

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

1. Establishment of Our Company

Our Company was established as a limited liability company in the PRC on December 5, 2016 and was converted into a joint stock company with limited liability on November 25, 2019 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB142,642,500.

Our Company has established a place of business in Hong Kong at 19th Floor, Golden Centre, 188 Des Voeux Road Central, Hong Kong and has registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on November 1, 2023. Ms. LI Ching Yi has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in Appendices IV and V to this document.

2. Changes in Share Capital of Our Company

On December 5, 2016, our Company was established as a limited liability company with a registered capital of RMB50,000,000. On November 25, 2019, our Company was converted into a joint stock company with limited liability and renamed as Laopu Gold Co., Ltd. (老鋪黃金股份有限公司).

As of the Latest Practicable Date, our registered share capital was increased to RMB142,642,500.

3. Changes in the Share Capital of Our Subsidiaries

Hong Kong Laopu

On December 31, 2023, the share capital of Hong Kong Laopu was increased from HK\$50,000,000 to HK\$180,000,000 contributed by our Company.

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

4. Resolutions of Our Shareholders

Pursuant to a general meeting of our Shareholders held on November 9, 2023, the following resolutions, among others, were passed by our Shareholders:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange be issued;

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- (b) the number of H Shares to be issued shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorization of our Board to handle all relevant matters relating to, among other things, the [REDACTED] and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

- (a) [REDACTED]

2. Intellectual Property Rights

Trademarks Registered in the PRC

As of the Latest Practicable Date, we have registered the following trademarks in the PRC, which we considered to be material to our business:

No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
1. . . .	Our Company	38946071	PRC	LAO PU	14	February 21, 2020 – February 20, 2030
2. . . .	Our Company	22924664	PRC	 老鋪黃金	14	October 14, 2018 – October 13, 2028
3. . . .	Our Company	62263737	PRC	 老鋪黃金	35	July 21, 2022 – July 20, 2032
4. . . .	Our Company	22924663	PRC	 老鋪黃金 LAOPU GOLD	14	October 14, 2018 – October 13, 2028








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No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
5. . . .	Our Company	50734076	PRC		35	April 21, 2022 – April 20, 2032
6. . . .	Our Company	50735301	PRC		14	August 14, 2021 – August 13, 2031
7. . . .	Our Company	45836555	PRC		14	April 7, 2021 – April 6, 2031
8. . . .	Our Company	32512537	PRC		14	April 14, 2019 – April 13, 2029
9. . . .	Our Company	16216994	PRC		14	April 7, 2016 – April 6, 2026
10. . .	Our Company	60983422	PRC		14	June 21, 2022 – June 20, 2032
11. . .	Our Company	37351421	PRC		14	November 21, 2019 – November 20, 2029
12. . .	Our Company	27824261	PRC	Lao Pu	14	November 7, 2018 – November 6, 2028
13. . .	Our Company	15628484	PRC	LAOPU GOLD	14	December 21, 2015 – December 20, 2025
14. . .	Our Company	42301091	PRC		14	August 7, 2020 – August 6, 2030
15. . .	Our Company	42300345	PRC		35	October 28, 2020 – October 27, 2030
16. . .	Our Company	51537061	PRC		14	July 28, 2021 – July 27, 2031

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Trademarks Registered Overseas

As of the Latest Practicable Date, we have registered the following trademarks overseas, which we considered to be material to our business:

No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
1. . . .	Our Company	304107131	Hong Kong		14	April 12, 2017 – April 11, 2027
2. . . .	Our Company	304591468	Hong Kong	A  B 	14	July 10, 2018 – July 9, 2028
3. . . .	Our Company	N/122442	Macau		14	October 12, 2017 – October 12, 2024
4. . . .	Our Company	1451707	International ¹		14	September 7, 2018 – September 7, 2028
5. . . .	Our Company	306365683	Hong Kong	A  B 	14	October 5, 2023 – October 4, 2033

¹ These registered trademarks are international trademarks registered by the company in accordance with the Madrid Protocol for International Trademark Registration.

