

## 1. FURTHER INFORMATION ABOUT OUR COMPANY

### A. Incorporation of our Company

Our Company was established as a limited liability company under the laws of the PRC on 18 May 2007 and was converted into a joint stock company with limited liability on 23 November 2016. Our head office and principal place of business in the PRC is at No. 888, Guanghai Road, Minhang District, Shanghai, the PRC.

We have established a place of business in Hong Kong at Room 1917, 19/F, Lee Garden One, 33 Hysan Road, Causeway Bay, Hong Kong, and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●] 2025. Mr. Yau Tsz Lun (游子麟), our joint company secretary, is the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong under Part 16 of the Companies Ordinance. The address for service of process on our Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

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

### B. Changes in the Share Capital of our Company

The following changes in the share capital of our Company took place during the two years immediately preceding the date of this document:

- (a) Pursuant to a capital increase agreement dated 7 December 2023 entered into between our Company and China Post Life Insurance Co., Ltd. (中郵人壽保險股份有限公司), Beijing Yuanjing Investment Fund Center (Limited Partnership) (北京遠京投資基金中心(有限合夥)) and Beijing JGC Chuanghui Equity Investment Center (Limited Partnership) (北京京國創創輝股權投資中心(有限合夥)), the total issued share capital of our Company was increased from RMB33,788,605 to RMB34,395,179, where new registered capital of our Company in the total amount of RMB381,887 were issued to the aforesaid subscribers.
- (b) On 15 May 2025, our general shareholders’ meeting passed resolutions approving, among others, the Share split, pursuant to which each of our Share with par value of RMB1.00 was split into ten Shares with par value of RMB0.10 each. Upon completion of such Share split on 15 May 2025, the registered capital of our Company, which is RMB34,395,179, is divided into 343,951,790 Shares with par value of RMB0.10 per Share, which were subscribed by all our then Shareholders in proportion to their respective equity interests in our Company.

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- (c) Immediately following the completion of the [REDACTED] and the Conversion of the Domestic Shares into H Shares, assuming that the [REDACTED] is not exercised, our registered share capital will be increased to RMB[REDACTED], divided into [REDACTED] Domestic Shares and [REDACTED] H Shares, fully paid up or credited as fully paid up, representing approximately [REDACTED]% and approximately [REDACTED]% of our enlarged share capital, respectively.
- (d) Immediately following the completion of the [REDACTED] and the Conversion of Domestic Shares into H Shares, assuming that the [REDACTED] is fully exercised, our registered share capital will be increased to RMB[REDACTED], divided into [REDACTED] Domestic Shares and [REDACTED] H Shares, fully paid up or credited as fully paid up, representing approximately [REDACTED]% and approximately [REDACTED]% of our enlarged share capital, respectively.

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

### C. Resolutions Passed by Our Shareholders’ General Meeting in relation to the [REDACTED]

At the shareholders’ general meeting held on 15 May 2025 the following resolutions, among others, were duly passed:

- (a) the issuance by our Company of the H Shares of nominal value of RMB0.1 each and such H Shares being [REDACTED] on the Hong Kong [REDACTED];
- (b) the number of H Shares to be issued shall not be more than 20% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and authorization to the Board to amend the Articles of Association for the purpose of the Company’s [REDACTED]; and
- (d) authorization of the Board to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

### D. Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, see “Appendix III – Summary of Articles of Association” in this document.

