

APPENDIX V

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

1. Incorporation

Our Company was established as a limited liability company in the PRC on 6 March 2003 and converted into a joint stock company with limited liability on 11 July 2013 under the laws of the PRC. As at the Latest Practicable Date, the registered share capital of our Company is RMB46,464,118.

Our registered office is located at Room B101, Block 20, Liandong U Valley, No.6 Qiming East Road, Chanhe Hui District, Luoyang City, Henan Province, the PRC. Additionally, our registered place of business in Hong Kong is 46/F Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. We have been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) on 12 August 2026, with Ms. Ho Wing Nga (何詠雅) appointed as the Hong Kong authorised representative of the Company for acceptance of the service of any process or notices required to be served on our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix III to this document. See “Regulatory Overview” for a summary of certain relevant aspects of the laws and regulations of the PRC.

2. Changes in the share capital of our Company

Save as disclosed in the section headed “History, Development and Corporate Structure” in this document, there has been no alteration in our share capital within the two years immediately preceding the date of this document.

3. Changes in the share capital of our subsidiaries

Please refer to the Accountants’ Report in Appendix I to this document for the list of our subsidiaries. The following sets out the changes in the issued share capital of our subsidiaries during the two years immediately preceding the date of this document:

On 28 May 2025, the registered share capital of our subsidiary, Sichuan Boantong, was increased to RMB12,550,000.

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

4. Restriction of the share repurchase

For details of the restrictions on the share repurchase by our Company, see “Summary of Articles of Association” as set out in Appendix III to this document.

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5. Resolutions of Our Shareholders

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on [REDACTED], it was resolved, among others, and the following was approved:

- (a) the issue of H Shares with a nominal value of RMB1.00 each and the [REDACTED] of such H Shares on GEM of the Stock Exchange;
- (b) the number of H Shares to be [REDACTED] pursuant to the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to our obtaining the formal written authorization from the relevant Shareholders and the completion of filing procedure with the CSRC, conditional upon the completion of the [REDACTED], [REDACTED] Unlisted Shares in aggregate held by [REDACTED] existing Shareholders will be converted into H Shares;
- (d) our Board has been authorised to handle all relevant matters relating to, among other things, the implementation of [REDACTED] of H Shares and the [REDACTED];
- (e) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to repurchase H Shares issued on the Stock Exchange with an aggregate number of not exceeding 10% of the number of the total issued H Shares (excluding any treasury shares) as at the date of the resolution granting the general mandate;
- (f) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to allot, issue Shares, or sell and/or transfer Shares out of treasury that are held as treasury shares at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in their absolute discretion deem fit, and to make necessary amendments to the Articles of Association, provided that, the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue (excluding any treasury shares) as at the date of the resolution granting the general mandate; and
- (g) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted, which shall become effective on the [REDACTED], and our Board has been authorised to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities.

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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 our Group within the two years preceding the date of this document and are or may be material:

- (a) the termination agreement to the stock subscription agreement dated 1 July 2026 entered into among our Company, the [REDACTED] Investor, Mr. Fu and Mr. Xue;
- (b) the [Deed of Indemnity]; and
- (c) the [[REDACTED]].

2. Intellectual property rights

As at the Latest Practicable Date, our Group has registered, or has applied for the registration of the following intellectual property rights which we consider to be material to our business:

(a) Trademarks

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

No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
1	博安通	16274919	The Company	35	28 March 2016	27 March 2036
2		16410470	The Company	9	7 May 2016	6 May 2036
3		20651707	The Company	9	7 November 2017	6 November 2027
4	博安通	50880039	The Company	35	14 August 2021	13 August 2031
5		60260896	Zhongshan Boantong	11	21 April 2022	20 April 2032
6		17063989	Shenzhen AiThinker	9	14 August 2016	13 August 2036