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No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
6. . . .	Our Company	306365692	Hong Kong	A	14	October 5, 2023 – October 4, 2033



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Patents

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

No.	Patent	Category	Patentee(s)	Patent Number	Place of Registration	Application Date
1. . .	Method for Planting Wax Trees in the Manufacturing Process of Metal Articles and Method for Manufacturing Metal Articles (金屬物品製造過程中種蠟樹的方法和金屬物品製造方法)	Invention	Our Company	ZL202010226957.3	PRC	March 27, 2020
2. . .	Method for Planting Wax Trees in the Manufacturing Process of Circular Metal Articles and Method for Manufacturing Circular Metal Articles (環形金屬物品製造過程中種蠟樹的方法和環形金屬物品製造方法)	Invention	Our Company	ZL202010226948.4	PRC	March 27, 2020

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No.	Patent	Category	Patentee(s)	Patent Number	Place of Registration	Application Date
3. . .	Necklace threading components and necklaces (項鍊穿繩組件和項鍊)	Utility Model	Our Company	ZL201921310569.2	PRC	August 14, 2019
4. . .	Wire drawing machines and gold product manufacturing equipment (拉絲機和黃金製品製造設備)	Utility Model	Our Company	ZL201921924008.1	PRC	November 8, 2019
5. . .	Twisting machine (絞絲機)	Utility Model	Our Company	ZL201921922440.7	PRC	November 8, 2019
6. . .	Jewelry (飾品(連年有餘平安金扣))	Appearance Design	Our Company	ZL201930175746.X	PRC	April 17, 2019
7. . .	Pendant (吊墜(花絲鑲嵌八寶寶符))	Appearance Design	Our Company	ZL201930075835.7	PRC	February 26, 2019
8. . .	Bracelet (手鐲(青銅紋))	Appearance Design	Our Company	ZL201930580098.6	PRC	October 24, 2019
9. . .	Gold Ring (金環(富貴圓滿))	Appearance Design	Our Company	ZL201930692919.5	PRC	December 11, 2019
10. .	Box (盒(龍鳳呈祥寶盒))	Appearance Design	Our Company	ZL201930695545.2	PRC	December 12, 2019
11. .	Pendant (吊墜(鏤空八寶隨身佛))	Appearance Design	Our Company	ZL201930728022.3	PRC	December 25, 2019
12. .	Pendant (吊墜(玫瑰花窗寶符))	Appearance Design	Our Company	ZL201930695845.0	PRC	December 12, 2019
13. .	Hair Clasp (簪子(素面))	Appearance Design	Our Company	ZL202030229164.8	PRC	May 18, 2020
14. .	Ring (戒指(同心對戒))	Appearance Design	Our Company	ZL202030438808.4	PRC	August 5, 2020
15. .	Ornament (擺件(靈鹿))	Appearance Design	Our Company	ZL202030337094.8	PRC	June 28, 2020
16. .	Gold Cup (金杯(年年有餘))	Appearance Design	Our Company	ZL202030547895.7	PRC	September 16, 2020
17. .	Bracelet (手環(貝齒紋封口雙層))	Appearance Design	Our Company	ZL202030587625.9	PRC	September 29, 2020

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No.	Patent	Category	Patentee(s)	Patent Number	Place of Registration	Application Date
18.	Sword (劍)	Appearance Design	Our Company	ZL202130080304.4	PRC	February 3, 2021
19.	Pendant (吊墜(鑲鈷葫蘆寶符))	Appearance Design	Our Company	ZL202130422462.3	PRC	July 5, 2021
20.	Pendant (吊墜(玫瑰花窗))	Appearance Design	Our Company	ZL202230201009.4	PRC	April 11, 2022

