STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of our Company

Our Company was established as a limited liability company in the PRC on December 27, 2019 and was converted into a joint stock limited company on August 16, 2022 under the laws of the PRC. As of the date of this Document, the registered share capital of our Company is RMB1,094,745,156.

Our registered place of business in Hong Kong is at Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. We [have] been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance. Ms. Ho Wing Tsz Wendy at Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in "Regulatory Overview" and Appendix III to this Document, respectively.

Changes in the Share Capital of our Company

Save as disclosed in the sections headed "History, Development and Corporate Structure — Major Shareholding Changes in the Company" and "History, Development and Corporate Structure — [REDACTED] Investments," there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in the Accountants' Report in Appendix I to this Document.

The following sets out the changes in the share capital of the Company's subsidiaries during the two years immediately preceding the date of this Document:

- On October 11, 2023, the registered capital of Hithium Shenzhen increased from RMB30 million to RMB60 million.
- On January 31, 2024, Xiamen Jiamei Home Logistics Service Management Co., Ltd. (廈門市佳美之家後勤服務管理有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB2 million.
- On March 8, 2024, Xiamen Haichen Digital Energy Technology Co., Ltd. (廈門海 辰數能科技有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB50 million.

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- On May 9, 2024, Shenzhen Haichen Equal Rights Hero Energy Technology Co., Ltd. (深圳海辰平權英雄能源科技有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB30 million.
- On June 4, 2024, Shandong Haichen Green Energy Development Co., Ltd. (山東海 辰綠色能源發展有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB3 million.
- On June 20, 2024, Shandong Haichen Investment Development Co., Ltd. (山東海辰 投資發展有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB60 million.
- On October 16, 2024, Haichen Green Energy (Shanghai) Energy Development Co., Ltd. (海辰綠能(上海)能源開發有限公司) was incorporated in the PRC as a subsidiary of our Company with registered capital of RMB30 million.
- On September 6, 2024, the registered capital of Hithium Chongqing increased from RMB1,800 million to RMB2,400 million.

Save as disclosed above, there had been no other alterations of share capital of our subsidiaries within the two years preceding the date of this Document.

Resolutions of our Shareholders

Pursuant to the extraordinary general meeting of our Shareholders in March 2025, 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 the Stock Exchange;
- (b) the number of H Shares to be issued pursuant to the [**REDACTED**], and the grant to the [**REDACTED**] of the [**REDACTED**] of not more than [**REDACTED**]% of the number of H Shares issued pursuant to the [**REDACTED**];
- (c) conditional upon the completion of the [REDACTED], [REDACTED] Unlisted Shares held by certain existing Shareholders will be converted into H Shares;
- (d) 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 authorized to amend the Articles of Association to the extent necessary in accordance with any comments from the relevant regulatory authorities; and
- (e) our Board has been authorized to handle all relevant matters relating to, among other things, the implementation of issuance of H Shares and the [REDACTED].

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) was entered into by our Group within the two years preceding the date of this Document and is or may be material:

(a) [REDACTED]

Intellectual Property Rights

As of the Latest Practicable Date, our Group has registered the following intellectual property rights which were material to our Group's business.

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 Registered	Registered Owner	Registration Number	Place of Registration
1	海辰储能	Our Company	66708369	PRC
2	海辰储能	Our Company	62890267	PRC
3	HTHIUM	Our Company	58160557	PRC
4	HTHIUM	Our Company	1686296	United States
5	HTHIUM	Our Company	1686296	European Union
6	HTHIUM	Our Company	1686296	United Kingdom
7	HTHIUM	Our Company	1686296	Turkey
8	HTHIUM	Our Company	305997494	Hong Kong
9	HTHIUM	Our Company	02287846	Taiwan
10	HITHIUM	Our Company	47427287	PRC
11	HITHIUM	Our Company	018262563	European Union

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No.	Trademark Registered	Registered Owner	Registration Number	Place of Registration
12	HITHIUM	Our Company	6480269	United States
13	♠ HTHIUM	Our Company	UK00003904930	United Kingdom
14	♦ HTHIUM	Our Company	018867164	European Union
15	♦ HTHIUM	Our Company	2351797	Australia
16	О НТНІИМ	Our Company	2023/156729	Turkey
17	Ф нтніим	Our Company	TM-01-00- 20581-24	Saudi Arabia
18	ф нтніим	Our Company	306567166	Hong Kong