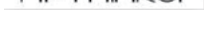
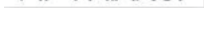
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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
7		17064036	Shenzhen AiThinker	9	14 August 2016	13 August 2036
8		20431395	Shenzhen AiThinker	9	14 August 2017	13 August 2027
9		20431458	Shenzhen AiThinker	9	14 August 2017	13 August 2027
10		40030948	Shenzhen AiThinker	5	28 June 2020	27 June 2030
11		40032554	Shenzhen AiThinker	13	21 June 2020	20 June 2030
12		40035625	Shenzhen AiThinker	8	21 September 2020	20 September 2030
13		40035698	Shenzhen AiThinker	20	21 September 2020	20 September 2030
14		40036286	Shenzhen AiThinker	6	14 September 2020	13 September 2030
15		40036429	Shenzhen AiThinker	15	21 June 2020	20 June 2030
16		40037677	Shenzhen AiThinker	23	21 June 2020	20 June 2030
17		40037709	Shenzhen AiThinker	25	21 June 2020	20 June 2030
18		40038030	Shenzhen AiThinker	7	28 September 2020	27 September 2030
19		40038075	Shenzhen AiThinker	28	21 June 2020	20 June 2030
20		40038113	Shenzhen AiThinker	30	21 June 2020	20 June 2030
21		40040491	Shenzhen AiThinker	24	21 June 2020	20 June 2030
22		40042894	Shenzhen AiThinker	19	21 September 2020	20 September 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
23		40043003	Shenzhen AiThinker	26	21 June 2020	20 June 2030
24		40043163	Shenzhen AiThinker	9	21 September 2020	20 September 2030
25		40046134	Shenzhen AiThinker	21	21 September 2020	20 September 2030
26		40046149	Shenzhen AiThinker	22	21 June 2020	20 June 2030
27		40047315	Shenzhen AiThinker	1	14 September 2020	13 September 2030
28		40047706	Shenzhen AiThinker	27	21 June 2020	20 June 2030
29		40048826	Shenzhen AiThinker	17	28 September 2020	27 September 2030
30		40048911	Shenzhen AiThinker	11	14 September 2020	13 September 2030
31		40049108	Shenzhen AiThinker	29	21 June 2020	20 June 2030
32		40051387	Shenzhen AiThinker	4	21 June 2020	20 June 2030
33		40051677	Shenzhen AiThinker	12	14 September 2020	13 September 2030
34		40055643	Shenzhen AiThinker	16	21 September 2020	20 September 2030
35		40055669	Shenzhen AiThinker	18	14 July 2020	13 July 2030
36		40057150	Shenzhen AiThinker	2	7 July 2020	6 July 2030
37		40057187	Shenzhen AiThinker	3	28 September 2020	27 September 2030
38		40063427	Shenzhen AiThinker	40	21 March 2020	20 March 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
39		40066089	Shenzhen AiThinker	36	28 March 2020	27 March 2030
40		40066708	Shenzhen AiThinker	45	28 March 2020	27 March 2030
41		40068752	Shenzhen AiThinker	31	21 April 2020	20 April 2030
42		40069325	Shenzhen AiThinker	32	28 March 2020	27 March 2030
43		40069925	Shenzhen AiThinker	44	28 March 2020	27 March 2030
44		40071958	Shenzhen AiThinker	33	28 March 2020	27 March 2030
45		40071966	Shenzhen AiThinker	34	28 March 2020	27 March 2030
46		40071975	Shenzhen AiThinker	35	28 March 2020	27 March 2030
47		40073482	Shenzhen AiThinker	37	28 March 2020	27 March 2030
48		40073524	Shenzhen AiThinker	42	21 March 2020	20 March 2030
49		40076956	Shenzhen AiThinker	38	21 March 2020	20 March 2030
50		40080359	Shenzhen AiThinker	39	28 March 2020	27 March 2030
51		40080819	Shenzhen AiThinker	41	28 June 2020	27 June 2030
52		40084041	Shenzhen AiThinker	43	21 March 2020	20 March 2030
53		40086219	Shenzhen AiThinker	13	28 March 2020	27 March 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
54		40086332	Shenzhen AiThinker	20	28 March 2020	27 March 2030
55		40087035	Shenzhen AiThinker	2	28 March 2020	27 March 2030
56		40089406	Shenzhen AiThinker	42	7 June 2020	6 June 2030
57		40090590	Shenzhen AiThinker	5	28 March 2020	27 March 2030
58		40091444	Shenzhen AiThinker	31	28 March 2020	27 March 2030
59		40093820	Shenzhen AiThinker	30	28 March 2020	27 March 2030
60		40093846	Shenzhen AiThinker	41	7 June 2020	6 June 2030
61		40093866	Shenzhen AiThinker	43	28 March 2020	27 March 2030
62		40094119	Shenzhen AiThinker	23	28 March 2020	27 March 2030
63		40094131	Shenzhen AiThinker	24	28 March 2020	27 March 2030
64		40094199	Shenzhen AiThinker	37	7 June 2020	6 June 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
65		40094224	Shenzhen AiThinker	39	7 June 2020	6 June 2030
66		40094234	Shenzhen AiThinker	40	28 March 2020	27 March 2030
67		40095844	Shenzhen AiThinker	29	28 March 2020	27 March 2030
68		40096621	Shenzhen AiThinker	28	28 March 2020	27 March 2030
69		40096640	Shenzhen AiThinker	45	28 March 2020	27 March 2030
70		40096975	Shenzhen AiThinker	15	28 March 2020	27 March 2030
71		40096995	Shenzhen AiThinker	16	21 June 2020	20 June 2030
72		40098288	Shenzhen AiThinker	34	28 March 2020	27 March 2030
73		40098539	Shenzhen AiThinker	14	7 June 2020	6 June 2030
74		40099220	Shenzhen AiThinker	38	7 June 2020	6 June 2030
75		40100131	Shenzhen AiThinker	21	28 March 2020	27 March 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
76		40101746	Shenzhen AiThinker	4	28 March 2020	27 March 2030
77		40103286	Shenzhen AiThinker	9	21 June 2020	20 June 2030
78		40104582	Shenzhen AiThinker	1	7 April 2020	6 April 2030
79		40104902	Shenzhen AiThinker	17	7 April 2020	6 April 2030
80		40104929	Shenzhen AiThinker	19	7 April 2020	6 April 2030
81		40105972	Shenzhen AiThinker	6	7 April 2020	6 April 2030
82		40106433	Shenzhen AiThinker	22	7 April 2020	6 April 2030
83		40108398	Shenzhen AiThinker	3	7 April, 2020	6 April 2030
84		40108500	Shenzhen AiThinker	32	7 April 2020	6 April 2030
85		40110119	Shenzhen AiThinker	8	7 April 2020	6 April 2030
86		40110155	Shenzhen AiThinker	10	7 June 2020	6 June 2030

