
APPENDIX VII

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was established in the PRC on September 8, 2000 and was converted to a joint stock limited company on June 29, 2018.

As of the date of this document, our Company’s registered office is located at No. 15 Ziyuan Road, Huayuan Industrial Zone, Binhai Hi-Tech District, Tianjin, PRC. Our Company has established a principal place of business in Hong Kong at 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong and has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on September 29, 2023 with the Registrar of Companies in Hong Kong. Ms. Yu Wing Sze (余詠詩), one of our joint company secretaries, has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong.

As our Company was 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 — Summary of Articles of Association”. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Appendix V — Summary of Principal Laws and Regulations”.

2. Changes in Share Capital of Our Company

As of the date of our establishment, our registered share capital was RMB500,000 divided into 500,000 Shares with a nominal value of RMB1.00 each. On June 29, 2018, our Company was converted into a joint stock company with limited liability and our registered capital was RMB224,900,000 with a nominal value of RMB1.00 each.

Pursuant to the general meeting of our Company convened and held on August 15, 2022, our then Shareholders resolved to increase our registered capital by RMB4,166,666. A capital increase agreement was entered into on the same date by and among our Company, CITIC Securities Investment, Mr. Wang Zhongshan, Ms. Zhang Xiuqin, Mr. Wang Guoxin and Ms. Wang Na, pursuant to which, CITIC Securities Investment agreed to subscribe for the increased registered capital of RMB4,166,666 in cash at RMB12 per Share. As a result of such subscription, our registered capital increased from RMB224,900,000 to RMB229,066,666 and such increase in share capital was registered in August 2022.

Upon completion of the [REDACTED] and conversion of [REDACTED] Shares into [REDACTED], without taking into account any [REDACTED] which may be issued pursuant to the [REDACTED], our registered share capital will be increased to RMB[REDACTED], comprising [REDACTED] [REDACTED] Shares and [REDACTED] [REDACTED], representing [REDACTED] and [REDACTED] of our registered capital, respectively.

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For further details, see “History, Development and Corporate Structure” and “Share Capital” of this document. Save as disclosed in the “History, Development and Corporate Structure” in this document and above, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Subsidiaries of our Company and Changes in Share Capital of Our Subsidiaries

Certain details of our subsidiaries are set out in “History, Development and Corporate Structure — Our Subsidiaries” and in the accountants’ report as set out in Appendix I to this document. Save for the subsidiaries mentioned in note 45A of the accountants’ report set out in Appendix I to this document, our Company has no other subsidiary.

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

4. Shareholders’ Resolutions

In accordance with the Shareholders’ resolutions of our Company dated September 20, 2023, among other things, the following resolutions were passed by the Shareholders:

- (a) the issue by our Company of [REDACTED] of nominal value of RMB1.00 each and such [REDACTED] be [REDACTED] on the Stock Exchange;
- (b) the total number of [REDACTED] to be issued pursuant to the [REDACTED] shall be no more than 25% of the total issued share capital of the Company (before the exercise of the [REDACTED]) after the [REDACTED];
- (c) subject to CSRC’s approval, upon completion of the [REDACTED], [REDACTED] [REDACTED] Shares held by certain existing Shareholders will be converted into [REDACTED];
- (d) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on [REDACTED], and the Board and its authorized persons has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and other relevant regulatory authorities; and
- (e) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the issue and listing of the [REDACTED].

5. Reorganization

Our Company has not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of history and development of our Company, see “History, Development and Corporate Structure” in this document.

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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 business) have been entered into by us or any of our subsidiaries within the two years preceding the date of this document that are or may be material, and a copy of each [has been delivered] to the Registrar of Companies in Hong Kong for registration:

- (a) a supplemental agreement (II) to the Capital Increase Agreement entered into on November 30, 2022 by and among our Company, CITIC Securities Investment, Mr. Wang Zhongshan, Ms. Zhang Xiuqin, Mr. Wang Guoxin and Ms. Wang Na, pursuant to which, among others, CITIC Securities Investment agreed to terminate certain of its special rights;
- (b) a supplemental agreement (III) to the Capital Increase Agreement entered into on September 26, 2023 by and among our Company, CITIC Securities Investment, Mr. Wang Zhongshan, Ms. Zhang Xiuqin, Mr. Wang Guoxin and Ms. Wang Na, pursuant to which, among others, CITIC Securities Investment agreed to terminate certain of its special rights;
- (c) a non-competition agreement entered into on [REDACTED] by and among our Company, Mr. Wang Zhongshan, Ms. Zhang Xiuqin, Mr. Wang Guoxin, Ms. Wang Na, Jinneng Partnership, Jinyuan Partnership, Jinlong Partnership and Tianjin Yuanjinmeng, details of which are included in the section headed “Relationship with Our Controlling Shareholders” in this document; and
- (d) the [REDACTED].