## 2. FURTHER INFORMATION ABOUT OUR BUSINESS

### A. Summary of our Material Contracts

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

- (a) the share transfer agreement dated 5 July 2023 entered into between Huzhou Muzhizun Management Consulting Partnership (Limited Partnership) (湖州沐之尊管理諮詢合夥企業(有限合夥)) (now known as Rizhao Muzhizun Management Consulting Partnership (Limited Partnership)日照沐之尊管理諮詢合夥企業(有限合夥)) (“**Rizhao Muzhizun LP**”), Mr. Liu Gang (劉鋼) (“**Mr. Liu**”) and our Company in respect of transfer of 170,066 Shares at a consideration of RMB23 million;
- (b) the share transfer agreement dated 23 September 2023 entered into between Jiaxing Hongyang Huafu Jingqi Equity Investment Partnership (Limited Partnership) (嘉興泓陽華馥景祺股權投資合夥企業(有限合夥)), Mr. Liu and our Company in respect of transfer of 215,984 Shares at a consideration of RMB31.75 million;
- (c) the share transfer agreement dated 19 September 2023 entered into between Qingdao Zhongjunqunxin Venture Capital Fund Partnership (Limited Partnership) (青島中駿群新創業投資基金合夥企業(有限合夥)) (“**Qingdao ZJQX VC LP**”), Ms. Chen Juzhuang (陳菊莊) (“**Ms. Chen**”) and our Company in respect of transfer of 34,950 Shares at a consideration of approximately RMB5.6 million;
- (d) the share transfer agreement dated 19 September 2023 entered into between Qingdao ZJQX VC LP, Shanghai Furen Investment Group Co Ltd (上海福人投資集團有限公司) and our Company in respect of transfer of 76,923 Shares at a consideration of approximately RMB12.2 million;
- (e) the share transfer agreement dated 19 September 2023 entered into between Qingdao ZJQX VC LP, Mr. Xu Jie (徐傑) (“**Mr. Xu**”) and our Company in respect of transfer of 50,779 Shares at a consideration of approximately RMB8.1 million;
- (f) the share transfer agreement dated 19 September 2023 entered into between Qingdao ZJQX VC LP, Ms. Yang Jinglan (楊京蘭) and our Company in respect of transfer of 76,923 Shares at a consideration of approximately RMB12.2 million;

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- (g) the share transfer agreement dated 25 October 2023 entered into between Tianjin Haisheng Fuyuan Investment Management Partnership (Limited Partnership) (天津海盛富遠投資管理合夥企業(有限合夥)), Shanghai Yiding Investment LP and our Company in respect of transfer of 47,241 Shares at a consideration of RMB7.5 million;
- (h) the capital increase agreement dated 7 December 2023 entered into between our Company and China Post Life Insurance Co., Ltd. (中郵人壽保險股份有限公司), Beijing Yuanjing Investment Fund Center (Limited Partnership) (北京遠京投資基金中心(有限合夥)) and Beijing JGC Chuanghui Equity Investment Center (Limited Partnership) (北京京國創創輝股權投資中心(有限合夥)), in respect of subscription for new registered capital of our Company in the total amount of RMB381,887, for a total consideration of RMB65.12 million;
- (i) the share transfer agreement dated 13 December 2023 entered into between China Post Life Insurance Co., Ltd. (中郵人壽保險股份有限公司), Shanghai Yiding Investment LP and our Company in respect of transfer 429,940 Shares at a consideration of RMB65 million;
- (j) the share transfer agreement dated 29 December 2023 entered into between Jiaxing Zhiyou Venture Capital Partnership (Limited Partnership) (嘉興祉猷創業投資合夥企業(有限合夥)) (“**Jiaxing Zhiyou VC LP**”), Mr. Xu and our Company in respect of transfer of 35,779 Shares at a consideration of approximately RMB5.5 million;
- (k) the share transfer agreement dated 29 December 2023 entered into between Jiaxing Zhiyou VC LP, Guangzhou Huangpu Digital Economy Industry Investment Fund Partnership (Limited Partnership) (廣州黃埔數字經濟產業投資基金合夥企業(有限合夥)) and our Company in respect of transfer of 35,896 Shares at a consideration of approximately RMB5.5 million;
- (l) the share transfer agreement dated 29 December 2023 entered into between Xuchang Digital Economy Equity Investment Fund Partnership (Limited Partnership) (許昌數字經濟股權投資基金合夥企業(有限合夥)) (“**Xuchang Digital Economy Investment LP**”), Changzhou Yongyuan Venture Capital Investment Partnership (Limited Partnership) (常州永元創業投資合夥企業(有限合夥)) and our Company in respect of transfer of 76,475 Shares at a consideration of approximately RMB11.7 million;
- (m) the share transfer agreement dated 29 December 2023 entered into between Xuchang Digital Economy Investment LP, Jiaxing Yongzhong Equity Investment Partnership (Limited Partnership) (嘉興永忠股權投資合夥企業(有限合夥)) and our Company in respect of transfer of 76,475 Shares at a consideration of approximately RMB11.7 million;

