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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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### DIRECTORS' RESPONSIBILITY FOR THE CONTENTS OF THIS PROSPECTUS

This prospectus, for which the Directors (including any proposed director who is named as such in this prospectus) collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (WUMP) Ordinance, the Securities and Future (Stock Market Listing) Rules and the Listing Rules for the purpose of giving information to the public with regard to our Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this prospectus misleading.

### INFORMATION ABOUT THE GLOBAL OFFERING

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering in Hong Kong.

The Offer Shares are offered for subscription solely on the basis of the information contained and representations made in this prospectus, and on the terms and subject to the conditions set out herein. No person is authorized to give any information, or to make any representation in connection with the Global Offering, not contained in this prospectus, and any information or representation not contained in this prospectus must not be relied upon as having been authorized by our Company, the Sole Sponsor, the Underwriters, any of their respective directors, officers, employees, advisors, agents or representatives, or any other person or party involved in the Global Offering.

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with our Shares shall, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information in this prospectus is correct as of any subsequent time.

Prospective applicants of the Offer Shares should consult their advisors, as appropriate, to inform themselves of, and to observe, all applicable laws and regulations of any relevant jurisdiction and the legal requirements of applying for the Offer Shares and any applicable exchange control regulations and applicable taxes in the countries of their respective citizenship, residence or domicile.

### Underwriting

The Listing is sponsored by the Sole Sponsor, Zhongtai International Capital Limited, and the Global Offering is managed by the Sole Overall Coordinator and the Sole Global Coordinator, Zhongtai International Securities Limited. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriter(s) pursuant to the Hong Kong Underwriting Agreement and it is expected that, subject to agreement between our Company and the International Underwriter(s), the International Underwriting Agreement in relation to the underwriting of the International Placing Shares will be entered. For more details of the underwriting arrangement, please refer to "Underwriting" in this prospectus.

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### **Restrictions on Sale of the Offer Shares**

No action has been taken to permit an offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation for subscription in any jurisdiction or in any circumstance in which such an offer or invitation for subscription is not authorized or to any person to whom it is unlawful to make such an offer or invitation for subscription.

The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

Each person acquiring the Offer Shares will be required to, or be deemed by his acquisition of Offer Shares, to confirm that he/she/it is aware of the restrictions on offers of the Offer Shares described in this prospectus and that he/she/it is not acquiring, and has not been offered any Offer Shares in circumstances that contravene any such restrictions.

### **Procedure for Application of the Hong Kong Offer Shares**

The procedure for application for the Hong Kong Offer Shares is set out in the section headed “How to apply for Hong Kong Offer Shares” in this prospectus.

### **Structure and Conditions of the Global Offering**

The structure and conditions of the Global Offering is set forth in the section headed “Structure and Conditions of the Global Offering” in this prospectus.

### **Application for Listing on the Stock Exchange**

Application has been made to the Listing Division for the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in this prospectus (including the Shares to be issued under the Capitalization Issue and the Global Offering and any Share which may be issued upon the exercise of the Over-allotment Option and the options that may be granted under the Share Option Scheme).

No part of our Group’s share or loan capital is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

Under section 44B(1) of the Companies (WUMP) Ordinance, any allotment made in respect of any application in pursuant of this prospectus will be void if the listing of, and permission to deal in, the Offer Shares on the Stock Exchange is refused before the expiration of three weeks from the date of the closing of the application lists, or such longer period (not exceeding six weeks) as may, within the said three weeks, be notified to our Company by or on behalf of the Stock Exchange.

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### **Shares will be Eligible for Admission into CCASS**

Subject to the granting of the listing of, and permission to deal in, our Shares on the Stock Exchange and compliance with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date, or such other date as determined by HKSCC. All necessary arrangements have been made for our Shares to be admitted into CCASS.

Settlement of transactions between participants of the Stock Exchange is currently required to take place in CCASS on the second settlement day after any trading day. All activities under CCASS are subject to the *General Rules of CCASS* and *CCASS Operational Procedures* in effect from time to time. Investors should seek the advice of their stockbroker or other professional advisors for details of those settlement arrangements as such arrangements will affect their rights and interests.

### **Commencement of Dealing in our Shares on the Stock Exchange**

Dealing in our Shares on the Stock Exchange is expected to commence at 9:00 a.m. on Thursday, December 15, 2022 under the Main Board stock code 2457. Shares will be traded in board lots of 5,000 Shares each.

### **Share Registrar and Stamp Duty**

All Shares issued under the Global Offering will be registered in our branch register of members maintained in Hong Kong by the Hong Kong Share Registrar, Tricor Investor Services Limited. Our principal register of members will be maintained by our Principal Share Registrar, Conyers Trust Company (Cayman) Limited, in the Cayman Islands.

Dealings in our Shares registered in our branch register of members maintained in Hong Kong will be subject to Hong Kong stamp duty.

### **Professional Tax Advice Recommended**

Potential investors in the Global Offering are advised to seek advices from their professional advisors for the taxation implications of the subscription for, purchase, holding or disposal of, dealing in, or exercising any right in relation to, our Shares. It is emphasized that none of our Company, the Sole Sponsor, the Sole Overall Coordinator, the Sole Global Coordinator, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, officers, employees, advisors, agents or representatives, or any other person or party involved in the Global Offering accepts responsibility for any tax effects on or liabilities of any person resulting from the subscription for, purchase, holding, disposal of, dealing in, or exercising any rights in relation to, our Share.

### **Stabilization and Over-allotment Option**

In connection with the Global Offering, the Stabilizing Manager or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to supporting the market price of our Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date.

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For more details of stabilization and the Over-allotment Option, please refer to “Structure and Conditions of the Global Offering — Over-allotment Option” and “Structure and Conditions of the Global Offering — Stabilization” in this prospectus.

### INFORMATION ABOUT THIS PROSPECTUS

#### Language

If there is any inconsistency between this prospectus and the Chinese translation of this prospectus, this prospectus shall prevail.

The translation of the names of certain laws, regulations, publications, governmental authorities, institutions, legal entities and natural persons in this prospectus for which no official English name is available are unofficial translations and for your reference only.

#### Exchange Rate

Solely for your convenience, this prospectus contains translations of certain RMB amounts into HK\$ at specified rates. You should not construe these translations as representations that the amounts in one currency could actually be, or have been, converted into another currency at the rates indicated or at all.

Unless indicated otherwise, the translations between RMB and HK\$ in this prospectus have been made at the rate of HK\$1.00:RMB0.8722 for illustrative purpose only.

#### Roundings

Certain amounts and percentages figures included in this prospectus have been subject to rounding adjustments. Where information is presented in thousands or millions, amounts of less than one thousand or one million, as the case may be, have been rounded to the nearest hundred or hundred thousand, respectively, unless otherwise indicated or the context requires otherwise; and amounts presented as percentages have been rounded to the nearest tenth of a percent, unless otherwise indicated or the context requires otherwise.

Accordingly, totals of rows or columns of numbers in tables may not equal to the apparent total of the individual items; or alternatively, breakdown of amounts and percentage may be adjusted such that the arithmetic sum of such breakdown equals to the total of such amount or percentage.

#### Website

The contents of any website mentioned in this prospectus do not form part of this prospectus.