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2. Our Intellectual Property Rights

(a) Trademarks

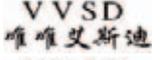
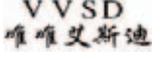
(i) Registered Trademarks

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

No.	Trademark	Place of Registration	Registration No.	Registered Owner	Class	Expiry Date
1		PRC	3441121	Shandong Mokigran	14	August 27, 2034
2		PRC	4254323	Shandong Mokigran	14	October 20, 2027
3	MOKINGRAN	PRC	5169279	Shandong Mokigran	14	May 27, 2029
4	亿纯	PRC	7408053	Shandong Mokigran	14	August 27, 2030
5	梦金园万纯	PRC	11261552	Shandong Mokigran	14	December 20, 2033
6	亿纯	PRC	18477016	Shandong Mokigran	14	January 6, 2027
7	亿纯	PRC	18479927	Shandong Mokigran	35	January 6, 2027
8		PRC	18620902	Shandong Mokigran	14	January 20, 2027
9	MOKINGRAN	PRC	18621273	Shandong Mokigran	14	January 20, 2027
10		PRC	21140167	Shandong Mokigran	14	October 27, 2027
11	亿纯	PRC	22051496	Shandong Mokigran	35	January 13, 2028
12	圆梦金	PRC	44580172	Shandong Mokigran	14	November 27, 2030
						
13	梦金园亿纯	PRC	66075986	Shandong Mokigran	14	February 20, 2033
14	梦金园亿纯	PRC	66070837	Shandong Mokigran	35	January 20, 2033
15	亿福	PRC	3748015	Shandong Yifu	14	November 13, 2025
16		PRC	3760540	Shandong Yifu	14	December 20, 2025
17	VFOOK	PRC	5169269	Shandong Yifu	14	May 27, 2029
18	亿福	PRC	18029779	Shandong Yifu	35	November 13, 2026
19	亿福	PRC	66820535	Shandong Yifu	35	May 6, 2033
20	VVSD 唯唯爱斯迪	PRC	14004975	Changle Chengxin	14	April 13, 2025

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No.	Trademark	Place of Registration	Registration No.	Registered Owner	Class	Expiry Date
21		PRC	14273838	Changle Chengxin	35	May 6, 2025
22		PRC	16118231	Changle Chengxin	14	March 13, 2026
23		PRC	16326452	Changle Chengxin	35	March 27, 2026
24		PRC	16326475	Changle Chengxin	14	March 27, 2026
25		PRC	24368889	Changle Chengxin	35	May 20, 2028
26		PRC	55529315	Changle Chengxin	14	November 20, 2031
27		PRC	63908335	Changle Chengxin	14	October 6, 2032
28		PRC	63907947	Changle Chengxin	35	October 6, 2032
29		Hong Kong	306302024	Hong Kong Mokingran	14, 35	July 23, 2033

(b) Patents

(i) Registered Patents

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following patents which we consider to be or may be material to our business:

No.	Patent Name	Patentee	Patent Type	Patent Number	Application/ Approval Date	Expiry Date
1	(A gold jewellery welding method) (“一種黃金飾品焊接方法”)	Shandong Mokingran	Invention	200810139385.4	August 28, 2008	August 28, 2028
2	Bead string nailing machine (“珠串釘砂機”)	Shandong Mokingran	Invention	201010177060.2	May 10, 2010	May 9, 2030

