

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on August 8, 2017 and was converted into a joint stock company with limited liability under the laws of the PRC on February 18, 2025. Our registered office is situated at 5/F, Building C, Wanbo Science and Technology Park, No. 20 Fengxin Road, Yuhuatai District, Nanjing Province, the PRC. As of the Latest Practicable Date, the registered capital of our Company was RMB17,084,745.

Our Company has established a principal place of business in Hong Kong at 31/F, Tower Two, Times Square, 1 Matheson Street, Causeway Bay Hong Kong, and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on October 15, 2025. Ms. Ye Jiahong (叶嘉红) has been appointed as the alternate to authorized representative of our Company for acceptance of service of process and notices required to be served on our Company in Hong Kong. The address for acceptance of service of process and notices is the same as our principal place of business in Hong Kong.

As our Company was established in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of PRC laws and principal regulatory provisions is set out in Appendix IV to this document. A summary of the Articles of Association is set out in Appendix V to this document.

2. Changes in the Share Capital of Our Company

For details of changes in the share capital of our Company, see “History, Development and Corporate Structure.”

Immediately after the completion of the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming no exercise of the [REDACTED]), our registered share capital will be RMB[REDACTED], all of which are H Shares, which represent [REDACTED]% of our total issued share capital.

3. Changes in the Share Capital of Our Subsidiaries

Particulars of our subsidiaries are included in Note 14 to the Accountants’ Report set out in Appendix I to this document.

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

- (1) On December 30, 2025, Yuxi Silicon was established in the PRC with a registered capital of RMB5.00 million.
- (2) On December 12, 2025, Jiaxing Culture was established in the PRC with a registered capital of RMB10.00 million.
- (3) On April 18, 2025, Jiaxing Silicon was established in the PRC with a registered capital of RMB80.00 million, which was increased to RMB200.00 million on April 24, 2025.
- (4) On September 12, 2025, the registered capital of Nanjing Silicon Dream decreased from RMB5,000,000 to RMB100,000.
- (5) On August 8, 2025, the registered capital of Shanghai Silicon Life decreased from RMB10,000,000 to RMB50,000.
- (6) On July 18, 2025, Silicon HK was incorporated in Hong Kong with an issued share capital of HKD10,000.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (7) On November 20, 2024, Silicon Singapore was incorporated in Singapore with an issued share capital of SGD1,000.

4. Resolutions Passed by Our Shareholders' Meeting in Relation to the [REDACTED]

At the general meeting of our Company held on October 27, 2025, the following resolutions, among others, were passed by our Shareholders:

- (1) the [REDACTED] be approved and the Board and its authorized representatives be authorized to handle all matters relating to, among others, the [REDACTED] and the [REDACTED] of our H Shares on the Stock Exchange;
- (2) the issuance by our Company of the H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange. The number of H Shares to be issued shall not be more than [REDACTED]% of our enlarged total issued share capital immediately following the [REDACTED] (assuming no exercise of the [REDACTED]) and the number of H Shares to be issued under the [REDACTED] shall not be more than [REDACTED]% of the number of H Shares issued pursuant to the [REDACTED];
- (3) subject to the filing with the CSRC, upon completion of the [REDACTED], 17,084,745 Unlisted Shares held by our Shareholders be converted into H shares on a one-for-one basis;
- (4) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to allot and issue Shares at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as our Board in its absolute discretion deems fit, and to complete all necessary procedures, provided that, the number of Shares to be issued shall not exceed 20% of the number of the Shares in issue as of the [REDACTED];
- (5) subject to the completion of the [REDACTED], the granting of a general mandate to our Board to exercise all the powers of our Company to repurchase H Shares [REDACTED] on the Stock Exchange at any time within a period up to the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier, and to complete all necessary procedures, provided that, the number of H Shares to be repurchased shall not exceed 10% of the number of H Shares in issue as of the [REDACTED]; and
- (6) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board be authorized to revise and amend the Articles of Association, in accordance with the requirements of the applicable laws, regulations and Listing Rules.

