

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation

Our Company was established as a limited liability company in the PRC on July 12, 2011, and further converted into a joint stock company with limited liability on December 11, 2025.

As of the date of this Document, our registered office and head office are located at Building B2, Hefei Innovation Industrial Park Phase 3, Intersection of Jiangjunling Road and Wanshui Road, High-Tech Zone, Hefei, Anhui Province, PRC. Accordingly, our Company's 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 "Summary of the Articles of Association of the Company" in Appendix III to this Document.

Our Company has established a principal place of business in Hong Kong SAR at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong. Our Company [has] been registered with the Registrar of Companies in Hong Kong SAR as a non-Hong Kong company under Part 16 of the Companies Ordinance. Ms. Au Ching (歐正), one of our joint company secretaries, has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of our Company in Hong Kong SAR. The address for the service of process is the same as our principal place of business in Hong Kong SAR.

#### 2. Changes in Share Capital of Our Company

As of the date of our establishment, our registered capital was US\$200,000. On December 11, 2025, our Company was converted into a joint stock company with limited liability under the Company Law. Upon completion of such conversion, the share capital of our Company was RMB27,181,724 divided into 27,181,724 Shares with a nominal value of RMB1.00 each. The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this Document:

On December 24, 2025, the registered capital of our Company increased from RMB27,181,724 to RMB30,886,218.

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

#### 3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountant's Report as set out in Appendix I to this Document.

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

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### 4. Resolutions of Our Shareholders in Relation to the [REDACTED]

At the general meeting of our Company held on January 13, 2026, among other things, the following resolutions were passed by the Shareholders:

- (i) the [REDACTED] by our Company of [REDACTED] of the nominal value of RMB1.00 each and such [REDACTED] be [REDACTED] on the Stock Exchange;
- (ii) that the number of [REDACTED] to be [REDACTED] shall not be more than 25% of the total issued share capital of our Company as enlarged by the [REDACTED] (without taking into account the [REDACTED] which may be [REDACTED] pursuant to the exercise of the [REDACTED]), and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED] of the number of [REDACTED] [REDACTED] pursuant to the [REDACTED];
- (iii) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and other relevant regulatory authorities;
- (iv) authorization of the Board and its authorized persons to amend the resolutions in accordance with the requirements of competent regulatory authorities, and deal with the specific implementation; and
- (v) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED].

### 5. Restriction on Share Repurchases

For details of the restrictions on the share repurchase by our Company, please refer to "Summary of the Articles of Association of the Company" in Appendix III to this Document.

### 6. Corporate Reorganization

We have not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of the history and development of our Company, see "History, Development and Corporate Structure".

### 7. Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) has been entered into by us within the two years preceding the date of this Document and are or may be material:

- (a) [REDACTED]

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**8. Intellectual Property Rights of Our Group**

*(a) Patents*

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

| No. | Patent                                                                                                              | Patentee    | Place of Registration | Patent Number  | Grant Date     |
|-----|---------------------------------------------------------------------------------------------------------------------|-------------|-----------------------|----------------|----------------|
| 1.  | Image defect detection and processing method (一種圖像壞點檢測及處理方法)                                                        | Our Company | PRC                   | 201610654219.2 | July 10, 2018  |
| 2.  | Adaptive shared bus startup acceleration method for multi-processor systems (一種多處理器系統的自適應共享總線啟動加速方法)                | Our Company | PRC                   | 201510398960.2 | July 13, 2018  |
| 3.  | Dynamic frequency scaling method based on multi-processor systems (基於多處理器的動態調頻方法)                                   | Our Company | PRC                   | 201510709459.3 | March 26, 2019 |
| 4.  | Illumination estimation method for image color constancy (一種圖像色彩恒常性的光照估計方法)                                         | Our Company | PRC                   | 201610537416.6 | June 25, 2019  |
| 5.  | Node device and scheduling control method and medium for wireless self-organizing networks (無線自組織網絡的節點裝置及調度控制方法和介質) | Our Company | PRC                   | 201711093530.5 | April 6, 2021  |