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
87		40110172	Shenzhen AiThinker	11	7 June 2020	6 June 2030
88		40110481	Shenzhen AiThinker	18	7 June 2020	6 June 2030
89		40110487	Shenzhen AiThinker	25	7 June 2020	6 June 2030
90		40110509	Shenzhen AiThinker	27	7 April 2020	6 April 2030
91		40110986	Shenzhen AiThinker	44	7 April 2020	6 April 2030
92		40112000	Shenzhen AiThinker	7	7 June 2020	6 June 2030
93		40112077	Shenzhen AiThinker	33	7 April 2020	6 April 2030
94		40112099	Shenzhen AiThinker	35	7 June 2020	6 June 2030
95		54737664	Shenzhen AiThinker	35	7 October 2021	6 October 2031
96		54760079	Shenzhen AiThinker	42	7 October 2021	6 October 2031
97		55430191	Shenzhen AiThinker	16	21 January 2022	20 January 2032

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No.	Trademark	Trademark Number	Name of Owner	Class	Registration Date	Expiry Date
98	U-BASES	67937944	Shenzhen AiThinker	35	13 February 2024	20 July 2033
99	U-BASES	67948136	Shenzhen AiThinker	42	13 February 2024	20 April 2033
100	U-BASES CLOUD	67948108	Shenzhen AiThinker	35	13 February 2024	13 July 2033
101	U-BASES CLOUD	67930979	Shenzhen AiThinker	42	13 February 2024	20 April 2033
102		67929285	Shenzhen AiThinker	9	13 February 2024	20 April 2033
103		67937300	Shenzhen AiThinker	35	13 February 2024	20 April 2033
104		67941907	Shenzhen AiThinker	42	13 February 2024	20 April 2033

(b) Patents

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

No.	Patent Title	Name of Owner	Patent Type	Patent Number	Grant Date	Expiry Date
1.	A multi-point temperature measurement wireless intelligent pot (一種多點測溫無線智能鍋)	Zhongshan Boantong	Utility Model	ZL202321110325.6	26 September 2023	26 September 2043
2.	An intelligent pot capable of accurately measuring temperature in pot (一種準確測量鍋內溫度的智能鍋)	Zhongshan Boantong	Utility Model	ZL202321110317.1	26 September 2023	26 September 2043

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No.	Patent Title	Name of Owner	Patent Type	Patent Number	Grant Date	Expiry Date
3.	A NB-IoT-based physical livestock breeding positioning and tracking device (一種基於NB-IoT實物畜牧養殖定位追蹤裝置)	Shenzhen AiThinker	Invention	ZL202210911050.X	4 November 2025	4 November 2045
4.	Greenhouse vegetable planting monitoring device based on NB-IoT wireless communication positioning (基於NB-IoT無線通信定位的大棚蔬菜種植監控裝置)	Shenzhen AiThinker	Utility Model	ZL202222009442.5	28 October 2022	28 October 2042
5.	A wireless communication module capable of resisting electromagnetic interference (一種抗電磁干擾的無線通訊模塊)	Shenzhen AiThinker	Utility Model	ZL202222026888.9	28 October 2022	28 October 2042
6.	A multi-support structure jig with adapter plate module (一種具有轉接板模組的多托結構治具)	Shenzhen AiThinker	Utility Model	ZL202221582755.3	20 September 2022	20 September 2042
7.	A circuit for realising high-voltage MOS (Metal Oxide Semiconductor) tube by low-voltage IO (Input/Output) port (一種低電壓IO口來實現高電壓MOS管的電路)	Shenzhen AiThinker	Utility Model	ZL202220614293.2	16 August 2022	16 August 2042
8.	A bluetooth wireless communicator (一種藍牙無線通訊器)	Shenzhen AiThinker	Utility Model	ZL202322440559.3	5 April 2024	5 April 2044

