

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

Establishment of our Company

Our Company was established as a limited liability company in the PRC on January 25, 1999 and was converted into a joint stock limited company on December 26, 2001 under the laws of the PRC. Since October 16, 2018, our A Shares have been listed on the Shenzhen Stock Exchange with the stock code of 300760.

Our registered office is located at Floors 1-4, Mindray Building, No. 12 Technology South Road, High-tech Industrial Park, Nanshan District, Shenzhen, PRC. Our principal place of business in Hong Kong is 46/F., Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. We have been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on November 5, 2025 with the Registrar of Companies in Hong Kong. Ms. Wong Mei Fung Carrie (黃美鳳), one of our joint company secretaries, will be our authorized representative 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 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 relevant provisions of our Articles of Association is set out in “Summary of Articles of Association” in Appendix III to this Document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Regulatory Overview”.

Changes in the Share Capital of our Company

As of the Latest Practicable Date, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this Document.

Changes in the Share Capital of our Major Subsidiaries

We have applied to the Hong Kong Stock Exchange for, and the Hong Kong Stock Exchange [has granted] us a waiver from strict compliance with the requirements of paragraph 26 of Appendix DIA to the Listing Rules in relation to the disclosure of information relating to the changes in the share capital of any member of our Group within the two years immediately preceding the date of this Document. For details, see “Waivers and Exemptions — Waivers and Exemption in Respect of Particulars of Information of our Subsidiaries”.

The following sets out the changes in the share capital of the Company’s Major Subsidiaries during the two years immediately preceding the date of this Document:

On December 4, 2025, the total share capital of Wuhan Mindray Scientific Co., Ltd. (武漢邁瑞科技有限公司) increased from RMB300 million to RMB2,300 million.

Save as disclosed above, as of the Latest Practicable Date, there have been no other alterations in the share capital of our Major Subsidiaries within the two years preceding the date of this Document.

Resolutions of our Shareholders

Pursuant to the Shareholders’ meeting on October 30, 2025, the following resolutions, among others, were duly passed:

- (a) the issue by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange;

APPENDIX IV STATUTORY AND GENERAL INFORMATION

- (b) the number of H Shares to be issued before the exercise of the [REDACTED] shall not be more than [REDACTED]% of the total issued share capital of our Company as enlarged by the [REDACTED], and granting the [REDACTED] the [REDACTED] of no more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with relevant laws and regulations and upon the request from the Hong Kong Stock Exchange and relevant PRC regulatory authorities; and
- (d) authorization to the Board and its authorized person(s) to handle all matters relating to, among other things, the [REDACTED], the issue and [REDACTED] of the H Shares.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) was entered into by our Group within the two years preceding the date of this Document and is or may be material:


- (a) the [REDACTED].

Intellectual Property Rights

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

Trademarks

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

No.	Registered trademark	Registration number	Place of registration
1. . . .		77881119	PRC
2. . . .	mindray	69446875	PRC
3. . . .	Consona	55313268	PRC
4. . . .	迈瑞智检	54469457	PRC
5. . . .	瑞影云	45235269	PRC
6. . . .	mindray 迈瑞	37731268	PRC
7. . . .	X-Insight	29465976	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Registered trademark	Registration number	Place of registration
8. . . .	BeneFusion	14901684	PRC
9. . . .	mindray 迈瑞	10201963	PRC
10. . . .	mindray	7805032	PRC
11. . . .	mindray	7782829	PRC
12. . . .	DigiEye	6715555	PRC
13. . . .	BeneHeart	6176839	PRC
14. . . .	迈瑞	1782238	PRC
15. . . .	mindray	303229362	Hong Kong
16. . . .	mindray	303229344	Hong Kong
17. . . .	迈瑞	303229371	Hong Kong
18. . . .	迈瑞	303229399	Hong Kong
19. . . .	mindray	3792522	United States
20. . . .	mindray	13319629	European Union

Patents

As of the Latest Practicable Date, we had registered the ownership of and/or had the right to use following patents which we consider to be or may be material to our business, details of which are as follows:

No.	Patent	Registered owner	Patent category	Place of registration
1. . . .	Sample image capturing method and sample image capturing equipment (樣本圖像拍攝方法以及樣本圖像拍攝設備)	The Company	Invention	PRC
2. . . .	Sample testing method and sample analyzer	The Company	Invention	United States