5. Explanatory Statement on Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our own securities.

(1) Reasons for Repurchase

Our Directors believe that the repurchase of H Shares would be beneficial to and in the best interests of our Company and Shareholders as a whole. It can strengthen the investors' confidence in our Company and promote a positive effect on maintaining our Company's reputation in the capital market. Such repurchases will only be made when our Board believes that such repurchases will benefit our Company and Shareholders as a whole.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(2) Exercise of the General Mandate to Repurchase H Shares

Pursuant to the resolutions passed by the general meeting of our Shareholders held on October 27, 2025, our Board was granted general mandate to repurchase H Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the date of the conclusion of the next annual general meeting of our Shareholders or the date on which our Shareholders pass a special resolution to revoke or change such mandate, whichever is earlier.

Furthermore, we need to complete necessary procedures with relevant government authorities for the actual grant of the general mandate to repurchase H Shares to our Board, as applicable. The exercise in full of the general mandate to repurchase H Shares (on the basis of [REDACTED] H Shares in issue as of the [REDACTED]) would result in a maximum of [REDACTED] H Shares being repurchased by our Company during the relevant period, being the maximum of 10% of the H Shares in issue as of the [REDACTED].

(3) Source of Funds

In repurchasing H Shares, our Company intends to apply funds from our Company's internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Our Company is entitled under the Articles of Association to repurchase our Shares. Any repurchases by our Company may only be made out of either the funds of our Company that would otherwise be available for dividend or distribution or out of the proceeds of a new issue of shares made for such purpose. Our Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(4) Suspension of Repurchase

A listed company shall not repurchase its shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its shares on the Stock Exchange unless there are exceptional circumstances.

(5) Trading Restrictions

A listed company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such repurchase) without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

A listed company may not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange.

A listed company is required to procure that the broker appointed by it to affect a repurchase of securities disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the listed company as the Stock Exchange may require.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(6) Close Associates and Core Connected Persons

None of our Directors or, to the best of their knowledge having made all reasonable inquiries, any of their close associates have a present intention, in the event the general mandate to repurchase H Shares is approved, to sell any Shares to our Company.

No core connected person of our Company has notified our Company that they have a present intention to sell Shares to our Company, or have undertaken to do so, if the general mandate to repurchase H Shares is approved.

A listed company shall not knowingly purchase its shares on the Stock Exchange from a core connected person (namely a director, supervisor, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in shares of the company to it.

(7) Status of Repurchased Shares

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, the H Shares repurchased by our Company will be cancelled or transferred within certain period and our Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares if such H Shares were cancelled.

(8) Takeover Implications

If, as a result of any repurchase of H Shares, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as disclosed above, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase H Shares.

(9) General

If the general mandate to repurchase H Shares was to be carried out in full at any time, there may be a material and adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase H Shares to such an extent as would have a material and adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase H Shares in accordance with the Listing Rules and the applicable laws in the PRC.

6. Restriction on Share Repurchase

For details of the restrictions on the share repurchase by our Company, see "Appendix V — Summary of Articles of Association."

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this document and are or may be material:

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(1) the [REDACTED].