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No.	Patent Name	Patentee	Patent Type	Patent Number	Application/ Approval Date	Expiry Date
3.	Jewellery beading machine (“首飾打珠機”)	Shandong Mokingran	Invention	200910016919.9	June 24, 2009	June 23, 2029
4.	Semi-circular jewellery former (“半圓端頭首飾成型機”)	Shandong Mokingran	Invention	201010273643.5	August 30, 2010	August 29, 2030
5.	Cross-shaped gold wire tablet press (“十字形金線壓片機”)	Shandong Mokingran	Invention	201010273668.5	August 30, 2010	August 29, 2030
6.	Thin-wall gold tube rolling former (“薄壁金管滾壓成型機”)	Shandong Mokingran	Invention	201010168169.X	April 30, 2010	April 29, 2030
7.	Flower-shaped twisted sheet former (“花形扭片成型機”)	Shandong Mokingran	Invention	201010273649.2	August 30, 2010	August 29, 2030
8.	Thin-wall gold tube automatic shrinking machine (“薄壁金管自動縮口機”)	Shandong Mokingran	Invention	201410097150.9	March 15, 2014	March 14, 2034
9.	Automatic engraving method based on manual operation (“基於手工操作的自動刻花方法”)	Shandong Mokingran, Shandong Yifu and Shenzhen Mokingran	Invention	ZL201711048426.4	October 31, 2017	October 30, 2037
10.	Automatic engraving equipment based on manual operation (“基於手工操作的自動刻花設備”)	Shandong Mokingran, Shandong Yifu and Shenzhen Mokingran	Invention	ZL201711045721.4	October 31, 2017	October 30, 2037
11.	Automatic pricing method and automatic pricing system for gold jewellery (“金飾自動計價方法及自動計價系統”)	Shandong Mokingran	Invention	ZL201810892474.X	August 7, 2018	August 6, 2038

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No.	Patent Name	Patentee	Patent Type	Patent Number	Application/ Approval Date	Expiry Date
12.	A multi-blade automatic engraving machine (“一種多刀頭自動刻花機”)	Shandong Mokingran	Utility model	201721426572.1	October 31, 2017	October 30, 2027
13.	A processing device for decorative chain pattern (“一種裝飾鏈花紋加工裝置”)	Shandong Mokingran, Shandong Yifu and Shenzhen Mokingran	Utility model	201721564995.X	November 21, 2017	November 20, 2027
14.	A machine tool for processing patterns on the surface of decorative chains (“一種用於在裝飾鏈表面加工花紋的機床”)	Shandong Mokingran, Shandong Yifu and Shenzhen Mokingran	Utility model	201721564994.5	November 21, 2017	November 20, 2027
15.	An electric hammer chain machine (“一種電動錘鏈機”)	Shandong Mokingran	Utility model	201820894391.X	June 8, 2018	June 7, 2028
16.	A chain double-sided sewing machine (“一種鏈條雙面車花機”)	Shandong Mokingran	Utility model	201820963367.7	June 21, 2018	June 20, 2028
17.	A semi-automatic metal marking equipment (“一種半自動金屬刻印設備”)	Shandong Mokingran	Utility model	201821038175.1	June 29, 2018	June 28, 2028
18.	An automatic twisting machine (“一種自動扭麻花機”)	Shandong Mokingran	Utility model	201820866591.4	June 5, 2018	June 4, 2028
19.	A hammer chain machine of cam structure (“一種凸輪結構錘鏈機”)	Shandong Mokingran	Utility model	201820963360.5	June 21, 2018	June 20, 2028
20.	A kind of automatic circle forming cutting and welding device (“一種自動圓環成型裁剪焊接裝置”)	Shandong Mokingran	Utility model	201821740885.9	October 25, 2018	October 24, 2028

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No.	Patent Name	Patentee	Patent Type	Patent Number	Application/ Approval Date	Expiry Date
21.	Automatic four-axis metal bead string engraving machine(“全自動四軸金屬珠串刻花機”)	Shandong Yifu	Invention	ZL201110196549.9	July 14, 2011	July 13, 2031
22.	Automatic metal bead string engraving machine(“全自動金屬珠串刻花機”)	Shandong Yifu	Invention	ZL201110196642.X	July 14, 2011	July 13, 2031
23.	Automatic forming device for half ring lug jewellery(“半環吊耳首飾自動成型裝置”)	Shandong Yifu	Invention	ZL201310066087.8	March 1, 2013	February 28, 2033
24.	Automatic grasping and reversing robot for jewellery chain bead (“首飾鏈珠自動抓取反轉機械手”)	Shandong Yifu	Invention	ZL201310066964.1	March 1, 2013	February 28, 2033
25.	Equipment for making chainrings with lugs at both ends (“兩端帶有吊耳的鏈環製作設備”)	Shandong Yifu	Invention	ZL201310066051.X	March 1, 2013	February 28, 2033
26.	Hydrangea engraving machine (“綉球刻花機”)	Shandong Yifu	Utility model	201721213909.0	September 21, 2017	September 20, 2027
27.	A kind of spring clasp (“一種彈簧釦”)	Shandong Yifu	Utility model	202121605595.5	July 14, 2021	July 13, 2031
28.	Jewellery Clasp (2020090205)	Shandong Yifu	Appearances	202030512512.2	September 2, 2020	September 1, 2030
29.	Jewellery Clasp (2020090201)	Shandong Yifu	Appearances	202030512920.8	September 2, 2020	September 1, 2030
30.	Jewellery Clasp (2020090204)	Shandong Yifu	Appearances	202030512946.2	September 2, 2020	September 1, 2030