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- (n) the share transfer agreement dated 2 April 2025 entered into between Jiangsu Jianyin Investment Co., Ltd. (江蘇建銀投資有限公司), Mr. Liu and our Company in respect of transfer of 160,001 Shares at approximately RMB20.9 million;
- (o) the share transfer agreement dated 2 April 2025 entered into between Tianjin Winfund Specialized No. 3 Venture Capital Partnership (Limited Partnership)(天津元藩專精三號創業投資合夥企業(有限合夥)), Mr. Liu and our Company in respect of transfer of 72,747 Shares at approximately RMB9.5 million; and
- (p) the [REDACTED].

**B. Our Intellectual Property Rights**

As of the Latest Practicable Date, our Company has registered, or has applied for the registration of the following intellectual property rights which were material to our Group’s business.

*Trademarks*

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


No.	Trademark	Place of registration	Class	Registration number	Trademark owner	Trademark expiry date
1	拓璞	PRC	7	11548395	Our Company	6 March 2034
2	topnc	PRC	7	11548408	Our Company	6 March 2034
3	topnc	PRC	9	33990295	Our Company	13 June 2029
4	topnc	PRC	12	34013133	Our Company	13 June 2029
5	topnc	PRC	35	33991083	Our Company	13 June 2029
6	topnc	PRC	37	34003302	Our Company	13 June 2029
7	topnc	PRC	40	34011749	Our Company	13 June 2029
8	topnc	PRC	41	33990803	Our Company	13 June 2029

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No.	Trademark	Place of registration	Class	Registration number	Trademark owner	Trademark expiry date
9	topnc	PRC	42	33994457	Our Company	13 June 2029
10		PRC	9	34001103	Our Company	13 June 2029
11		PRC	12	33991053	Our Company	13 June 2029
12		PRC	35	33994961	Our Company	13 June 2029
13		PRC	37	33990757	Our Company	13 June 2029
14		PRC	40	33996592	Our Company	13 June 2029
15		PRC	41	33991562	Our Company	13 June 2029
16		PRC	42	33996643	Our Company	13 June 2029
17		PRC	7	7922913	Our Company	13 February 2029
18		PRC	7	34000525	Our Company	20 June 2029
19		PRC	9	33993484	Our Company	13 September 2029
20	拓璞	PRC	37	33996058	Our Company	27 September 2029
21	拓璞	PRC	40	33998549	Our Company	27 September 2029
22	拓璞	PRC	41	33990795	Our Company	27 September 2029

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No.	Trademark	Place of registration	Class	Registration number	Trademark owner	Trademark expiry date
23	拓璞	PRC	42	34004764	Our Company	27 September 2029
24	拓璞	PRC	12	40139850	Our Company	20 March 2030
25	拓璞	PRC	41	40283798	Our Company	27 March 2030
26	拓璞	PRC	37	40296457	Our Company	27 March 2030
27	拓璞	PRC	40	40299653	Our Company	27 March 2030
28	拓璞	PRC	35	40129289	Our Company	27 May 2030
29	拓璞	PRC	42	40293288	Our Company	27 August 2030
30	拓璞	PRC	9	40125027	Our Company	20 September 2030
31	 拓璞 TOPNC	Hong Kong	7	306895838	Our Company	11 May 2035

**Patent**

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

No.	Patent description	Place of registration	Patent no.	Patent type	Patent owner	Patent application date	Patent expiry date
1.	Integrated Riveting Device and Method for Large Cylindrical Segment Components (大型筒段構件的整體鉚接裝置及其方法)	The PRC	ZL201210143811.8	Invention	Our Company	10 May 2012	9 May 2032