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Registered owner	Patent category	Place of registration
3. . . .	An ultrasound imaging device and its ultrasound imaging method (一種超聲成像設備及其超聲成像方法)	The Company and Shenzhen Mindray Scientific Co., Ltd.	Invention	PRC
4. . . .	Reagent, method for analyzing platelets, and hematology analyzer (試劑、分析血小板的方法及血液細胞分析儀)	The Company	Invention	PRC
5. . . .	Reagent, method for analyzing platelets and blood cell analyzer	The Company	Invention	United States
6. . . .	A whole blood testing method and blood testing instrument (一種全血樣本檢測方法及血液檢測儀)	The Company	Invention	PRC
7. . . .	Blood analysis method, control device, and hematology analyzer (血液分析方法、控制裝置和血液細胞分析儀)	Chengdu Shen Mindray Medical Electronics Technology Research Institute Co., Ltd. and the Company	Invention	PRC
8. . . .	Blood and analysis method, control device and blood cell analyzer	Chengdu Shen Mindray Medical Electronics Technology Research Institute Co., Ltd. and the Company	Invention	United States
9. . . .	Device, and blood cell analyzer	Chengdu Shen Mindray Medical Electronics Technology Research Institute Co., Ltd. and the Company	Invention	Europe
10. . .	An ultrasound image analysis system and its analysis method (一種超聲影像分析系統及其分析方法)	The Company	Invention	PRC
11. . .	Ultrasonic image analysis systems and analysis methods thereof	The Company	Invention	United States
12. . .	Monitoring device and its physiological parameter processing method and system (監護設備及其生理參數處理方法與系統)	The Company	Invention	PRC

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Patent	Registered owner	Patent category	Place of registration
13. . .	Method and device for identifying red blood cells infected with malaria parasites (瘧原蟲感染的紅細胞的識別方法及裝置)	The Company and Shenzhen Mindray Scientific Co., Ltd.	Invention	PRC
14. . .	Methods and apparatuses for identifying red blood cells infected by plasmodium	The Company and Shenzhen Mindray Scientific Co., Ltd.	Invention	United States
15. . .	An ultrasound imaging method and device (一種超聲成像的方法和裝置)	The Company and Shenzhen Mindray Scientific Co., Ltd.	Invention	PRC
16. . .	Ultrasonic imaging method and device	The Company and Shenzhen Mindray Scientific Co., Ltd.	Invention	United States
17. . .	Displacement detection method and device in elastography imaging (一種彈性成像中的位移檢測方法及裝置)	The Company	Invention	PRC
18. . .	Method and device for detecting displacement in elastography	The Company	Invention	United States
19. . .	Liquid level detection device and dispensing system (液面檢測裝置及加樣系統)	The Company	Invention	PRC
20. . .	Liquid level detecting device and sample applying system	The Company	Invention	United States
21. . .	Ultrasound imaging method and device (超聲成像的方法和裝置)	The Company	Invention	PRC
22. . .	Pulse offset ultrasonic imaging	The Company	Invention	United States, Europe and India
23. . .	Blood testing reagent and method (血液檢測試劑和方法)	The Company	Invention	PRC
24. . .	Reagent for blood analysis and method of use thereof	The Company	Invention	United States

Copyrights

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

No.	Copyright	Registered owner
1. . . .	Mindray Small Fluorescence Series Fully Automated Hematology Analysis Software V1.0 (邁瑞小型熒光系列全自動血細胞分析軟件V1.0)	Shenzhen Mindray Software Technology Co., Ltd. (深圳邁瑞軟件技術有限公司) (“ Shenzhen Mindray Software ”)