2. Intellectual Property Rights of Our Group

(1) Trademarks

As of the Latest Practicable Date, we were the registered owner of and had the right to use the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of Registration	Registration Number	Registered Owner	Class	Registration Date	Expiry Date
1.	硅语	PRC	26011687	Our Company	9	August 14, 2018	August 13, 2028
2.	硅语	PRC	26022383	Our Company	42	August 14, 2018	August 13, 2028
3.	硅基智能	PRC	26115595	Our Company	7	August 21, 2018	August 20, 2028
4.	硅基智能	PRC	26128428	Our Company	35	November 7, 2018	November 6, 2028
5.	硅基智能	PRC	26126164	Our Company	38	August 21, 2018	August 20, 2028
6.	硅信	PRC	29237015	Our Company	9	December 28, 2018	December 27, 2028
7.		PRC	30043514	Our Company	9	February 14, 2019	February 13, 2029
8.	DUIX.COM	PRC	34513164	Our Company	9	June 28, 2019	June 27, 2029
9.	GUIJI.AI	PRC	34513178	Our Company	9	June 28, 2019	June 27, 2029
10.	小播秀	PRC	59120299	Our Company	9	March 7, 2022	March 6, 2032
11.	小播秀	PRC	59128646	Our Company	42	March 14, 2022	March 13, 2032
12.	爱夏	PRC	60448722	Our Company	38	April 28, 2022	April 27, 2032
13.	爱夏	PRC	60452207	Our Company	41	April 28, 2022	April 27, 2032
14.	爱夏	PRC	60448707	Our Company	42	May 7, 2022	May 6, 2032
15.	DUIX	PRC	60870968	Our Company	9	May 28, 2022	May 27, 2032
16.	DUIX	PRC	60851971	Our Company	42	May 28, 2022	May 27, 2032
17.	<small>SILICON INTELLIGENCE</small>	Hong Kong	306691861	Our Company	9, 42	October 12, 2024	October 11, 2034

(2) Patents

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

No.	Patent	Patentee	Place of Registration	Class of Patent	Patent Number	Application Date
1.	A Complete Lip-Sync Animation Generation Method Based on VOCA (一種基於VOCA的完整口型動畫生成方法)	Our Company	PRC	Invention Patent	2020100120047	January 7, 2020

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

No.	Patent	Patentee	Place of Registration	Class of Patent	Patent Number	Application Date
2.	A Voice Conversion System, Method, and Application (一種聲音變換系統、方法及應用)	Our Company	PRC	Invention Patent	2020111298575	October 21, 2020
3.	End-to-End Real-Time Voice Activity Detection Neural Network Model and Training Method (端到端實時語音端點檢測神經網絡模型、訓練方法)	Our Company	PRC	Invention Patent	2021102639626	March 11, 2021
4.	Speech Recognition Neural Network Model and Its Training Method, Speech Recognition Method (語音識別神經網絡模型及其訓練方法、語音識別方法)	Our Company	PRC	Invention Patent	2021102648254	March 11, 2021
5.	Output Method and Apparatus for Blend Shape Values, Storage Medium, Electronic Device (混合變形值的輸出方法及裝置、存儲介質、電子裝置)	Our Company	PRC	Invention Patent	202110901418X	August 6, 2021
6.	A Real-Time Audio-Driven Face Generation Method, Apparatus, and Server (一種實時音頻驅動人臉生成方法、裝置及服務器)	Our Company	PRC	Invention Patent	2021110822040	September 15, 2021
7.	Neural Radiance Field Model Training and Face Generation Method, Apparatus, and Server (訓練神經輻射場模型和人臉生成方法、裝置及服務器)	Our Company	PRC	Invention Patent	2021110963566	September 15, 2021
8.	A Label Generation Method and Apparatus for Video Material (一種視頻素材的標籤生成方法及裝置)	Our Company	PRC	Invention Patent	2021111647532	September 30, 2021
9.	A Training Method for Motion Transfer Model and Motion Transfer Method (一種動作遷移模型的訓練方法及動作遷移方法)	Our Company	PRC	Invention Patent	2021112091675	October 18, 2021
10.	Motion Transfer Model Training Method and Motion Transfer Method Based on Multi-Algorithm Integration (基于多算法集成的動作遷移模型訓練方法及動作遷移方法)	Our Company	PRC	Invention Patent	2021112112582	October 18, 2021
11.	A Motion Transfer Method (一種動作遷移方法)	Our Company	PRC	Invention Patent	2021112086003	October 18, 2021
12.	A Motion Capture and Retargeting Method (一種動作捕捉和重定向方法)	Our Company	PRC	Invention Patent	2021112533897	October 27, 2021
13.	A Video Synthesis Method and Video Synthesizer (一種視頻合成方法及視頻合成器)	Our Company	PRC	Invention Patent	2021111619299	September 30, 2021
14.	Digital Human Generation Model, Model Training Method, and Digital Human Generation Method (數字人生成模型、模型的訓練方法以及數字人生成方法)	Our Company	PRC	Invention Patent	202111670351.X	December 31, 2021
15.	Lip-Sync Correction Model, Model Training Method, and Application Method (矯正口型模型、模型的訓練及其應用方法)	Our Company	PRC	Invention Patent	2022109710513	August 15, 2022

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

No.	Patent	Patentee	Place of Registration	Class of Patent	Patent Number	Application Date
16.	An Audio-Driven Character Lip-Sync Method, Model, and Training Method (一種音頻驅動人物口型方法、模型及其訓練方法)	Our Company	PRC	Invention Patent	2022109531335	August 10, 2022
17.	A Training Method and System for Head Transfer Model (一種頭部遷移模型的訓練方法與系統)	Our Company	PRC	Invention Patent	2022116335086	December 19, 2022
18.	A Digital Human Driving Method and Apparatus, Electronic Device, and Storage Medium (一種數字人驅動方法及裝置、電子設備和存儲介質)	Our Company	PRC	Invention Patent	202310847425.5	July 12, 2023
19.	A Speech Synthesis Model and Method Based on Generative Adversarial Network (一種基於對抗生成網絡的語音合成模型及語音合成方法)	Our Company	U.S.	Invention Patent	18/210,907	June 16, 2023
20.	A Method and Model for Audio-Driven Lip Synchronization, and Training Method Thereof (一種音頻驅動人物口型方法、模型及其訓練方法)	Our Company	U.S.	Invention Patent	18/212,545	June 21, 2023
21.	A Digital Human Training Method, System, and Driving System (一種數字人的訓練方法、系統及驅動系統)	Our Company	PRC	Invention Patent	2023111667056	September 12, 2023
22.	Method, Apparatus, and Device for Generating Audio-Driven 3D Facial Animation Models (音頻驅動三維人臉動畫模型的生成方法、裝置及設備)	Our Company	PRC	Invention Patent	2023118709030	December 29, 2023
23.	Method, Apparatus, and Device for Generating Video-Driven Digital Human Expression Models (視頻驅動數字人表情模型的生成方法、裝置及設備)	Our Company	PRC	Invention Patent	2023118711609	December 29, 2023
24.	Method, Apparatus, Device, and Storage Medium for Generating Dynamic Images from Audio (基於音頻生成動態圖像的方法、裝置、設備及存儲介質)	Our Company	PRC	Invention Patent	2024100228416	January 8, 2024
25.	A Real-Time Interactive Video Generation Method and System (一種實時可交互的視頻生成方法及系統)	Our Company	PRC	Invention Patent	2024109390730	July 15, 2024
26.	A Method for Driving Digital Human Expression Generation (一種驅動數字人表情生成方法)	Our Company	PRC	Invention Patent	2024119419985	December 27, 2024
27.	A Digital Human Speech-Lip Synchronization Method (一種數字人語音脣形同步方法)	Our Company	PRC	Invention Patent	2024119609195	December 30, 2024
28.	A Digital Human Driving Method, Device, Electronic Equipment, and Storage Medium (一種數字人驅動方法及裝置、電子設備和存儲介質)	Our Company	U.S.	Invention Patent	18/419,759	January 23, 2024