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No.	Patent Name	Patentee	Patent Type	Patent Number	Application/ Approval Date	Expiry Date
31.	Jewellery Clasp (2020090203)	Shandong Yifu	Appearances	202030512500.X	September 2, 2020	September 1, 2030
32.	Jewellery Clasp (2020090202)	Shandong Yifu	Appearances	202030512502.9	September 2, 2020	September 1, 2030
33.	Spring Jewellery Clasp (1)	Shandong Yifu	Appearances	202230576784.8	August 31, 2022	August 30, 2037
34.	Spring Jewellery Clasp (2)	Shandong Yifu	Appearances	202230573568.8	August 31, 2022	August 30, 2037
35.	Spring Jewellery Clasp (3)	Shandong Yifu	Appearances	202230573607.4	August 31, 2022	August 30, 2037
36.	Spring Jewellery Clasp (4)	Shandong Yifu	Appearances	202230576821.5	August 31, 2022	August 30, 2037
37.	Spring Jewellery Clasp (5)	Shandong Yifu	Appearances	202230573560.1	August 31, 2022	August 30, 2037
38.	Spring Jewellery Clasp (6)	Shandong Yifu	Appearances	202230573589.X	August 31, 2022	August 30, 2037
39.	Spring Jewellery Clasp (7)	Shandong Yifu	Appearances	202230576767.4	August 31, 2022	August 30, 2037
40.	Spring Jewellery Clasp (8)	Shandong Yifu	Appearances	202230576802.2	August 31, 2022	August 30, 2037
41.	Spring Jewellery Clasp (9)	Shandong Yifu	Appearances	202230573573.9	August 31, 2022	August 30, 2037
42.	Spring Jewellery Clasp (10)	Shandong Yifu	Appearances	202230576783.3	August 31, 2022	August 30, 2037
43.	Spring Jewellery Clasp (11)	Shandong Yifu	Appearances	202230574275.1	August 31, 2022	August 30, 2037
44.	Spring Jewellery Clasp (12)	Shandong Yifu	Appearances	202230576807.5	August 31, 2022	August 30, 2037
45.	Spring Jewellery Clasp (13)	Shandong Yifu	Appearances	202230573582.8	August 31, 2022	August 30, 2037
46.	Spring Jewellery Clasp (14)	Shandong Yifu	Appearances	202230576803.7	August 31, 2022	August 30, 2037

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<u>No.</u>	<u>Patent Name</u>	<u>Patentee</u>	<u>Patent Type</u>	<u>Patent Number</u>	<u>Application/ Approval Date</u>	<u>Expiry Date</u>
47.	Spring Jewellery Clasp (15)	Shandong Yifu	Appearances	202230573602.1	August 31, 2022	August 30, 2037
48.	Spring Jewellery Clasp (16)	Shandong Yifu	Appearances	202230576780.X	August 31, 2022	August 30, 2037
49.	Spring Jewellery Clasp (17)	Shandong Yifu	Appearances	202230573586.6	August 31, 2022	August 30, 2037
50.	Spring Jewellery Clasp (18)	Shandong Yifu	Appearances	202230576777.8	August 31, 2022	August 30, 2037
51.	A kind of bangles clasp forming and cutting integrated machine (一種手鐲扣成型裁剪一體機)	Changle Chengxin	Utility model	201821950977.x	November 23, 2018	November 22, 2028

(c) Copyrights

As of the Latest Practicable Date, we have registered the following copyright that we consider to be or may be material to our business:

<u>No.</u>	<u>Name</u>	<u>Registered Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>
1	More pure, more love (“金純情更濃”)	Shandong Mokingran	國作登字-2015-F-00204318	June 2, 2015
2	Mokingran Gold Jewellery ID Card (“夢金園金飾身份證”)	Shandong Mokingran	國作登字-2015-F-00204321	June 2, 2015
3	Trade-in Week Logo (“換款周標識”)	Shandong Mokingran	國作登字-2015-F-00204314	June 2, 2015
4	MOKINGRAN	Shandong Mokingran	國作登字-2015-F-00204316	June 2, 2015
5	Mokingran Gold Art (“夢金園金藝”)	Shandong Mokingran	國作登字-2015-F-00204322	June 2, 2015
6	Mokingran Seal (“夢金園印”)	Shandong Mokingran	國作登字-2015-F-00204871	June 2, 2015
7	More Shine, More Charming (“越閃耀越女人”)	Shandong Mokingran	國作登字-2015-F-00204872	June 2, 2015
8	Mokingran Horizontal Signboard (“夢金園橫向門頭”)	Shandong Mokingran	國作登字-2018-J-00665974	November 15, 2018
9	Mokingran Shopping Mall Signboard (“夢金園商場店門頭”)	Shandong Mokingran	國作登字-2018-J-00665973	November 15, 2018

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<u>No.</u>	<u>Name</u>	<u>Registered Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>
10.	Mokingran Standard Signboard (“夢金園標準門頭”)	Shandong Mokingran	國作登字-2018-J-00665972	November 15, 2018
11.	Repair Desk Glass Screen + Mokingran Logo (“維修台玻璃屏風 +夢金園標志”)	Shandong Mokingran	國作登字-2018-J-00665969	November 15, 2018
12.	Mokingran Logo Image Wall (“夢金園Logo形象牆”)	Shandong Mokingran	國作登字-2018-J-00665967	November 15, 2018
13.	Auspice, pray for good luck (“祈祥.吉兆”)	Shandong Mokingran	國作登字-2021-F-00180497	August 9, 2021
14.	Ancient style, pray for good luck (“祈祥.古法”)	Shandong Mokingran	國作登字-2021-F-00180498	August 9, 2021
15.	Standard Image Wall (“標準形象牆”)	Shandong Mokingran	國作登字-2022-F-10175596	August 24, 2022
16.	Signboard & Lintel (“門頭、吊楣”)	Shandong Mokingran	國作登字-2022-F-10175601	August 24, 2022
17.	Ceiling Moulding (“吊頂造型”)	Shandong Mokingran	國作登字-2022-F-10175598	August 24, 2022
18.	Wall Combinations (“牆面組合”)	Shandong Mokingran	國作登字-2022-F-10175597	August 24, 2022
19.	Wall Design (“造型牆面”)	Shandong Mokingran	國作登字-2022-F-10175602	August 24, 2022
20.	Dreaming in the Clouds (“夢在雲端”)	Shandong Mokingran	魯作登字-2023-F-00133242	May 29, 2023
21.	Bathed in Sunshine (“向陽”)	Shandong Mokingran	魯作登字-2023-F-00133244	May 29, 2023
22.	Mokingran -Chinese Crafting Expert in High-Purity Gold Jewellery (“夢金園-中國高純度精工金飾 專家”)	Shandong Mokingran	魯作登字-2023-A-00158487	June 14, 2023
23.	Largest Gold Ring (“最大的金戒指”)	Shandong Mokingran	魯作登字-2023-F-00156502	June 13, 2023
24.	Nine Dragon Wall Inlaid with Filigree (“花絲九龍壁”)	Shandong Mokingran	魯作登字-2023-F-00156513	June 13, 2023
25.	Dream Builder (“築夢”)	Shandong Mokingran	魯作登字-2023-F-00156526	June 13, 2023
26.	Spring Jewellery Clasp (1)	Shandong Yifu	魯作登字-2023-F-00167604	June 20, 2023
27.	Spring Jewellery Clasp (2)	Shandong Yifu	魯作登字-2023-F-00167617	June 20, 2023
28.	Spring Jewellery Clasp (3)	Shandong Yifu	魯作登字-2023-F-00167623	June 20, 2023
29.	Spring Jewellery Clasp (4)	Shandong Yifu	魯作登字-2023-F-00167637	June 20, 2023