Patents

As of the Latest Practicable Date, we are the owner of the following material patents, details of which are as follows:

No.	Patent Description	Registered Owner	Place of Registration
1	Positive electrode and electrochemical energy storage device (正極極 片和電化學儲能裝置)	Our Company	PRC
2	Photonic crystal current collector and preparation method thereof and electrochemical device (光子晶體集流體及其製備方法和電化學裝置)	Our Company	PRC
3	Current collector, battery, current collector preparation method and battery preparation method (集流體、電池、集流體製備方法及電池製備方法)	Hithium Shenzhen Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
4	Negative electrode material and preparation method thereof, negative electrode sheet and battery (負極材料及其製備方法、負極極片及電池)	Our Company	PRC
5	Sodium-tin alloy, negative electrode and preparation method thereof, battery and battery pack (鈉錫合金、負極及其製備方法、電池及電池包)	Hithium Shenzhen Our Company	PRC
6	Energy storage devices and electrical device (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC
7		Hithium Shenzhen Our Company	PRC
8	_ ` _ ` `	Hithium Shenzhen Our Company	PRC
9	Energy storage devices and electrical equipment (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC
10	Energy storage devices and electrical equipment (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC
11	Battery Pack and Energy Storage System (電池包 與儲能系統)	Hithium Shenzhen Our Company	PRC
12	Energy storage devices and electrical equipment (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC
13	Energy storage devices and electrical equipment (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
14	Converging device and energy storage device (匯流裝置及儲能裝置)	Hithium Shenzhen Our Company	PRC
15	Stationary components, containers and energy storage systems (固定組 件、集裝箱和儲能系統)	Hithium Shenzhen Our Company	PRC
16 17	Energy storage cabin Battery module and energy storage device	Our Company Hithium Shenzhen Our Company	United States United States
18	Prefabricated energy storage cabin and energy storage system (儲能預制艙及儲能系統)	Hithium Shenzhen Our Company	PRC
19	Energy-storage device, electricity-consumption system, and energy- storage system	Hithium Shenzhen Our Company	United States
20	Energy storage system and power system (儲能系統及用電系統)	Hithium Shenzhen Our Company	PRC
21	Limiting parts, energy storage devices, power consumption systems and energy storage systems (限位件、儲能 裝置、用電系統及儲能 系統)	Hithium Shenzhen Our Company	PRC
22	Connecting structure, battery module, energy storage apparatus, and electronic device	Hithium Shenzhen Our Company	United States
23	Battery remaining energy state estimation method and related device (電池 剩餘能量狀態估算方法 及相關裝置)	Hithium Shenzhen	PRC
24	A kind of battery module and energy storage system (一種電池模組及 儲能系統)	Hithium Shenzhen Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
25	Foil recycling equipment (箔材回收設備)	Our Company	PRC
26	End cover assembly,	Hithium Shenzhen	PRC
	energy storage device and electrical equipment (端蓋組件、儲能裝置及 用電設備)	Our Company	
27	End cover assembly, energy storage device and electrical equipment (端蓋組件、儲能裝置及 用電設備)	Hithium Shenzhen Our Company	PRC
28	A kind of top cover assembly, secondary battery, battery module and electrical equipment (一種頂蓋組件、二次電池、電池模組及用電設備)	Hithium Shenzhen Our Company	PRC
29	A kind of battery module and an electric device (一種電池模組及用電裝置)	Our Company	PRC
30	Battery boxes, battery clusters, energy storage systems and electrical equipment (電池箱、電池簇、儲能系統及用電設備)	Our Company	PRC
31	Energy storage devices and electrical equipment (儲能裝置和用電設備)	Our Company	PRC
32	A kind of battery module and electrical equipment (一種電池模組及用電設 備)	Our Company	PRC
33	Lower plastic, top cover assembly and battery (下塑膠、頂蓋組件及電池)	Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
34	Seals, end cap assemblies and batteries (密封件、 端蓋組件和電池)	Our Company	PRC
35	A kind of battery cover structure and battery monomer (一種電池蓋板結構及電池單體)	Our Company	PRC
36	Composite sodium supplement material and preparation method, positive electrode sheet, sodium battery, and electrical equipment (複合補鈉材料及製備方法、正極極片、鈉電池、用電設備)	Hithium Shenzhen Our Company	PRC
37	Liquid-cooling device, liquid-cooling device control method and energy storage system (液冷裝置、液冷裝置控 制方法及儲能系統)	Hithium Shenzhen Our Company	PRC
38	Power balancing method, device, computer equipment and storage medium (電量均衡方 法、裝置、計算機設備 和存儲介質)	Hithium Shenzhen	PRC
39	Negative electrode composite material and preparation method thereof, negative electrode sheet and battery (負極複合材料及其製備方法、負極極片及電池)	Hithium Shenzhen Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
40	Negative electrode composite material and preparation method thereof, negative electrode sheet and battery (負極複合材料及其製備方法、負極極片	Hithium Shenzhen Our Company	PRC
41	及電池) Method for determining uniform distribution of positive electrode sheet and sodium supplement particles and energy storage device (正極片、補鈉顆粒分布均匀的確定方法及儲能裝置)	Hithium Shenzhen Our Company	PRC
42	Method for determining uniform distribution of positive electrode sheet and sodium supplement particles and energy storage device (正極片、補鈉顆粒分布均匀的確定方法及儲能裝置)	Hithium Shenzhen Our Company	PRC
43	Method for determining uniform distribution of positive electrode sheet and sodium supplement particles and energy storage device (正極片、補鈉顆粒分布均匀的確定方法及儲能裝置)	Hithium Shenzhen Our Company	PRC
44	Positive electrode and preparation method thereof, energy storage device and power consumption device (正極極片及其製備方法、儲能裝置和用電裝置)	Hithium Shenzhen Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
45	Positive electrode and preparation method thereof, energy storage device and power consumption device (正極極片及其製備方法、儲能裝置和用電裝置)	Hithium Shenzhen Our Company	PRC
46	Sodium supplement composition, positive electrode sheet and preparation method thereof, and sodium ion battery (補鈉組合物、正極極片及其製備方法、鈉離子電池)	Hithium Shenzhen Our Company	PRC
47	Battery base plate and battery (電芯底托板及電池)	Hithium Shenzhen Our Company	PRC
48	Energy storage devices and electrical equipment (儲能裝置及用電設備)	Hithium Shenzhen Our Company	PRC
49	Positive electrode and preparation method thereof, energy storage device and power consumption device (正極極片及其製備方法、儲能裝置和用電裝置)	Hithium Shenzhen Our Company	PRC
50	End cover unit, energy storage device and electrical equipment (端 蓋單元、儲能裝置及用 電設備)	Hithium Shenzhen Our Company	PRC
51	A kind of liquid-cooling plate and battery module (一種液冷板和電池模組)	Our Company	PRC
52	Firefighting method and system for energy storage, and storage medium	Hithium Shenzhen Our Company	United States

