April 7, 2023	April 7, 2027
hollwin.com	Our Company	April 12, 2024	April 12, 2025

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

*(c) Software copyrights*

As of the Latest Practicable Date, members of our Group had registered the following software copyrights in the PRC which we consider to be material to our business:

<b>No.</b>	<b>Software</b>	<b>Registration Proprietor</b>	<b>Registration Number</b>	<b>Date of Registration</b>
1.	Property intelligent contract management information system V1.0 (物業智能化合同管理信息系統V1.0)	Our Company	2022SR1290332	August 25, 2022
2.	Property operation and maintenance inspection management system V1.0 (物業運維巡檢管理系統V1.0)	Our Company	2022SR1290333	August 25, 2022
3.	Owner information management system based on big data V1.0 (基於大數據的業主信息管理系統V1.0)	Our Company	2022SR1290331	August 25, 2022
4.	Energy consumption intelligent analysis and management system V1.0 (能耗智能分析管理系統V1.0)	Our Company	2022SR1031483	August 8, 2022
5.	Water area integrated cleaning management system V1.0 (水域一體化保潔管理系統V1.0)	Chengfa Property	2022SR1359178	September 16, 2022
6.	Lighting intelligent control management service system (照明智能控制管理服務系統)	Our Company	2022SR1050218	August 9, 2022

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<b>No.</b>	<b>Software</b>	<b>Registration Proprietor</b>	<b>Registration Number</b>	<b>Date of Registration</b>
7.	Property fire remote monitoring and management system V1.0 (物業消防遠程監控管理系統V1.0)	Our Company	2022SR1036165	August 8, 2022
8.	The elevator runs intelligent management system V1.0 (電梯運行智能管理系統V1.0)	Our Company	2022SR1031480	August 8, 2022
9.	Property monitoring and management system based on Internet of Things V1.0 (基於物聯網的物業監控管理系統V1.0)	Our Company	2022SR1040609	August 8, 2022
10.	Community environmental monitoring system V1.0 (社區環境監測系統V1.0)	Our Company	2022SR1035514	August 8, 2022
11.	One-stop data operation platform in the region V1.0 (區內一站式數據運營平台V1.0)	Our Company	2022SR1035907	August 8, 2022
12.	Property decoration service management system V1.0 (物業裝飾裝修服務管理系統V1.0)	Our Company	2020SR0010092	January 3, 2020
13.	Property management material warehouse storage software V1.0 (物業管理材料倉庫存儲軟件V1.0)	Our Company	2020SR0001223	January 2, 2020
14.	Property management requires customer service software V1.0 (物業管理需求客戶服務軟件V1.0)	Our Company	2020SR0008247	January 2, 2020

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<b>No.</b>	<b>Software</b>	<b>Registration Proprietor</b>	<b>Registration Number</b>	<b>Date of Registration</b>
15.	Property landscaping maintenance monitoring platform V1.0 (物業園林綠化維護監控平台V1.0)	Our Company	2020SR0007728	January 2, 2020
16.	Intelligent security emergency platform V1.0 (智慧安全應急平台V1.0)	Our Company	2019SR1136718	November 11, 2019
17.	Landscape lighting platform V1.0 (景觀亮化平台V1.0)	Our Company	2019SR1136720	November 11, 2019
18.	Energy consumption management system V1.0 (能耗管理系統V1.0)	Our Company	2019SR1136724	November 11, 2019
19.	Archival information system V1.0 (檔案信息系統V1.0)	Our Company	2019SR1134702	November 10, 2019
20.	Conference management system V1.0 (會務管理系統V1.0)	Our Company	2019SR1134733	November 10, 2019
21.	Greening Maintenance Design Automation Aid System V1.0 (綠化維護設計自動化輔助系統V1.0)	Chengfa Property	2023SR1732494	December 22, 2023
22.	Comprehensive System for Vacant House Management and Operation V1.0 (空置房管理運營綜合系統V1.0)	Chengfa Property	2023SR1736030	December 22, 2023
23.	One-Stop Service System for Order Maintenance and Security V1.0 (秩序維護安全一站式服務系統V1.0)	Chengfa Property	2023SR1734701	December 22, 2023
24.	Sanitation and Cleaning Auxiliary Integrated System V1.0 (衛生保潔輔助集成系統V1.0)	Chengfa Property	2023SR1756364	December 25, 2023



