

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was incorporated in the PRC under the Company Law as a limited liability company on June 25, 2004 and then converted into a joint stock limited liability company on June 23, 2015. Our registered office is at No. 19 Taishan Road, Wuhu Area, China (Anhui) Pilot Free Trade Zone, Anhui, the PRC. We have established a place of business in Hong Kong at Room 1901, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. Our Company was registered with the Companies Registry in Hong Kong as a non-Hong Kong company under Part 16 of Companies Ordinance of Hong Kong on [•]. Ms. Li Yee Ching (李漪澄女士) has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong. The address for service of process on our Company in Hong Kong is the same as its principal place of business in Hong Kong set out above.

As our Company was incorporated in the PRC, our operation, corporate structure and the Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of certain aspects of the relevant laws and regulations of the PRC and a summary of certain aspect of our Articles of Association are set out, in Appendix III and Appendix IV to this document, respectively.

2. Change in share capital of our Company

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

On February 25, 2025, our Company repurchased and canceled 35,000 A Shares granted to a participant but not yet unlocked under the restricted stock incentive plan adopted by the Company on October 24, 2019, and the total share capital of our Company decreased from RMB606,545,820 to RMB606,510,820.

Between January 7, 2026 to April 30, 2026, our Company issued 2,319 A Shares as a result of the conversion of the 2025 Convertible Bonds, and the total share capital of our Company increased from RMB606,510,820 to RMB606,513,139.

On May 11, 2026, our Company issued 291,126,307 A Shares by way of the capitalization of capital reserve, and the total share capital of our Company increased from RMB606,513,139 to RMB897,639,446.

Between May 1, 2026 to the Latest Practicable Date, our Company issued 141 A Shares as a result of the conversion of the 2025 Convertible Bonds, and the total share capital of our Company increased from RMB897,639,446 to RMB897,639,587.

As of the Latest Practicable Date, the total share capital of our Company was RMB897,639,587 divided into 897,639,587 A Shares of nominal value of RMB1.00 each.

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3. The resolutions passed by our Shareholders’ general meeting in relation to the [REDACTED]

Pursuant to the Shareholders’ general meeting of our Company held on April 20, 2026, the following resolutions, among other resolutions, were duly passed:

- (a) the [REDACTED] by our Company of the H Shares with a nominal value of RMB1.00 each, representing up to [REDACTED]% of the total share capital of our Company upon completion of the [REDACTED] (before the exercise of the [REDACTED]) and such H Shares being [REDACTED] on the Stock Exchange;
- (b) the granting of the [REDACTED] in respect of no more than [REDACTED]% of the number of H Shares [REDACTED] as mentioned above;
- (c) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted which will become effective from the [REDACTED], and our Board and person(s) authorized by our Board have 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) approving our Board and person(s) authorized by our Board to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] of and the [REDACTED] of H Shares on the Stock Exchange.

4. Changes in share capital of our subsidiaries

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

On February 11, 2025, the registered capital of Anhui Diyala Auto Parts Co., Ltd. (安徽迪亞拉汽車部件有限公司) increased from RMB110,000,000 to RMB114,540,000.

On March 12, 2025, the registered capital of Weihai Bethel Automotive Safety Systems Co., Ltd. (威海伯特利汽車安全系統有限公司) increased from RMB135,000,000 to RMB160,000,000.

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

5. Restrictions of share repurchase

For details of the restrictions on the share repurchase by our Company, see “Appendix III — Summary of Principal Legal and Regulatory Provisions” and “Appendix IV — Summary of the Articles of Association”.

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) were entered into by us or any of our subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) the [REDACTED], details of which are set out in “[REDACTED]”; and
- (b) the share transfer agreement dated February 25, 2026 and the supplemental agreement dated April 28, 2026, both entered into among, inter alia, our Company, Joyhigh Industrial Limited (峻鴻實業有限公司), Ningbo Fengyuan Equity Investment Partnership (L.P.)* (寧波奉元股權投資合夥企業(有限合夥)), Hefei Huaxin Cloud Automotive Electronics Investment Partnership Enterprise (L.P.)* (合肥華芯雲向汽車電子投資合夥企業(有限合夥)) and Hefei Industrial Investment High Growth No.1 Equity Investment Partnership Enterprise (L.P.)* (合肥產投高成長壹號股權投資合夥企業(有限合夥)), in relation to the acquisition of a total of 50.9727% equity interest in Yubei Steering by our Company, details of which are set out in “History, Development and Corporate Structure — Major Acquisitions, Disposals and Mergers — Acquisition of Yubei Steering”.

