

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### 1. FURTHER INFORMATION ABOUT OUR COMPANY

#### A. Incorporation

Our Company was established as a limited liability company on January 19, 2007 under the PRC Company Law. On April 16, 2026, our Company was converted to a joint stock company with limited liability.

Our registered office is located at No. 5, Ronghai 4th Road, Jihongtan Subdistrict, Chengyang District, Qingdao City, Shandong Province, the PRC. We [were] registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [●], and our principal place of business in Hong Kong is at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong, the PRC. Ms. Wong Ka Chi (王嘉慈女士) 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 our Company was established in the PRC, its operations are subject to the relevant laws and regulations of Mainland China. A summary of the relevant aspects of laws and regulations of Mainland China and the Articles of Association is set out in “Regulatory Overview” and “Appendix III – Summary of the Articles of Association of the Company” to this Document, respectively.

#### B. Changes in share capital of our Company

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

On February 2, 2026, the registered share capital of our Company was increased from USD16,143,456 to USD16,306,522, pursuant to the subscription of additional registered capital of USD163,066 of our Company by Cicada Qingdao.

On March 11, 2026, the currency of the registered share capital of our Company was changed from U.S. dollars to Renminbi, to RMB115,911,266.85.

#### C. Resolutions passed by our shareholders’ general meeting of our Company in relation to the [REDACTED]

Pursuant to the shareholders’ meeting held on April 21, 2026, the following resolutions, among others, were duly passed:

- (a) the [REDACTED] by our Company of H Shares of nominal value of RMB1 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] 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 [REDACTED]% of the above number of H Shares to be [REDACTED];
- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on [REDACTED], and authorization to the Board to amend the Articles of Association to the extent necessary in accordance with the laws, regulations and regulatory rules and requirements from relevant government bodies or regulatory authorities and for the purpose of the [REDACTED]; and
- (d) authorization of the Board and its authorized person to handle relevant matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

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### 2. FURTHER INFORMATION ABOUT OUR BUSINESS

#### A. Summary of our material contracts

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



- (a) the intellectual property assignment agreement dated December 24, 2025 (and effective from January 1, 2026) and entered into between Carraro S.p.A. and our Company, pursuant to which Carraro S.p.A. has agreed to transfer and assign all its rights, title and interest in the Assigned IP as defined and set out therein for a consideration of an amount in Renminbi equivalent to EUR23.3 million;
- (b) the Non-Competition Agreement; and
- (c) [REDACTED]

#### B. Our material intellectual property rights

As our technologies and production methods or processes mainly involve unpatented, proprietary technologies, processes, know-how and/or data, we primarily rely on trade secret protection and agreements to safeguard our interests and to develop, strengthen and maintain our competitive position. As of the Latest Practicable Date, the following registered intellectual property rights are also or may also be material to our business.

##### (a) Trademarks

As of the Latest Practicable Date, we had been granted the non-exclusive right to use the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Registered Owner	Class(es)	Place of Registration	Registration Number	Registration Date	Expiry Date
1.		Carraro S.p.A.	7; 12	WIPO with designation in 19 countries*	657204	05/08/1996	05/08/2036
2.		Carraro S.p.A.	7; 12	Hong Kong	307112691	02/12/2025	02/12/2035

\* The 19 countries include Uzbekistan, Bulgaria, Belarus, the PRC, Czech Republic, Croatia, Hungary, Kazakhstan, Moldova (Republic of), Montenegro, Poland, Romania, Serbia, Russian Federation, Slovenia, Slovakia, Tajikistan, Ukraine, Viet Nam. Currently, the trademark is valid in the PRC only in respect of Class 12.

##### (b) Domain Names

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

No.	Registered Owner	Domain Name	Registration Date	Expiry Date
1.	Our Company	carrarocn.com	25/02/2026	25/02/2027
2.	Our Company	卡拉羅.中國	25/02/2026	25/02/2027

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### 3. FURTHER INFORMATION ABOUT OUR DIRECTORS

#### A. Particulars of Directors’ Service Contracts and Appointment Letters

We have entered into a service contract or appointment letter with each of the Directors. The principal particulars of these service contracts and appointment letters comprise (a) the term of the service; (b) provisions on termination of the appointment; 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 our Company (other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation)).

#### B. Remuneration of Directors

The aggregate remuneration (including fees, salaries, allowances, benefits in kind and pension scheme contributions) for our Directors and former Directors for the years ended December 31, 2023, 2024 and 2025 were approximately RMB2.3 million, RMB1.9 million and RMB2.7 million, respectively.