**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<b>No.</b>	<b>Software</b>	<b>Registration Proprietor</b>	<b>Registration Number</b>	<b>Date of Registration</b>
25.	Conference Management Organization Scheduling Automation System V1.0 (會務管理組織調度自動化系統V1.0)	Chengfa Property	2023SR1735711	December 22, 2023
26.	Vacant Room Management Digital Acquisition System V1.0 (空置房管理數字化採集系統V1.0)	Chengfa Property	2023SR1749640	December 25, 2023
27.	Electromechanical Equipment Management Commissioning Aid System V1.0 (機電設備管理調試輔助系統V1.0)	Chengfa Property	2023SR1730000	December 22, 2023
28.	Vehicle Management Positioning One-Stop Service System V1.0 (車輛管理定位一站式服務系統V1.0)	Chengfa Property	2023SR1731941	December 22, 2023
29.	Energy Consumption Management Energy Saving Test Control System V1.0 (能耗管理節能測試控制系統V1.0)	Chengfa Property	2023SR1734695	December 22, 2023
30.	Customer Management and Maintenance Integrated System V1.0 (客戶管理維護集成系統V1.0)	Chengfa Property	2024SR0244277	February 7, 2024
31.	Intelligent Parking Management and Service System V1.0 (智慧停車管理與服務系統V1.0)	Parking Company	2024SR0206240	January 31, 2024

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**(d) Copyright of the work**

As of the Latest Practicable Date, our Group had registered the following copyright of the work in the PRC which we consider to be material to our business:

No.	Copyright of the work	Registration Proprietor	Registration Number	Date of Registration
1.	Hollwin group logo (泓盈集團logo)	Our Company	Guo Zuo Deng Zi-22023-F- 00145518	July 17, 2023

**(e) Patent**

As of the Latest Practicable Date, our Group had registered the following patents in the PRC which we consider to be material to our business:

No.	Patent	Type	Patent Number	Registered Owner	Place of Registration	Date of Application	Status
1	Parking control device (停車控制機)	Design	ZL 2023 3 0511921.4	Parking Company	PRC	August 11, 2023	Valid
2	License plate capture and recognition device (車牌採集識別機)	Design	ZL 2023 3 0511923.3	Parking Company	PRC	August 11, 2023	Valid
3	Barrier gate (道閘)	Design	ZL 2023 3 0511922.9	Parking Company	PRC	August 11, 2023	Valid

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

**1. Disclosure of interests**

**(a) Interests and short positions of the Directors, Supervisors and the chief executive of our Company in the registered capital of our Company and its associated corporations**

Immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, none of the Directors, Supervisors or chief executive of our Company has any interest or short position 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 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

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

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 once the H Shares are [REDACTED].

### *(b) Substantial Shareholders*

Save as disclosed in the section headed “Substantial Shareholders” in this document, our Directors are not aware of any person (other than our Director or chief executive of our Company) who will, immediately following completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), has interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

## **2. Further Information about our Directors and Supervisors**

### *(a) Particulars of Directors’ and Supervisors’ service contracts and appointment letters*

Each of the Directors and Supervisors has entered into a service contract or appointment letter with our Company. The principal particulars of these service contracts and appointment letters comprise, among other things, (a) the term of the service; (b) subject to termination in accordance with their respective term; and (c) a dispute resolution provision. The service contracts and appointment letters may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

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

### *(b) Others*

- (i) None of the Directors, Supervisors, or any past Directors of any members of our Group has been paid any sum of money for each of the three years ended December 31, 2023 as an inducement to join or upon joining our Company or for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (ii) There has been no arrangement under which a Director or Supervisor has waived or agreed to waive any remuneration or benefits in kind for each of the three years ended December 31, 2023.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

- (iii) None of the Directors or Supervisors has been or is interested in the promotion of, or in the property proposed to be acquired by, our Company, 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/her to become, or to qualify him/her as, a Director or a Supervisor, or otherwise for services rendered by him/her in connection with the promotion or formation of our Company.

### 3. Agency fees or commissions received

Save as disclosed in this section, none of the Directors, Supervisors or any of the persons whose names are listed under “– D. Other Information – 7. Qualifications and Consents of Experts” in this Appendix 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.

### 4. Directors’ and Supervisors’ remuneration

For each of the three years ended December 31, 2023, the aggregate amount of fees, basic salaries, allowance, discretionary bonus, retirement benefit contribution and share-based payment granted by us to our Directors and Supervisors were approximately RMB1.5 million, RMB2.2 million, and RMB4.0 million, respectively.