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No.	Patent description	Place of registration	Patent no.	Patent type	Patent owner	Patent application date	Patent expiry date
2.	End Effector for High-Precision Hole Making and Dimple Forming of Robot and Measuring Method (用於機器人高精度制孔與總窩的末端執行器及測量方法)	The PRC	ZL201711056976.0	Invention	Our Company	27 October 2017	26 October 2037
3.	Method and device for automatically generating aircraft skin mirror image milling tool path track (飛機蒙皮鏡像銑削刀路軌跡自動生成方法及裝置)	The PRC	ZL201910862189.8	Invention	Our Company	12 September 2019	11 September 2039
4.	Contact-Based Surface Panel Normal Direction Measurement and Countersink Depth Compensation Device and Method (接觸式曲面壁板法向測量與總窩深度補償裝置及測量方法)	The PRC	ZL202010202323.4	Invention	Our Company	20 March 2020	19 March 2040
5.	Adhesive Bonding Structure and Method for Composite Materials (複合材料膠接結構及方法)	The PRC	ZL202211048728.2	Invention	Our Company	30 August 2022	29 August 2042
6.	Mirror Milling Device for Processing Arched Ring-Shaped Thin-Walled Workpieces (用於拱形環狀薄壁工件加工的鏡像銑削裝置)	The PRC	ZL202310306147.2	Invention	Our Company	24 March 2023	23 March 2043
7.	Mill-Turn Composite Electric Spindle (車銑複合電主軸)	The PRC	ZL202222569986.7	Utility Model	Our Company	27 September 2022	26 September 2032

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No.	Patent description	Place of registration	Patent no.	Patent type	Patent owner	Patent application date	Patent expiry date
8.	Swivel Head Device for Machining Centers Suitable for Difficult-to-Machine Materials (適用於難加工材料的加工中心擺頭裝置)	The PRC	202210758225.8	Invention	Our Company	10 December 2024	9 October 2044
9.	Measuring and Control Device and Method for Upsetting Force and Advancing Resistance in Friction Stir Welding Machine Tool (一種攪拌摩擦焊機床頂鍛力及前進抗力測控裝置及方法)	The PRC	ZL201410682966.8	Invention	Our Company, Capital Aerospace, SJTU	24 November 2014	23 November 2034
10.	The mirror image method for milling and system of covering processing (蒙皮加工的鏡像銑削方法與系統)	The PRC	ZL201710571555.5	Invention	Our Company, SJTU	13 July 2017	12 July 2037
11.	Real-Time Measurement System and Method for Thin-Walled Parts (薄壁件實時測量系統及方法)	The PRC	ZL201710736334.9	Invention	Our Company, SJTU	24 August 2017	23 August 2037
12.	Friction Stir Welding Device and Method for Large-Diameter Low-Rigidity Fuel Tanks (大直徑低剛度燃料貯箱的攪拌摩擦焊接裝置及焊接方法)	The PRC	ZL201710980343.2	Invention	Our Company, Capital Aerospace	19 October 2017	18 October 2037

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As of the Latest Practicable Date, we have filed the following patent applications which are pending, published and material to our business:

No.	Patent description	Place of application	Application no.	Application type	Name of applicant	Patent application date
1.	Mill-Turn Composite Electric Spindle (車銑複合電主軸)	The PRC	202211181082.5	Invention	Our Company	27 September 2022
2.	Dual-Fork AB Swivel Head Dual-Arm Structure with W-Axis and Dual-Fork AB Swivel Head (具有W軸的雙叉AB擺頭雙臂結構及雙叉AB擺頭)	The PRC	202211253427.3	Invention	Our Company	13 October 2022
3.	Real-Time Tracking Measurement and Closed-Loop Control Method and System for End-Point Dynamic Accuracy of Machine Tools (機床末端動態精度實時跟蹤測量與閉環控制方法及系統)	The PRC	202310057134.6	Invention	Our Company	13 January 2023
4.	Box Frame Structure Composed of Composite Panels and Metal Frames and Its Manufacturing Method (複合材料板和金屬框架組成的盒體框架結構及生產方法)	The PRC	202410739838.6	Invention	Our Company	7 June 2024
5.	Spatial Positioning Thermal Error Compensation Method for CNC Machine Tools and Five-Axis Machines (數控機床空間定位熱誤差補償方法及五軸機床)	The PRC	202411222425.7	Invention	Our Company	2 September 2024