No.	Patent Description	Registered Owner	Place of Registration
53	Energy storage device, power system and energy storage system (儲能裝置、用電系統及 儲能系統)	Hithium Shenzhen Our Company	PRC
54	Positive electrode sheet and preparation method thereof, energy storage device, and electrical equipment (正極極片及 其製備方法、儲能裝置、用電設備)	Hithium Shenzhen Our Company	PRC
55	Linkage control system and linkage control method for battery clusters	Hithium Shenzhen Our Company	United States
56	A kind of positive electrode sheet, energy storage device and electrical equipment (一種正極極片、儲能裝置及用電設備)	Our Company	PRC
57	Container (集裝箱)	Our Company	PRC
58	Output pole components, battery modules, energy storage devices and electrical equipment (輸 出極組件、電池模組、 儲能裝置及用電設備)	Our Company	PRC
59	Positive electrode materials, positive electrode sheets, electrode assemblies, energy storage devices and electrical equipment (正極材料、正極極片、電極組件、儲能裝置和用電設備)	Our Company	PRC
60	Material crushing device (物料破碎裝置)	Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
61	A kind of top cover assembly, battery cell, battery cell assembly method and electrical equipment (一種頂蓋組件、電池單體、電池單體的裝配方法及用電設備)	Our Company	PRC
62	Positive electrode sheet and battery preparation method (正極極片及電 池的製備方法)	Our Company	PRC
63	A kind of energy storage device and electrical equipment (一種儲能裝置及用電設備)	Our Company	PRC
64	Recovery device (回收裝置)	Our Company	PRC
65	Fire Fighting System Based on Multi-CPU (基於多CPU的消防系統)	Our Company	PRC
66	/	Our Company	PRC
67	Busbar and battery module (匯流排及電池 模組)	Our Company	PRC
68	Control device, control method, storage medium and energy storage system (控制裝置、控制方法、存儲介質及儲能系統)	Our Company	PRC
69	Energy storage container (儲能集裝箱)	Our Company	PRC
70	Battery bracket and energy storage device (電池支架及儲能裝置)	Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
71	A kind of battery electrode recycling device and recycling method (一種電池電極 的回收設備及回收方法)	Our Company	PRC
72	Energy storage device (儲 能裝置)	Our Company	PRC
73	A kind of battery recycling winding device (一種電池回收卷 繞裝置)	Xiamen Hithium New Material Technology Co., Ltd. (廈門海辰新材料科技 有限公司)	PRC
74	Energy storage fire fighting method and system, battery management system and storage medium (儲能消防方法和系統、電池管理系統及存儲介質)	Hithium Shenzhen Our Company	PRC
75	Positive electrode sheet and preparation method thereof (正極極片及其 製備方法)	Our Company	PRC
76	A kind of energy storage power supply fire protection system, control method and readable storage medium (一種儲能電源消防系統、控制方法以及可讀存儲介質)	Our Company	PRC
77	Wiring harness isolation plate assembly and battery module (線東隔離板組件及電池模組)	Hithium Shenzhen Our Company	PRC
78	Wiring harness isolation plate and battery module (線束隔離板及電池模組)	Our Company	PRC
79	Electrolyte, battery, electrical equipment (電 解液、電池、用電設備)	Our Company	PRC
80	Isolation board assembly and battery module (隔離板組件及電池模組)	Our Company	PRC