Under the current arrangements, our Directors and Supervisors are entitled to receive compensation (including fees, basic salaries, allowance, discretionary bonus, retirement benefit contribution and share-based payment) from our Company for the year ending December 31, 2024 under arrangement in force as of the date of this document which is approximately RMB3.4 million in aggregate.

### 5. Disclaimers

- (a) none of our Directors or Supervisors nor any of the parties listed in “– D. Other Information – 6. Qualifications and consents of experts” in this Appendix has any direct or indirect interest in the promotion of our Company, or in any assets which within the two years immediately preceding the date of this document, have 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;
- (b) save as disclosed in this section, none of our Directors or Supervisors is a director or employee of a company which is expected to have an interest in the Shares falling to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO once the H Shares are [REDACTED] on the Stock Exchange;
- (c) none of our Directors or Supervisors nor any of the parties listed in “– D. Other Information – 6. Qualifications and consents of experts” in this Appendix, 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 as a whole;

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

- (d) save for the [REDACTED], none of the parties listed in “– D. Other Information – 6. Qualifications and consents of experts” in this Appendix: (i) is interested legally or beneficially in any of our Shares or any shares of any of our subsidiaries; or (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe securities in any member of our Group;
- (e) so far as is known to our Directors, none of the Directors, their respective associates or Shareholders of our Company (who is interested in more than 5% of the share capital of our Company) has any interests in any of our top five suppliers and top five customers; and
- (f) none of the Directors is interested in any business (other than the business of our Group) which competes or is likely to compete, directly or indirectly, with our business which would require disclosure under Rule 8.10 of the Listing Rules.

### D. OTHER INFORMATION

#### 1. Estate duty

As advised by our PRC Legal Advisors, the PRC currently does not impose any estate duty.

#### 2. Litigation

We are not aware of any material legal proceedings, claims or disputes currently existing or pending against us, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened against us that may have a material adverse effect on our business, financial position or results of operations.

#### 3. Sole Sponsor

The Sole Sponsor has applied to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED] in, our H Shares to be [REDACTED] pursuant to the [REDACTED] (including the additional H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]). China International Capital Corporation Hong Kong Securities Limited satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

The Sponsor will receive a fee of RMB[REDACTED] for acting as the Sole Sponsor for the [REDACTED].

#### 4. Preliminary expenses

Our Company has not incurred any preliminary expenses.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 5. Promoters

The promoters of our Company are CSUDGCL and Yuelushan Company.

Save as disclosed in the section headed “History, Reorganization and Corporate Structure”, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

### 6. Qualifications and consents 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>Qualifications</b>
China International Capital Corporation Hong Kong Securities Limited	Licensed 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 regulated activities under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor Registered in accordance with the Accounting and Financial Reporting Council Ordinance
Commerce & Finance Law Offices	Legal advisor to our Company as to the PRC Law
China Index Academy	Industry consultant

Each of the experts named above has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this document the form and context in which it is respectively included.

### 7. Interests of experts in our Company

None of the persons named in “– D. Other Information – 6. Qualifications and consents of experts” in this Appendix is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 8. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate chargeable on each of the seller and purchaser is 0.10% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

### 9. Binding effect

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

### 10. Miscellaneous

- (a) Within the two years immediately preceding the date of this document:
  - (i) no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
  - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries.
- (b) Our Directors confirm that:
  - (i) there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2023 (being the date to which the latest audited consolidated financial information of our Group were prepared); and
  - (ii) 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) There are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;

---

**APPENDIX VI** **STATUTORY AND GENERAL INFORMATION**

---

- (d) All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED] for clearing and settlement;
- (e) No company within our Group is presently listed on any stock exchange or traded on any trading system;
- (f) Our Company has no outstanding convertible debt securities or debentures;
- (g) There is no arrangement under which future dividends are waived or agreed to be waived;
- (h) None of the equity and debt securities of our Company, if any, is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought;
- (i) There is no subsidiary in our Group which is a sino-foreign equity joint venture or which operates as or under a cooperative or contractual joint venture; and
- (j) We currently do not intend to apply for the status of sino-foreign investment joint stock limited company and do not expect to be subject to the PRC Foreign Investment Law.

**11. Bilingual [REDACTED]**

The English 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). In case of any discrepancies between the English language version and Chinese language version of this document, the English version shall prevail.