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| <b>No.</b> | <b>Patent</b>                                                                                                          | <b>Patentee</b> | <b>Place of Registration</b> | <b>Patent Number</b> | <b>Grant Date</b> |
|------------|------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------------|----------------------|-------------------|
| 6.         | Communication method, communication device, and medium for wireless self-organizing networks (無線自組織網絡的通信方法和通信裝置及介質)    | Our Company     | PRC                          | 201711093532.4       | December 8, 2020  |
| 7.         | Hybrid automatic repeat request method and device (一種混合自動重傳請求方法及裝置)                                                    | Our Company     | PRC                          | 201810255489.5       | June 22, 2021     |
| 8.         | Adaptive retransmission merging method, system, and medium in wireless communication systems (無線通訊系統中自適應重傳合併方法、系統及介質)  | Our Company     | PRC                          | 201910407387.5       | December 24, 2021 |
| 9.         | Radar signal detection method, system, and medium in wireless communication systems (無線通訊系統中雷達信號檢測的方法、系統及介質)           | Our Company     | PRC                          | 201910376277.7       | June 15, 2021     |
| 10.        | Configurable activation function device and method for deep learning hardware accelerators (適用於深度學習硬件加速器的可配置激活函數裝置及方法) | Our Company     | PRC                          | 201910344947.7       | September 7, 2021 |

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| <b>No.</b> | <b>Patent</b>                                                                                                                  | <b>Patentee</b> | <b>Place of Registration</b> | <b>Patent Number</b> | <b>Grant Date</b> |
|------------|--------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------------|----------------------|-------------------|
| 11.        | Configurable precision convolution hardware structure for deep learning hardware accelerators (適用於深度學習硬件加速器的可配置精度的卷積硬件結構)      | Our Company     | PRC                          | 201910310573.7       | November 16, 2021 |
| 12.        | Node device and scheduling control method and medium for wireless self-organizing networks (repeated) (無線自組織網絡的節點裝置及調度控制方法和介質) | Our Company     | PRC                          | 202011299770.2       | April 26, 2022    |
| 13.        | Node device and scheduling control method and medium for wireless self-organizing networks (repeated) (無線自組織網絡的節點裝置及調度控制方法和介質) | Our Company     | PRC                          | 202011299767.0       | July 8, 2022      |
| 14.        | Robot vacuum full coverage path planning method (一種掃地機全覆蓋路徑規劃方法)                                                               | Our Company     | PRC                          | 201811616404.8       | October 11, 2022  |
| 15.        | Multi-precision neural network model implementation method and system (多精度神經網絡模型實現方法及系統)                                       | Our Company     | PRC                          | 202110753398.6       | November 8, 2022  |
| 16.        | Adaptive timing dynamic comparator (一種無線自組織網絡的多用戶測距方法及系統)                                                                      | Our Company     | PRC                          | 202110752864.9       | November 15, 2022 |

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| <b>No.</b> | <b>Patent</b>                                                                                                                       | <b>Patentee</b> | <b>Place of Registration</b> | <b>Patent Number</b> | <b>Grant Date</b> |
|------------|-------------------------------------------------------------------------------------------------------------------------------------|-----------------|------------------------------|----------------------|-------------------|
| 17.        | Multi-user ranging method and system for wireless self-organizing networks (自適應時序的動態比較器)                                            | Our Company     | PRC                          | 201910474197.5       | April 14, 2023    |
| 18.        | Method and medium for eliminating lateral chromatic aberration in lenses implemented on image processors (基於圖像處理器實現的消除鏡頭橫向色差的方法及介質) | Our Company     | PRC                          | 202010022469.0       | May 23, 2023      |
| 19.        | Phase-locked loop anti-frequency overshoot circuit (鎖相環防頻率過沖電路)                                                                     | Our Company     | PRC                          | 201910300471.7       | May 23, 2023      |
| 20.        | Infrared image super-resolution reconstruction method based on deep neural networks (一種基於深度神經網絡的紅外圖像超分辨率重建方法)                       | Our Company     | PRC                          | 202210446873.X       | May 3, 2024       |
| 21.        | Infrared image super-resolution reconstruction method based on channel-separated deep neural networks (一種基於通道分離深度神經網絡的紅外圖像超分辨率重建方法) | Our Company     | PRC                          | 202211234391.4       | July 25, 2025     |