No.	Patent Description	Registered Owner	Place of Registration
81	Support plate assembly for container and container (用於集裝箱的支撐板組件以及集裝箱)	Our Company	PRC
82	A kind of method for recycling electrode plates (一種電極極片的 回收方法)	Our Company	PRC
83	Lithium ion battery cell and preparation method thereof and lithium ion battery (鋰離子電池電芯 及其製備方法和鋰離子 電池)	Our Company	PRC
84	Positive electrode slurry, positive electrode sheet and lithium battery (正 極漿料、正極極片和鋰 電池)	Our Company	PRC
85	Temperature control method, temperature control system, and computer readable storage medium (調溫方法、調溫系統、計算機可讀存儲介質)	Our Company	PRC
86	Control method and device, energy storage system and non-volatile computer-readable storage medium (控制方法及装置、储能系統及非易失性計算機可讀存儲介質)	Our Company	PRC
87	Lithium-ion battery electrolyte and lithium- ion battery (鋰離子電池 電解液和鋰離子電池)	Our Company	PRC
88	Electrolyte, electrochemical device and electronic device (電解液、電化學裝置及 電子裝置)	Our Company	PRC

STATUTORY AND GENERAL INFORMATION

Copyrights

As of the Latest Practicable Date, we are the owner of the following copyrights which we consider to be material to our business:

No.	Copyright Name	Registered Owner	Place of Registration
1	Hithium Digital Energy Management Platform (海辰數字能源管理平台)	Our Company	PRC
2	Hithium Digital Energy Economic Model Software (海辰數字能源 經濟模型軟件)	Our Company	PRC
3	, ,	Our Company	PRC
4	Container energy storage monitoring operation mode power control components (集裝箱儲能監控運行模式功率控制組件)	Our Company	PRC
5	Hithium Capacity Profit Model Platform (海辰容 量利潤模型平台)	Our Company	PRC
6	MCS Material Calculation Platform Software (MCS材料計算平台軟 件)	Our Company	PRC
7	Energy Storage Battery Life Data Storage and Visualization System (儲能電池壽命數據存儲 與可視化系統)	Our Company	PRC
8	Haichuang Xingzhi QMS Quality Management System (海創星智QMS 質量管理系統)	Xiamen Haichuang Xingzhi Technology Co., Ltd. (廈門海創星智 科技有限公司) ("Haichuang Xingzhi")	PRC