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No.	Patent description	Place of application	Application no.	Application type	Name of applicant	Patent application date
6.	Mirror Milling Device and Machining Method for Arched Annular Thin-Walled Workpieces	The United States	PCT/CN2023/119578	Invention	Our Company	24 April 2024
7.	Box Frame Structure Based on Segmented Composite Panels and Its Manufacturing Method	The United States	PCT/CN2024/103824	Invention	Our Company	5 July 2024

***Domain name***

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

No.	Domain Name	Name of Registered Proprietor	Validity Period
1.	topnc.com.cn	Our Company	From 5 July 2007 to 5 July 2025

***Copyright***

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

No.	Name of Copyright	Place of Registration	Registration No.	Owner	Registration Date
1	TOP Dragon (TOP龍)	PRC	00666239	Our Company	15 November 2018
2	Flying Dragon on the Sky (飛龍在天)	PRC	00666238	Our Company	15 November 2018

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*Software copyright*

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

No.	Software description	Registration no.	Copyright owner	Registration date
1.	Open CNC System V1.0 (開放式數控系統 V1.0)	2012SR043660	Top Software	26 May 2012
2.	Top Multi-Axis Motion Controller Software V1.0 (拓璞多軸運動控制器軟件V1.0)	2014SR012537	Top Software	27 January 2014
3.	Top Automated Drilling and Riveting Process Software V2.0 (拓璞自動鑽鉚工藝軟件 V2.0)	2014SR106400	Top Software	28 July 2014
4.	Top Constant Pressure Control Software V1.0 (拓璞恒壓力控制軟件V1.0)	2019SR0374930	Top Software	23 April 2019
5.	Top Dual Five-Axis Mirror Milling Surface Machining Path Planning Software V1.0 (拓璞雙五軸鏡像銑曲面加工路徑規劃軟件 V1.0)	2019SR0473333	Top Software	16 May 2019
6.	Post-Processing Software for Mirror Milling Equipment V7.7 (適用於鏡像銑削的設備後置程序處理軟件V7.7)	2019SR1449058	Our Company	30 December 2019
7.	Measurement Reconstruction, Surface Profile Precision Matching and Adaptive Machining Software for Low-Rigidity Aircraft Skins V1.0 (弱剛性蒙皮測量重構、曲面輪廓精度匹配與自適應加工軟件 V1.0)	2019SR1454513	Our Company	30 December 2019
8.	Top Machining Process Data Analysis Software for Mirror Milling V1.0 (拓璞適用於鏡像銑削的加工過程數據分析軟件 V1.0)	2020SR0650348	Our Company	18 June 2020
9.	RDS300/RDS210 Robot Offline Programming Process Software for Automatic Drilling Systems V1.0 (RDS300/RDS210機器人自動制孔系統離線編程工藝軟件V1.0)	2023SR0316218	Our Company	13 March 2023

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No.	Software description	Registration no.	Copyright owner	Registration date
10.	Top Upper Computer Software for Composite Skin Cone Segment Automatic Drilling and Riveting System V1.0 (拓璞複合材料蒙皮錐體艙段自動鑽鉚系統上位機軟件V1.0)	2023SR0391569	Our Company	24 March 2023
11.	Top Upper Computer Software for Five-Axis Mill-Turn CNC System V1.0 (拓璞五軸車銑複合數控系統上位機軟件V1.0)	2023SR1176356	Our Company	28 September 2023
12.	Spatial Error Compensation Software for High Spatial Positioning Accuracy Machine Tools V2.0 (高空間定位精度機床空間誤差補償軟件V2.0)	2024SR1948575	Our Company	2 December 2024