2. Intellectual property rights

(a) Trademarks

As of the Latest Practicable Date, we have registered the following trademarks which are material to our Group’s business:

No.	Trademark	Registration Number	Registered Owner	Place of registration	Class	Expiry date
1		19057021	Our Company	PRC	12	March 7, 2017– March 6, 2027
2		18745198	Our Company	PRC	12	February 7, 2017– February 6, 2027
3		18745211	Our Company	PRC	12	February 7, 2017– February 6, 2027
4		18740331	Our Company	PRC	12	February 7, 2017– February 6, 2027
5		6823805	Our Company	PRC	7	July 21, 2020– July 20, 2030
6		6823806	Our Company	PRC	12	April 14, 2020– April 13, 2030

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No.	Trademark	Registration Number	Registered Owner	Place of registration	Class	Expiry date
7		6741553	Our Company	PRC	12	April 7, 2021– April 6, 2031
8		6741552	Our Company	PRC	7	April 7, 2020– April 6, 2030
9		71721271	Our Company	PRC	12	December 28, 2023– December 27, 2033
10		18453726	Zhejiang Wanda	PRC	12	October 7, 2017– October 6, 2027
11		3945293	Zhejiang Wanda	PRC	12	March 28, 2016– March 27, 2026
12		3945292	Zhejiang Wanda	PRC	12	March 28, 2016– March 27, 2026
13		3945296	Zhejiang Wanda	PRC	12	April 21, 2016– April 20, 2026
14		352491	Zhejiang Wanda	PRC	12	July 10, 2019– July 9, 2029
15		6192110	Our Company	USA	12	November 10, 2020– November 9, 2030
16		1508556	Our Company	Japan	12	October 11, 2019– October 11, 2029
17		1508556	Our Company	India	12	October 11, 2019– October 11, 2029
18		1508556	Our Company	Russian Federation	12	October 11, 2019– October 11, 2029
19		1508556	Our Company	Belarus	12	October 11, 2019– October 11, 2029

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No.	Trademark	Registration Number	Registered Owner	Place of registration	Class	Expiry date
20		918320143	Our Company	Brazil	12	May 19, 2020– May 19, 2030
21		1508556	Our Company	EU	12	October 11, 2019– October 11, 2029
22		1712269	Our Company	Belarus	12	January 18, 2023– January 18, 2033
23		1712269	Our Company	Japan	12	January 18, 2023– January 18, 2033
24		1712269	Our Company	Brazil	12	January 18, 2023– January 18, 2033
25		1712269	Our Company	Mexico	12	January 18, 2023– January 18, 2033
26		1712269	Our Company	EU	12	January 18, 2023– January 18, 2033
27		1712269	Our Company	Canada	12	January 18, 2023– January 18, 2033
28		7464468	Our Company	USA	12	August 6, 2024– August 5, 2034
29		1712269	Our Company	Korea	12	January 18, 2023– January 18, 2033

(b) Patents

As of the Latest Practicable Date, we have registered the following patents which are material to our Group’s business:

No.	Patent name	Patent Number	Registered owner	Place of registration	Type	Grant date	Expiry date
1	An electronic parking brakes system with AUTOHOLD function and braking method thereof (一種具有AUTOHOLD 功能的電子駐車制動系統及其制動方法).	201010265765X	Our Company	PRC	Invention	March 6, 2013	August 26, 2030

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No.	Patent name	Patent Number	Registered owner	Place of registration	Type	Grant date	Expiry date
2	An electronic parking brakes system for motor vehicles and auxiliary starting method thereof (一種應用於機動車的電子駐車制動系統及其輔助起步方法) . . .	2010102589525	Our Company	PRC	Invention	October 30, 2013	August 13, 2030
3	An electronic parking actuator for motor vehicle braking system (一種應用於機動車制動系統的電子駐車執行器) . . .	2010105511039	Our Company	PRC	Invention	December 26, 2012	November 19, 2030
4	An inter-vehicle network management system for motor vehicles (一種應用於機動車的車際網絡管理系統)	2011100002747	Our Company	PRC	Invention	July 16, 2014	January 4, 2031
5	A method for detecting and controlling vehicle state in an electro-mechanical brake system for motor vehicles (一種應用於機動車電子機械制動器系統中檢測與控制車輛狀態的方法).	2011100858767	Our Company	PRC	Invention	March 12, 2014	April 7, 2031
6	An electronic parking actuator for electronic parking brakes system of motor vehicles (一種用於機動車電子駐車制動系統的電子駐車促動器)	2012103674219	Our Company	PRC	Invention	July 15, 2015	September 26, 2032
7	An electronic parking brake system for vehicles and control method thereof (一種車輛用電子駐車制動系統及控制方法).	2012104338126	Our Company	PRC	Invention	August 3, 2016	November 2, 2032
8	A brake caliper assembly for electronic parking brakes system of vehicles (一種車輛用電子駐車制動系統的制動卡鉗總成).	2012104990798	Our Company	PRC	Invention	October 7, 2015	November 29, 2032
9	An electronic parking actuator for motor vehicle braking system (一種用於機動車制動系統的電子駐車促動器)	2013101361394	Our Company	PRC	Invention	February 8, 2017	April 18, 2033
10	A vehicle safety protection system (一種車輛安全保護系統).	2013104612252	Our Company	PRC	Invention	August 31, 2016	September 29, 2033
11	An electronic parking actuator for vehicle braking system (一種車輛制動系統電子駐車執行器).	2013107536208	Our Company	PRC	Invention	July 6, 2016	December 31, 2033
12	A caliper structure for reducing vehicle braking distance (一種降低車輛制動距離的卡鉗結構).	2014108504887	Our Company	PRC	Invention	August 25, 2017	December 31, 2034

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No.	Patent name	Patent Number	Registered owner	Place of registration	Type	Grant date	Expiry date
13	An ESC-based vehicle braking system and test method thereof (一種基於ESC的汽車制動系統及其試驗測試方法)	2014108506280	Our Company	PRC	Invention	January 18, 2017	December 31, 2034
14	Regenerative braking system for electric vehicle and regenerative braking method thereof (電動汽車回饋制動系統及其回饋制動方法).	2014108506539	Our Company	PRC	Invention	January 4, 2017	December 31, 2034
15	An anti-rollaway protection control method for engine start-stop system during flameout (一種發動機啟停系統的熄火防溜坡保護控制方法)	2015105477505	Our Company	PRC	Invention	September 26, 2017	August 28, 2035
16	An electronically controlled brake pedal feel simulation device and control method thereof (一種電控制動踏板感覺模擬裝置及其控制方法).	2015106413498	Our Company	PRC	Invention	April 9, 2021	September 30, 2035
17	Control method for brake energy recovery system (制動能量回收系統的控制方法) .	2016102207301	Our Company	PRC	Invention	September 28, 2018	April 11, 2036
18	Oil pressure assist braking system and control method thereof (油壓助力制動系統及其控制方法).	2016102302679	Our Company	PRC	Invention	July 6, 2018	April 14, 2036
19	A brake caliper assembly for electronic parking brakes system (應用於電子駐車制動系統的制動鉗總成).	2018113168244	Our Company	PRC	Invention	March 29, 2024	November 7, 2038
20	A power-on control method for brake-by-wire hydraulic braking system (一種應用於線控液壓制動系統的上電控制方法).	2019106670902	Our Company	PRC	Invention	September 21, 2021	July 23, 2039
21	A structure for reducing drag torque of automotive brake caliper and working method thereof (一種降低汽車制動卡鉗拖滯力矩的結構及工作方法)	2019107821577	Our Company	PRC	Invention	March 2, 2021	August 23, 2039
22	A collaborative ACC/AEB decision management system based on Internet of Vehicles and the vehicle thereof (一種基於車聯網的協同ACC/AEB決策管理系統及該車輛).	2020103205954	Our Company	PRC	Invention	February 8, 2022	April 22, 2040
23	Vehicle brake control method based on electronic parking system (基於電子駐車系統的車輛制動控制方法)	2020106305494	Our Company	PRC	Invention	December 30, 2022	July 3, 2040

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24	A redundant control circuit for solenoid valves of a vehicle braking system and control method thereof (一種車輛制動系統的電磁閥冗餘控制電路及其控制方法)	2020103886344	Our Company	PRC	Invention	February 20, 2024	May 9, 2040
25	A pressure control method applied to a redundant braking system (一種應用於冗餘制動系統的壓力控制方法)	202010527158X	Our Company	PRC	Invention	December 30, 2022	June 11, 2040
26	A vehicle braking method for coping with decoupling failure (一種應對解耦失效的車輛制動方法)	2021103675988	Our Company	PRC	Invention	December 22, 2023	April 6, 2041
27	Electro-hydraulic brake caliper and vehicle braking system (電液制動卡鉗及車輛制動系統)	2020104899712	Our Company	PRC	Invention	April 12, 2024	June 2, 2040
28	An emergency control method and system for steering failure of an autonomous driving vehicle (一種自動駕駛車輛轉向失效的應急操控方法和系統)	2020103891431	Our Company	PRC	Invention	June 14, 2024	May 9, 2040
29	Return device for brake caliper (制動卡鉗用回位裝置)	2019103085979	Our Company	PRC	Invention	June 25, 2024	April 17, 2039
30	Casting device for aluminum-iron composite brake disc and casting process thereof (鋁鐵複合制動盤的鑄造裝置及其鑄造工藝)	2019109055163	Our Company	PRC	Invention	August 9, 2024	September 24, 2039
31	Electrically controlled mechanical dry brake caliper (電控機械幹式制動鉗)	2022102164208	Our Company	PRC	Invention	December 23, 2025	March 7, 2042
32	A force sensor wiring structure and wiring method for EMB brake caliper (一種EMB制動卡鉗用力傳感器布線結構及布線方法)	2023107423006	Our Company	PRC	Invention	October 17, 2025	June 21, 2043
33	Lead screw transmission mechanism (絲杠傳動機構)	2020106261782	Our Company	PRC	Invention	September 19, 2025	July 1, 2040
34	Brake-by-wire actuating device for vehicles (用於車輛的線控制動執行裝置)	2020106261725	Our Company	PRC	Invention	September 5, 2025	July 1, 2040
35	Electronic brake actuator (電子制動執行器)	2020100375313	Our Company	PRC	Invention	August 22, 2025	January 14, 2040

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36	An electronically controlled brake pressure build-up module (一種電控制動建壓模塊)	2021101096942	Our Company	PRC	Invention	May 6, 2025	January 27, 2041
37	Floating composite brake disc (浮動式複合制動盤)	2020100375205	Our Company	PRC	Invention	January 10, 2025	January 14, 2040
38	A control method of an inertia measurement unit applied to motor vehicles (一種應用於機動車的慣量測量單元的控制方法)	2010105908151	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	March 27, 2013	December 16, 2030
39	A solenoid valve structure (一種電磁閥結構)	2011100445105	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	August 27, 2014	February 24, 2031
40	A functional test system for automotive electronic control unit and control method thereof (一種應用於汽車電子控制單元的功能測試系統及其控制方法)	2013107390738	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	June 15, 2016	December 29, 2033
41	An electronic brake-by-wire system (一種電子線控制動系統)	2017108457767	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	March 10, 2023	September 19, 2037
42	A decoupled brake-by-wire system and control method thereof (一種解耦的線控制動系統及其控制方法)	2017108457790	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	September 26, 2023	September 19, 2037
43	A brake-by-wire hydraulic braking system with EPB auxiliary redundancy (一種利用EPB輔助冗餘的線控液壓制動系統)	2018105891320	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	August 11, 2023	June 8, 2038
44	A control method for brake redundancy control of motor vehicles (用於機動車制動冗餘控制的控制方法)	2020110219754	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	April 11, 2023	September 25, 2040

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No.	Patent name	Patent Number	Registered owner	Place of registration	Type	Grant date	Expiry date
45	A detection and control method for vehicle brake failure and braking system (一種車輛制動失效的檢測和控制方法及制動系統)	202310761045X	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	August 12, 2025	June 25, 2043
46	An electronic control system with brake signal output function (具有制動信號輸出功能的電子控制系統)	2018109763872	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	Invention	July 8, 2025	August 25, 2038
47	An automobile steering knuckle structure and machining process thereof (一種汽車轉向節結構及其加工工藝)	2015102864667	Weihei Bethel Automotive Safety Systems Co., Ltd.	PRC	Invention	December 30, 2015	May 30, 2035
48	Automatic clearance adjustment device for automobile steering gear (汽車轉向器的間隙自動調整裝置)	2012100697825	Zhejiang Wanda	PRC	Invention	May 20, 2015	March 3, 2032
49	A fully automatic worm gear double-flank meshing measuring machine (一種全自動蝸輪雙嚙合測量機)	2012101011254	Zhejiang Wanda	PRC	Invention	May 4, 2016	April 1, 2032
50	A measuring tool for relative position angle of helical gear and measuring method thereof (斜齒輪相對位置角度的測量工具及其測量方法)	2013102337138	Zhejiang Wanda	PRC	Invention	March 30, 2016	June 14, 2033
51	An automobile steering column assembly and adjustment method thereof (一種汽車轉向柱管總成及其調節方法)	2014101072825	Zhejiang Wanda	PRC	Invention	March 25, 2015	March 12, 2034
52	A rack-and-pinion type magnetorheological fluid electronically controlled hydraulic power steering device and control method (一種齒輪齒條式磁流體電控液壓助力轉向裝置及控制方法)	2014105578747	Zhejiang Wanda	PRC	Invention	May 25, 2016	October 20, 2034
53	A recirculating ball type magnetorheological fluid electronically controlled hydraulic power steering device and control method (一種循環球式磁流體電控液壓助力轉向裝置及控制方法)	2014105569644	Zhejiang Wanda	PRC	Invention	May 25, 2016	October 20, 2034

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No.	Patent name	Patent Number	Registered owner	Place of registration	Type	Grant date	Expiry date
54	A steering column with a two-stage collapse structure and its method (一種實現二級潰縮結構的轉向管柱及其方法)	2019101886633	Zhejiang Wanda	PRC	Invention	March 1, 2024	March 13, 2039
55	A steering mechanism clearance adjustment device based on giant magnetostrictive material and its method (基於超磁致伸縮的轉向機構間隙調節裝置及其方法)	2020102547969	Zhejiang Wanda	PRC	Invention	September 12, 2023	April 2, 2040
56	A redundant fault-tolerant control system for dual-redundancy steer-by-wire (一種雙餘度線控轉向的冗余容錯控制系統)	2024116635198	Zhejiang Wanda	PRC	Invention	December 12, 2025	November 20, 2044
57	A vision-based EBA deceleration request method, system and automobile (基於視覺的EBA減速度請求方法、系統及汽車)	2023109814644	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	Invention	November 21, 2025	August 3, 2043
58	A lane merging identification method, system and automobile (一種車道並道識別方法、系統及汽車)	2022112131770	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	Invention	October 31, 2025	September 29, 2042
59	An intersection following method, system and vehicle based on vehicle trajectory (基於車輛軌迹的路口跟隨方法、系統及車輛)	2022112012678	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	Invention	October 31, 2025	September 29, 2042
60	A lane center trajectory construction method, system and automobile (一種車道中心軌迹構建方法、系統及汽車)	2022112545507	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	Invention	October 14, 2025	October 13, 2042
61	A method, system and automobile for identifying the lane where a target object is located (一種目標物所在車道的識別方法、系統及汽車)	2023103269273	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	Invention	October 3, 2025	March 29, 2043
62	A braking system with two independent control functions and control method thereof (具有兩個獨立控制功能的制動系統及其控制方法)	535497	Our Company	India	Invention	March 18, 2021	March 18, 2041
63	Electro-hydraulic hybrid braking system for vehicle (用於車輛的電液混合制動系統)	4163166	Our Company	European Patent Office, UK	Invention	February 5, 2021	February 5, 2041

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64	Electro-hydraulic hybrid braking system for vehicle (用於車輛的電液混合制動系統)	571313	Our Company	India	Invention	January 7, 2023	January 7, 2043
65	Electronic parking brake system and method for assisted starting of motor vehicles (電子停車制動系統,其用於電機輔助啟動的方法車輛)	2617618	Our Company	UK, Germany, France and Sweden	Invention	December 20, 2010	December 20, 2030
66	Electronic parking brake system and method for assisted starting of motor vehicles (電子停車制動系統,其用於電機輔助啟動的方法車輛)	101506552	Our Company	Korea	Invention	December 20, 2010	December 20, 2030
67	Electrically controlled mechanical brake caliper (電控制動機械卡鉗)	7784569	Our Company	Japan	Invention	December 11, 2025	March 7, 2043
68	Electro-hydraulic hybrid braking system for vehicles (用於車輛的電液混合制動系統)	7539495	Our Company	Japan	Invention	August 23, 2024	February 5, 2041
69	Electronic parking brake system for automobiles and auxiliary starting method thereof (汽車電子駐車制動系統及其輔助啟動方法)	5793191	Our Company	Japan	Invention	October 14, 2015	December 20, 2030
70	Electronic parking brake system for automobiles and auxiliary starting method thereof (汽車電子駐車制動系統及其輔助啟動方法)	13701812	Our Company	USA	Invention	February 3, 2015	May 2, 2031
71	EPB-based vehicle anti-theft control method (基於EPB的車輛防盜控制方法)	CN117048551B	Our Company	PRC	Invention	January 9, 2026	May 6, 2042
72	Electronically controlled brake pressure build-up module (電控制動建壓模塊)	CN116266726B	Our Company	PRC	Invention	April 21, 2026	December 17, 2041

(c) Software copyrights

As of the Latest Practicable Date, we have registered the following software copyrights which are material to our Group’s business:

No.	Software name	Registration Number	Registered Owner	Place of registration	Registration date	Expiry date
1	Electronic parking brakes system platform software (電子駐車制動系統平台軟件)	2018SR1022909	Our Company	PRC	December 17, 2018	December 31, 2068
2	Wuhu Bethel parking brake control software (蕪湖伯特利駐車制動控制軟件)	2023SR0448134	Our Company	PRC	April 7, 2023	December 31, 2073

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No.	Software name	Registration Number	Registered Owner	Place of registration	Registration date	Expiry date
3	Vehicle after-sales fault diagnosis software (車輛售後故障診斷軟件)	2023SR0524985	Our Company	PRC	May 9, 2023	December 31, 2073
4	Vehicle after-sales fault diagnosis software (車輛售後故障診斷軟件)	2024SR0339939	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	March 1, 2024	December 31, 2074
5	Wuhu Bethel driver assistance report generation software (蕪湖伯特利輔助駕 駛報告生成軟件).	2024SR0339940	Wuhu Bethel Intelligent Driving Co., Ltd.	PRC	March 1, 2024	December 31, 2074
6	Hydraulic anti-lock brake control system platform software (液壓防抱死制動控制 系統平台軟件).	2018SR1022918	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	December 17, 2018	December 31, 2068
7	Hydraulic electronic stability control system platform software (液壓電子穩定 控制系統平台軟件).	2018SR1019958	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	December 14, 2018	December 31, 2068
8	Brake-by-wire system platform software (線控制動系統平台軟件)	2021SR2076969	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	December 17, 2021	December 31, 2071
9	Wanda intelligent parking assist system environment detection software (萬達智 能泊車輔助系統環境探測軟件)	2013SR002137	Zhejiang Wanda	PRC	January 8, 2013	December 31, 2063
10	Wanda intelligent parking assist system parking control software (萬達智能泊車 輔助系統泊車控制軟件).	2013SR002123	Zhejiang Wanda	PRC	January 8, 2013	December 31, 2063
11	Wanda EPS control software (萬達EPS控 制軟件).	2014SR134256	Zhejiang Wanda	PRC	September 5, 2014	December 31, 2064
12	Wanda brushless permanent magnet synchronous motor test bench control software (萬達無刷永磁同步電機測試台 控制軟件).	2014SR140094	Zhejiang Wanda	PRC	September 17, 2014	December 31, 2064
13	Reclining electric adjustable steering column control software (循環電動可調 轉向管柱控制軟件).	2016SR039956	Zhejiang Wanda	PRC	February 29, 2016	December 31, 2066
14	Brushless SBW steering wheel torque simulation control software (無刷SBW 方向盤力矩模擬控制軟件)	2019SR0902178	Zhejiang Wanda	PRC	August 30, 2019	December 31, 2069
15	Brushed SBW steer-by-wire steering control software (有刷 SBW線控制轉向 控制軟件).	2019SR0902682	Zhejiang Wanda	PRC	August 30, 2019	December 31, 2069

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No.	Software name	Registration Number	Registered Owner	Place of registration	Registration date	Expiry date
16	SBW on-board performance test system control software (SBW車載性能試驗系統控制軟件)	2019SR1242758	Zhejiang Wanda	PRC	November 30, 2019	December 31, 2069
17	Wanda electric power steering control software (萬達電動轉向控制軟件) . . .	2017SR105383	Zhejiang Wanda	PRC	April 7, 2017	December 31, 2069

(d) Domain names

As of the Latest Practicable Date, we have registered the following domain names which are material to our Group’s business:

No.	Domain name	Registered Owner	Place of registration	Expiry date
1	btl-auto.com	Our Company	PRC	July 4, 2028
2	wbtl-auto.cn	Our Company	PRC	July 4, 2028
3	wbtl-auto.com.cn	Our Company	PRC	July 4, 2028
4	wbtl.cn	Our Company	PRC	November 13, 2029
5	wbtl.net	Our Company	PRC	May 5, 2029
6	wbtl-auto.net	Our Company	PRC	February 8, 2027
7	btl-auto.com.cn	Our Company	PRC	February 8, 2027
8	btl-auto.com	Our Company	PRC	November 5, 2031
9	btl-auto.net	Our Company	PRC	February 8, 2027
10	wbtl.ltd	Our Company	PRC	December 18, 2030
11	btl-ec.com	Wuhu Bethel Electronic Control Systems Co., Ltd.	PRC	December 18, 2029
12	wanda-zj.com	Zhejiang Wanda	PRC	October 12, 2032

C. FURTHER INFORMATION ABOUT DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDER

1. Particulars of Directors’ Contracts

We have entered into a service contract with each of our Directors in respect of, among other things, (i) the term of office, and (ii) termination provisions.

Save as disclosed above, none of our Directors has or is proposed to enter into a service contract with any member of our Company other than contracts expiring or determinable by the relevant employer within one year without the payment of compensation (other than statutory compensation).

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2. Remuneration of Directors

Save as disclosed in “Directors and Senior Management — Remuneration of Directors and Senior Management”, none of our Directors received other remuneration from our Company for each of the years ended December 31, 2023, 2024 and 2025.

3. Agency Fees or Commissions Received

Save in connection with the [REDACTED] and the fees of RMB975,200 paid to Jingtian & Gongcheng in connection with the issuance of the 2025 Convertible Bonds, none of our Directors, Promoters nor any of the persons whose names are listed in “— E. Other Information — 7. Qualification of experts” in this appendix had received any commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of any member of our Group within the two years prior to the date of this document.

4. Disclosure of Interests of Directors and chief executive

Immediately following the completion of the [REDACTED] (excluding A Shares to be issued upon the conversion of the outstanding 2025 Convertible Bonds and assuming that there are no changes to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), save as disclosed in the following table, no Director or chief executive will have any interest and/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):

- (a) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short position which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein;
- (b) 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, once the H Shares are [REDACTED]:

Name	Position	Nature of interest	Number and class of Shares held ⁽¹⁾	Approximate percentage of shareholding in the total issued Shares immediately prior to the [REDACTED] (%)	Approximate percentage of shareholding in the total issued Shares immediately after the [REDACTED] ⁽²⁾ (%)
Chairman Yuan ⁽³⁾	Chairman of the Board, Executive Director and General Manager	Beneficial owner	163,694,423 A Shares	18.24	[REDACTED]
			14,574,260 A Shares	1.62	[REDACTED]
		Interest of spouse	43,384,400 A Shares	4.83	[REDACTED]

Notes:

- (1) Excluding A Shares to be issued upon the conversion of the outstanding 2025 Convertible Bonds.
- (2) The calculation is based on the total number of [REDACTED] Shares (consisting of 897,639,587 A Shares and [REDACTED] H Shares) in issue immediately after the completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

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- (3) As of the Latest Practicable Date, Bethel Investment Management held 43,384,400 A Shares. Shanghai Henglu, a company wholly owned by Ms. Pan, the spouse of Chairman Yuan, acted as the executive manager of Bethel Investment Management. Accordingly, Chairman Yuan was deemed to be interested in the 43,384,400 A Shares held by Bethel Investment Management.

As of the Latest Practicable Date, Chairman Yuan held the outstanding 2025 Convertible Bonds in the principal amount of RMB512,431,000 which were convertible to 14,574,260 A Shares upon full conversion, based on the conversion price as of the Latest Practicable Date.

On April 21, 2026, Bethel Investment Management pledged 4,600,000 A Shares to a PRC financial institution as security for its own financing needs, representing approximately 0.51% of our A Shares as of the Latest Practicable Date. See “Substantial Shareholders” for details.

5. Disclosure of Interests of Substantial Shareholders

Save as disclosed in “Substantial Shareholders”, “— Further Information about Directors, Chief Executive and Substantial Shareholders — Disclosure of Interests of Directors and chief executive” in this section and below, our Directors are not aware of any person who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares, which would be required to be disclosed to our Company and the 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 rights to vote in all circumstances at the general meetings of our Company or any other member of our Group.

Our Subsidiaries	Parties with 10% or more equity interest	Approximate percentage of shareholding
Zhejiang Wanda Steering Gear Co., Ltd.* (浙江萬達汽車方向機有限公司).....	Wuhu Ruizhi Lianneng Technology Co., Ltd.* (蕪湖瑞智聯能科技有限公司)	20%
	Zhejiang Wanda Auto Parts Co., Ltd.* (浙江萬達汽車零部件有限公司)	16.49%
Wuhu Bethel Intelligent Driving Co., Ltd.* (蕪湖伯特利智能駕駛有限公司).....	Wuhu Borui Enterprise Management Partnership (Limited Partnership)* (蕪湖伯睿企業管理合夥企業(有限合夥))	26%
Zhejiang Shuangli Automobile Intelligent Technology Co., Ltd.* (浙江雙利汽車智能科技有限公司).....	Zhejiang Geely Automotive Parts Industry Co., Ltd.* (浙江吉利汽車零部件產業有限公司)	35%
Zhejiang Bojian Transmission Technology Co., Ltd.* (浙江伯健傳動科技有限公司).....	Zhejiang Jianzhuang Transmission Technology Co., Ltd.* (浙江健壯傳動科技有限公司)	40%
Wuhu Bethel Drive Technology Co., Ltd.* (蕪湖伯特利驅動科技有限公司).....	Langfang Jin Run Electric Co., Ltd.* (廊坊金潤電氣股份有限公司)	40%
Wuhu Bethel Automotive Suspension Technology Co., Ltd.* (蕪湖伯特利汽車懸架科技有限公司).....	Wuhu Bocheng Enterprise Management Partnership (Limited Partnership)* (蕪湖伯誠企業管理合夥企業(有限合夥))	30%

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Our Subsidiaries	Parties with 10% or more equity interest	Approximate percentage of shareholding
Hangzhou Xinsheng Automotive Systems Co., Ltd.* (杭州信盛汽車系統有限公司)	Han Funing (韓福寧)	15%
	Kong Yimin (孔益民)	15%
	Sun Wangping (孫王平)	10%

6. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors nor any of the parties listed in the section headed “— E. Other Information — 7. Qualification of experts” of this appendix has any direct or indirect interest in the promotion of our Company, or in any assets which have been, within the two years immediately preceding the date of this document, 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;
- (b) none of Director 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 taken as a whole;
- (c) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or the Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in the five largest customers or the five largest suppliers of our Company;
- (d) save as disclosed in this appendix and “Director and Senior Management”, none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. A SHARE EMPLOYEE STOCK OWNERSHIP SCHEMES

Our Company adopted the 2021 Employee Stock Ownership Scheme, the 2022 Employee Stock Ownership Scheme and the 2025 Employee Stock Ownership Scheme (collectively, the “**A Share Employee Stock Ownership Schemes**”) on July 12, 2021, December 30, 2022 and August 18, 2025, respectively, which were still in effect as of the Latest Practicable Date. The terms of the A Share Employee Stock Ownership Schemes are not subject to the provisions of Chapter 17 of the Listing Rules regarding share schemes involving issue of new shares. Save as otherwise disclosed, the terms of each of the A Share Employee Stock Ownership Schemes are substantially similar and are summarized below.

(a) Participants of the schemes

The participants of the A Share Employee Stock Ownership Schemes include directors, supervisors (if applicable), senior management, core and key personnel and employees of our Group as set out in the schemes.

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(b) Source of shares and participants’ interest in the schemes

Our Company had repurchased certain number of A Shares from the open market, and would transfer such A Shares to the relevant accounts under the employee stock ownership schemes at certain purchase price, as set out under each scheme. The purchase of A Shares to be held for each scheme shall be funded by the legal income of the employees, self-raised funds or other sources permitted by laws and regulations.

(c) Term of the schemes

Each A Share Employee Stock Ownership Scheme is valid for a period of six years, commencing from the publication date of an announcement by our Company regarding the transfer of last tranche of relevant A Shares from our Company’s stock repurchase account to the relevant employee stock ownership scheme (the “**Announcement Date**”).