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No.	Copyright Name	Registered Owner	Place of Registration
9	Haichuang Xingzhi MES Manufacturing Execution System (海創 星智MES製造執行系統)	Haichuang Xingzhi	PRC
10	Haichuang Xingzhi SPC Process Statistics System (海創星智SPC過程統計系統)	Haichuang Xingzhi	PRC
11	Haichuang Xingzhi Manufacturing Digital Operation Platform (海 創星智製造數字化運營 平台)	Haichuang Xingzhi	PRC
12	Haichuang Xingzhi Manufacturing IOT Data Collection Platform Software (海創星智製造IOT數據採集 平台軟件)	Haichuang Xingzhi	PRC
13	Haichuang Xingzhi AI Process-assisted Analysis System (海創 星智AI工藝輔助分析系統)	Haichuang Xingzhi	PRC
14	Haichuang Xingzhi KITC process analysis software (海創星智 KITC工藝分析軟件)	Haichuang Xingzhi	PRC

Domain Names

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

No.	Domain Name	Registered Owner	Expiry Date
1	hithium.com	Our Company	July 7, 2026
2	hithium.cn	Our Company	March 7, 2026
3	hithium.net	Our Company	March 18, 2026

Save as disclosed above, as of the Latest Practicable Date, there were no other intellectual property rights which are or may be material to our business.

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, SENIOR MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

Interests of our Directors, Supervisors and chief executive in the Company and our associated corporations

Save as disclosed in the section headed "Substantial Shareholders" and below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors, Supervisors and chief executive has any interests and short positions in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) 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 (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules:

		As of the Latest Practicable Date		•	ollowing the [REDA REDACTED] is not	•
Name of Shareholder	Nature of interest	Number of Shares	Approximate percentage of shareholding in our total share capital	Number of Shares	Approximate percentage of shareholding in the Unlisted Shares/	Approximate percentage of shareholding in our total share capital
$\text{Mr. } Wu^{(1)(2)} \ \ldots \ \ldots$	Interest in controlled corporation	368,500,000	33.66%	[REDACTED] Unlisted Shares (L)	[REDACTED]9	% [REDACTED]%
				[REDACTED]	[REDACTED]9	% [REDACTED]%
Pang Wenjie ⁽²⁾	Interest in controlled corporation	50,000,000	4.57%	H Shares (L) [REDACTED] Unlisted Shares (L) [REDACTED] H Shares (L)	[REDACTED]9	,

Notes:

⁽¹⁾ Hithium Technology is held by Zhuhai Haiheng as to 73.31% and Mr. Wu is the general partner of Zhuhai Haiheng, therefore, Mr. Wu and Zhuhai Haiheng are both deemed to be interested in the Shares held by Hithium Technology in our Company under the SFO.

⁽²⁾ Hithium Zhicheng is held as to approximately (i) 0.001% by Mr. Pang Wenjie (龐文傑), our executive Director and deputy general manager, as general partner; and (ii) 49.00% by Mr. Wu as a limited partner. Therefore, Mr. Pang Wenjie and Mr. Wu are both deemed to be interested in the Shares held by Hithium Zhicheng in our Company under the SFO.

STATUTORY AND GENERAL INFORMATION

Interests of the substantial shareholders in the Shares

Save as disclosed in "Substantial Shareholders," immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (not being a Director, Supervisor or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Interests of the substantial shareholders in other members of our Group

So far as the Directors are aware, the following persons (other than our Company, and any subsidiaries of our Group) are entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of other members of our Group:

Name of the subsidiary	Name of shareholder	Percentage of interest in the subsidiary
		(%)
Haichuang Xingzhi	Qiu Xiangrong (邱向榮)	15
Hithium Chongqing	Chongqing Penglong Equity Investment Fund Partnership Enterprise (L.P.) (重慶鵬龍股權投 資基金合夥企業(有限合夥)) ⁽¹⁾	26.78
	Chongqing Haitong Fenghe Energy Storage Industry Private Equity Investment Fund Partnership Enterprise (L.P.) (重慶海銅峰和儲 能產業私募股權投資基金合夥企業 (有限合夥)) ⁽¹⁾	22.22

Note:

Please refer to notes under the section headed "History, Development and Corporate Structure — Shareholding and Corporate Structure Immediately Prior to the Completion of the [REDACTED]."