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<u>No.</u>	<u>Name</u>	<u>Registered Owner</u>	<u>Registration Number</u>	<u>Registration Date</u>
30.	Spring Jewellery Clasp (5)	Shandong Yifu	魯作登字-2023-F-00167642	June 20, 2023
31.	Spring Jewellery Clasp (6)	Shandong Yifu	魯作登字-2023-F-00167650	June 20, 2023
32.	Spring Jewellery Clasp (7)	Shandong Yifu	魯作登字-2023-F-00167658	June 20, 2023
33.	Spring Jewellery Clasp (8)	Shandong Yifu	魯作登字-2023-F-00167661	June 20, 2023
34.	Spring Jewellery Clasp (9)	Shandong Yifu	魯作登字-2023-F-00167668	June 20, 2023
35.	Spring Jewellery Clasp (10)	Shandong Yifu	魯作登字-2023-F-00167675	June 20, 2023
36.	Spring Jewellery Clasp (11)	Shandong Yifu	魯作登字-2023-F-00167683	June 20, 2023
37.	Spring Jewellery Clasp (12)	Shandong Yifu	魯作登字-2023-F-00167686	June 20, 2023
38.	Spring Jewellery Clasp (13)	Shandong Yifu	魯作登字-2023-F-00167689	June 20, 2023
39.	Spring Jewellery Clasp (14)	Shandong Yifu	魯作登字-2023-F-00167691	June 20, 2023
40.	Spring Jewellery Clasp (15)	Shandong Yifu	魯作登字-2023-F-00167698	June 20, 2023
41.	Spring Jewellery Clasp (16)	Shandong Yifu	魯作登字-2023-F-00167702	June 20, 2023
42.	Spring Jewellery Clasp (17)	Shandong Yifu	魯作登字-2023-F-00167706	June 20, 2023
43.	Spring Jewellery Clasp (18)	Shandong Yifu	魯作登字-2023-F-00167709	June 20, 2023
44.	Spring Jewellery Clasp (19)	Shandong Yifu	魯作登字-2023-F-00167840	June 20, 2023
45.	Spring Jewellery Clasp (20)	Shandong Yifu	魯作登字-2023-F-00167843	June 20, 2023
46.	Spring Jewellery Clasp (21)	Shandong Yifu	魯作登字-2023-F-00167844	June 20, 2023
47.	Spring Jewellery Clasp (22)	Shandong Yifu	魯作登字-2023-F-00167846	June 20, 2023
48.	Spring Jewellery Clasp (23)	Shandong Yifu	魯作登字-2023-F-00167848	June 20, 2023

(d) Domain Names

As of the Latest Practicable Date, we have registered the following domain name that we consider to be or may be material to our business:

<u>No.</u>	<u>Domain Name</u>	<u>Registrant</u>	<u>Expiry Date</u>
1	mokingran.com	Shandong Mokingran	August 31, 2026

Save as disclosed above, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

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

1. Directors, Supervisors and Chief Executive

(i) *Disclosure of Interests — Interests and short positions of the Directors, Supervisors and chief executive of our Company in the Shares, underlying Shares or debentures of our Company and our associated corporations*

Immediately following completion of the [REDACTED] (assuming that [REDACTED] is not exercised), the interests or short positions of our Directors, Supervisors and chief executive in the Shares, underlying Shares and debentures of our Company and its 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 and short positions which he/she is 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 recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules (for this purpose, the relevant provisions of the SFO will be interpreted as if they apply to the Supervisors), will be as follows:

Interests in Shares and underlying Shares

<u>Name and position</u>	<u>Description of Shares¹</u>	<u>Nature of interests</u>	<u>Number of Shares after the [REDACTED]</u>	<u>Approximate percentage of interest in our Company immediately after the [REDACTED]²</u>
Mr. Wang Zhongshan (executive Director)	[REDACTED] Shares (L)	Beneficial owner/ interest in controlled corporation ³	[REDACTED]	[REDACTED]
Ms. Zhang Xiuqin (executive Director)	[REDACTED] Shares (L)	Beneficial owner/ interest in controlled corporation ³	[REDACTED]	[REDACTED]
Mr. Wang Guoxin (general manager)	[REDACTED] Shares (L)	Interest in controlled corporation ³	[REDACTED]	[REDACTED]

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Notes:

1. The Letter “L” denotes the person’s long position in our Shares.
2. The calculation is based on the total number of [REDACTED] Shares in issue immediately after the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised).
3. Please see note (2) in the “Substantial Shareholders” section.