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**(b) Trademarks**

*(i) Registered Trademarks*

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

| No. | Trademark                                                                           | Place of Registration | Registration No. | Registered Owner | Class | Registration Date | Expiry Date       |
|-----|-------------------------------------------------------------------------------------|-----------------------|------------------|------------------|-------|-------------------|-------------------|
| 1.  | RobotEye                                                                            | PRC                   | 37157173         | Our Company      | 9     | February 28, 2020 | February 27, 2030 |
| 2.  | RobotEye                                                                            | PRC                   | 37155979         | Our Company      | 35    | February 21, 2020 | February 20, 2030 |
| 3.  | RobotEye                                                                            | PRC                   | 37145078         | Our Company      | 38    | November 28, 2019 | November 27, 2029 |
| 4.  | RobotEye                                                                            | PRC                   | 37161277         | Our Company      | 42    | February 21, 2020 | February 20, 2030 |
| 5.  |   | PRC                   | 37144847         | Our Company      | 9     | May 07, 2020      | May 06, 2030      |
| 6.  |  | PRC                   | 37155972         | Our Company      | 35    | December 21, 2019 | December 20, 2029 |
| 7.  |  | PRC                   | 37151457         | Our Company      | 38    | December 21, 2019 | December 20, 2029 |
| 8.  |  | PRC                   | 37165658         | Our Company      | 42    | January 28, 2020  | January 27, 2030  |
| 9.  |  | PRC                   | 37152984         | Our Company      | 9     | May 07, 2020      | May 06, 2030      |
| 10. |  | PRC                   | 37149630         | Our Company      | 35    | March 14, 2020    | March 13, 2030    |
| 11. |  | PRC                   | 37145107         | Our Company      | 42    | March 14, 2020    | March 13, 2030    |

*(ii) Trademarks under Application*

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

| No. | Trademark                                                                           | Place of Registration | Application No. | Applicant   | Class | Application Date  |
|-----|-------------------------------------------------------------------------------------|-----------------------|-----------------|-------------|-------|-------------------|
| 1.  |  | Hong Kong             | T017093281      | Our Company | 16    | December 31, 2025 |

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*(c) Copyrights*

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

| No. | Copyright Name                                                                           | Version | Owner                                     | Copyright Number | Registration Date | Place of Registration |
|-----|------------------------------------------------------------------------------------------|---------|-------------------------------------------|------------------|-------------------|-----------------------|
| 1.  | Coolchip AR8030 PC-Tool Management Platform (酷芯AR8030 PC-Tool管理平臺)                       | V1.0.2  | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520293    | April 18, 2024    | PRC                   |
| 2.  | Coolchip ARFaceManager Management Platform (酷芯ARFaceManager 管理平臺)                        | V1.8.7  | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520295    | April 18, 2024    | PRC                   |
| 3.  | Coolchip Image Objective Quality Testing Automation Control System (酷芯 圖像客觀質量測試 自動化控制系統) | V1.0.3  | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520292    | April 18, 2024    | PRC                   |
| 4.  | Coolchip Intelligent TOF Passenger Flow Statistics System (酷芯智能TOF客流 統計系統)               | V2.0.1  | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520289    | April 18, 2024    | PRC                   |
| 5.  | Coolchip SDK Graphical Configuration Development System (酷芯SDK圖形化配置 開發系統)                | V1.0    | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520296    | April 18, 2024    | PRC                   |
| 6.  | Coolchip Infrared Sight Application System (酷芯紅外瞄具 應用系統)                                 | V1.0.0  | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520288    | April 18, 2024    | PRC                   |

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| No. | Copyright Name                                                               | Version  | Owner                                     | Copyright Number | Registration Date | Place of Registration |
|-----|------------------------------------------------------------------------------|----------|-------------------------------------------|------------------|-------------------|-----------------------|
| 7.  | Coolchip Product Mass Production Testing Software (酷芯產品量產測試軟件)               | V1.0     | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520294    | April 18, 2024    | PRC                   |
| 8.  | Coolchip AR9341 Image Quality Debugging Software (酷芯AR9341圖像質量調試軟件)          | V0.16.01 | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520291    | April 18, 2024    | PRC                   |
| 9.  | Coolchip AR9411 Image Quality Debugging Software (酷芯AR9411圖像質量調試軟件)          | V0.16.01 | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520290    | April 18, 2024    | PRC                   |
| 10. | Coolchip Studio Toolchain Development Platform (酷芯Studio工具鏈開發平臺)             | V1.0     | Our Company, Shanghai Kuxin Semiconductor | 2024SR0520287    | April 18, 2024    | PRC                   |
| 11. | Coolchip Intelligent Panel Access Control System (酷芯智能面板機門禁系統)               | V1.2     | Our Company                               | 2022SR1157293    | August 17, 2022   | PRC                   |
| 12. | Coolchip FPV Drone Interface Software (酷芯FPV無人機界面軟件)                         | V1.0     | Our Company, Shanghai Kuxin Semiconductor | 2025SR2506549    | December 26, 2025 | PRC                   |
| 13. | Coolchip AR8030 Android-Tool Management Platform (酷芯AR8030 Android-Tool管理平臺) | V1.0.3   | Our Company, Shanghai Kuxin Semiconductor | 2025SR2509437    | December 26, 2025 | PRC                   |
| 14. | Coolchip Host Computer SDK Software (酷芯AR8030上位機SDK軟件)                       | V1.0.2   | Our Company, Shanghai Kuxin Semiconductor | 2025SR2509446    | December 26, 2025 | PRC                   |

