
APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(A) FURTHER INFORMATION ABOUT OUR GROUP

1 Establishment

Our Company (or its predecessor) was established as a limited liability company under the laws of the PRC on April 22, 2004, and was converted into a joint stock limited company on September 9, 2011. Our Company completed the listing of our A Shares on the Shanghai Stock Exchange (stock code: 601689) in March 2015.

Our registered office is located at 268 Yuwangshan Road, Beilun District, Ningbo, Zhejiang Province, PRC. Our Company has established a principal place of business in Hong Kong at 40th Floor, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong, and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [•], 2026. Ms. ZHENG Hongyi (鄭泓懌) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As the Company was incorporated in the PRC, its operations 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 the Articles of Association is set out in Appendix IV and V to this document, respectively.

2 Changes in Share Capital of our Company

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

- (a) On July 19, 2024, pursuant to a shareholders’ resolution, the Share capital of our Company was increased from RMB1,162,775,947 to RMB1,686,025,123 as a result of conversion of capital reserve; and
- (b) Pursuant to the convertible bonds issued by our Company and listed on the Shanghai Stock Exchange on August 12, 2022 (stock code: 113061, the “2022 Convertible Bonds”), the period for conversion by way of our Company issuing new Shares was between January 20, 2023 and July 13, 2028. The 2022 Convertible Bonds were delisted on March 14, 2025. During the conversion period between January 20, 2023 and March 13, 2025, a total of 51,813,728 A Shares were issued pursuant to the conversion of the 2022 Convertible Bonds. As such, our Company’s registered share capital was overall increased by RMB51,813,728. As of the Latest Practicable Date, the total issued share capital of our Company was RMB1,737,835,580, comprising of 1,737,835,580 A Shares with a nominal value of RMB1.00 each.

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3 Changes in Share Capital of our Subsidiaries

Details of the changes in the share capital of our Company’s subsidiaries within the two years immediately preceding the date of this document are set out below:

(i) Incorporation

<u>Name of subsidiary</u>	<u>Place of incorporation</u>	<u>Date of incorporation</u>	<u>Registered capital</u>
Fuzhou Tuopu Automotive Parts Co., Ltd. (福州拓普汽車部件有限公司)	PRC	July 16, 2024	RMB20,000,000
Anqing Tuowei Automotive Parts Co., Ltd. (安慶拓為汽車部件有限公司)	PRC	September 13, 2024	RMB10,000,000
Ningbo Tuopu Drive Co., Ltd. (寧波拓普驅動有限公司)	PRC	January 16, 2025	RMB200,000,000
Ningbo Lingyu Tactile Co., Ltd. (寧波靈禦觸覺有限公司)	PRC	March 21, 2025	RMB48,000,000
Ningbo Lingyu Robot Parts Co., Ltd. (寧波靈禦機器人部件有限公司)	PRC	August 11, 2025	RMB50,000,000

(ii) Alteration in registered capital

- (a) On September 26, 2025, the registered capital of Wuhu Tuopu Automotive Parts Co., Ltd. (蕪湖拓普汽車部件有限公司) was increased from RMB43,500,000 to RMB200,000,000.

(iii) Deregistration

<u>Name of subsidiary</u>	<u>Place of incorporation</u>	<u>Registered capital</u>	<u>Date of incorporation</u>	<u>Date of deregistration</u>
Shenyang Bogsituopu Automotive Parts Co., Ltd. (瀋陽博格思拓普汽車零部件有限公司)	PRC	RMB3,000,000	November 12, 2020	July 25, 2024
Shanghai Tuowei Automotive Technology Co., Ltd. (上海拓為汽車技術有限公司)	PRC	RMB121,000,000	April 30, 2015	March 19, 2025
Linshui Tuopu Photovoltaic Technology Co., Ltd. (鄰水拓普光伏科技有限公司)	PRC	RMB20,000,000	March 21, 2023	August 7, 2025
Suining Tuopu Photovoltaic Technology Co., Ltd. (遂寧拓普光伏科技有限公司)	PRC	RMB10,000,000	March 21, 2023	August 8, 2025
Tuopu Intelligent Photovoltaic Technology (Shenyang) Co., Ltd. (拓普智能光伏科技(瀋陽)有限公司)	PRC	RMB10,000,000	March 20, 2023	August 8, 2025
Liuzhou Tuopu Photovoltaic Technology Co., Ltd. (柳州拓普光伏科技有限公司)	PRC	RMB10,000,000	March 20, 2023	March 24, 2026

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

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4 Resolutions Passed by Our Shareholders’ General Meeting in Relation to the [REDACTED]

At the extraordinary general meeting of the Shareholders held on March 24, 2026, the following resolutions, among other things, were duly passed:

- (a) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be issued before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged share capital of our Company upon completion of the [REDACTED] and granting the [REDACTED] the [REDACTED] of no more than 15% of the above number of H Shares to be issued;
- (c) subject to the completion of the [REDACTED], the Articles of Association has been approved and adopted, which shall only become effective on the [REDACTED], and our Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and
- (d) authorizing our Board and its authorized persons to handle all relevant matters relating to, among other things, the [REDACTED], the issue of H Shares and the [REDACTED].

(B) FURTHER INFORMATION ABOUT OUR BUSINESS

1 Summary of Material Contracts

The following are contracts (not being contracts entered into in the ordinary course of business) entered into by any member of our Group within the two years immediately preceding the date of this document that are or may be material:

- (a) [the [REDACTED]].

2 Our Material Intellectual Property Rights

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

(a) 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 Owner	Place of Registration	Class	Registration Number	Expiry Date
1		Our Company	PRC	12	70905098	2035-02-06
2		Our Company	PRC	12	1071922	2027-07-20
3		Our Company	PRC	12	1071924	2027-07-20
4		Our Company	PRC	12	1071923	2027-07-20
5		Our Company	Canada, Japan, Malaysia, Mexico, Sweden, United States	12	1641053	2031-11-24
6		Our Company	European Union, Malaysia, Japan	12	1632629	2031-09-15

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No.	Trademark	Registered Owner	Place of Registration	Class	Registration Number	Expiry Date
7		Our Company	Brazil, Canada, European Union, Japan, Malaysia, Mexico, United States	12	1632631	2031-09-15
8		Our Company	Brunei, Cambodia, India, Indonesia, Israel, Laos, Pakistan, Philippines, Singapore, Thailand, Turkey, UAE, Vietnam, Brunei, India, Pakistan, Singapore	12	1841544	2034-11-30
9		Our Company	Germany, France, Italy, Russia, Egypt, Poland, Ukraine, Belarus, Denmark, Lithuania	12	810413	2033-08-01
10		Our Company	Madrid Protocol	12	859331	2035-05-12
11		Our Company	United States	12	2799932	2033-12-30
12		Our Company	Mexico	12	912930	2025-10-11
13		Our Company	Canada	12	TMA651292	2030-10-25
14		Our Company	Brazil	12	911289240	2028-05-15
15		Our Company	Brazil	12	911289534	2028-05-15

(b) Patents

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

No.	Patent	Registered Owner	Place of Registration	Type	Patent Number	Application Date	Expiry Date
1	An electronic brake booster with a sliding screw structure (一種裝有滑動絲桿結構的電子剎車助力裝置)	Ningbo Ushone Wire Control Chassis Co., Ltd. (寧波域想線控底盤有限公司)	PRC	Invention Patent	2015105994802	2015-09-18	2035-09-17
2	An electronic brake booster with a ball screw structure (一種裝有滾珠絲桿結構的電子剎車助力裝置)	Ningbo Ushone Wire Control Chassis Co., Ltd. (寧波域想線控底盤有限公司)	PRC	Invention Patent	2015106000264	2015-09-18	2035-09-17
3	An integrated electromechanical magnetic brake assist device (一種機電磁一體化制動助力裝置)	Ningbo Ushone Wire Control Chassis Co., Ltd. (寧波域想線控底盤有限公司)	PRC	Invention Patent	201510890617X	2015-12-07	2035-12-06
4	A brushless electronic vacuum pump device for automobiles (一種汽車的無刷電子真空泵裝置)	Our Company	PRC	Invention Patent	2018100551623	2018-01-19	2038-01-18
5	Device and method for testing current response time of automobile solenoid valves (一種汽車電磁閥的電流回應時間測試裝置及測試方法)	Ningbo Ushone Wire Control Chassis Co., Ltd. (寧波域想線控底盤有限公司)	PRC	Invention Patent	2019111868487	2019-11-28	2039-11-27
6	A testing device for sealing performance, pressure resistance and opening pressure of automobile solenoid valves (一種汽車電磁閥密封性、耐壓及開啟壓力測試裝置)	Ningbo Ushone Wire Control Chassis Co., Ltd. (寧波域想線控底盤有限公司)	PRC	Invention Patent	201911186747X	2019-11-28	2039-11-27

THIS DOCUMENT IS IN DRAFT FORM. THE INFORMATION CONTAINED HEREIN IS INCOMPLETE AND IS SUBJECT TO CHANGE. THIS DOCUMENT MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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No.	Patent	Registered Owner	Place of Registration	Type	Patent Number	Application Date	Expiry Date
7	Preloading tooling and process for bypass check valve of solenoid valve in automobile braking system(一種汽車制動系統電磁閥旁通單向閥預壓工裝及工藝)	Our Company	PRC	Invention Patent	2020106434599	2020-07-07	2040-07-06
8	An integrated air supply unit for air suspension (一種空氣懸吊的集成式供氣單元)	Our Company	PRC	Invention Patent	2022103216144	2022-03-30	2042-03-29
9	A dual-redundancy drive-by-wire pneumatic-hydraulic braking system(一種雙冗餘型線控氣液制動系統)	Our Company	PRC	Invention Patent	2022110501701	2022-08-31	2042-08-30
10	An electronically controlled active suspension system (一種電控式主動懸吊系統)	Our Company	PRC	Invention Patent	2023114824769	2023-11-08	2043-11-07
11	A linear drive active suspension system(一種直線驅動式主動懸吊系統)	Our Company	PRC	Invention Patent	2023114789182	2023-11-08	2043-11-07
12	Automobile intelligent temperature control system and control method based on vortex tube and electronic expansion valve(基於渦流管與電子膨脹閥的汽車智能溫控系統及控制方法)	Our Company	PRC	Invention Patent	2025106173252	2025-05-14	2045-05-13
13	Installation tooling and assembly process for piston arm circlip of automobile air supply unit(一種汽車空氣供給單元的活塞臂卡簧安裝工裝及裝配工藝)	Our Company	PRC	Invention Patent	2025111006777	2025-08-07	2045-08-06
14	An automobile thermal management system based on R290 refrigerant(一種基於R290 冷凍劑的汽車熱管理系統)	Our Company	PRC	Invention Patent	202510428554X	2025-04-08	2045-04-08
15	An integrated heat exchanger module for automobile thermal management system(一種汽車熱管理系統的集成式換熱器模組)	Our Company	PRC	Invention Patent	2025104284570	2025-04-08	2045-04-08
16	A water valve for thermal management system of new energy electric vehicles(一種新能源電動汽車熱管理系統用水閥)	Our Company	PRC	Invention Patent	2021109189184	2021-08-11	2041-08-11
17	A gas-liquid separator for automobile air conditioning thermal management system(一種汽車空調熱管理系統用的氣液分離器)	Our Company	PRC	Invention Patent	2022109313152	2022-08-04	2042-08-04
18	A annular multi-channel spool structure and water valve(一種環型多通路閥芯結構及水閥)	Our Company	PRC	Invention Patent	2022113446284	2022-10-31	2042-10-31
19	An electronic expansion valve with buffering effect(一種具有緩衝效果的電子膨脹閥)	Our Company	PRC	Invention Patent	202011578290X	2020-12-29	2040-12-29

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No.	Patent	Registered Owner	Place of Registration	Type	Patent Number	Application Date	Expiry Date
20	A balance block structure for motor of automobile electronic cooling water pump(一種汽車電子冷卻水泵電機的平衡塊結構)	Our Company	PRC	Invention Patent	2017108065949	2017-09-08	2037-09-08
21	An anti-seizing worm gear device for electric power steering(一種電動助力轉向防咬死蝸桿裝置)	Our Company	PRC	Invention Patent	2015100842998	2015-02-16	2035-02-16
22	A decoupling device for steering wheel game system(一種方向盤遊戲系統的解耦裝置)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	2020108948614	2020-08-31	2040-08-31
23	An angle limiting device for drive-by-wire steering system(一種線控轉向系統角度限位裝置)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	2020110717497	2020-10-09	2040-10-09
24	A motor torque harmonic compensation method for electric power steering system(一種用於電動助力轉向系統的電機力矩諧波補償方法)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	2020111092657	2020-10-16	2040-10-16
25	A load motor control method for fatigue test bench of worm gear(一種蝸輪蝸杆疲勞台的負載電機控制方法)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	2020114724659	2020-12-14	2040-12-14
26	A casting die for vertical extruder(一種立式擠壓機鑄造模具)	Our Company	PRC	Invention Patent	ZL 201911307266.X	2019-12-18	2039-12-17
27	A double-station bending device for asymmetric U-shaped parts(一種非對稱 U 形件的雙工位折彎裝置)	Our Company	PRC	Invention Patent	ZL 201310201047X	2013-05-28	2033-05-27
28	A wear test tooling for ball hinge(一種球鉸鏈的磨損試驗工装)	Our Company	PRC	Invention Patent	ZL 2016101374487	2016-03-11	2036-03-10
29	A torsion-proof assembly tooling for rear hydraulic bushing of automobile front lower control arm(一種汽車前下控制臂後液壓襯套防扭轉裝配工装)	Our Company	PRC	Invention Patent	ZL 2016101367182	2016-03-11	2036-03-10
30	A general-purpose aluminum alloy automobile subframe structure(一種通用型鋁合金汽車副車架結構)	Our Company	PRC	Invention Patent	ZL 201710282489X	2017-04-26	2037-04-25
31	A multi-axis bench test device for suspension components(一種懸吊零部件多軸台架試驗裝置)	Our Company	PRC	Invention Patent	ZL 2019110665697	2019-11-04	2039-11-03
32	Forging die and forging process for aluminum alloy new energy cooling plate(一種鋁合金新能源冷卻板的鍛造模具及鍛造工藝)	Our Company	PRC	Invention Patent	ZL 2020107435832	2020-07-29	2040-07-28
33	A fatigue analysis method for high-precision spring arm(一種高精度彈簧臂疲勞分析方法)	Our Company	PRC	Invention Patent	ZL 2024119496430	2024-12-27	2044-12-26
34	A multi-elastomer material mount for vehicles(一種車用多彈性體材料懸置)	Our Company	PRC	Invention Patent	ZL 2012102010992	2012-06-19	2032-06-19

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35	A vacuum pumping device for injection rubber vulcanizing die(一種注射式橡膠硫化模具的抽真空裝置)	Our Company	PRC	Invention Patent	ZL 2014105978491	2014-10-31	2034-10-31
36	A hydraulic bushing(一種液壓襯套)	Our Company	PRC	Invention Patent	ZL 2014108271961	2014-12-30	2034-12-30
37	A motor mount for pure electric vehicles(一種純電汽車用電機懸置)	Our Company	PRC	Invention Patent	ZL 2017108199854	2017-09-13	2037-09-13
38	Device and method for measuring preload of automobile powertrain mounting system(一種測量汽車動力總成懸置系統預載的裝置及其測量方法)	Our Company	PRC	Invention Patent	ZL 2018110480200	2018-09-10	2038-09-10
39	A semi-active hydraulic mount(一種半主動液壓懸置)	Our Company	PRC	Invention Patent	ZL 2020113359126	2020-11-25	2040-11-25
40	A hydraulic bushing for automobile subframe(一種汽車副車架用液壓襯套)	Our Company	PRC	Invention Patent	ZL 2020113373000	2020-11-25	2040-11-25
41	A multi-chamber air spring(一種多腔空氣彈簧)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Invention Patent	ZL 2023109359678	2023-07-28	2043-07-28
42	A preparation method of rubber for air spring bladder(一種空氣彈簧囊皮用橡膠的製備方法)	Our Company	PRC	Invention Patent	ZL 2025101043182	2025-06-17	2045-06-17
43	A dual-chamber air spring piston structural part(一種雙氣室空氣彈簧活塞結構件)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2022222866270	2022-08-30	2032-08-30
44	An air spring durability testing mechanism(一種空氣彈簧耐久性測試機構)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2022223839798	2022-09-08	2032-09-08
45	A connection structure of damping cylinder and piston for air spring shock absorber(空氣彈簧減震器的減震筒與活塞的連接結構)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2022230537966	2022-11-17	2032-11-17
46	A bladder structure of composite air spring(一種複合式空氣彈簧的囊皮結構)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2024201030643	2024-01-16	2034-01-16
47	A double-station durability test bench for air springs(一種空簧雙工位耐久測試台架)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2024230541833	2024-12-11	2034-12-11
48	An abnormal noise-proof structure for air spring(一種空氣彈簧防異響結構)	Ningbo Tuopu Chassis SYSTEM Co., Ltd. (寧波拓普底盤系統有限公司)	PRC	Utility Model	ZL 2024230607991	2024-12-12	2034-12-12
49	A closed thin-shell front subframe(一種封閉式薄壁前副車架)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	201510852096.9	2015-11-30	2035-11-29
50	A lightweight front subframe for fuel vehicles and hybrid vehicles(一種燃油、混動車通用的輕量化前副車架)	Ningbo Tuopu Automotive Electronics	PRC	Invention Patent	201811651431.9	2018-12-31	2038-12-30

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51	A high-form multi-purpose modular rear subframe (一種高形態多用模組化後副車架)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	201910798959.7	2019-08-28	2039-08-27
52	A main beam for improving overall NVH performance of vehicle (一種增加車輛整體NVH能力的主梁)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	201910839238.6	2019-09-06	2039-09-05
53	A rear subframe with light weight and high load capacity(一種輕態高階負載能力的後副車架)	Zhejiang Tuowei Automotive Parts Co., Ltd.(浙江拓為汽車部件有限公司)	PRC	Invention Patent	201910820159	2019-08-31	2039-08-30
54	Slow-rebound polyurethane foam composite material for automobiles(汽車用慢回彈聚氨酯泡沫複合材料)	Our Company	PRC	Invention Patent	2014104244683	2014-08-26	2034-08-23
55	A fatigue strength test bench for automobile spare tire cover(汽車備胎蓋疲勞強度測試台)	Our Company	PRC	Invention Patent	2015100419128	2015-01-28	2035-01-25
56	Lightweight acoustic sound insulation material for motor encapsulation and preparation method thereof(一種輕量化電機包裹隔音材料及其製備方法)	Our Company	PRC	Invention Patent	2020101287057	2020-02-08	2040-02-05
57	An automatic hemming device for rear lower cover plate of automobile tailgate(一種汽車尾門下蓋板自動包邊裝置)	Our Company	PRC	Invention Patent	2020109792340	2020-09-17	2040-09-15
58	A pressing device for rear carpet assembly of automobile passenger cabin(汽車乘客艙後地毯組件壓合裝置)	Our Company	PRC	Invention Patent	202110179687X	2021-02-10	2041-02-08
59	Automobile interior substrate, preparation method of substrate and automobile interior parts(一種汽車內飾件基板、基板的製備方法及汽車內飾件)	Our Company	PRC	Invention Patent	2021111561832	2021-09-30	2041-09-28
60	A punching device for interior trim panel of automobile back door (一種汽車背門內飾板衝切裝置)	Our Company	PRC	Utility Model	202421637423X	2024-07-11	2034-07-09
61	A quick-change shared tooling bracket(一種快換式共享工裝支架)	Our Company	PRC	Invention Patent	2024110909160	2024-08-09	2044-08-07
62	A driving structure for switch button of automobile door panel (一種汽車門板開關按鈕驅動結構)	Our Company	PRC	Utility Model	2025200168773	2025-01-06	2035-01-04
63	An electrical hardware safety circuit for automated equipment (一種自動化設備的電氣硬體安全迴路)	Our Company	PRC	Utility Model	2025202829319	2025-02-21	2035-02-19
64	A simulation testing device for automobile spare tire cover(一種汽車備胎蓋模擬測試裝置)	Ningbo Tuopu Automotive Electronics	PRC	Invention Patent	2021105979884	2021-05-31	2041-05-29

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No.	Patent	Registered Owner	Place of Registration	Type	Patent Number	Application Date	Expiry Date
65	A thermal hemming device for automobile roof sunroof(一種汽車車頂天窗熱包邊裝置)	Ningbo Tuopu Automotive Electronics	PRC	Invention Patent	2021106899995	2021-06-22	2041-06-20
66	A hemming equipment for automobile roof(一種汽車車頂包邊設備)	Tuopu Electric Vehicle	PRC	Invention Patent	202210606443X	2022-05-31	2042-05-28
67	An automatic pressing machine for spring clip of front carpet footrest of automobile(汽車前地毯歇腳板彈簧卡片自動壓裝機)	Tuopu Skateboard	PRC	Invention Patent	202310946593X	2023-07-31	2043-07-28
68	A metal sheet pressing and soft edge coating device for automobile trunk carpet(汽車行李箱地毯金屬片壓裝及軟邊包覆裝置)	Tuopu Skateboard	PRC	Invention Patent	2024108514986	2024-06-28	2044-06-26

(c) Copyrights

As of the Latest Practicable Date, we had registered the following computer software copyrights which we consider to be material to our Group’s business:

No.	Copyright	Registered Owner	Place of Registration	Registration Number	Registration Date
1	Continuous Vibration Control Management Software(連續減震控制管理軟件)	Our Company	PRC	2024SR1830942	2024-11-19
2	Continuous Stiffness Control Management Software(連續剛度控制管理軟件)	Our Company	PRC	2024SR1831724	2024-11-19
3	Algorithm Software for Sinusoidal Signal Calibration of Resolver Sensor in Brushless DC Motor (直流無刷電機旋變傳感器正余弦信號校準演算法軟件)	Our Company	PRC	2024SR1819647	2024-11-19
4	CDC Equivalent Resistance Algorithm Software(CDC等效電阻演算法軟件)	Our Company	PRC	2024SR1827778	2024-11-19
5	Host Computer Software for Functional Test Platform Compatible with Multiple CAN Protocols(兼容多種CAN協定的功能測試平台系統上位機軟件著作權)	Our Company	PRC	2024SR1819542	2024-11-19
6	ECU Shipping Function Test and Detection Platform System (ECU出貨功能測試檢測平台系統)	Our Company	PRC	2024SR1829517	2024-11-19
7	Upper Computer System Software for Air Suspension(空氣懸架一拖六環境測試上位機系統軟件著作權)	Our Company	PRC	2025SR0857751	2025-05-23
8	Air Suspension Fault Snapshot Information Simulation Test Platform Software(空氣懸架故障快照資訊模擬測試平台軟件著作權)	Our Company	PRC	2025SR0857471	2025-05-23
9	Pressure Test Platform Software for Intelligent Brake System(智能剎車系統多種工況的壓力測試平台軟件著作權)	Our Company	PRC	2025SR0857373	2025-05-23

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No.	Copyright	Registered Owner	Place of Registration	Registration Number	Registration Date
10	Abnormal Reset Information Diagnosis and Recording Software Based on TC377 Chip (基於TC377晶片的異常復位資訊診斷記錄軟件著作權)	Our Company	PRC	2025SR0856738	2025-05-23
11	ASU Plunger Pump Motor Drive Software(ASU柱塞泵電機驅動軟件著作權)	Our Company	PRC	2025SR2397661	2025-12-11
12	Communication Management and Safety Calibration Software for Automotive Air Suspension ECU(汽車空氣懸架ECU通訊管理與安全校驗軟件)	Our Company	PRC	2025SR1653043	2025-08-29
13	Boot Code Self-update Software for Intelligent Brake System(用於智能剎車系統的boot程式自更新軟件)	Our Company	PRC	2025SR1334724	2025-07-23
14	Three-phase Synchronous AD Sampling Software for Brushless Motor Based on Domestic MCU Chip Platform THA6206(基於國產MCU晶片平台THA6206實現無刷電機三相同步AD採樣軟件)	Our Company	PRC	2025SR1334695	2025-07-23
15	CAN Communication Network Anomaly Detection and Fault-tolerant Software Based on AUTOSAR(基於AUTOSAR的CAN通訊網路異常偵測與容錯軟件)	Our Company	PRC	2025SR1334667	2025-07-23
16	Offline Test Software for Intelligent Brake System ECU(智能剎車系統ECU下線測試軟件)	Our Company	PRC	2025SR1334792	2025-07-23
17	Brake Disk Temperature Estimation Software(制動盤溫度估算方法的軟件)	Our Company	PRC	2025SR0026783	2025-01-06
18	Wheel Speed Self-learning Compensation Software(輪速自學習補償軟件)	Our Company	PRC	2025SR0031186	2025-01-07
19	Offset Self-compensation Calculation Software for Automotive Steering Angle Sensor(汽車方向盤轉角傳感器的偏移自補償計算的軟件)	Our Company	PRC	2025SR0031176	2025-01-07
20	Yaw Rate Estimation Software Based on Vehicle State Calculation(基於整車狀態計算估算橫擺率的軟件)	Our Company	PRC	2025SR0034146	2025-01-07
21	Offset Self-compensation Calculation Software for Automotive Longitudinal Acceleration Sensor(汽車縱向加速度傳感器的偏移自補償計算的軟件)	Our Company	PRC	2025SR0031181	2025-01-07
22	Offset Self-compensation Calculation Software for Automotive Yaw Rate Sensor(汽車橫擺角速度傳感器的偏移自補償計算的軟件)	Our Company	PRC	2025SR0026366	2025-01-06
23	Offset Self-compensation Calculation Software for Automotive Lateral Acceleration Sensor(汽車側向加速度傳感器的偏移自補償計算的軟件)	Our Company	PRC	2025SR0031168	2025-01-07

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No.	Copyright	Registered Owner	Place of Registration	Registration Number	Registration Date
24	Longitudinal Acceleration Control Method Software for Hill Descent Control System(陡坡緩降系統的縱向加速度控制方法的軟件)	Our Company	PRC	2025SR0033708	2025-01-07
25	Wheel-end Pressure Control Software for Vehicles Based on Pressure Model(基於壓力模型的車輛輪端壓力控制的軟件)	Our Company	PRC	2025SR0031232	2025-01-07
26	Vehicle Speed Calculation Software for Anti-lock Braking System Based on Wheel Speed(基於輪速的防鎖死制動系統參考車速計算的軟件)	Our Company	PRC	2025SR0026349	2025-01-06
27	Braking Pressure Following Longitudinal Acceleration Control Method Software for Automatic Parking System(自動泊車系統中的制動壓力跟隨縱向加速度控制方法的軟件)	Our Company	PRC	2025SR0022382	2025-01-06
28	Wheel Speed Calculation Software Based on Different Wheel Speed Sensors(基於不同型號的輪速傳感器的輪速計算的軟件)	Our Company	PRC	2025SR0022423	2025-01-06
29	Fluid Supply Control Software for One-way Pressure-building Brake Cylinder(基於單向建壓制動電缸的補液控制的軟件)	Our Company	PRC	2025SR0033715	2025-01-07
30	Optimal Longitudinal Acceleration Calculation Software for Automatic Parking System(自動泊車系統中的最佳化縱向加速度計算的軟件)	Our Company	PRC	2025SR0022429	2025-01-07
31	Reference Vehicle Speed Calculation Software for Traction Control System Based on Wheel Speed and Longitudinal Acceleration(基於輪速和縱向加速度的驅動防滑系統參考車速計算的軟件)	Our Company	PRC	2025SR0033940	2025-01-07
32	Torque Following Longitudinal Acceleration Control Method Software for Automatic Parking System(自動泊車系統中的扭矩跟隨縱向加速度控制方法的軟件)	Our Company	PRC	2025SR0033960	2025-01-07
33	Dynamic Signal Calculation System Based on Vehicle Dynamics Model(基於汽車動力學模型的動態信號計算系統)	Our Company	PRC	2025SR0031141	2025-01-07
34	Brake Cylinder Pressure Control System Based on Motor Model(基於電機模型的制動電缸壓力控制系統)	Our Company	PRC	2025SR0031144	2025-01-07
35	Rapid Analysis Platform for Smart Brake Fault Freeze Frame(智能剎車故障凍結幀快速解析平台)	Our Company	PRC	2025SR1046933	2025-06-18
36	Low-temperature Compensation Control Software for Electric Power Assisted System(一種電動助力系統低溫補償控制軟件)	Our Company	PRC	2025SR0857415	2025-05-23
37	Torque and Steering Wheel Neutral Self-learning Software(扭矩和方向盤角度中位自學習軟件)	Our Company	PRC	2025SR0857217	2025-05-23

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No.	Copyright	Registered Owner	Place of Registration	Registration Number	Registration Date
38	Motor Temperature Estimation Compensation Software(電機溫度估算補償軟件)	Our Company	PRC	2025SR0856787	2025-05-23
39	Decoding Software for TMR Motor Angle Sensor(TMR電機角度傳感器解析軟件)	Our Company	PRC	2025SR1034360	2025-06-18
40	Neutral Self-learning Strategy Software for Motor Steering Column(電調管柱中位自學習策略軟件)	Our Company	PRC	2025SR0857086	2025-05-23

(d) Domain Name

As of the Latest Practicable Date, we owned the following domain name in the PRC which we consider to be or may be material to our business:

No.	Domain Name	Registered Owner	Registration Date	Expiry Date
1	tuopu.com	Our Company	1997-08-27	2034-08-26

(C) FURTHER INFORMATION ABOUT OUR DIRECTORS

1 Particulars of Directors’ Service Contracts and Appointment Letters

Each of the Directors [has entered into] a service contract or appointment letter with our Company. The principal particulars of these service contracts and appointment letters comprise (a) the term of the service; (b) subject to termination in accordance with their respective term; and (c) a dispute resolution provision. The service contracts and appointment letters may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of the Directors has or is proposed to have a service contract 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)).

2 Remuneration of Directors

Save as disclosed in “Directors and Senior Management” and under “Accountants’ Report—Notes to Historical Financial Information—9. Employee Benefit Expenses” in Appendix I to this document, no Director received other remuneration or benefits in kind from any member of our Group in respect of each of the years ended December 31, 2023, 2024 and 2025.

3 Disclosure of Interests

(a) Interests and Short Positions of our Directors in the Registered Capital of our Company or our Associated Corporations following Completion of the [REDACTED]

Save as disclosed below, immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), none of our Directors or chief executive has any interests or short positions 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 have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to

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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 and the Stock Exchange.

Name	Position	Shares to be held after the [REDACTED]	Nature of interest	Immediately after the [REDACTED]	
				Number of Shares	Approximate % interest in Shares of our Company ⁽¹⁾
Mr. Wu	Executive Director and chairperson of the Board	A Shares	Beneficial owner	8,998,469	[REDACTED]%
		A Shares	Interest in controlled corporation ⁽²⁾	1,005,836,000	[REDACTED]%
Mr. WU Haonian (鄭好年)	Executive Director and vice chairperson of the Board	A Shares	Beneficial owner	1,487,285	[REDACTED]%

Notes:

- (1) The calculation is based on the assumption that the [REDACTED] are not exercised, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].
- (2) Mecca HK is wholly owned by Mr. Wu. Under the SFO, Mr. Wu is deemed to be interested in all the A Shares held by Mecca HK.

(b) Interests of substantial shareholders in members of our Group (excluding our Company)

Save as disclosed below and in the section headed “Substantial Shareholders” in this document, our Directors are not aware of any other person who will, immediately following completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, 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, will be, directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other member of our Group.

Member of our Group	Name of substantial shareholder	Approximate % interest
Ningbo Qianhui Automobile Molding Co., Ltd. (寧波千匯汽車飾件有限公司)	U.K. SUNHIGH CONTROL LIMITED	48.02%
Tuopu North America Limited	Sigismondo Dino Zonni	49%

(D) DISCLAIMER

Save as disclosed in this section and the sections headed “Business” and “Connected Transactions” in this document:

- (a) none of our Directors or any of the experts referred to under the paragraph headed “—E. Other Information—4. Qualification of Experts” 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;

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- (b) none of our Directors or any of the experts referred to under the paragraph headed “—E. Other Information—4. Qualification of Experts” is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole; and
- (c) none of our Directors or 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.

(E) OTHER INFORMATION

1 Estate Duty

Our Directors have been advised that no material liability for estate duty under PRC laws is likely to fall upon any member of our Group.

2 Litigation

Save as disclosed in this document, no member of our Group is engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against our Company that would have a material adverse effect on our Company’s results of operations or financial condition.

3 Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for [REDACTED] of, and permission to [REDACTED] in, the H Shares of our Company. All necessary arrangements have been made to enable the H Shares to be admitted into CCASS.

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

Pursuant to the engagement letters entered into between our Company and the Joint Sponsors, we have agreed to pay each of the Joint Sponsors a fee of US\$300,000 to act as the sponsors of our Company in connection with the proposed [REDACTED] on the Stock Exchange.

4 Qualification of Experts

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

<u>Name</u>	<u>Qualification</u>
CITIC Securities (Hong Kong) Limited	A licensed corporation under the SFO to conduct type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
UBS Securities Hong Kong Limited	A licensed corporation under the SFO for carrying on type 1 (dealing in securities), type 2 (dealing in futures contracts), type 6 (advising on corporate finance) and type 7 (providing automated trading services) regulated activities under the SFO
Grandall Law Firm (Shanghai)	Legal adviser to our Company as to PRC laws
BDO Limited	Certified Public Accountants and Registered Public Interest Entity Auditor

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<u>Name</u>	<u>Qualification</u>
China Insights Industry Consultancy Limited	Independent industry consultant

5 Consents of Experts

As of the Latest Practicable Date, none of the experts named above has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Each of the experts referred to under the paragraph headed “—E. Other Information—4. Qualification of Experts” above have given and have not withdrawn their respective written consent to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

6 Binding Effect

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

7 Promoters

The promoters of our Company are as follows:

<u>No.</u>	<u>Name of promoters of our Company</u>
1.	Mecca HK
2.	Ningbo Jinlun Equity Investment Partnership Enterprise (Limited Partnership) (寧波金倫股權投資合夥企業(有限合夥))
3.	Ningbo Jinrun Equity Investment Partnership Enterprise (Limited Partnership) (寧波金潤股權投資合夥企業(有限合夥))

Within the two years 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 any promoter in connection with the [REDACTED] and the related transactions described in this document.

8 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).

9 Preliminary Expenses

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

10 Compliance Adviser

Our Company has appointed Innovax Capital Limited as our compliance adviser in compliance with Rules 3A.19 of the Listing Rules.

11 No Material Adverse Change

Our Directors confirm that, there has been no material adverse change in our business, financial condition and results of operations since December 31, 2025, being the latest balance sheet date of our consolidated financial statements as set out in the Accountant’s Report in Appendix I to this document, and up to the date of this document.

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12 Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the H Share register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer on each of the purchaser and the seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

13 Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to “Summary of the Articles of Association—Increase, Decrease, Repurchase and Transfer of Shares—Repurchase of Shares” in Appendix V to this document.

14 Related Party Transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in note 40 to the Accountants’ Report in Appendix I to this document.

15 Miscellaneous

Save as disclosed in this document:

- (i) within the two years immediately preceding the date of this document:
 - a. no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
 - b. no share or loan capital of our Company or any of our subsidiaries had been under option or is agreed conditionally or unconditionally to be put under option;
 - c. no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
 - d. no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (ii) there are no founder, management or deferred shares, convertible debt securities nor any debentures in our Company or any of our subsidiaries;
- (iii) 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;
- (iv) none of our Company or any member of our Group has any outstanding convertible debt securities or debentures;
- (v) there is no arrangement under which future dividends are waived or agreed to be waived;

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- (vi) save for the A Shares of our Company that are listed on the Main Board of the Shanghai Stock Exchange, and save for the H Shares to be issued in connection with the [REDACTED], none of the equity and debt securities of our Company, if any, 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
- (vii) all necessary arrangements have been made to enable the H Shares to be admitted into CCASS for clearing and settlement.