Copyrights

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

No.	Name of Copyright	Registration Number	Registered Owner	Registration Date
1. . .	Gold Play-piece (足金把件-掌中響葫)	Guo Zuo Deng Zi-2019-F-00788445	Our Company	May 23, 2019
2. . .	Gold Play-piece (足金把件-九宮八卦牌)	Guo Zuo Deng Zi-2019-F-00788446	Our Company	May 23, 2019
3. . .	Gold Bracelet (足金手鐲-竹報平安開口金環-圖)	Guo Zuo Deng Zi-2019-F-00785774	Our Company	May 21, 2019
4. . .	Gold Ornament (足金擺件-福祿壽喜金碗)	Guo Zuo Deng Zi-2019-F-00785709	Our Company	May 21, 2019
5. . .	Gold Ornament (足金擺件-瑞獸護身酒壺)	Guo Zuo Deng Zi-2019-F-00737831	Our Company	April 29, 2019
6. . .	Gold Ornament (足金擺件-八寶蓮花香盒)	Guo Zuo Deng Zi-2019-F-00737829	Our Company	April 29, 2019
7. . .	Gold Pendant (足金吊墜-鑲嵌金剛杵、金剛槲、金剛鈴、金剛鉞刀(系列4款))	Guo Zuo Deng Zi-2019-F-00738709	Our Company	June 6, 2019
8. . .	Gold Ornament (足金擺件-花絲鑲嵌真言八寶香薰)	Guo Zuo Deng Zi-2019-F-00844413	Our Company	September 3, 2019
9. . .	Gold Bracelet (足金手鐲-燒藍鏤雕如意纏枝紋金珠)	Guo Zuo Deng Zi-2019-F-00846978	Our Company	September 9, 2019
10. . .	Gold Pendant (足金吊墜-五福捧壽香囊(金龍、金鳳))	Guo Zuo Deng Zi-2021-F-00226225	Our Company	September 28, 2021

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No.	Name of Copyright	Registration Number	Registered Owner	Registration Date
11.	Gold Ornament (足金擺件-鑿刻隨身酒壺)	Guo Zuo Deng Zi-2022-F-10052410	Our Company	March 9, 2022
12.	Gold Pendant (足金吊墜-花絲真言平安扣)	Guo Zuo Deng Zi-2022-F-10052405	Our Company	March 9, 2022
13.	Gold Jewelry (足金飾品-鳳首簪)	Guo Zuo Deng Zi-2022-F-10052402	Our Company	March 9, 2022
14.	Gold Jewelry (足金飾品-龍首簪)	Guo Zuo Deng Zi-2022-F-10052404	Our Company	March 9, 2022
15.	Gold Ornament (足金擺件-福祿八寶金杯)	Guo Zuo Deng Zi-2022-F-10094694	Our Company	May 9, 2022
16.	Gold Ornament (足金擺件-牡丹紋執壺)	Guo Zuo Deng Zi-2022-F-10094700	Our Company	May 9, 2022
17.	Gold Ring (足金戒指-錘揲紋戒指)	Guo Zuo Deng Zi-2022-F-10207225	Our Company	September 30, 2022
18.	Gold Jewelry (足金飾品-花絲蝴蝶掛墜(2號))	Guo Zuo Deng Zi-2022-F-10207079	Our Company	September 30, 2022
19.	Gold Jewelry (足金飾品-錘揲紋耳環)	Guo Zuo Deng Zi-2022-F-10209182	Our Company	October 9, 2022
20.	Gold Ornament (足金擺件-虎鈕印章(刻福祿壽喜))	Guo Zuo Deng Zi-2022-F-10254449	Our Company	December 8, 2022

FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

Save as disclosed below, immediately following completion of the [REDACTED] (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), so far as our Directors are aware, none of our Directors, Supervisors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and 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 to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

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<u>Name</u>	<u>Position</u>	<u>Nature of Interest</u>	<u>Number of Shares</u>	Approximate percentage of shareholding in the total share capital of our Group immediately after the completion of the [REDACTED] (assuming no [REDACTED] is exercised)⁽²⁾ (%)
Mr. Xu ⁽³⁾	Executive Director, chairman of the Board and general manager	Beneficial owner/ Interest in controlled corporations/ Interest held jointly with another person	66,055,390 Unlisted Shares 45,584,410 H Shares	[REDACTED]%

Notes:

- (1) All interests are long positions.
- (2) The calculation is based on the total number of 73,591,840 Unlisted Shares and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] (without taking into account the H Shares to may be issued upon the exercise of [REDACTED]).
- (3) For details, see section headed “Substantial Shareholders” in this document.

2. Substantial Shareholders

For the information on the persons who will, immediately following the completion of the [REDACTED], have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, please refer to the section headed “Substantial Shareholders” in this document.

Save as set out above, our Directors are not aware of any other person (other than our Directors, Supervisors or chief executive) will, immediately following completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the issued voting shares of any member of our Group or had option in respect of such capital.

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3. Service Contracts

Each of our Directors and Supervisors has entered into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of three years commencing from the date of appointment; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders’ approval.

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

4. Remuneration of Directors and Supervisors

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” and “Appendix I – Accountants’ Report – 8. Directors’, Chief Executive’s and Supervisors’ Remuneration” for the three financial years ended December 31, 2021, 2022 and 2023, none of our Directors or Supervisors received other remunerations or benefits in kind from us.

5. Disclaimers

Save as disclosed in this document:

- (a) save as disclosed in this document, none of our Directors, Supervisors or any of the parties listed in “5. Qualifications of Experts” of this Appendix is:
 - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Company; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (b) save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “5. Qualification of Experts” of this Appendix:
 - (i) is interested legally or beneficially in any shares in any member of our Group; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;

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- (c) none of our Directors or Supervisors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO; and
- (d) so far as is known to our Directors, none of our Directors or Supervisors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to impose on our Company or any of our subsidiaries under the laws of the PRC.

2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

3. 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], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

The Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of HKD5 million to act as a sponsor to our Company in connection with the [REDACTED].

4. Preliminary Expenses

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

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5. Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions and/or advice in this document are as follows:

<u>Name</u>	<u>Qualifications</u>
China Securities (International) Corporate Finance Company Limited.	A licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities (as defined under SFO)
Ernst & Young.	Certified Public Accountants and Registered Public Interest Entity Auditor
Global Law Office.	Company’s PRC legal advisors
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

6. Consents of Experts

Each of the experts as referred to in the paragraph headed “5. Qualifications of Experts” of this Appendix has given and has not withdrawn its respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to its name included herein in the form and context in which it respectively included.

7. Taxation of Holders of H Shares

(1) Hong Kong

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further details in relation to taxation, please refer to the section headed “Appendix III – Taxation and Foreign Exchange” to this document.

(2) Consultation with professional advisers

Potential investors in the [REDACTED] are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or [REDACTED] in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Sole Sponsor, [REDACTED], or any other

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person or party involved in the [REDACTED] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the subscription, purchase, holding or disposal of, dealing in or the exercise of any rights in relation to our H Shares.

8. No Material Adverse Change

Our Directors confirm that, as of the date of this document, there has been no material adverse change in the financial or trading position of our Company since December 31, 2023 (being the date to which the latest audited consolidated financial statements of our Company were prepared).

9. Promoters

The promoters of our Company are nine Shareholders of our Company as of November 25, 2019 before our conversion into a joint stock company with limited liability.

Save as disclosed in this document, within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

10. Restrictions on Repurchase

For details, please refer to the section headed “Appendix IV – Summary of Principal Legal and Regulatory Provisions” and “Appendix V – Summary of Articles of Association” to this document.

11. Binding Effect

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

12. Bilingual Document

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

13. Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, (i) our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; (ii) there are no commissions for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company and (iii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;
- (b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;
- (g) our Company is not presently [REDACTED] on any stock exchange or [REDACTED] on any trading system; and
- (h) our Company is a joint stock limited company and is subject to the PRC Company Law.