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(3) Copyrights

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

No.	Title of Copyright	Place of Registration	Registered Owner	Registered Number	Registration Date
1.	GJ Intelligent Short Video Software V1.0 (硅基智能小視頻軟件V1.0)	PRC	Our Company	2021SR1755975	November 16, 2021
2.	GJ Human-Machine Collaboration Platform Software V1.0 (硅基人機協同平台軟件V1.0)	PRC	Our Company	2022SR0119677	January 18, 2022
3.	GJ DUIX Digital Human Platform Software V1.0 (硅基DUIX數字人平台軟件V1.0)	PRC	Our Company	2022SR0126185	January 19, 2022
4.	GJ AI Live Streaming Agent Software V1.0 (硅基智能數字人直播軟件V1.0)	PRC	Our Company	2022SR0358805	March 17, 2022
5.	Mengma Live Streaming Software V1.0 (夢馬直播軟件V1.0)	PRC	Nanjing Mengma	2022SR1534013	November 17, 2022
6.	Silicon Language Software (硅語軟件)	PRC	Our Company	2023SR0689519	June 19, 2023
7.	AIGC-based Yan Di Large Language Model Construction System V1.0 (基於AIGC的炎帝大模型構建系統V1.0)	PRC	Our Company	2023SR1534877	November 29, 2023
8.	GJ Intelligent Silicon Law AI Legal Publicity Service Platform Software V1.0 (硅基智能硅律AI普法宣傳服務平台軟件V1.0)	PRC	Our Company	2024SR0273932	February 18, 2024
9.	GJ Intelligent DUIX Digital Eternity APP Software V1.0 (硅基智能DUIX數字永生APP軟件V1.0)	PRC	Our Company	2024SR0534184	April 19, 2024
10.	GJ Avatar Intelligent Interaction Platform APP Edition Software V1.0 (硅基分身智能交互平台APP版軟件V1.0)	PRC	Our Company	2025SR0186092	January 27, 2025
11.	GJ Avatar Intelligent Interaction Platform Web Edition Software V1.0 (硅基分身智能交互平台網頁版軟件V1.0)	PRC	Our Company	2025SR0185822	January 27, 2025
12.	GJ Avatar Intelligent Interaction Platform Mini Program Edition Software V1.0 (硅基分身智能交互平台小程序版軟件V1.0)	PRC	Our Company	2025SR0186172	January 27, 2025

(4) Domain Name

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

No.	Domain Name	Registered Owner	Date of Registration	Expiry Date
1.	guiji.cn	Our Company	February 3, 2008	February 3, 2035

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(1) *Interests and Short Positions of the Directors and Chief Executive of Our Company in the Shares, Underlying Shares or Debentures of Our Company and Our Associated Corporation*

Immediately following the completion of the [REDACTED] and assuming no exercise of the [REDACTED], the interests or short positions of our Directors and the chief executive in any Shares, underlying shares and debentures of our Company or any of its associated corporations (within the meaning of Part XV of the SFO), which, once the H Shares are [REDACTED], will be required (a) to be notified to our Company and the Stock Exchange pursuant to Division 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of Part XV of the SFO, to be entered in the register referred to therein; or (c) to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, are as follows:

Interests in the Shares of Our Company

Name of Director/ chief executive	Nature of interest	Number of Shares	Description of Shares	Approximate percentage of shareholding in our total issued share capital ⁽¹⁾
Mr. Sima	Beneficial interest	[REDACTED]	[REDACTED]	[REDACTED]%
	Interest in a controlled corporation ⁽²⁾	[REDACTED]	[REDACTED]	[REDACTED]%

Notes:

- (1) The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the [REDACTED] (assuming no exercise of the [REDACTED]) and the Conversion of Unlisted Shares into H Shares.
- (2) Jiaxing Silicon Language is our share incentive platform and owned as to 0.57% by Nanjing Silicon Life as its general partner, which is in turn owned as to 99.00% by Mr. Sima. Therefore, Mr. Sima is deemed to be interested in the Shares directly held by Jiaxing Silicon Language.

Interests in Underlying Shares of Our Company

Name of Director / chief executive	Nature of interest	Number of underlying Shares immediately following the [REDACTED] ⁽¹⁾	Approximate percentage of shareholding in our total issued share capital ⁽²⁾
Chen Liping	Beneficial interest	51,375	[REDACTED]%

Note:

- (1) The underlying Shares were held by Jiaxing Silicon Language, our share incentive platform and subject to the [REDACTED] Share Option Plan.
- (2) The calculation is based on the total number of [REDACTED] H Shares in issue immediately after completion of the [REDACTED] (assuming no exercise of the [REDACTED]) and the Conversion of Unlisted Shares into H Shares.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

(2) *Interests and Short Positions of Substantial Shareholders in the Shares and Underlying Shares*

(i) *Interests of Substantial Shareholders in Our Company*

Save as disclosed in “Substantial Shareholders” of this document, our Directors are not aware of any other person who will, immediately following the [REDACTED], have an interest or short position in the Shares or underlying shares which are 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 the rights to vote in all circumstances at the general meetings of our Company.

(ii) *Interests of Substantial Shareholders in Members of Our Group (Other than Our Company)*

As of the Latest Practicable Date, our Directors are not aware of any person who will, immediately following the [REDACTED], be interested in 10% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group (other than our Company).

2. **Particulars of Service Contracts and Letters of Appointment**

Each of our Directors [has entered] into a service contract or letter of appointment with our Company. The service contracts and letters of appointment (a) are for a term of three years commencing from the date on which the relevant Shareholders’ approvals for the appointment were obtained and (b) are subject to termination in accordance with their respective terms. The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

Save as disclosed above, none of our Directors has or is proposed to have a service contract with any member of our Group (excluding agreements expiring or determinable by any member of our Group within one year without payment of compensation other than statutory compensation).

3. **Compensation of Directors**

Save as disclosed in “Directors and Senior Management” and Note 8 to the Accountants’ Report as set out in Appendix I to this document, none of our Directors received other remuneration or benefits in kind from our Company in respect of each of the financial years ended December 31, 2023, 2024 and 2025.

4. **Agency Fees or Commissions Received**

Save as disclosed in this document, none of the Directors or any of the persons whose names are listed under “— E. Other Information — 9. Consents of Experts” 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 immediately preceding the date of this document.

5. **Disclaimers**

Save as disclosed in this document:

- (1) none of our Directors or experts referred to under “— E. Other Information — 8. Qualification of Experts” has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (2) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group;

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (3) taking no account of Shares which may be taken up under the [REDACTED], none of our Directors or chief executive is aware of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (4) so far as is known to our Directors, none of our Directors, their respective associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers or the five largest suppliers of our Group.

D. [REDACTED] SHARE OPTION PLAN

The following is a summary of the principal terms of the [REDACTED] Share Option Plan adopted by our Company on July 1, 2018, which was supplemented on May 16, 2019, December 25, 2024 and October 20, 2025. The [REDACTED] Share Option Plan is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve grant of further options by our Company after the [REDACTED]. The [REDACTED] Share Option Plan will not have any dilution effect on the shareholding of our Company upon [REDACTED] as all the Shares underlying the options granted under the [REDACTED] Share Option Plan have already been issued to Jiaxing Silicon Language (the “Share Incentive Platform”).

1. Purpose

The purposes of the [REDACTED] Share Option Plan are to establish an effective incentive mechanism to attract and retain outstanding talents, and provide incentives to employees and other personnel approved by the Board to recognize their contributions to our Company.

2. Administration

The [REDACTED] Share Option Plan shall be administered by Mr. Sima (the “Administrator”). Subject to the express provisions of the [REDACTED] Share Option Plan, the Administrator is authorized and empowered to do things necessary or desirable in connection with the implementation of the [REDACTED] Share Option Plan.

3. Eligible Participants

Participants eligible to receive the options under the [REDACTED] Share Option Plan include personnel who have provided continuous services and made contributions to our Company as recognized and approved by the Administrator.

4. Grant of Options

On and subject to the terms and conditions of the [REDACTED] Share Option Plan, the Administrator shall be entitled to determine the options to be granted to eligible participants. The relevant grantee shall enter into a share option grant agreement with our Company, which sets out, among others, the grant date, number of underlying Shares corresponding to the options granted, exercise price, vesting schedule and vesting conditions, validity period, restrictions imposed on the options and vested interests as well as clawback mechanism.