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No.	Patent Title	Name of Owner	Patent Type	Patent Number	Grant Date	Expiry Date
9.	A human body positioning and tracking radar module (一種人體定位跟蹤雷達模組)	Shenzhen AiThinker	Utility Model	ZL202323162644.4	23 November 2023	23 November 2043
10.	An IoT Bluetooth Wi-Fi 6 gateway with dual interfaces (一種具有雙接口功能的IoT藍牙Wi-Fi 6網關)	Shenzhen AiThinker	Utility Model	ZL202323428155.9	15 December 2023	15 December 2043
11.	A touch feedback antenna device (一種觸摸反饋式天線裝置)	Sichuan Boantong	Utility Model	ZL202422375918.6	30 September 2025	30 September 2045
12.	A BLE spring-loaded antenna for a door lock capable of multi-directional radiation (一種可多方位輻射的門鎖的BLE彈片天線)	Sichuan Boantong	Utility Model	ZL202422465190.6	5 September 2025	5 September 2045
13.	An antenna device for a narrow-bezel central control display screen (一種窄邊框的中控顯示屏用天線裝置)	Sichuan Boantong	Utility Model	ZL202422375993.2	26 August 2025	26 August 2045
14.	A spring-loaded antenna for a photovoltaic data collector (一種光伏採集器的彈片天線)	Sichuan Boantong	Utility Model	ZL202422376075.1	11 July 2025	11 July 2045
15.	A reference ground segmentation method for optimising antenna isolation (一種用於優化天線隔離度的參考地分割方法)	Sichuan Boantong	Invention	ZL202011490252.9	23 July 2024	23 July 2044

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No.	Patent Title	Name of Owner	Patent Type	Patent Number	Grant Date	Expiry Date
16.	An intelligent wifi probe information acquisition device (一種智能wifi探針信息採集器件)	Sichuan Boantong	Utility Model	ZL202223003358.9	7 April 2023	7 April 2043
17.	A high-gain external WIFI antenna (一種高增益的WIFI外置天線)	Sichuan Boantong	Utility Model	ZL202220516108.6	21 October 2022	21 October 2042
18.	A high-performance small-size MIMO antenna (一種高性能小尺寸的MIMO天線)	Sichuan Boantong	Utility Model	ZL202220934063.4	26 August 2022	26 August 2042
19.	A dual-polarisation Wi-Fi antenna (一種雙極化Wi-Fi天線)	Sichuan Boantong	Utility Model	ZL202123317177.9	13 May 2022	13 May 2042
20.	A communication 5G broadband antenna (一種通信5G寬頻天線)	Sichuan Boantong	Utility Model	ZL202122075063.1	1 February 2022	1 February 2042
21.	A double-sided coaxial series-feed planar dipole array antenna (一種雙面同軸串饋平面偶極子陣列天線)	Sichuan Boantong	Utility Model	ZL202122057904.6	18 January 2022	18 January 2042
22.	An antenna assembly with heat dissipation function (一種自帶散熱功能的天線組件)	Sichuan Boantong	Utility Model	ZL202122053029.4	18 January 2022	18 January 2042
23.	An antenna transmitting plate capable of controlling antenna radiation included angle (一種可控制天線輻射夾角的天線發射板)	Sichuan Boantong	Utility Model	ZL202122052917.4	18 January 2022	18 January 2042

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No.	Patent Title	Name of Owner	Patent Type	Patent Number	Grant Date	Expiry Date
24.	A WIFI elastic sheet antenna capable of solving SMT patch (一種可解決SMT貼片的WIFI彈片天線)	Sichuan Boantong	Utility Model	ZL202120488111.7	7 December 2021	7 December 2041
25.	A waterproof and anti-creeping WiFi antenna for 5G network (一種防水防漏電的5G網絡用WiFi天線)	Sichuan Boantong	Utility Model	ZL202022954097.3	11 June 2021	11 June 2041
26.	A multi-band tunable built-in antenna (一種多頻段可調諧內置天線)	Sichuan Boantong	Utility Model	ZL202022885393.2	8 June 2021	8 June 2041
27.	A dual-frequency slot antenna with protection structure (一種具有防護結構的雙頻縫隙天線)	Sichuan Boantong	Utility Model	ZL202022885398.5	4 June 2021	4 June 2041

(c) Copyrights

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

No.	Software Name	Name of Owner	Registration Number	Registration Date
1.	AT-Combo Universal Software V4.0.0 (AT-Combo通用軟件 V4.0.0)	Shenzhen AiThinker	2022SR0879908	12 May 2021
2.	Ai-Thinker PHY6212 Series Combo-AT Firmware System V1.0 (安信可 PHY6212系列Combo-AT固件系統V1.0)	Shenzhen AiThinker	2022SR1235060	24 August 2021
3.	Ai-Thinker TLSR8250 Series Combo-AT Firmware System V1.0 (安信可 TLSR8250系列Combo-AT固件系統V1.0)	Shenzhen AiThinker	2022SR1189339	30 November 2021