### 3. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, CHIEF EXECUTIVES AND SUBSTANTIAL SHAREHOLDERS

#### A. Particulars of Service Contracts

Each of our Directors has entered into a service contract or a letter of appointment with our Company. Each service contract is for an initial term of three years. The service contracts may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

Save as disclosed above, none of the Directors has or is proposed to enter into a service contract or a letter of appointment with any member of our Group, other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation).

#### B. Remuneration of Directors and Supervisors

The aggregate amounts of remuneration (including salaries, bonuses, allowances and benefits in kind, share-based payments, performance-related bonuses and pension scheme contributions) paid to our Directors and Supervisors for the year ended 31 December 2022, 2023 and 2024 and the six months ended 30 June 2025 were approximately RMB7.8 million, RMB6.0 million, RMB7.3 million and RMB2.0 million, respectively. None of our Directors or Supervisors had waived any remuneration during the same period. Save as disclosed above, no other payments have been made or are payable in respect of the three years ended 31 December 2024 and the six months ended 30 June 2025 by any member of our Group to any of our Directors or Supervisors.

During the Track Record Period, no remuneration was paid to our Directors or Supervisors as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors, or our Supervisors for the Track Record Period for the loss of office as director or supervisor 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.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonus, of our Directors and Supervisors for the year ending 31 December 2025 to be approximately RMB6.0 million.

*Agency Fees or commissions paid or payable*

Save as disclosed in “[REDACTED]” in this document, no commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of our Company or any of our subsidiaries have been granted within two years immediately preceding the issue of this document.

**4. DISCLOSURE OF INTERESTS**

**A. Disclosure of Interests of Directors**

Save as disclosed below, immediately following the completion of the [REDACTED] and the Conversion of Domestic Shares into H Shares (assuming that the [REDACTED] is not exercised), none of our Directors has any interest and/or short position in the Shares, underlying Shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to our Company, once the H Shares are [REDACTED] on the Stock Exchange.

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Name of Director	Our Company/ associated company	Capacity/ Nature of interest	Number of Domestic Shares (Note 1)	Approximate percentage of shareholding in the total issued share capital of our Company	Number of Shares (Note 1)	Description of Shares	Approximate percentage of shareholding in our Domestic Shares (as appropriate)	Approximate percentage of shareholding in the total issued share capital of our Company
				%			%	%
Dr. Wang	Our Company	Beneficial owner	[REDACTED]	[REDACTED]%	[REDACTED]	Domestic Shares	[REDACTED]%	[REDACTED]%
			[REDACTED]	[REDACTED]%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
		Interest in controlled corporation (Note 2)	[REDACTED]	[REDACTED]%	[REDACTED]	Domestic Shares	[REDACTED]%	[REDACTED]%
Mr. Li YH	Our Company	Beneficial owner	[REDACTED]	[REDACTED]%	[REDACTED]	Domestic Shares	[REDACTED]%	[REDACTED]%
			[REDACTED]	[REDACTED]%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%

Notes:

1. All interests are long positions.
2. As of the Latest Practicable Date, Dr. Wang is the general partner of Tuoxian Technology. Under the SFO, Dr. Wang is deemed to be interested in the entire Shares held by Tuoxian Technology.

Up to the Latest Practicable Date, none of the Directors or their respective spouses and children under 18 years of age had been granted by our Company or had exercised any rights to subscribe for shares or debentures of our Company or any of its associated corporations.

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### B. Substantial Shareholders

Save as disclosed below and in "Substantial Shareholders" in this document, our Directors or chief executive are not aware of any other person, not being a Director or chief executive of our Company, who has an interest or short position in the Shares and underlying Shares of our Company, which following the completion of the [REDACTED], would fall to be disclosed to our Company 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 or any member of our Group.