Save as disclosed above, none of the Directors, Supervisors or chief executive of our Company has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which shall be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken, or deemed to have under such provisions of SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or shall be or required to be, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules to be notified to us and the Stock Exchange, in each case once our Shares are [REDACTED]. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors.

(ii) *Particulars of service agreements and appointment letters*

Our Company [has entered into] a service agreement or an appointment letter with each of the Directors and Supervisors which contains provisions in relation to, among other things, compliance of relevant laws and regulations, observation of the Articles of Association.

The principal particulars of these service agreements are: (a) each of the agreements is for a term of three years following his/her respective appointment date; and (b) each of the agreements is subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules.

Save as disclosed above, our Company has not entered, and does not propose to enter, into any service contracts or appointment letters with any of the Directors or Supervisors in their respective capacities as Directors/Supervisors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

(iii) *Directors’ and Supervisors’ remuneration*

Save as disclosed in the section headed “Directors, Supervisors and Senior Management — Remuneration Policy” of this document and under note 14 to the accountants’ report set out in Appendix I to this document, no Director or Supervisor

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received any other fees, salaries, allowances, share based compensation, pension schemes contribution and other benefits in kind (if applicable) from our Company in respect of each of the three years ended December 31, 2021, 2022 and 2023 and the six months ended June 30, 2024.

Based on the arrangements in force as of the Latest Practicable Date, it is estimated that the total remuneration paid to the Directors and Supervisors for the year ending December 31, 2024 will be RMB3.83 million.

During the Track Record Period, no emoluments were paid by the Group to any of the directors, supervisors, chief executive of the Company or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

There was no arrangement under which a director, supervisor or chief executive of the Company waived or agreed to waive any remuneration during the Track Record Period.

Save as disclosed above, during the Track Record Period, no other amounts shall be paid or payable by us or any of our subsidiaries to the Directors or the five highest remunerated individuals.

Save as disclosed above and indirect shareholding interest our Directors and Supervisors held through our Employee Share Ownership Scheme, no Director or Supervisor is entitled to receive other special benefits from our Company.

2. Substantial Shareholders

(i) *Interests in the Shares of our Company*

For information on the persons (other than our Directors, Supervisors or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting shares of any other member of our Company, see “Substantial Shareholders” of this document.

Save as disclosed in the section headed “Substantial Shareholders” in this document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall

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to be disclosed to our Company under the Divisions 2 and 3 of Part XV of the SFO, or 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.

(ii) *Interests in our Company’s subsidiaries*

Immediately following the completion of the [REDACTED], assuming (i) the [REDACTED] has become unconditional and all [REDACTED] have been issued pursuant to the [REDACTED]; and (ii) the [REDACTED] have not been exercised, no person (other than our Company) will be interested, directly or indirectly, in 10% or more in any share class with the right to, in any event, vote at the general meeting of any other member (other than our Company) of our Group, save as disclosed as below:

Shenzhen City Gold Chief Executive Technology Culture Co., Ltd.* (深圳市金總裁科技文化有限公司), an Independent Third Party, holds 49% equity interests in Shenzhen E-commerce. Shenzhen City Gold Chief Executive Technology Culture Co., Ltd.* (深圳市金總裁科技文化有限公司) is held as to 60% by Li Guanglei (李廣磊) and 40% by Wang Bangyou (王邦友).

3. Directors’ Competing Interests

Save as disclosed in “Relationship with our Controlling Shareholders — Delineation of Businesses — No competition and clear delineation of business” in this document, none of our Company’s Directors has any interests in any business which competes or is likely to compete, either directly or indirectly, with our Group’s business.

4. Agency Fees or Commissions Paid or Payable

Save as disclosed in “[REDACTED]” section in this document, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this document in connection with the issue or sale of any capital or security of any member of our Group.

5. Disclaimers

Save as disclosed in this document:

- (i) none of our Directors, Supervisors, chief executive of the Company or any of the parties listed in “— E. Other Information — 7. Qualification of Experts” is:
 - (a) interested in our promotion, 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 us, or are proposed to be acquired or disposed of by or leased to our Company; or

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- (b) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (ii) save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “— E. Other Information — 7. Qualification of Experts”:
 - (a) is interested legally or beneficially in any shares in any member of our Group;
or
 - (b) 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;
- (iii) none of our Directors or Supervisors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of our issued share capital has any interest in our top five customers or suppliers of each year/period during the Track Record Period; and
- (iv) 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 [REDACTED] are [REDACTED] on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. EMPLOYEE SHARE OWNERSHIP SCHEME

We have approved and adopted the Employee Share Ownership Scheme in March 2016. The Employee Share Ownership Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Share Ownership Scheme does not involve the grant of new shares or awards by our Company after the [REDACTED].