APPENDIX IV STATUTORY AND GENERAL INFORMATION

No.	Copyright	Registered owner
2...	Mindray 3806 Series Fully Automated Coagulation Analyzer Software V1.0 (邁瑞3806系列全自動凝血分析儀軟件V1.0)	Shenzhen Mindray Software
3...	Mindray Smart Examination Cloud Imaging Viewing System V1.0 (邁瑞智檢雲閱片系統V1.0)	Shenzhen Mindray Software
4...	Mindray MT 8000 Fully Automated Sample Processing System Scheduling Software V1.0 (邁瑞MT 8000全自動樣品處理系統調度軟件V1.0)	Shenzhen Mindray Software
5...	Mindray SV600/SV800 Series Ventilator System Software V2.0 (邁瑞SV600/SV800系列呼吸機系統軟件V2.0)	The Company
6...	Mindray BeneVision N Series Patient Monitoring Device Software V2.0 (邁瑞BeneVision N系列病人監護儀軟件V2.0)	The Company
7...	Mindray BeneHeart High-End MED Series Product Software V1.0 (邁瑞BeneHeart高端除顫監儀系列產品軟件V1.0)	The Company
8...	Mindray Next-Generation Camera System Host Software V1.0 (邁瑞下一代攝像系統主機軟件V1.0)	The Company
9...	Mindray A Series Anesthesia System Software V1.0 (邁瑞A系列麻醉機軟件V1.0)	The Company
10...	Surgical Equipment Integrated Control System Software V1.0 (手術設備集總控制系統軟件V1.0)	Nanjing Mindray Bio-Medical Electronics Co., Ltd. (南京邁瑞生物醫療電子有限公司)
11...	Mindray BeneVision V Series System Software V1.0 (邁瑞BeneVision V系列系統軟件V1.0)	The Company
12...	Mindray SV700/SV900 Series Ventilator System Software V1.0 (邁瑞SV700/SV900系列呼吸機系統軟件V1.0)	The Company
13...	Mindray 2149 Series Color Doppler Ultrasound System Software V1.0 (邁瑞2149系列彩色多普勒超聲系統軟件V1.0)	Shenzhen Mindray Software
14...	Mindray 2169 Series Color Doppler Ultrasound System Software V1.0 (邁瑞2169系列彩色多普勒超聲系統軟件V1.0)	Shenzhen Mindray Software
15...	Mindray 2180 Series Color Doppler Ultrasound System Software V1.0 (邁瑞2180系列彩色多普勒超聲系統軟件V1.0)	Shenzhen Mindray Software

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Domain Names

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

No.	Domain name
1. . . .	mindray.com.cn
2. . . .	mindray.com

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

FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

Interests and short positions of our Directors and chief executive of our Company in the Shares, underlying Shares and debentures of our Company and our associated corporations

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

Name	Position	Nature of interest	Description of Shares	Number of Shares ⁽¹⁾	Approximate percentage of shareholding in the A Shares immediately after completion of the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total share capital immediately after completion of the [REDACTED] ⁽²⁾
Mr. Li ⁽³⁾	Director	Interest in controlled corporations	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
		Beneficial owner	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
Mr. Xu ⁽⁴⁾	Director	Interest in controlled corporations	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
Mr. Cheng Minghe (成明和) ⁽⁵⁾	Director	Interest in controlled corporations	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
Mr. Wu Hao (吳昊) ⁽⁶⁾	Director	Interest in controlled corporations	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
		Beneficial owner	A Shares	[REDACTED]	[REDACTED]%	[REDACTED]%
Ms. Guo Yanmei (郭艷美)	Director	Beneficial owner	A Shares	[REDACTED]	[REDACTED]	[REDACTED]
Ms. Kong Yu (孔昱)	Director	Beneficial owner	A Shares	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Liang Huming (梁滙明)	Director	Beneficial owner	A Shares	[REDACTED]	[REDACTED]	[REDACTED]

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Notes:

- (1) All interests stated are long positions in the Shares.
- (2) The calculation is based on the total number of 1,211,799,431 A Shares and [REDACTED] H Shares in issue immediately after completion of the [REDACTED], assuming that the [REDACTED] is not exercised.
- (3) As of the Latest Practicable Date, Smartco Development held 327,072,335 A Shares. Smartco Development is wholly-owned by Quiet Well, which is in turn wholly-owned by Mr. Li. As such, each of Mr. Li and Quiet Well is deemed to be interested in the Shares held by Smartco Development by virtue of the SFO. Further, as of the Latest Practicable Date, Shenzhen Ruifu held 2,747,306 A Shares and Shenzhen Ruilong held 1,237,523 A Shares. As Mr. Li held approximately 47.04% of the limited partnership interests of each of Shenzhen Ruifu and Shenzhen Ruilong, Mr. Li is also deemed to be interested in the A Shares held by each of Shenzhen Ruifu and Shenzhen Ruilong by virtue of the SFO.
- (4) As of the Latest Practicable Date, Magnifice (HK) held 296,951,000 A Shares. Magnifice (HK) is owned as to 66.32% by Magnifice, which is in turn wholly-owned by Mr. Xu. As such, each of Mr. Xu and Magnifice is deemed to be interested in the Shares held by Magnifice (HK) by virtue of the SFO. Further, as of the Latest Practicable Date, Shenzhen Ruifu held 2,747,306 A Shares and Shenzhen Ruilong held 1,237,523 A Shares. As Mr. Xu held approximately 42.71% of the limited partnership interests of each of Shenzhen Ruifu and Shenzhen Ruilong, Mr. Xu is also deemed to be interested in the A Shares held by each of Shenzhen Ruifu and Shenzhen Ruilong by virtue of the SFO.
- (5) The entire interest of 46,482,379 A Shares is held by Ever Union (H.K.) Limited, which is held by the trustee of the family trust established by Mr. Cheng Minghe (as settlor) for the benefit of Mr. Cheng Minghe and his family. Mr. Cheng Minghe is deemed to be interested in the A Shares held by Ever Union (H.K.) Limited under the SFO.
- (6) As of the Latest Practicable Date, Shenzhen Ruilong held 1,237,523 A Shares. Ruiheng Consulting Management (Shenzhen) Co., Ltd. (睿恒諮詢管理(深圳)有限公司) is the general partner of Shenzhen Ruilong, and Mr. Wu Hao held approximately 33.33% of Ruiheng Consulting Management (Shenzhen) Co., Ltd.. As such, Mr. Wu Hao is deemed to be interested in the A Shares held by Shenzhen Ruilong by virtue of the SFO.