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*(d) Domain Name*

As of the Latest Practicable Date, we had registered and maintained ownership to the following domain name in the PRC which we consider to be or may be material to our business:

| No. | Domain     | Registered Owner | Registration Date | Expiry Date       |
|-----|------------|------------------|-------------------|-------------------|
| 1.  | artosyn.cn | Our Company      | February 25, 2016 | February 25, 2026 |

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

**B. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Directors**

*(i) Disclosure of Interests*

Save as disclosed below, immediately following completion of the [REDACTED] and the [REDACTED] into [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in our Shares, underlying shares and debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

| Name                    | Positions | Nature of Interest                   | Description of Shares | Shares held immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised) |                                      |                                      |                                                  |
|-------------------------|-----------|--------------------------------------|-----------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|--------------------------------------|--------------------------------------------------|
|                         |           |                                      |                       | As of the Latest Practicable Date                                                                                                | Number of Shares held <sup>(1)</sup> | Number of Shares held <sup>(1)</sup> | % of shareholding in the H Shares <sup>(2)</sup> |
| Mr. Yao <sup>(3)</sup>  | Director  | Beneficial owner                     | Unlisted Shares       | 2,130,882                                                                                                                        | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |
|                         |           | Interests in controlled corporation  | Unlisted Shares       | 900,000                                                                                                                          | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |
|                         |           | Interest of person acting in concert | Unlisted Shares       | 7,113,537                                                                                                                        | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |
| Dr. Shen <sup>(3)</sup> | Director  | Beneficial owner                     | Unlisted Shares       | 2,356,287                                                                                                                        | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |
|                         |           | Interests in controlled corporation  | Unlisted Shares       | 2,802,096                                                                                                                        | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |
|                         |           | Interest of person acting in concert | Unlisted Shares       | 4,986,036                                                                                                                        | [REDACTED]                           | [REDACTED]                           | [REDACTED]                                       |

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| Name                     | Positions | Nature of Interest                   | Description of Shares | Number of Shares held <sup>(1)</sup> | Shares held immediately following the completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised) |                                                  |                                                                                   |
|--------------------------|-----------|--------------------------------------|-----------------------|--------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------------------------------------|
|                          |           |                                      |                       |                                      | Number of Shares held <sup>(1)</sup>                                                                                             | % of shareholding in the H Shares <sup>(2)</sup> | % of shareholding in the total issued share capital of our Company <sup>(2)</sup> |
| Mr. Zhong <sup>(3)</sup> | Director  | Beneficial owner                     | Unlisted Shares       | 1,955,154                            | [REDACTED]                                                                                                                       | [REDACTED]                                       | [REDACTED]                                                                        |
|                          |           | Interest of person acting in concert | Unlisted Shares       | 8,189,265                            | [REDACTED]                                                                                                                       | [REDACTED]                                       | [REDACTED]                                                                        |