Our Company has established three employee shareholding platforms, namely Jinneng Partnership, Jinlong Partnership and Jinyuan Partnership (the “**Employee Shareholding Platforms**”). As of the Latest Practicable Date, the three Employee Shareholding Platforms, in aggregate, held 40,000,000 Shares before the completion of the [REDACTED]. For details of our Employee Shareholding Platforms, see “History, Development and Corporate Structure — Our Employee Shareholding Platforms” in this document.

E. OTHER INFORMATION

1. Estate Duty

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

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2. Litigation

During the Track Record Period and as of the Latest Practicable Date, we were not the defendant of any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against us, that would have a material adverse effect on our business, results of operations or financial conditions.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] of the Stock Exchange for the [REDACTED] of, and permission to deal in the [REDACTED] to be converted from [REDACTED] Shares and the [REDACTED] to be issued pursuant to the [REDACTED] (including the additional [REDACTED] which may be issued pursuant to the exercise of the [REDACTED]). All necessary arrangements have been made to enable our [REDACTED] to be admitted into [REDACTED]. The Sole Sponsor is a wholly-owned subsidiary of CITIC Securities Company Limited. CITIC Securities Investment, being a wholly-owned subsidiary of CITIC Securities Company Limited, is regarded as a member of the sponsor group as defined under the Listing Rules. CITIC Securities Investment will hold approximately [REDACTED]% of the issued share capital of our Company immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Based on the foregoing facts and taking into account all the other criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules, the Sole Sponsor is of the view that the shareholding of CITIC Securities Investment in the Company will not impair its independence and it satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor will be paid by our Company a fee of US\$700,000 to act as the Sole Sponsor to our Company in connection with the [REDACTED].

4. Compliance Advisor

Our Company has appointed Rainbow Capital (HK) Limited as our compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

6. Taxation of holder of [REDACTED]

The sale, purchase and transfer of [REDACTED] are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the [REDACTED] register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is

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0.10% of the consideration or, if higher, the fair value of the [REDACTED] being sold or transferred. For further information in relation to taxation, see “Taxation and Foreign Exchange” in Appendix IV to this document.

7. Qualification of Experts

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

<u>Name</u>	<u>Qualification</u>
CITIC Securities (Hong Kong) Limited	Licensed to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Jia Yuan Law Offices	Legal advisor as to PRC law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Cushman & Wakefield	Property Valuer

As of the Latest Practicable Date, none of the experts named above had any shareholding interest in our Company or any of our subsidiaries 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.

8. Consent of Experts

Each of the experts whose names are set out in paragraph 7 above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

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9. Promoters

The promoters of our Company are as follows:

1. Wang Zhongshan
2. Zhang Xiuqin
3. Tianjin Yuanjinmeng
4. Jinqing Partnership
5. Tianjin Haikai Xinchuang
6. Jinyuan Partnership
7. Jinlong Partnership
8. Ping An Tianyu
9. Huang Yi
10. Chengcheng Dinghui
11. Jiaying Yutang

Within the two years 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.

10. Bilingual Document

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

11. 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 in so far as applicable.

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12. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since June 30, 2024 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

13. Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in Note 44 of the Accountants’ Report set out in Appendix I to this document.

14. Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
 - (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; and
 - (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.
- (b) Save as disclosed in this document:
 - (i) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
 - (ii) there is no arrangement under which future dividends are waived or agreed to be waived;
 - (iii) there are no contracts for hire or hire purchase of plan to or by us for a period of over one year which are substantial in relation to our business;
 - (iv) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries; and

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- (v) there are no outstanding debentures or convertible debt securities of our Company or any of our subsidiaries.
- (c) none of our Directors or proposed Directors or experts (as named in this document), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this document, 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.
- (d) 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.
- (e) none of our equity and debt securities is presently listed on any stock exchange or traded on any trading system and no such listing or permission to list is being or is proposed to be sought.