Interests of the substantial shareholders in the Shares

Save as disclosed in “Substantial Shareholders”, immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (not being a Director or chief executive of our Company) who will have an interest or short position in our Shares or the underlying Shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

Interests of the substantial shareholders in other members of our Group

So far as the Directors are aware, the following persons (other than our Company, and any subsidiaries of our Group) are entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of other members of our Group:

Name of the subsidiary	Name of the shareholder	Percentage of interest in the subsidiary
APT Medical Inc. (深圳惠泰醫療器械股份有限公司)	Cheng Zhenghui (成正輝)	16.70%
Shenzhen Vista Vision Medical Technology Co., Ltd. (深圳皓影醫療科技有限公司)	Shenzhen Hongpeng Chaoying Technology Partnership (Limited Partnership)(深圳鴻鵬超影科技合夥企業(有限合夥))	34.65%
Diasys Diagnostic Systems GmbH	Gorka Holding GmbH	25.00%
Koivalent Do Brasil Ltda.	Jorge Alves Janoni João Paulo Alves Janoni	24.50% 24.50%

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Particulars of Directors' Service Contracts

Each of the Directors [has] entered into a service contract or a letter of appointment with our Company.

Save as disclosed above, we have not entered into, and do not propose to enter into any service contracts with any of our Directors in their respective capacities as Directors or (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

Remuneration of Directors

Save as disclosed in "Directors and Senior Management" and Note 9 to the Accountants' Report set out in Appendix I to this Document for the Track Record Period, none of our Directors received other remunerations of benefits in kind from us.

Disclaimers

- (a) save as disclosed in the section headed "Substantial Shareholders" in this Document and this section, none of our Directors or our chief executive has any interest or short position in our Shares, underlying Shares or debentures of our Company or any of our 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, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) save as disclosed in the section headed "Substantial Shareholders" in this Document, none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), 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 who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (c) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year during the Track Record Period; and
- (d) none of our Directors or any of the parties listed in "Qualifications of Experts" of this Appendix is:
 - i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this Document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - ii. materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

2022 EMPLOYEE STOCK OWNERSHIP PLAN

The following sets out the details of the 2022 employee stock ownership plan (the “**2022 Employee Stock Ownership Plan**”) adopted in the Shareholders’ meeting held on February 10, 2022, pursuant to which the employees are entitled to the interests in A Shares of the Company through participation in the plan. Given no further shares will be granted under the 2022 Employee Stock Ownership Plan after the [REDACTED] and it does not involve any outstanding share incentive, the terms of the 2022 Employee Stock Ownership Plan are not subject to the provisions of Chapter 17 of the Listing Rules.

(i) Purpose and administration

The purpose of the 2022 Employee Stock Ownership Plan is to establish and improve the benefit-sharing mechanism for employees and Shareholders, further enhance corporate governance, strengthen employee cohesion and company competitiveness, inspire motivation and creativity among employees, and promote the Company’s long-term, sustainable and healthy development.

The 2022 Employee Stock Ownership Plan is managed by the Company, with the holders’ meeting being its highest authority. All participants have the right to attend the holders’ meeting and exercise their voting rights according to their shares in the plan, or alternatively, appoint a proxy to attend the meeting and vote on their behalf. The holders’ meeting of the 2022 Employee Stock Ownership Plan elects a management committee to perform the day-to-day management functions and represent the holders in exercising their shareholder rights. The Board is responsible for drafting and amending the 2022 Employee Stock Ownership Plan and handling other related matters of the plan within the scope authorized by the general meeting of the Shareholders.

(ii) Participants and Shares Involved

The participants of the 2022 Employee Stock Ownership Plan include core employees and key technical personnel of the Company. The total number of participants of the 2022 Employee Stock Ownership Plan will not exceed 2,700, and the specific number will be determined based on the actual employee contributions. Participants who meet the conditions participated in this plan on a voluntary basis, in accordance with legal compliance bearing their own risks, and raising their own funds.

The source of the Shares for the 2022 Employee Stock Ownership Plan was 3,048,662 previously repurchased A Shares transferred out of treasury by the Company. A repurchase mandate for the repurchase of A Shares for the purpose of the Company’s employee stock ownership plan was approved on August 24, 2021. As of September 1, 2021, the repurchase of A Shares was completed with a total of 3,048,662 A Shares repurchased at an average price of RMB328.01 per A Share (including handling fee), accounting for 0.25% of the total issued share capital of our Company prior to the repurchase.

As of December 31, 2025, there were 2,507 participants for the 2022 Employee Stock Ownership Plan holding 641,963 A Shares. None of the directors, supervisors, senior management or controlling shareholders of the Company were participants to the 2022 Employee Stock Ownership Plan. The total number of A Shares under all valid employee stock ownership plans of the Company shall not exceed 10% of the total share capital of the Company. The total number of Shares corresponding to the equity obtained by a single employee shall not exceed 1% of the Company’s total issued share capital.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

(iii) Lock-up Period and Duration of the 2022 Employee Stock Ownership Plan

The lock-up period for the A Shares obtained under the 2022 Employee Stock Ownership Plan (the “**Underlying Shares**”) shall start from the date on which the Company announces the transfer of the last tranche of Underlying Shares to the 2022 Employee Stock Ownership Plan account, in three phases over a period of 12 months, 24 months and 36 months, respectively. The lock-up period has expired on May 25, 2025 and the duration of the 2022 Employee Stock Ownership Plan shall be 48 months from the date on which the Company announces the transfer of the last tranche of the Underlying Shares to the plan (i.e. May 25, 2026). The duration of the plan may be extended before the expiry date, after obtaining two-third of votes at the holders’ meeting and the approval from the Board.

OTHER INFORMATION

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 under the laws of the PRC.

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 was known to our Directors to be pending or threatened by or against any member of our Group, that would have a material and adverse effect on our Group’s results of operations or financial conditions, taken as a whole.

Preliminary Expenses

As of the Latest Practicable Date, our Company has not incurred any material preliminary expenses.

Promoters

The promoters of the Company are all of the 25 then shareholders of our Company as of October 18, 2001, 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 or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] and the related transactions described in this Document.

Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares registered with our Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current 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.

No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of the Group since December 31, 2025 (being the date to which the latest consolidated financial statements of our Group were prepared).

Restriction on Share Repurchases

For details of the restrictions on share repurchases by our Company, please refer to “Appendix III — Summary of Articles of Association” to this Document.

APPENDIX IV STATUTORY AND GENERAL INFORMATION

Qualifications of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this Document are as follows:

Name	Qualification
Huatai Financial Holdings (Hong Kong) Limited	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
J.P. Morgan Securities (Far East) Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Fangda Partners	PRC legal advisor to our Company
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

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 subscribe for or to nominate persons to subscribe for securities in any member of our Group.

Consents of Experts

Each of the experts as referred to “Qualifications of Experts” of this Appendix has given and has not withdrawn their respective written consents to the issue of this Document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

Joint Sponsors’ Independence

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

Pursuant to the engagement letter entered into between the Company and the Joint Sponsors, the Joint Sponsors’ fees payable by us to each of the Joint Sponsors in respect of its services as sponsor in connection with the [REDACTED] on the Stock Exchange is US\$500,000.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Binding Effect

This Document shall have the effect, if an application is made in pursuance of it, 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 so far as applicable.

Bilingual Document

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

Miscellaneous

Save as disclosed in this Document:

- (a) within the two years preceding the date of this Document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any shares of our Company;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
- (c) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) there are no arrangements under which future dividends are waived or agreed to be waived;
- (e) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (f) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (g) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (h) save for the A Shares that are listed on the Shenzhen 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;
- (i) our Company has no outstanding convertible debt securities or debentures;
- (j) our Company is a joint stock limited company and is subject to the PRC Company Law; and
- (k) our Company has adopted a code of conduct regarding Directors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Hong Kong Listing Rules.