### C. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or the chief executive of our Company has any interest or short position in the Shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning 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 or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once our H Shares are [REDACTED];
- (b) none of our Directors, Supervisors or any of the experts referred to under paragraph headed "– E. Other Information – 8. Qualification of experts" in this appendix 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 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;
- (d) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));

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- (e) taking no account of any Shares which may be taken up under the [REDACTED], so far as is known to our Directors or chief executive of our Company, no person (not being a Director or chief executive of our Company) who will, immediately following the completion of the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, 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 member of our Group; and
- (f) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

### 5. OTHER INFORMATION

#### A. Estate Duty

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

#### B. Litigation

As of the Latest Practicable Date, no member of our Group was engaged in any outstanding material litigation or arbitration which may have material and adverse effect on the [REDACTED] and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

#### C. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the [REDACTED] Committee for the [REDACTED] of, and permission to deal in, our H Shares. Each of the Joint Sponsors satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Joint Sponsors will be paid by our Company a total fee of US\$780,000 to act as the sponsors in connection with the [REDACTED].

#### D. Compliance Advisor

Our Company has appointed Guotai Junan Capital Limited as the compliance advisor upon the [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

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### E. Preliminary Expenses

We have not incurred any material preliminary expenses.

### F. Promoters

For details, see “History and Corporate Structure – Corporate Development and Major Shareholding Changes” in this document.

Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

### G. Qualification of Experts

The qualifications of the experts, as defined under the Listing Rules, who have given opinions in this document, are as follows:

<b>Name</b>	<b>Qualification</b>
Guotai Junan Capital Limited	Licensed corporation to conduct Type 6 (advising on corporate finance) regulated activity as defined under the SFO
CCB International Capital Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Ernst & Young	Certified public accountants; Public Interest Entity Auditor registered in accordance with the Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Holman Fenwick Willan LLP	International Sanctions Legal Advisor
Jingtian & Gongcheng	Company’s PRC Legal Advisor
Rödl & Partner	Legal advisers to our Company as to German law
China Insights Industry Consultancy Limited	Industry consultant

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### H. Consents of Experts

Each of the experts named in paragraph G of this Appendix has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included herein in the form and context in which it is respectively included.

Save as disclosed in this document, none of the experts named above has any shareholding interests in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe.

### I. Taxation of Holders of H Shares

Dealings in H Shares registered on our Company's H Shares register of members will be subject to Hong Kong stamp duty, the current rate charged on each purchaser and seller is 0.10% of the consideration or, if higher, the value of the H Shares being sold or transferred. Intending holders of H Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in H Shares. It is emphasised that none of our Company, Directors or the other parties involved in the [REDACTED] can accept responsibility for any tax effect on, or liabilities of, holders of H Shares resulting from their subscription for, purchase, holding or disposal of or dealing in H Shares.

### J. No Material and Adverse Change

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

### K. Binding Effect

This document shall have the effect, if an application is made in pursuant hereof, 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.

### L. Related Party Transactions

Our Group entered into certain related party transactions within the two years immediately preceding the date of this document as mentioned in Note 36 of the Accountants' Report as set forth in Appendix I to this document.

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### M. Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, see "Summary of Articles of Association" as set forth in Appendix III to this document.

### N. Miscellaneous

Save as disclosed in this document:

- (a) within the two years immediately preceding the date of this document:
  - (i) no share or loan capital of our Group has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no share or loan capital of our Group is under option or is agreed conditionally or unconditionally to be put under option;
  - (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 of our Group; and
  - (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (b) there are no founder, management or deferred shares or any debentures in our Group;
- (c) 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;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (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 is currently being or agreed to be sought;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;

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- (g) none of our equity and debt securities is listed or dealt with in any other stock exchange nor is any listing or permission to deal being or proposed to be sought; and
- (h) all necessary arrangements have been made to enable the H shares to be admitted into [REDACTED] for clearing and settlement.

**O. Bilingual Document**

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