(d) Administration of the schemes

Each scheme is administered by a committee (the “**Scheme Management Committee**”), the members of which are elected by the participants of that scheme. The Scheme Management Committees oversee the day-to-day management of the A Share Employee Stock Ownership Schemes, and exercise shareholders’ rights in respect of the A Shares held under each scheme on behalf of its participants.

(e) Vesting of the shares

Each participants’ entitlement to the corresponding portion of A Shares (together with any dividend) held by the A Share Employee Stock Ownership Schemes, shall be vested in three tranches in the proportion of 30%, 20% and 50%, upon expiry of a period of 12 months, 24 months and 36 months from the Announcement Date, respectively. The vesting of A Shares shall be subject to attainment of corporate performance targets and personal evaluation for each participant. The vested A Shares shall either be sold by the Scheme Management Committee, with the proceeds to be distributed to the participants proportionately, or transferred to the relevant participant.

(f) Total number of shares under the schemes

As of the Latest Practicable Date, the total number of A Shares under the A Share Employee Stock Ownership Schemes was 5,049,597, representing approximately [REDACTED]% of the issued Shares immediately upon completion of the [REDACTED] (excluding A Shares to be issued upon the conversion of the outstanding 2025 Convertible Bonds, and assuming the [REDACTED] is not exercised and that no changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]).

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The table below sets forth the details of the A Shares under the A Share Employee Stock Ownership Schemes:

Employee Stock Ownership Scheme	Maximum number of grantees	A Shares held by the scheme as of the Latest Practicable Date	Approximate percentage of issued Shares as of the Latest Practicable Date	Approximate percentage of issued Shares after completion of the [REDACTED] (assuming the [REDACTED] is not exercised)
2021 Employee Stock Ownership Scheme	81	1,175,370	0.13%	[REDACTED]%
2022 Employee Stock Ownership Scheme	100	1,210,227	0.13%	[REDACTED]%
2025 Employee Stock Ownership Scheme	258	2,664,000	0.30%	[REDACTED]%

None of the grantees under the A Share Employee Stock Ownership Schemes are connected persons of our Company as of the Latest Practicable Date.

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty that is likely to be imposed on our Company.

2. Litigation

Save as disclosed in this document, no member of our Group was 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 against any member of our Group as of the Latest Practicable Date.

3. Sole Sponsor

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

The Sole Sponsor has made an application on our behalf to the Stock Exchange for a [REDACTED] of, and permission to [REDACTED], the H Shares to be [REDACTED] as mentioned in this document. Our Company has agreed to pay the Sole Sponsor a fee of US\$400,000 (inclusive of any applicable tax) to act as a sponsor in connection with the [REDACTED].

4. Promoters

The promoters of our Company are Chairman Yuan, Chery Technology, Mr. Xiong Liwu (熊立武), Wuhu Ruiye Equity Investment Fund L.P.* (蕪湖瑞業股權投資基金(有限合夥)), Bethel Investment Management, Wuhu Shiji Jiangdong Venture Capital Center L.P.* (蕪湖世紀江東創業投資中心(有限合夥)), Hangzhou Chuangdongfang Fujin Venture Capital L.P.* (杭州創東方富錦投資合夥企業(有限合夥)) and Tangshan Fangzhou Industrial Co., Ltd.* (唐山方舟實業有限公司).

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Save for the [REDACTED] and as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities, amount or benefit has been paid, allotted or given, or has 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.

5. Compliance Advisor

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

6. Preliminary Expenses

We have not incurred any material preliminary expenses.

7. Qualification of Experts

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

Name	Qualification
China International Capital Corporation Hong Kong Securities Limited	A corporation licensed to conduct 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) of the regulated activities as defined under the SFO
Rongcheng (Hong Kong) CPA Limited	Certified Public Accountants and Registered Public Interest Entity Auditor
Jingtian & Gongcheng	Legal advisors as to PRC laws and PRC cybersecurity and data compliance laws
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

8. Consents of Experts

Each of the experts as referred to in the paragraph headed “— E. Other Information — 7. Qualification of Experts” in 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 the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in any member of our Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Company.

9. Binding effect

This document shall have the effect, if an application is made in pursuance hereof, 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 (Cap. 32) so far as applicable.

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10. No material adverse change

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

11. 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 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.

12. Miscellaneous

Save as disclosed in this document:

- (a) within the two years immediately preceding the date of this document:
 - (i) no share or loan capital of our Company 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) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option; and
 - (iii) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (b) there are no founder, management or deferred shares or any debentures in our Company;
- (c) 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;
- (d) save for the 2025 Convertible Bonds, our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) save for the A Shares and the 2025 Convertible Bonds that are listed on the Shanghai Stock Exchange, no part of the equity or debt securities of our Company, if any, is currently [REDACTED] on or [REDACTED] on any stock exchange or [REDACTED] system, and no such [REDACTED] or permission to [REDACTED] on any stock exchange other than the Stock Exchange is currently being or agreed to be sought.

13. 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).