

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was incorporated under the laws of the Cayman Islands on September 23, 2016 as an exempted company with limited liability. As our Company is incorporated in the Cayman Islands, our operation is subject to the relevant laws and regulations of the Cayman Islands, the Memorandum and the Articles. A summary of certain aspects of the Cayman Islands company law and our constitution is set out in “Summary of our Constitution and Cayman Companies Law” in Appendix III.

We have established a principal place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong, and have been registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on April 22, 2022. Mr. Chen and Ms. Lai Ho Yan have been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong.

2. Changes in the Share Capital of our Company

Save as disclosed in “History, Reorganization and Corporate Structure – Reorganization” and “– A. Further Information about our Group – 4. Resolutions of our Shareholders,” there has been no alteration in our authorized or issued share capital within the two years immediately preceding the date of this document.

3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report in Appendix I.

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

- On November 28, 2022, Hubei Xinlianhong was established in the PRC with an initial registered capital of RMB20,000,000 wholly owned by Wuhan Youji.

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

4. Resolutions of our Shareholders

On [●], 2024, resolutions of our Shareholders were passed pursuant to which, among other things:

- (a) the Memorandum and the Articles was approved and adopted with effect from the [REDACTED];

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5. Repurchases of our Own Securities

The following paragraphs set out the restrictions imposed by the Listing Rules on share repurchases and provides further information about the repurchase of our own securities.

(a) Shareholders' approval

A listed company whose primary listing is on the Stock Exchange may only purchase shares on the Stock Exchange, either directly or indirectly, if (i) the shares proposed to be purchased are fully-paid up, and (ii) its shareholders have given a specific approval or a general mandate to its directors by way of an ordinary resolution passed at a general meeting.

Pursuant to a resolution passed by our Shareholders on [●], 2024, the Repurchase Mandate was granted to our Directors, which will continue in force during the Applicable Period.

(b) Size of mandate

The total number of shares which a listed company is authorized to purchase may not exceed 10% of the number of issued shares of the company as of the date of the resolution granting the general mandate.

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

(c) Reasons for repurchases

Our Directors believe that the ability to repurchase Shares is in the interests of our Company and the Shareholders. Repurchases may, depending on the 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.

(d) Source of funds

In repurchasing securities, our Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. There could be a material 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 proposed repurchases were to be carried out in full at any time during the Applicable Period. However, our Directors do not propose to exercise the general mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital

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requirements of our Company or the gearing levels which in the opinion of our Directors are from time to time appropriate for our Company.

Our Company shall not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(e) Dealing restrictions

A listed company whose primary listing is on the Stock Exchange may not make a new issue of shares or announce a proposed new issue of shares for a period of 30 days after any purchase by it of shares, whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to that purchase of its own securities), without the prior approval of the Stock Exchange. In addition, a listed company shall not purchase its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from purchasing its shares on the Stock Exchange if that purchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

A listed company shall procure that any broker appointed by it to effect the purchase of its shares shall disclose to the Stock Exchange such information with respect to the purchases made on behalf of the company as the Stock Exchange may require.

(f) Status of purchased Shares

The listing of all shares which are purchased by a listed company (whether on the Stock Exchange or otherwise) shall be automatically cancelled upon purchase and the company shall ensure that the documents of title of purchased shares are cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

(g) Suspension of repurchase

A listed company shall not purchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the company to announce its 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 purchase its shares on the Stock Exchange, unless the circumstances are exceptional.

In addition, the Stock Exchange may prohibit a listed company from making purchases of shares on the Stock Exchange if the Stock Exchange considers that the company has committed a breach of the Listing Rules which apply to that company.

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(h) Reporting requirements

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

(i) Core connected persons

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person and a core connected person shall not knowingly sell shares to the company on the Stock Exchange.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates have any present intention to sell any Shares to our Company.

None of our core connected persons have notified our Company that they have a present intention to sell Shares to our Company, or have undertaken not to sell any of the Shares held by them to our Company, in the event that the Repurchase Mandate is approved.

(j) General

Our Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules and the applicable laws in the Cayman Islands.

If, as a result of any repurchase of Shares, a Shareholder's proportionate interest in the voting rights of our Company 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 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.

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts





The following contracts (not being contracts entered into in the ordinary course of the business carried on or intended to be carried on by our Company) were entered into by any member of our Group within the two years preceding the date of this document and are or may be material:

- (a) the [REDACTED].

2. Our Intellectual Property Rights

(a) Trademarks

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

No.	Trademark	Class	Registrant	Place of registration	Registration number	Expiry date
1.		1	Wuhan Youji	PRC	521684	June 19, 2030
2.		17	Wuhan Youji	PRC	504788	November 19, 2029
3.		1, 17	Wuhan Youji	Hong Kong	305706216	August 2, 2031
4.		1, 17	Wuhan Youji	Hong Kong	305706199	August 2, 2031

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(b) Domain Names

As of the Latest Practicable Date, we had registered the following domain names which we consider to be material in relation to our business:

No.	Domain name	Registrant	Expiry date
1.	chinaorganic.com	Wuhan Youji	March 29, 2031

(c) Copyrights

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

(i) Computer software

No.	Copyright	Registered owner	Registration number	Registration date
1.	Organic Industry Pressure Control Device System V1.0 (有機實業壓力控制裝置系統V1.0)	Wuhan Youji	2014SR203264	December 26, 2013
2.	Organic Industry Pressure Intelligent Monitoring System V1.0 (有機實業壓力智慧監控系統V1.0)	Wuhan Youji	2014SR201721	November 13, 2013
3.	Organic Industry Ingredients Smart System V1.0 (有機實業配料智慧系統 V1.0)	Wuhan Youji	2014SR201612	December 17, 2012
4.	Organic Industry Feeding Intelligent Control System V1.0 (有機實業加料智控系統V1.0)	Wuhan Youji	2014SR201552	December 5, 2012
5.	Organic Industry Smart Temperature Control System V1.0 (有機實業智慧溫控系統V1.0)	Wuhan Youji	2014SR201635	November 14, 2012
6.	Organic Industry Flow Intelligent Control System V1.0 (有機實業流量智控系統V1.0)	Wuhan Youji	2014SR201610	November 7, 2012

(ii) Works

No.	Copyright	Registered owner	Registration number	Registration date
1.	Wuhan Youji Logo (武漢有機企業LOGO)	Wuhan Youji	鄂作登字-2023-F-00002561	December 30, 2022

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(d) Patents

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

No.	Patent	Patentee	Patent number	Patent type	Registration date
1.	A reactor for continuous reaction and devolatilization (一種用於連續反應與脫揮的反應器)	Wuhan Youji	2020223171782	Utility model	October 15, 2020
2.	A kind of tail gas absorption treatment device for sodium benzoate production (一種苯甲酸鈉生產用的尾氣吸收處理裝置)	Wuhan Youji	2020217784943	Utility model	August 24, 2020
3.	A kind of neutralization device for preparing potassium benzoate (一種製備苯甲酸鉀的中和裝置)	Wuhan Youji	2020217785109	Utility model	August 24, 2020
4.	A kind of continuous neutralization device for sodium benzoate production (一種苯甲酸鈉生產用的連續中和裝置)	Wuhan Youji	202021791192X	Utility model	August 24, 2020
5.	A dual-shaft material continuous mixing reaction device (一種雙軸式物料連續混合反應裝置)	Wuhan Youji	2020217641668	Utility model	August 21, 2020
6.	A catalyst intermittent loop reactor (一種催化劑間歇循環反應釜)	Wuhan Youji	2020217641672	Utility model	August 21, 2020
7.	A continuous mixing reaction device for high viscosity materials (一種高粘度物料連續混合反應裝置)	Wuhan Youji	2020217641742	Utility model	August 21, 2020

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No.	Patent	Patentee	Patent number	Patent type	Registration date
8.	Batch reactor (間歇反應裝置)	Wuhan Youji	2020217774316	Utility model	August 21, 2020
9.	A spliced clapboard for a partition tower (一種用於間壁塔的 拼接隔板)	Wuhan Youji	2020217539585	Utility model	August 20, 2020
10.	Method for recovering perfume grade benzyl benzoate from benzoic acid rectification raffinate (從苯甲酸精餾殘液中回收香 料級苯甲酸苄酯的方法)	Wuhan Youji	2018113380488	Invention	November 12, 2018
11.	Reusable high-efficiency activated carbon adsorption and decolorization device (可重複套用的高效活性炭 吸附脫色裝置)	Wuhan Youji	2018203076078	Utility model	March 5, 2018
12.	Decolorization method of benzoic acid heavy by-product benzyl benzoate (苯甲酸重副產物苯甲酸苄酯 的脫色方法)	Wuhan Youji	2017107497964	Invention	August 28, 2017
13.	Reaction heat recovery device during liquid-phase catalytic oxidation of toluene (甲苯液相催化氧化過程中 反應熱回收裝置)	Wuhan Youji	2017209255560	Utility model	July 25, 2017
14.	Device and method for continuous production of spherical sodium benzoate (連續生產球狀苯甲酸鈉的 裝置及方法)	Wuhan Youji	201610785892X	Invention	August 31, 2016
15.	The production method of benzonitrile (苯甲腈的製造方法)	Wuhan Youji	2013100024514	Invention	January 4, 2013
16.	The purification method of benzoic acid (苯甲酸的精製方法)	Wuhan Youji	201010568840X	Invention	November 29, 2010
17.	A kind of new technology of p-xylylene dimethyl ether manufacturing method (一種對苯二甲基二甲醚 製造方法的新工藝)	Qianjiang Xinyihong	2013102013660	Invention	May 27, 2013

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No.	Patent	Patentee	Patent number	Patent type	Registration date
18.	Method for treating high boilers in industrial benzyl alcohol (工業苯甲醇中高沸物處理方法)	Qianjiang Xinyihong	2020105868961	Invention	June 24, 2020
19.	Vacuum sampling device for low and medium viscosity materials of epoxy resin (環氧樹脂類中低黏度物料真空取樣裝置)	Wuhan Youji	2021225844565	Utility model	October 26, 2021
20.	Vacuum sampling device for high viscosity materials such as polyester and polyurethane insulating paints (聚酯、聚氨酯絕緣漆類高黏度物料真空取樣裝置)	Wuhan Youji	2021225846024	Utility model	October 26, 2021
21.	Bubble tower apparatus and its method for the production of benzoic acid by oxidation of toluene in liquid phase (鼓泡塔裝置及其用於甲苯液相氧化生產苯甲酸的方法)	Wuhan Youji	2019104196343	Invention	May 20, 2019
22.	The method for synthesizing benzyl acetate with the use of a combined catalytic system (利用組合催化體系合成乙酸苄酯的方法)	Qianjiang Xinyihong	2021101953813	Invention	February 20, 2021
23.	The wastewater treatment in the process of industrial production of benzyl alcohol (苯甲醇工業生產的廢水處理方法)	Qianjiang Xinyihong	202010585920X	Invention	June 24, 2020
24.	The automatic oil-water rapid separation device for active diluent of epoxy resin (環氧活性稀釋劑自動化油水快速分離裝置)	Wuhan Youji	2022207037312	Utility model	March 29, 2022
25.	The high-efficiency circulation and filtration system (高效循環過濾系統)	Wuhan Youji	2022208217435	Utility model	April 11, 2022

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No.	Patent	Patentee	Patent number	Patent type	Registration date
26.	The energy efficiency crystallization and purification system for benzoic acid (高效節能苯甲酸結晶提純系統)	Wuhan Youji	202221119113X	Utility model	May 11, 2022
27.	The high-efficiency circulating mixing and filtration system for insulating paint (絕緣漆高效循環混料過濾系統)	Wuhan Youji	2022209905004	Utility model	April 27, 2022
28.	The wastewater treatment device for abnormal production of benzoic acid (苯甲酸非正常生產廢水處理裝置)	Wuhan Youji	2022229539208	Utility mode	November 7, 2022
29.	A chlorohydrin rubber production device (一種氯醇橡膠生產裝置)	Wuhan Youji	202320075976X	Utility mode	January 9, 2023
30.	Method of continuous synthesis of synthetic chlorol rubber using kneading reactors (利用捏合反應器連續化合成氯醇橡膠的方法)	Wuhan Youji	2020111144350	Invention	October 15, 2020
31.	System and method for continuous production of high-quality, highly selective benzaldehyde and benzoic acid using injection circulation reactors (利用噴射環流反應器連續化生產優質高選擇性苯甲醛和苯甲酸的系統及方法)	Wuhan Youji	2020104902895	Invention	June 2, 2020
32.	The purification method of industrial benzene methanol (工業苯甲醇提純方法)	Qianjiang Xinyihong	2020105859233	Invention	June 24, 2020

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No.	Patent	Patentee	Patent number	Patent type	Registration date
33.	A method for synthesizing benzonitrile through recycling and reusing by-products of benzinated melamine (一種苯代三聚氰胺副產物回收再利用合成苯甲腈的方法)	Wuhan Youji	2021109162016	Invention	August 11, 2021
34.	Method for reducing acid value in benzaldehyde using composite packed columns (用複合填料柱降低苯甲醛中酸值的方法)	Wuhan Youji	202210056462X	Invention	January 18, 2022
35.	Method for recovering food-grade benzaldehyde from benzoic acid distillation low boilers (從苯甲酸精餾低沸物中回收食品級苯甲醛的方法)	Wuhan Youji	2021107547705	Invention	July 5, 2021
36.	Preparation method of electronic grade benzinated melamine (電子級苯代三聚氰胺的製備方法)	Wuhan Youji	2022109118412	Invention	July 29, 2022
37.	A method and device for production of benzoyl alcohol to reduce consumption of pure alkali (一種降低純鹼消耗的苯甲醇生產方法和裝置)	Qianjiang Xinyihong	2022112019499	Invention	September 29, 2022

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) Interests of our Directors and chief executive

Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of our Directors and chief executive in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are 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 C3 to the Listing Rules, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED], are set out below:

(i) Interest in our Company

<u>Name of Director or chief executive</u>	<u>Nature of interest⁽¹⁾</u>	<u>Number of Shares or underlying Shares held</u>	<u>Approximate percentage of interest after the [REDACTED]⁽²⁾</u>
Mr. Gao Lei ⁽³⁾	Interest in controlled corporation	50,150,842	[REDACTED]%
Mr. Shen Yingming ⁽⁴⁾	Interest in controlled corporation	12,537,710	[REDACTED]%

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Shares in issue immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised).
- (3) As of the Latest Practicable Date, Vastocean Capital Limited was wholly owned by Mr. Gao. By virtue of the SFO, Mr. Gao is deemed to be interested in the Shares held by Vastocean Capital Limited.
- (4) As of the Latest Practicable Date, SYM Holdings Limited was wholly owned by Mr. Shen. By virtue of the SFO, Mr. Shen is deemed to be interested in the Shares held by SYM Holdings Limited.

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(ii) Interest in our associated corporations

So far as our Directors are aware, immediately following the completion of the [REDACTED], no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of the associated corporations of our Company.

(b) Interests of our Substantial Shareholders

Save as disclosed in “Substantial Shareholders,” our Directors and chief executive are not aware of any person (other than a Director or chief executive of our Company) who will have an interest or a 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 the SFO, or will be, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of our Group.

2. Directors’ Service Contracts and Letters of Appointment

Each of our executive Directors has entered into a service contract with our Company on [●], and we have issued letters of appointment to each of our independent non-executive Directors on [●]. The terms of appointment under the service contracts and letters of appointment are for an initial term of three years from the [REDACTED], subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

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

3. Directors’ Remuneration

The aggregate remuneration paid and benefits in kind granted to our Directors by our Group in respect of the year ended December 31, 2023 was RMB2.4 million. For details of our Directors’ emoluments during the Track Record Period, please refer to note 8 to the Accountants’ Report in Appendix I to this document.

Under the arrangements in force at the date of this document, we estimate the aggregate remuneration payable to, and benefits in kind receivable by, our Directors by our Group in respect of the year ending December 31, 2024 to be approximately RMB4.6 million.

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D. OTHER INFORMATION

1. Estate duty

Our Directors have been advised that no material liability for estate duty would be likely to fall upon any member of our Group.

2. Litigation

Save as disclosed in this document and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Sole Sponsor

The Sole Sponsor has made an application on our behalf to the Listing Committee for the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued pursuant to the [REDACTED] (including any additional Shares which may be issued pursuant to the exercise of the [REDACTED]).

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US\$[REDACTED] for acting as a sponsor for the [REDACTED].

4. No Material Adverse Change

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

5. Qualification and Consent of Experts

This document contains statements made by the following experts:

Name	Qualification
BOCOM International (Asia) Limited	A corporation licensed to carry on Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO, acting as the Sole Sponsor of the [REDACTED]
Jingtian & Gongcheng	Qualified PRC lawyers
Travers Thorp Alberga	Legal advisor as to Cayman Islands law
Ernst & Young	Certified public accountants and registered public interest entity auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

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

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

6. Promoter

Our Company has no promoter for the purpose of the Listing Rules. 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.

7. Preliminary Expenses

We have not incurred any material preliminary expenses.

8. Binding Effect

This document shall have the effect, where 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 insofar as applicable.

9. Bilingual Document

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

10. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in “– D. Other Information – 5. Qualification and Consent of Experts” have received any such payment or benefit;
 - (ii) no capital of any member of our Group has been issued or is proposed to be issued for cash or issued as fully or partly paid up otherwise than in cash;

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- (iii) none of our Directors or the experts named in “– D. Other Information – 5. Qualification and Consent of Experts” have any interest, direct or indirect, in the promotion of, or in any assets which 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; and
 - (iv) no commissions (but not including commissions to sub-underwriters) have been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any Shares or debentures of our Company.
- (b) Save as disclosed in this document:
- (i) there is no arrangement under which future dividends are waived or agreed to be waived;
 - (ii) our Company has no outstanding convertible debt securities or debentures;
 - (iii) there are no founder, management or deferred shares in our Company or any of our subsidiaries;
 - (iv) no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option;
 - (v) there has not been any interruption in the business of our Group which may have or have had a significant effect on our financial position in the 12 months immediately preceding the date of this document; and
 - (vi) none of our Directors are 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.