Based on the current arrangements in force as of the Latest Practicable Date, it is estimated that the total remuneration for our Directors (including independent non-executive Directors) for the year ending December 31, 2026 will be approximately RMB5.5 million.

During the Track Record Period, no remuneration was paid by us to, or receivable by, our Directors or the five highest paid individuals as an inducement to join or upon joining our Company. No compensation was paid by us to, or receivable by, our Directors, former Directors or the five highest-paid individuals during the Track Record Period for the loss of any office in connection with the management of the affairs of our Company.

Save as disclosed above and in the sections headed “Financial Information” and “Appendix I — Accountants’ Report”, none of the Directors had waived or agreed to waive any emoluments during the Track Record Period, and no other payments have been made or are payable in respect of the Track Record Period by our Company to any of our Directors.

#### C. Disclosure of Interests

##### (i) *Interests of our substantial Shareholders*

Save as disclosed in the section headed “Substantial Shareholders” in this Document, our Directors are not aware of any person (other than our Directors and chief executive of our Company) who will, immediately following the completion of the [REDACTED], have interests or short positions in the Shares or underlying Shares which would be required to be disclosed to us and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of our Company.

##### (ii) *Interests of our Directors and chief executive*

Save as disclosed in the section headed “Substantial Shareholders” in this Document, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), so far as our Directors are aware, no Directors or chief executives of our Company will, directly or indirectly, have interest or short position in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of

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the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Hong Kong Stock Exchange.

### D. Disclaimer

Save as disclosed in this Document:

- (i) none of our Directors or any of the experts referred to under the paragraph headed “— 4. Other Information — E. 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 our Company, or are proposed to be acquired or disposed of by or leased to our Company;
- (ii) 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 Company; and
- (iii) 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 Company.

## 4. OTHER INFORMATION

### A. Estate Duty

Our Directors have been advised that currently no material liability for estate duty under PRC laws is likely to fall upon our Company.

### B. Litigation

Save as disclosed in the sections headed “Business” and “Financial Information” in this Document, our Company is not 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.

### C. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] for [REDACTED] of, and permission to [REDACTED] in, our H Shares to be issued pursuant to the [REDACTED] (including any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]) and the H Shares to be converted from the Unlisted Shares. All necessary arrangements [have been] made enabling the H Shares to be admitted into [REDACTED].

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, we have agreed to pay the Sole Sponsor a fee of US\$1,025,000 to act as a sponsor of our Company in connection with the [REDACTED].

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### D. Compliance Advisor

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

### E. Qualification of Experts

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

Name	Qualification
ABCI Capital Limited . . . . .	Licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) of the regulated activities under the SFO
Grandall Law Firm (Shanghai) . . . . .	Company’s PRC legal advisor
Deloitte Touche Tohmatsu . . . . .	Certified Public Accountants and Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co. . . . .	Independent industry consultant

### F. Consents of Experts

Each of the experts as referred to in “— 4. Other Information — E. Qualification of Experts” in this Appendix has given and has not withdrawn its consent to the issue of this Document with the inclusion of its view, report, letter, opinion and/or summary of opinion (as the case may be) and/or references to its name included herein in the form and context in which it respectively appears.

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

### G. 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.

### H. 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 financial statements as set out in the Accountants’ Report in Appendix I to this Document, and up to the date of this Document.

### I. 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 Hong Kong 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.

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### J. Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to the sections headed "Regulatory Overview" and "Appendix III — Summary of the Articles of Association of the Company" of this Document.

### K. Preliminary Expenses

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

### L. Promoters

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

### M. Related Party Transactions

Our Company entered into the related party transactions within the two years immediately preceding the date of this Document as mentioned in Note 28 to the Accountants' Report in Appendix I to this Document.

### N. 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 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 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, and no Directors, promoters or experts named in "— 4. Other Information" in this section have received any such payment or benefit; and
  - (c) no commission (but not including commissions to the [REDACTED]) had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share or debenture in our Company;
- (ii) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) no founder, management or deferred shares, convertible debt securities nor any debentures of our Company have been issued or agreed to be issued;
- (iv) there has not been any interruption in the business of our Company which may have or has had a significant effect on the financial position of our Company in the 12 months preceding the date of this Document;
- (v) our Company has no outstanding convertible debt securities or debentures; and
- (vi) there is no arrangement under which future dividends are waived or agreed to be waived.

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### **O. Bilingual Document**

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