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] and [REDACTED] in issue immediately upon completion of the [REDACTED] and the [REDACTED] (assuming the [REDACTED] is not exercised).
- (3) As of the Latest Practicable Date, Mr. Yao, Dr. Shen, Mr. Zhong, Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan directly held 2,130,882 Shares, 2,356,287 Shares, 1,955,154 Shares, 1,437,066 Shares, 1,365,030 Shares and 900,000 Shares, respectively. Pursuant to the Concert Party Agreement entered into among Mr. Yao, Dr. Shen, Mr. Zhong, Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan (together, the “Concert Parties”) dated January 5, 2026, all the Concert Parties (i) have acknowledged and confirmed that, since January 1, 2017 (or in the cases of Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan, since their respective establishment in 2019), they have been acting in concert in matters in relation to, inter alia, the Company’s operation and management, and exercising the Shareholders’ rights, including but not limited to the right vote at general meetings of our Company and the right to propose resolutions, in accordance with the consensus achieved among them, (ii) agreed to continue such acting in concert relationship so long as they are directly or indirectly interested or hold directorship of the Company, and (iii) Shanghai Lingmou, Shanghai Huimou and Shanghai Jixuan shall act in accordance with the consensus achieved among Mr. Yao, Dr. Shen, Mr. Zhong. As such, each of the Concert Parties is deemed to be interested in the Shares the other is interested under the SFO.

(ii) Particulars of Service Contracts

Each of our Directors [has] entered into a service contract with our Company. The principal particulars of these service agreements are: (a) each of the agreements is for a term of three years following their respective appointment date; and (b) each of the agreements is subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules.

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

(iii) Directors’ Remuneration

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Directors and Five Highest Paid Individuals” and Notes 8 and 9 to the Accountants’ Report as set out in Appendix I to this Document.

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### 2. Substantial Shareholders

#### (i) Interest in the Shares of Our Company

For information on the persons who will, immediately following the completion of the [REDACTED], having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be entitled to exercise, or control the exercise of, 10% or more of the voting power at any meeting of our Company, see "Substantial Shareholders."

Save as disclosed in the section headed "Substantial Shareholders" in this Document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED], having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be entitled to exercise, or control the exercise of, 10% or more of the voting power at any general meeting of our Company.

#### (ii) Interest in the Shares of Our Company's Subsidiaries

As of the Latest Practicable Date, so far as our Directors are aware, no person (other than our Directors or chief executive of our Company) were 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 other member of our Group.

### 3. Disclaimers

- (i) Save as disclosed in "History, Development and Corporate Structure" and this Appendix, none of our Directors or any of the parties listed in "— E. Other Information — 7. Qualifications and Consents of Experts" in this section:
  - (a) is interested in our promotion, or in any assets which, within the two years immediately preceding the date of this Document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or
  - (b) is materially interested in any contract or arrangement subsisting at the date of this Document that is significant in relation to our business;
- (ii) Save as disclosed in this Appendix and in connection with the [REDACTED], none of the parties listed in "— E. Other Information — 7. Qualifications and Consents of Experts" in this section:
  - (a) is interested legally or beneficially in any Shares in any member of our Group; or
  - (b) has any right (whether legally enforceable or not) to [REDACTED] or to nominate persons to [REDACTED] any securities in any member of our Group;

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- (iii) None of our Directors or their close associates or any Shareholders of our Company who, to the knowledge of our Directors, owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and
- (iv) Save as disclosed in "Substantial Shareholders," none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the [REDACTED] are [REDACTED] on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

### C. [REDACTED] EMPLOYEE INCENTIVE SCHEME

The following is a summary of the principal terms of a [REDACTED] employee incentive scheme (the "Scheme"), which were approved and adopted by the Company on October 10, 2024. Given the underlying Shares under the Scheme had already been issued by the Company to the relevant [REDACTED] Employee Incentive Platforms in accordance with terms of the Scheme, there will not be any dilution effect on the issued share capital at our Company. The terms of the Scheme are not subject to the provisions of Chapter 17 of the Listing Rules as the Scheme does not involve the grant of share awards by our Company to [REDACTED] [REDACTED] after the [REDACTED].

Under the Scheme, Eligible Participants (as defined below) were granted partnership interests in the [REDACTED] Employee Incentive Platforms, namely Shanghai Huimou, Shanghai Lingmou, Shanghai Jixuan and Shanghai Yuegan. For further details of the [REDACTED] Employee Incentive Platform, please refer to "History, Development and Corporate Structure — Employee Incentive Platforms" in this Document.

#### (a) Purpose

The main purpose of the Scheme is to improve the governance structure of the Company, establish a long-lasting incentive mechanism of the Company, in order to enhance its cohesion and promote its continued growth, balancing the long-term interests of both employees and the Company.

#### (b) Administration

The Scheme shall be reviewed, amended and terminated by the Board. A department designated by the executive chief officer of our Company shall serve as the standing executive management body for the Scheme, responsible for their implementations.

The respective general partners of each [REDACTED] Employee Incentive Platform shall be responsible for the administration of each [REDACTED] Employee Incentive Platform and may exercise the voting rights attaching to the Shares held by them.

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### (c) Eligible Participants

Persons eligible to participate in the Scheme include the following:

- i. Current senior management personnel and core research and development staff who have made outstanding contributions to the Company's development;
- ii. Current personnel with development potential who are essential for the Company's future sustainable growth;
- iii. Senior management personnel and research and development staff whose recruitment is imperative for the Company's future sustainable development; and
- iv. Other employees deemed worthy of incentive by the department designated by the executive chief officer of our Company for their positive impact on the Company's operational performance and future development.

### (d) Transfer and Sale Restrictions

Prior to the [REDACTED], in accordance with the terms of the Scheme, no Eligible Participant shall in any way transfer his or her partnership interest in the [REDACTED] Employee Incentive Platforms without the consent of the relevant general partner of each [REDACTED] Employee Incentive Platform.

After the [REDACTED] and the Shares are free of other applicable sale restrictions, and subject to applicable laws, rules, regulations and requirements by securities regulators and relevant stock exchange, Eligible Participants shall remain subject to certain sale restrictions as stipulated in the terms of the Scheme, which stipulate that a 10-day written notice is required for any proposed disposal of the Shares representing interests owned by the Eligible Participant.

## D. 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 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 and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against us, that would have a material adverse effect on our financial condition or results of operations.

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## STATUTORY AND GENERAL INFORMATION

### 3. The Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] for the [REDACTED] of, and permission to [REDACTED], the [REDACTED] and the [REDACTED] 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 3A.07 of the Listing Rules.

The total amount of sponsor's fee in connection with the [REDACTED] is USD500,000.

### 4. Compliance Advisor

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

### 5. Preliminary Expenses

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

### 6. Taxation of Holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong SAR 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 Exchange. The current rate of Hong Kong SAR 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.

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### 7. Qualifications and Consents of Experts

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

| <b>Name</b>                                                     | <b>Qualifications</b>                                                                                                                                                                                                                                                                                                                         |
|-----------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Huatai Financial Holdings (Hong Kong) Limited</b>            | A 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) regulated activities under the SFO |
| <b>Jingtian &amp; Gongcheng</b>                                 | PRC Legal Advisor                                                                                                                                                                                                                                                                                                                             |
| <b>Frost &amp; Sullivan (Beijing) Inc., Shanghai Branch Co.</b> | Industry Consultant                                                                                                                                                                                                                                                                                                                           |
| <b>KPMG</b>                                                     | Certified Public Accountants<br><br>Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance                                                                                                                                                                                     |
| <b>Commerce &amp; Finance Law Offices</b>                       | Legal advisors to our Company as to U.S. Outbound Investment Rule, U.S. export control and international sanctions                                                                                                                                                                                                                            |

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 [REDACTED] or to nominate persons to [REDACTED] securities in any member of our Group.

### 8. Promoters

The promoters of our Company are all of the then Shareholders as of December 11, 2025, 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 nor are any proposed to be paid, allotted or given to the promoters named above in connection with the [REDACTED] and the related transactions described in this Document.

### 9. 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

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### 10. Binding Effect

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

### 11. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial, trading position or prospects since September 30, 2025 being the date of our combined financial statements as set out in "Accountants' Report" in Appendix I to this Document up to the date of this Document.

### 12. Miscellaneous

- (i) Save as disclosed in "History, Development and Corporate Structure" and this Appendix and in connection with the [REDACTED], within the two years immediately preceding the date of this Document:
  - (a) no share or loan capital of our Company or any of its subsidiaries has been issued nor agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (b) no commissions, discounts, brokerage fee 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;
  - (c) no Share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option; and
  - (d) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions of any share in our Company or any of our subsidiaries;
- (ii) We have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (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) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this Document;
- (vi) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong SAR from outside Hong Kong SAR;

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- (vii) No part of the equity or debt securities of our Company or any member of our Group, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought; and
  
- (viii) Our Company has no outstanding convertible debt securities or debentures.