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No.	Software Name	Name of Owner	Registration Number	Registration Date
4.	Ai-Thinker BL602 Chip Series Module Combo-AT Software V4.18 (安信可 BL602芯片系列模組 Combo-AT軟件V4.18)	Shenzhen AiThinker	2023SR0094422	23 December 2021
5.	Ai-Thinker BL602 Chip Series Module Licensed Encryption Software V4.18 (安信可BL602芯片系列模組授權加密軟件V4.18)	Shenzhen AiThinker	2023SR0094423	13 April 2022
6.	Ai-Thinker ASR6601 Chip Series Module AT Software V4.18 (安信可ASR6601芯片系列模組AT軟件V4.18)	Shenzhen AiThinker	2023SR0760428	5 December 2022
7.	Ai-Thinker PHY6252 Chip Series Module Combo-AT Software V4.18 (安信可PHY6252芯片系列模組 Combo-AT軟件V4.18)	Shenzhen AiThinker	2023SR0760430	21 December 2022
8.	Ai-Thinker TG7120B Chip Series Module AT Software V4.18 (安信可TG7120B芯片系列模組AT軟件V4.18)	Shenzhen AiThinker	2023SR0760429	19 December 2022
9.	Ai-Thinker IoT Management Platform 1.1.0 (安信可IoT管理平台1.1.0)	Shenzhen AiThinker	2023SR1384896	10 January 2023
10.	Ai-Thinker IoT Android APP1.1.0 (安信可IoT Android APP1.1.0)	Shenzhen AiThinker	2023SR1380394	13 December 2022
11.	Ai-Thinker IoT iOS APP1.1.0 (安信可IoT iOS APP1.1.0)	Shenzhen AiThinker	2023SR1383480	27 December 2022
12.	Ai-Thinker IoT Private Cloud Platform 1.1.0 (安信可IoT私有雲平台1.1.0)	Shenzhen AiThinker	2023SR1670357	8 February 2023
13.	Ai-Thinker Network Configuration Assistant Android App 1.1.0 (安信可配網助手 Android APP1.1.0)	Shenzhen AiThinker	2023SR1440779	15 February 2023

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No.	Software Name	Name of Owner	Registration Number	Registration Date
14.	Ai-Thinker BL616 Chip Series Module Middleware – AT Software V4.18 (安信可 BL616芯片系列模組中間件 – AT軟件V4.18)	Shenzhen AiThinker	2024SR0159510	12 January 2023
15.	Ai-Thinker BL618 Chip Series Module Middleware – AT Software V4.18 (安信可 BL618芯片系列模組中間件 – AT軟件V4.18)	Shenzhen AiThinker	2024SR0365798	5 January 2023
16.	Ai-Thinker S3KM111L Series Module Precision Distance Measurement & Gesture Recognition Software V4.18 (安信可S3KM111L系列模組 精準測距手勢識別軟件 V4.18)	Shenzhen AiThinker	2024SR0161111	20 February 2023
17.	Ai-Thinker S3KM111L Series Module Human Presence Software V4.18 (安信可 S3KM111L系列模組人體存 在軟件V4.18)	Shenzhen AiThinker	2024SR0159590	27 February 2023
18.	Ai-Thinker S3KM1110 Series Module Human Body Micro-motion Sensing Software V4.18 (安信可 S3KM1110系列模組人體微 動感應軟件V4.18)	Shenzhen AiThinker	2024SR0159603	6 March 2023
19.	Ai-Thinker S5KM312CL Series Module Human Trajectory Tracking Software V4.18 (安信可 S5KM312CL系列模組人體 軌跡跟蹤軟件V4.18)	Shenzhen AiThinker	2024SR0159599	13 March 2023
20.	B&T Module Production Inspection System Software V1.0.0 (博安通模組生產檢 測系統軟件V1.0.0)	Shenzhen AiThinker	2024SR0131202	20 November 2019

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(d) Domain names

As at the Latest Practicable Date, our Group had registered the following domain names:

<u>No.</u>	<u>Domain Name</u>	<u>Name of Owner</u>	<u>Registration Date</u>	<u>Expiry Date</u>
1.	tech-now.com	Our Company	20 November 2002	20 November 2027
2.	aithinker.com	Shenzhen AiThinker	21 March 2015	21 March 2027
3.	iot-aithings.com	Shenzhen AiThinker	30 March 2022	30 March 2027
4.	ai-thinker.com	Shenzhen AiThinker	23 November 2012	23 November 2028
5.	zz-admin.com	Luoyang Shiheng	17 July 2026	7 July 2031

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests of Directors and Chief Executives

Immediately upon completion of the [REDACTED] (without taking into account the Shares which may be issued and allotted upon exercise of the [REDACTED]), the interests and short positions of our Directors or chief executive of our Company in the Shares, underlying Shares or debentures of us or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to 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 in which they are taken or deemed to have under such provisions of the SFO), or which will be required to be notified to our Company and the Stock Exchange pursuant to the “required standard of dealings” as contained in Chapter 5 of the GEM Listing Rules, once the Shares are in [REDACTED], are as follows:

(a) Interests in our Company

Name of Shareholder	Capacity/ Nature of interest	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] and the conversion of Unlisted Shares into H Shares	
		Number and description of Shares held/ interested	Approximate shareholding percentage	Number and description of Shares held/ interested ⁽¹⁾	Approximate shareholding percentage ⁽²⁾
Mr. Fu	Beneficial owner	12,586,057	27.0877%	[REDACTED]	[REDACTED]%
		Unlisted Shares		[REDACTED] Unlisted Shares	[REDACTED]%
				H Shares	
Mr. Xue	Beneficial owner	4,324,736	9.3077%	[REDACTED]	[REDACTED]%
		Unlisted Shares		[REDACTED] Unlisted Shares	[REDACTED]%
				H Shares	
Mr. Zhao	Beneficial owner	1,374,708	2.9586%	[REDACTED]	[REDACTED]%
		Unlisted Shares		[REDACTED] Unlisted Shares	[REDACTED]%
				H Shares	

Notes:

- All interests stated are long positions.
- The percentage is calculated based on the total number of [REDACTED] Unlisted Shares in issue, [REDACTED] H Shares to be converted from Unlisted Shares in issue and [REDACTED] H Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised).

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(b) Interests 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.

2. Interests of our Substantial Shareholders

Save as disclosed in the section headed “Substantial Shareholders”, so far as our Directors are aware, immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), our Directors are not aware of any person who will have any interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or are directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

3. Particulars of Director’s service agreements

We have entered into a contract with each of our Directors in respect of, among other things, compliance with the relevant laws and regulations and the Articles of Association.

Our Directors have entered into service contracts with our Company. The principal particulars of these service contracts comprise (a) a term of three years which is equivalent to the term of the Board; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders’ approval. The service contracts can be renewed pursuant to our Articles of Association and applicable rules.

Save as disclosed aforesaid, none of our Directors and has or is proposed to have a service contract with our Company or any of our subsidiaries other than contracts expiring or determinable by our Company within one year without the payment of compensation (other than statutory compensation).

The remuneration of Directors and is determined by our Company with reference to the duties and level of responsibilities of each Director, the remuneration policy of our Company and the prevailing market conditions.

4. Directors’ remuneration and emoluments

For details of the remuneration or benefits in kind paid to our Directors during the Track Record Period, see “Directors and Senior Management” and Note 13 to the Accountants’ Report as set out in Appendix I to this document.

None of our Directors and or any past directors and of any member of our Group has been paid any sum of money during the Track Record Period, (1) as an inducement to join or upon joining our Company or (2) for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.

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There has been no arrangement under which a Director has waived or agreed to waive any emoluments during the Track Record Period.

Each of our executive Directors, non-executive Director, and independent non-executive Directors is entitled to reimbursement of all necessary and reasonable out-of-pocket expenses properly incurred in relation to all business and affairs carried out by our Group from time to time or in the discharge of his/her duties to our Group under his/her service agreement or letter of appointment.

5. Related party transactions

Save as disclosed in Note 37 to the Accountant's Report, the text of which is set out in Appendix I to this document, our Group has not engaged in any other material related party transactions during the Track Record Period.

6. Disclaimers

Save as disclosed in this document:

- (a) so far as our Directors are aware, none of our Directors, or chief executive has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO) immediately following the completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), which will have to be notified to our Company and the Stock Exchange under Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she will be taken or deemed to have under the SFO) once our Shares are [REDACTED], or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein once our Shares are [REDACTED], or which will be required, pursuant to the GEM Listing Rules relating to securities transactions by our Directors to be notified to our Company and the Stock Exchange, once our Shares are [REDACTED];
- (b) so far as our Directors are aware, none of our Directors and experts referred to under the paragraph headed "E. Other information – 8. Qualifications of experts" of this Appendix to this document has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document 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;
- (c) none of our Directors and experts referred to under the paragraph headed "E. Other information – 8. Qualifications of experts" of this Appendix to this document is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (d) none of our Directors and has any existing or proposed service agreements with any member of our Group, excluding agreements which are determinable by the employer within one year without payment of compensation other than statutory compensation;

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- (e) without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any person, not being a Director of our Company, who will, immediately following completion of the [REDACTED], be interested in or has short positions in the Shares or underlying Shares of our Company which have to be notified to our Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO once our Shares are [REDACTED], or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (f) none of the experts referred to under the paragraph headed “E. Other information – 8. Qualifications of experts” of this Appendix has 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; and
- (g) none of our Directors, their associates or any Shareholder of our Company (which to the knowledge of our Directors owns more than 5% of our issued share capital) has any interest in our five largest suppliers for each year/period during the Track Record Period and five largest customers for each year/period during the Track Record Period.

D. [REDACTED] SHARE INCENTIVE SCHEME

The following is a summary of the key terms of the [REDACTED] Share Incentive Scheme (the “**Scheme**”) approved and adopted by our Shareholders on [REDACTED]. All grants of restrictive shares under the Scheme (the “**Incentive Shares**”) were made prior to [REDACTED] to specified employees of our Group. Accordingly, the terms of the Scheme are not subject to the provisions of Chapter 23 of the GEM Listing Rules as the Scheme does not involve the grant of new options or awards by our Company after [REDACTED].

(a) Purpose

The purpose of the Scheme is to further improve our corporate governance structure and establish a long-term incentive and retention mechanism. The Scheme is intended to: (i) recognise and reward the contributions of employees to the growth and development of our Group, (ii) attract and retain outstanding personnel, (iii) align the interests of Shareholders and employees, (iv) foster a performance culture focused on value creation, and (v) strengthen the cohesion of our management team and enhance the competitiveness of our Group.

(b) Administration

Our Board will administer the Scheme. The Board will determine, among others, whether conditions for unlocking the Incentive Shares have been satisfied, adjustments to the number of Incentive Shares in the event of alteration of share capital and to handle such other matters as may be necessary for the administration of the Scheme.

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(c) Eligibility

Eligible participants under the Scheme comprise (i) senior management members of our Group and (ii) the core employees approved for participation in the Scheme by the Shareholders’ meeting (the “**Participant(s)**”). The core employees are generally key or long-serving personnel who hold positions in the Group that have considerable impact on the Group’s operations.

(d) Grant of the Incentive Shares

An aggregate of 2,770,807 Incentive Shares, representing approximately 5.96% of the issued share capital of our Company as at the adoption date of the Scheme, were granted on a one-off basis pursuant to the Scheme to the Participants, and no Incentive Shares were reserved for future grants.

The Incentive Shares granted under the Scheme are evidenced by a grant agreement entered into between the Participant and the Company that sets forth the terms of the grant, including, among others, the restrictions imposed on the Incentive Shares during the Lock-up Period (as defined below), the conditions and arrangements of unlocking the Incentive Shares and each party’s contractual rights and obligations under the Scheme.

(e) Payment of the Price of the Incentive Shares

The Participants have subscribed for the Incentive Shares using their own funds or funds otherwise lawfully obtained in accordance with the terms of their respective grant agreements. Our Company has not provided any financial assistance to any Participant for the purpose of acquiring Incentive Shares, including by way of loans or guarantees.

(f) Rights Attached to the Incentive Shares

Subject to the restrictions under the Scheme, the Participants are entitled to shareholder rights attaching to the Incentive Shares, including dividend rights, voting rights, rights to participate in rights issues. In the event of any alteration of share capital contemplated under the Scheme, the number of Incentive Shares may be adjusted in accordance with the terms of the Scheme.

(g) Lock-up Period and Unlock Conditions

The unlocking of the Incentive Shares are subject to (i) a set of conditions, including, among others, the successful completion of the [REDACTED] and satisfaction of the performance targets set out in the grant agreement, and (ii) a lock-up period commencing on the date of completion of the relevant grant registration and ending on the date falling 36 months after the [REDACTED] (“**Lock-up Period**”). During the Lock-up Period, the Participants may not transfer, dispose of, pledge or otherwise encumber the Incentive Shares, except as otherwise provided under the Scheme.

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Subject to satisfaction of the applicable conditions, the Incentive Shares shall be unlocked in accordance with the following schedule:

<u>Tranche</u>	<u>Unlocking Date</u>	<u>Percentage of Incentive Shares Unlocked⁽¹⁾</u>
First Tranche	Upon the expiry of 12 months after the [REDACTED]	30%
Second Tranche	Upon the expiry of 24 months after the [REDACTED]	30% (60% cumulatively)
Third Tranche	Upon the expiry of 36 months after the [REDACTED] ⁽²⁾	40% (100% cumulatively)

Notes:

- (1) The Board shall determine whether the applicable conditions have been satisfied in accordance with the Scheme and the relevant grant agreement on each unlocking date. If a Participant fails to satisfy the applicable unlocking conditions for any tranche, the relevant Incentive Shares shall be carried forward to the next tranche and may become unlocked upon satisfaction of the applicable conditions for such subsequent tranche.
- (2) If any Incentive Shares remain subject to conditions upon the expiry of the Third Tranche, our Board may extend the Lock-up Period and determine new conditions in accordance with the terms of the Scheme. Participants are required to comply with such extended Lock-up Period and any new conditions determined thereunder.

(h) Repurchase Arrangements

At the discretion of the Board, the Incentive Shares may be repurchased or transferred to another person designated by the Board in the event of the Participant, among others: (i) ceases to maintain an employment or service relationship with our Group, (ii) commits serious violations of applicable laws or regulations resulting in criminal liability; (iii) commits breaches of the contractual obligation including, among others, those under the Scheme, employment agreements; (iv) commits fraud or other conduct causing loss or damage to our Group; (v) commits serious violations of internal policies or engagement in prohibited conduct; (vi) commits theft, bribery, corruption, misappropriation of assets or abuse of position for improper personal gain; (vii) commits breaches of professional ethics, gross negligence, dereliction of duty or misconduct causing loss or damage to our Group, shareholders or management; (viii) commits other acts directly or indirectly detrimental to the property, interests, reputation or business of our Group, Shareholders or management; or (ix) such other circumstances as may be determined by the Board.

(i) Term

The Scheme will remain effective from the date of its approval by the Shareholders’ meeting until all Incentive Shares granted under the Scheme have been unlocked, repurchased by our Company or acquired by a person designated by the Board in accordance with the terms of the Scheme, and in any event for a maximum term of 10 years from the date of approval.