STATUTORY AND GENERAL INFORMATION

Particulars of Directors' and Supervisors' Service Contracts

Each of the Directors and Supervisors [has] entered into a service contract or a letter of appointment with our Company.

Save as disclosed above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors or Supervisors in their respective capacities as Directors or Supervisors (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Remuneration of Directors and Supervisors

Save as disclosed in "Directors, Supervisors and Senior Management" and Note 12 to the Accountants' Report set out in Appendix I to this Document, for the three years ended December 31, 2024 and the six months ended June 30, 2025, none of our Directors or Supervisors received other remunerations of benefits in kind from us.

Disclaimers

- (a) save as disclosed in the section headed "Substantial Shareholders" and this section, none of our Directors, Supervisors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company 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, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) save as disclosed in the section headed "Substantial Shareholders," none of our Directors or Supervisors is aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following the completion of the [REDACTED] and the conversion of Unlisted Shares into H Shares (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period; and

STATUTORY AND GENERAL INFORMATION

- (d) none of our Directors, Supervisors or any of the parties listed in "Qualifications of Experts" of this Appendix is:
 - i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business.

OTHER INFORMATION

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 laws of the PRC.

Litigation

As of the Latest Practicable Date, we were not engaged in 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 any member of our Group, that would have a material and adverse effect on our Group's results of operations or financial conditions, taken as a whole.

Preliminary Expenses

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

Promoter

The promoters of the Company are shareholders of our Company as of August 16, 2022 immediately before our conversion into a joint stock limited liability company. Within the two years immediately preceding the date of this Document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to the promoters in connection with the [**REDACTED**] and the related transactions described in this Document.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

STATUTORY AND GENERAL INFORMATION

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since June 30, 2025 (being the date to which the latest consolidated financial statements of our Group were prepared).

Qualifications of Experts

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

Name	Qualification
Huatai Financial Holdings (Hong Kong) Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 3 (leveraged foreign exchange trading), Type 4 (advising on securities), Type 6 (advising on corporate finance), Type 7 (providing automated trading services) and Type 9 (asset management) of the regulated activities as defined under the SFO
CITIC Securities (Hong Kong) Limited	Licensed corporation to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities as defined under the SFO
ABCI Capital Limited	Licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) as defined under the SFO
BOCI Asia Limited	Licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) as defined under the SFO
Grandway Law Offices	Legal adviser to our Company as to PRC law (including as to PRC litigation laws)
Tian Yuan Law Firm	Legal adviser to our Company as to non-compete matter and PRC intellectual property laws
Deloitte Touche Tohmatsu	Certified Public Accountants and Registered Public Interest Entity Auditor
China Insights Industry Consultancy Limited	Independent industry consultant

STATUTORY AND GENERAL INFORMATION

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.

Consents of Experts

Each of the experts as referred to "Qualifications of Experts" of this Appendix has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

Joint Sponsors' Independence

Each of the Joint Sponsors satisfies the independence criteria applicable to the sponsor set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, the Joint Sponsors' fees payable by us to the Joint Sponsors in respect of their services as sponsors in connection with the [REDACTED] on the Stock Exchange is RMB8.5 million.

Binding Effect

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

Bilingual Document

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

Miscellaneous

(a) except in connection with our A share listing application as disclosed in the section headed "History, Development and Corporate Structure" and the [REDACTED], within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;

- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (f) there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;
- (g) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (h) save as disclosed in the section headed "Regulatory Overview," there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (i) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to [REDACTED] on any stock exchange other than the Hong Kong Stock Exchange is currently being or agreed to be sought;
- (j) our Company has no outstanding convertible debt securities or debentures;
- (k) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (1) our Company has adopted a code of conduct regarding Directors' and Supervisors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules.