

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was established as a limited liability company under the laws of the PRC on July 20, 2005, and was converted into a joint stock limited liability company on September 30, 2011. Our Company completed the listing of our A Shares on the ChiNext Board of the Shenzhen Stock Exchange (stock code: 300394) in February 2015. For further details on our incorporation and our listing of A Shares, see the section headed “History, Development and Corporate Structure—Major Shareholding Changes of Our Company” in this document.

Our registered office is located at No. 695 Changjiang Road, High-tech Zone, Suzhou, PRC. We have established a place of business in Hong Kong at 46/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, and [were] registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [date] under the same address. Ms. Chan Ching Nga has been appointed as our authorized representative for the acceptance of service of process and notices on our behalf in Hong Kong.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the Articles of Association is set out in Appendix III to this document.

2. Changes in Our Share Capital

The following sets out the changes in our Company’s share capital within the two years immediately preceding the issue of this document:

- On May 22, 2024, a total of 764,424 restricted shares that vested under the 2021 restricted share incentive scheme of our Company became listed and tradeable. Our total issued share capital was then increased from 394,886,777 A Shares to 395,651,201 A Shares.
- On May 30, 2024, we issued 4 new A Shares for every 10 existing A Shares to all Shareholders by way of capital reserve capitalization. Our total issued share capital was then increased from 395,651,201 A Shares to 553,911,681 A Shares.
- On December 18, 2024, a total of 60,480 restricted shares that vested under the 2021 restricted share incentive scheme of our Company became listed and tradeable. Our total issued share capital was then increased from 553,911,681 A Shares to 553,972,161 A Shares.
- On May 13, 2025, a total of 1,324,904 restricted shares that vested under the 2023 Restricted Share Incentive Scheme became listed and tradeable. Our total issued share capital was then increased from 553,972,161 A Shares to 555,297,065 A Shares.
- On June 9, 2025, we issued 4 new A Shares for every 10 existing A Shares to all Shareholders by way of capital reserve capitalization. Our total issued share capital was then increased from 555,297,065 A Shares to 777,415,891 A Shares.

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

3. Changes in the Share Capital of Our Subsidiaries

The following sets out the changes in the share capital of our subsidiaries during the two years immediately preceding the date of this document:

- On June 19, 2024, the registered capital of Tianfu Zhixing was increased from RMB351,000,000 to RMB501,000,000.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- On August 20, 2024, the registered capital of TFC Thailand was increased from THB500,000,000 to THB1,000,000,000.
- On September 24, 2024, the registered capital of Tianfu Zhixing was increased from RMB501,000,000 to RMB601,000,000.
- On October 15, 2024, the issued share capital of Tianfu International Investment was increased from SGD63,000,000 to SGD100,000,000.
- On May 23, 2025, the registered capital of TFC Thailand was increased from THB1,000,000,000 to THB1,500,000,000.
- On October 22, 2025, the registered capital of TFC Thailand was increased from THB1,500,000,000 to THB2,000,000,000.

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.

4. Resolutions of Our Shareholders

Pursuant to the general meeting of our Shareholders held on April 2, 2026, the following resolutions, among other things, were duly passed:

- (a) the [REDACTED] by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] shall not exceed [REDACTED] of the total issued share capital of our Company as enlarged by the [REDACTED] (before the exercise of the [REDACTED]), and the grant of the [REDACTED] of not more than [REDACTED] of the total number of H Shares to be [REDACTED] initially under 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
- (d) the authorization of the Board and its authorized persons to handle all relevant matters relating to, among other things, the [REDACTED], and the [REDACTED] and the [REDACTED] of the H Shares.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

- (a) the [REDACTED].

APPENDIX IV



STATUTORY AND GENERAL INFORMATION

2. Intellectual Property Rights of Our Group

As of the Latest Practicable Date, the following intellectual property rights are, in the opinion of our Directors, material to our Group’s business.

(a) Trademarks

As of the Latest Practicable Date, our Group had registered the following trademarks which are material to our business:

No.	Trademark	Registered Owner	Class	Place of Registration
1.		the Company	9	PRC
2.		the Company	9	PRC

(b) Patents

of the Latest Practicable Date, our Group had registered the following patents which are material to our business:

No.	Patent	Patent Owner	Type of Patent	Place of Registration
1.	A multi-fiber connecting device and its preparation method	the Company	Invention	PRC
2.	An optical fiber connecting device and its connection method	the Company	Invention	PRC
3.	Wavelength division multiplexing or demultiplexing device and its multiplexing and/or demultiplexing method	the Company	Invention	PRC
4.	Single-fiber bidirectional module and single-fiber bidirectional coaxial package device	the Company	Invention	PRC
5.	A coupling device for glass-based waveguides and its end-face processing method	Jiangxi TFC	Invention	PRC
6.	A novel composite ferrule optical fiber array and its method and alignment adhesive dispensing device	Gao’an TFC	Invention	PRC
7.	An optical circulator assembly with wavelength division multiplexing function	Auxora Shenzhen	Invention	PRC

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

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Interests of the Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and its associated corporations*

Immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and no changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), the interests or short positions of our Directors or chief executive in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (“Model Code”), once our H Shares are [REDACTED] will be as follows:

(i) *Interest in Shares of our Company*

<u>Name of Director or chief executive</u>	<u>Nature of interest</u>	<u>Description of Shares upon completion of the [REDACTED]</u>	<u>Number of Shares</u>	<u>Approximate percentage of shareholding in our total issued share capital as of the Latest Practicable Date</u>	<u>Approximate percentage of shareholding in our total issued share capital upon completion of the [REDACTED] ⁽¹⁾</u>
Mr. Zou	Interests in controlled corporations ⁽²⁾	A Shares	291,989,059	37.56%	[REDACTED]
Ms. Ou	Beneficial owner ⁽³⁾	A Shares	176,400	0.02%	[REDACTED]
	Interests in controlled corporations ⁽²⁾	A Shares	291,989,059	37.56%	[REDACTED]
Mr. Wang Chih-Hung	Beneficial owner ⁽⁴⁾	A Shares	1,279,842	0.16%	[REDACTED]
Mr. Zhu Songgen	Beneficial owner ⁽⁵⁾	A Shares	199,920	0.03%	[REDACTED]

Notes:

- (1) The calculation is based on the assumption that the [REDACTED] is not exercised and no changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) As of the Latest Practicable Date, Tianfu Renhe was held, among others, as to 40% by Mr. Zou and 20% by Ms. Ou.
- (3) Includes, as of the Latest Practicable Date, (i) 70,560 A Shares directly held and (ii) 105,840 A Shares underlying the restricted shares that have been granted but not yet vested under the 2023 Restricted Share Incentive Scheme.
- (4) Includes, as of the Latest Practicable Date, (i) 1,185,762 A Shares directly held and (ii) 94,080 A Shares underlying the restricted shares that have been granted but not yet vested under the 2023 Restricted Share Incentive Scheme.
- (5) Includes, as of the Latest Practicable Date, (i) 111,720 A Shares directly held and (ii) 88,200 A Shares underlying the restricted shares that have been granted but not yet vested under the 2023 Restricted Share Incentive Scheme.
- (6) All interests stated are long positions.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

(ii) Interest in shares of associated corporations of our Company

<u>Name of Director or chief executive</u>	<u>Nature of interest</u>	<u>Name of associated corporation</u>	<u>Approximate percentage of shareholding</u>
Mr. Zou	Beneficial owner	Tianfu Renhe	40%
Ms. Ou	Beneficial owner	Tianfu Renhe	20%
Mr. Wang Chih-Hung	Beneficial owner	TFC Thailand	Less than 0.01%

(b) Interests of the substantial shareholders in any member of our Group (other than our Company)

<u>Member of our Group</u>	<u>Name of substantial shareholder</u>	<u>Approximate percentage of shareholding interest held by the substantial shareholder</u>
Advanced Integrated Photonics Hong Kong Co., Limited	Stella Innovations Limited	60%

Save as disclosed above, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised and no changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), our Directors are not aware of any person, not being a Director or chief executive of our Company who will, directly or indirectly, be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any member of our Group (other than our Company).

2. Particulars of Service Contracts and Appointment Letters

We [have] entered into a service contract or appointment letter with each of our Directors. The principal particulars of these service contracts and appointment letters are as follows: (a) each of the contracts is for a term of three years commencing from his/her respective effective date of appointment; and (b) each of the contracts is subject to termination in accordance with its respective terms. 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 our 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).

3. Directors’ Remuneration

The aggregate amount of remuneration (including salaries, allowances, benefits in kind, performance-related bonuses, share-based payment expenses and pension scheme contributions) we paid to our Directors in respect of the financial years ended December 31, 2023, 2024 and 2025 were RMB7.0 million, RMB14.8 million and RMB11.0 million, respectively.

Details of our Directors’ remuneration are also set out in Note 8 to the Accountants’ Report set out in Appendix I to this document. Save as disclosed in the Accountants’ Report, no other emoluments have been paid or are payable by our Company or any of our subsidiaries to our Directors during the Track Record Period.

For the financial years ended December 31, 2023, 2024 and 2025, two, two and one, respectively, of the five highest paid individuals were Directors. During the Track Record Period, the total remuneration paid to the remaining three, three and four highest paid individuals amounted to RMB7.2 million, RMB13.9 million and RMB15.1 million for the years ended December 31, 2023, 2024 and 2025, respectively.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Under the arrangements currently in force, the aggregate amount of remuneration (excluding share-based payment expenses) payable by our Company to our Directors for the financial year ending December 31, 2026 is estimated to be approximately RMB12,182,155.

None of our Directors (or former Directors) or the five highest paid individuals has been paid any sum of money for the Track Record Period (i) as an inducement to join or upon joining us; or (ii) as compensation for loss of office in connection with the management of the affairs of any member of our Group.

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

None of our Directors has been or is interested in the promotion of, or in the property proposed to be acquired by, us, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him or her to become, or to qualify him or her as, a Director, or otherwise for services rendered by him or her in connection with the promotion or formation of our Company.

4. Fees or Commissions Received

Save in connection with the [REDACTED], 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 capital of any member of our Group within the two years immediately preceding the date of this document.

5. Disclaimers

- (a) Save as disclosed in the section headed “C. Further Information About our Directors and Substantial Shareholders—1. Disclosure of Interests” in this Appendix IV, none of our Directors or chief executives has any interests and short positions in the Shares, underlying Shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he 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 therein, or will be required, pursuant to the Model Code to be notified to us and the Stock Exchange, in each case once our H Shares are [REDACTED] on the Stock Exchange.
- (b) None of our Directors or any of the parties listed in the paragraph headed “E. Other Information—6. Qualification of Experts” below is interested in our promotion, or in any assets which have, within the two years immediately preceding the issue of this document, been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us.
- (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) Save in connection with the [REDACTED], none of the parties listed in the paragraph headed “E. Other Information—6. Qualification of Experts” below: (i) is interested, legally or beneficially, in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

D. RESTRICTED SHARE INCENTIVE SCHEME

The following is a summary of the principal terms of the 2023 Restricted Share Incentive Scheme, under which there were outstanding restricted shares (“**Restricted Shares**”) as of the Latest Practicable Date. The terms of the 2023 Restricted Share Incentive Scheme are not subject to the provisions of Chapter 17 of the Listing Rules, as they do not involve any grant of Restricted Shares by our Company after the [REDACTED].

(i) Purpose

The purpose of the 2023 Restricted Share Incentive Scheme is designed to enhance our Group’s corporate governance and establish a sustainable long-term incentive mechanism, with a view to attracting and retaining management and key personnel, motivating their performance, and strengthening the cohesion and competitiveness of our core team. By aligning the interests of Shareholders, our Group and participants, the 2023 Restricted Share Incentive Scheme aims to support the long-term development of our Group and facilitate the achievement of its strategic and operational objectives.

(ii) Participants

The participants of the 2023 Restricted Share Incentive Scheme include Directors, senior management and key employees of our Group, excluding independent Directors.

(iii) Administration

The 2023 Restricted Share Incentive Scheme is subject to the approval of our Shareholders at a general meeting and the administration of our Board.

(iv) Source and maximum number of Shares

The Shares underlying the 2023 Restricted Share Incentive Scheme are A Shares issued by our Company to the participants. The maximum number of A Shares underlying the Restricted Shares under the 2023 Restricted Share Incentive Scheme is 3,000,000 A Shares.

(v) Term

The term of the 2023 Restricted Share Incentive Scheme shall commence on the date of its first grant. The 2023 Restricted Share Incentive Scheme shall remain in effect until all Restricted Shares are fully vested or have lapsed, and in any event for no longer than 60 months.

(vi) Vesting

The vesting period for Restricted Shares commences from the date of grant of Restricted Shares to the grantee. During the vesting period, the Restricted Shares granted to the grantee shall not be transferred, used as collateral or for repayment of debt, and the grantee shall not enjoy any shareholder rights (including voting rights and the right to receive dividends) in respect of unvested Restricted Shares. The Restricted Shares will only vest upon satisfaction of the applicable vesting conditions, which include a minimum continuous service period of 12 months prior to the relevant vesting date, as well as corporate performance targets and individual performance targets. Restricted Shares that fail to vest due to unmet conditions shall lapse and shall be cancelled.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

The Restricted Shares will be vested in accordance with the vesting schedule as set out under the 2023 Restricted Share Incentive Scheme, in tranches during a period of up to five years, as follows:

- (a) in respect of the initial grant, vested in tranches of 40%, 30% and 30% in each of the three vesting periods that occur between the first trading day after the 12-month anniversary of the initial grant date and the last trading day prior to the 48-month anniversary of the initial grant date; and
- (b) in respect of the reserved grant, vested in tranches of 50% and 50% in each of the two vesting periods that occur between the first trading day after the 16-month anniversary of the reserved grant date and the last trading day prior to the 40-month anniversary of the reserved grant date.

(vii) Purchase price

The purchase price is initially set at RMB39.66 per Share, being the higher of (a) 50% of the average trading price of our A Shares for the one trading day prior to the announcement of the draft 2023 Restricted Share Incentive Scheme, being RMB79.31, which gives a purchase price of RMB39.66 per Share; or (b) 50% of the average trading price of our A Shares for the 20 trading days prior to the announcement of the draft 2023 Restricted Share Incentive Scheme, being RMB78.25, which gives a purchase price of RMB39.13 per Share. In the event that, from the date of the announcement of the draft 2023 Restricted Share Incentive Scheme to the registration of the Restricted Shares by the participants, the Company carries out any payment of dividends, conversion of capital reserves into share capital, distribution of bonus shares, share split, rights issue or share consolidation, the purchase price of the Restricted Shares shall be adjusted accordingly.

(viii) Outstanding Restricted Shares

As of the Latest Practicable Date, the total number of A Shares underlying the outstanding Restricted Shares granted under the 2023 Restricted Share Incentive Scheme amounted to 3,489,780 A Shares, representing approximately [REDACTED] of the total issued share capital of our Company immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]).

The following table sets forth the number of outstanding Restricted Shares granted under the 2023 Restricted Share Incentive Scheme as of the Latest Practicable Date.

<u>Name of grantee</u>	<u>Position in our Company</u>	<u>Date of grant</u>	<u>Number of outstanding Restricted Shares</u>	<u>Purchase price per Share⁽¹⁾</u> <i>(RMB)</i>	<u>Approximate percentage of our total issued share capital immediately after completion of the [REDACTED]⁽²⁾</u>
<i>Directors and senior management</i>					
Ms. Ou Yang (歐洋)	Executive Director and general manager	December 22, 2023	105,840	18.51	[REDACTED]
Mr. Wang Chih-Hung (王志弘)	Executive Director and deputy general manager	December 22, 2023	94,080	18.51	[REDACTED]
Mr. Zhu Songgen (朱松根)	Non-executive Director and employee representative Director	December 22, 2023	88,200	18.51	[REDACTED]

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

<u>Name of grantee</u>	<u>Position in our Company</u>	<u>Date of grant</u>	<u>Number of outstanding Restricted Shares</u>	<u>Purchase price per Share⁽¹⁾</u> <i>(RMB)</i>	<u>Approximate percentage of our total issued share capital immediately after completion of the [REDACTED]⁽²⁾</u>
Mr. Chen Kairong (陳凱榮)	Deputy general manager and board secretary	December 22, 2023	105,840	18.51	[REDACTED]
		November 27, 2024	14,000	18.51	[REDACTED]
Mr. Wu Wentai (吳文太)	Chief financial officer	December 22, 2023	64,680	18.51	[REDACTED]
Subtotal			472,640		[REDACTED]
Other grantees					
-	-	December 22, 2023	2,216,760	18.51	[REDACTED]
-	-	November 27, 2024	800,380	18.51	[REDACTED]
Subtotal			3,017,140		[REDACTED]
Total			3,489,780		[REDACTED]

Notes:

- (1) Pursuant to the conversions of our capital reserves into share capital, the purchase price was adjusted to RMB18.51 per Share.
- (2) Assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that currently no material liability for estate duty is likely to fall upon our Company or any of our subsidiaries under the laws of Hong Kong and the PRC.

2. Litigation

As of the Latest Practicable Date, we were not aware of any litigation or arbitration proceedings of material importance pending or threatened against any member of our Group that could have a material adverse effect on our financial condition or results of operations.

3. Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The fee payable by us to each of the Joint Sponsors in respect of its services as a sponsor for the [REDACTED] is US\$200,000.

4. Preliminary Expenses

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

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

5. Promoters

Information of our promoters at the time of our Company’s incorporation as a joint stock limited liability company in September 2011 is as follows:

No.	Name
1.	Suzhou Tianfu Renhe Investment Management Co., Ltd.
2.	Mr. Zhu Guodong
3.	Suzhou Dream Chaser Investment Management Co., Ltd. (蘇州追夢人投資管理有限公司)
4.	Suzhou Tiante Venture Investment Center (Limited Partnership) (蘇州天特創業投資中心(有限合夥))
5.	Shenzhen Qianzhen Investment Co., Ltd. (深圳乾振投資有限公司)
6.	Hangzhou Fengtai Investment Partnership Enterprise (Limited Partnership) (杭州豐泰投資合夥企業(有限合夥))
7.	Shenzhen Changan Innovative Investment Partnership Enterprise (Limited Partnership) (深圳長安創新投資合夥企業(有限合夥))
8.	Mr. Wang Chih-Hung

Within the two years immediately preceding the date of this document, no cash, securities or other benefits have been paid, allotted or given, or have been proposed to be paid, allotted or given, to any of the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

6. Qualification of Experts

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

Goldman Sachs (Asia) L.L.C.	A licensed corporation carrying on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Merrill Lynch (Asia Pacific) Limited	A licensed corporation carrying on Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), and Type 6 (advising on corporate finance) regulated activities under the SFO
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation carrying on Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance
Commerce & Finance Law Offices	PRC legal advisor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

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.

7. Consents of Experts

Each of the persons named in “—6. Qualification of Experts” has given and had not withdrawn its respective 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 in this document in the form and context in which it is respectively included.

8. 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 effected on the H Share register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of the H Shares being sold or transferred. For further details in relation to taxation, please refer to the section headed “Regulatory Overview—PRC Regulatory Overview—Regulations Relating to Tax” in this document.

9. 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 insofar as applicable.

10. Restrictions on Share Repurchases

For details, see the sections headed “Summary of the Articles of Association” set out in Appendix III to this document.

11. Miscellaneous

- (a) Within the two years immediately preceding the date of this document:
 - (i) save as disclosed in the sections headed “Share Capital” and “[REDACTED]” in this document and in this Appendix IV, no share or loan capital of our Company or any of its subsidiaries 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) save in connection with the [REDACTED], 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 or loan capital of our Company or any of its subsidiaries; and
 - (iii) save in connection with the [REDACTED], no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share or debenture in our Company.
- (b) Our Group has not issued any debentures nor does it have any outstanding debentures or any convertible debt securities.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

- (c) No share or loan capital of our Company or any of its subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.
- (d) No founder or management or deferred shares of our Company or any of its subsidiaries have been issued or agreed to be issued.
- (e) Our Directors confirm that:
 - (i) there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2025 (being the date to which the latest audited consolidated financial statements of our Group were prepared);
 - (ii) there is no arrangement under which future dividends are waived or agreed to be waived; and
 - (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.
- (f) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (g) Save for the A Shares of our Company that are listed on the ChiNext Board of the Shenzhen Stock Exchange as set out in the sections headed “History, Development and Corporate Structure” and “Share Capital” in this document, no company within our Group is presently listed on any stock exchange or traded on any trading system.
- (h) The English 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).