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(j) Locked Incentive Shares

Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and there being no other change in the share capital of our Company), the number of Incentive Shares granted under the Scheme represents [REDACTED]% of the total issued share capital of our Company. As all Incentive Shares have been granted to the Participants prior to the [REDACTED], the unlocking of such Incentive Shares following [REDACTED] will not result in any dilution to the shareholding interests of our Shareholders. Particulars of the Incentive Shares subscribed for by our Directors and senior management are set forth below:

			Approximate shareholding percentage immediately following the completion of the
	Position held within our Group	Number of Incentive Shares	[REDACTED] ^(note)
Directors and senior management of our Company			
Mr. Fu	Executive Director, Chairman of the Board, Chief Executive Officer	735,307	[REDACTED]%
Mr. Zhao	Executive Director, Chief Financial Officer, Board Secretary	727,500	[REDACTED]%
Mr. Li Rui	Chief Operating Officer	300,000	[REDACTED]%
Mr. Xu Fuqiang	Chief Technology Officer	200,000	[REDACTED]%
Mr. Li Weiyun	Chief Revenue Officer	100,000	[REDACTED]%
Ms. Xie Na	Chief Human Resources Officer	49,000	[REDACTED]%
Other Participants		659,000	[REDACTED]%
Total		<u>2,770,807</u>	<u>[REDACTED]%</u>

Note: The percentage is for illustrative purpose only and is calculated based on the number of Shares in issue immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and there being no other change in the share capital of our Company).

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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.

2. Litigation

As at the Latest Practicable Date, no member of our Company is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company, that would have a material adverse effect on our results of operations or financial condition of our Company.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] for the [REDACTED] of, and permission to deal in, the H Shares to be converted from Unlisted Shares and the H Shares to be [REDACTED] pursuant to the [REDACTED]. All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED].

The Sole Sponsor has confirmed that they satisfy the independence criteria applicable to a sponsor set out in Rule 6A.07 of the GEM Listing Rules.

The total amount of sponsor’s fee in connection with the [REDACTED] is HK\$3.5 million.

4. Compliance Advisor

Our Company has appointed Yue Xiu Capital Limited as our Compliance Adviser effective upon the [REDACTED] in compliance with Rule 6A.19 of the GEM Listing Rules.

5. Preliminary expenses

As at the Latest Practicable Date, we have not incurred any material preliminary expenses.

6. Promoters

The promoters of our Company are all of the then Shareholders of our Company immediately before our conversion into a joint stock company.

Save as disclosed herein, within the two years immediately preceding the date of this document, no amount or benefit has been paid or given to any promoter in connection with the [REDACTED] or the related transactions described in this document.

7. Taxation of Holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the H Share register of members of our Company, including in circumstances where such transaction is effected on the Stock

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Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is a 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

Potential investors in the [REDACTED] are urged to consult their professional tax advisors if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in our H Shares (or exercising rights attached to them). None of our Company, our Directors, our Sole Sponsor, [REDACTED], [REDACTED], [REDACTED] and [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or lawful 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. Qualifications of experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this document:

<u>Name</u>	<u>Qualification</u>
Yue Xiu Capital Limited	Licensed corporation under the SFO to carry out Type 6 (advising on corporate finance) regulated activities
Moore CPA Limited	Certified Public Accountants and Registered Public Interest Entity Auditor
Beijing Dacheng Law Offices, LLP (Shenzhen)	Legal adviser to our Company as to the PRC laws and data compliance matters
Shinewing Tax and Business Advisory Limited	Transfer pricing consultant
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

9. Consents of experts

Each of the experts named in the section headed “E. Other Information – 8. Qualifications of experts” in this Appendix above has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their report and/or letter and/or legal opinion and/or opinion (as the case may be) and the references to their names, addresses, qualifications or summaries of opinions included herein in the form and context in which they respectively appear.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries (whether legally enforceable or not).

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10. 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 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.

11. Miscellaneous

- (a) Save as disclosed in the sections headed “History, Development and Corporate Structure”, “Share Capital” and “Structure and Conditions of the [REDACTED]” in this document:
 - (i) within two years preceding the date of this document:
 - no share or loan capital of our Company or of any of our subsidiaries has been issued, agreed to be issued or is proposed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - 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 our subsidiaries; and
 - no commission (except commission to the [REDACTED]) has been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions, for any shares in our Company or any of our subsidiaries;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) there are no arrangements under which future dividends are waived or agreed to be waived;
 - (iv) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
 - (v) our Company has no outstanding convertible debt securities or debentures; and
 - (vi) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (b) our Company is a joint stock company with limited liability and is subject to the PRC Company Law;
- (c) our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Company since 30 June 2026 (being the date to which the latest audited combined financial statements of our Company were made up);
- (d) our Directors confirm that there has not been any interruption in the business of our Company which may have or has had a significant effect on the financial position of our Company in the 12 months preceding the date of this document; and
- (e) no part of the equity and debt securities of our Company, if any, is currently listed on or dealt in on any other stock exchange or trading system nor is any listing or permission to list on any stock exchange other than the Stock Exchange currently being or agreed to be sought.

12. Bilingual document

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