5. Vesting Schedule and Conditions

The options shall become vested at such time or times and subject to fulfilment of the performance target and other terms and conditions set by the Administrator and reflected in the share option grant agreement provided that the percentage of the options which shall become vested upon each anniversary of the date on which the participant is granted as set forth on the share option grant agreement is 25%.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

6. Exercise of Options

To any given participant, the exercise price of underlying Shares corresponding to the options granted shall be such price as determined by the Administrator and set forth in the share option grant agreement, subject to adjustments that might be made by the Administrator at his sole discretion.

The validity period of the options is determined by the Administrator at his sole discretion, which shall not exceed seven years from the grant date or the expiration date of the [REDACTED] Share Option Plan (ten years from October 20, 2025, which may be extended upon approval by the Board), whichever is earlier. Unless otherwise provided in the [REDACTED] Share Option Plan or otherwise determined by the Administrator, vested options may be exercised within the validity period by giving written notice of exercise to our Company accompanied by payment in full of the relevant exercise price.

As all underlying Shares subject to the [REDACTED] Share Option Plan have already been issued to the Share Incentive Platform, the exercise of the outstanding options will not have (i) any dilution effect on the shareholding of the Company upon [REDACTED] or (ii) any further dilution effect or impact on earnings per share of the Company.

7. Rights Attached to the Underlying Shares

After exercising the relevant options, the grantees own the underlying Shares through the Share Incentive Platform and are entitled to the economic interests of the relevant underlying Shares, including the rights to receive dividends. Voting rights of the underlying Shares held by the Share Incentive Platform shall be exercised by the Administrator, being Mr. Sima.

8. Restrictions on the Options and Vested Interests

Transferability

The options are personal to the grantees. Unless otherwise provided in the [REDACTED] Share Option Plan and in accordance with all applicable laws, rules and regulations, the options and vested interests may not be transferred, pledged or otherwise disposed of in any manner prior to the [REDACTED].

Lock-up period

Prior to the [REDACTED], unless otherwise provided in the [REDACTED] Share Option Plan, the grantees shall not transfer, pledge or otherwise dispose of in any manner the relevant vested interests.

Upon the [REDACTED], the grantees may dispose of the relevant vested interests in accordance with all applicable laws, rules and regulations as well as the lock-up arrangements stipulated the share option grant agreement.

Clawback

In the occurrence of (i) cessation of continuous services to our Group resulting from voluntary action or through no fault of a grantee such as resignation, retirement, death or loss of working capacity, or (ii) failure to achieve relevant performance targets by a grantee,

- (1) prior to exercise of the options, any unexercised options held by such grantee shall be lapsed;
- (2) prior to exercise of the options, if the vested interests have been pre-registered with the business administration authorities by the Administrator, the vested interests shall be repurchased by the general partner of the Share Incentive Platform or (prior to the [REDACTED]) by any other third party as designated by the general partner of the Share Incentive Platform at nil price; and

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (3) after exercise of the options, the vested interests shall be repurchased by the general partner of the Share Incentive Platform or (prior to the [REDACTED]) by any other third party as designated by the general partner of the Share Incentive Platform at a prescribed price with reference to the appraised market value of our Company at the time of initial adoption of the [REDACTED] Share Option.

In the occurrence of (i) cessation of continuous services to our Group resulting from fault of a grantee, or (ii) provision of services for a competitor of our Company by a grantee,

- (1) prior to exercise of the options, any unexercised options held by such grantee shall be lapsed;
- (2) (i) prior to exercise of the options, if the vested interests have been pre-registered with the business administration authorities by the Administrator, or (ii) after exercise of the options, the vested interests shall be repurchased by the general partner of the Share Incentive Platform or (prior to the [REDACTED]) by any other third party as designated by the general partner of the Share Incentive Platform at nil price.

9. Details of the Outstanding Options Granted

As of the Latest Practicable Date, options to subscribe for an aggregate of 1,489,951 underlying Shares, representing approximately [REDACTED]% of the total issued share capital of our Company immediately following completion of the [REDACTED] (assuming no exercise of [REDACTED]), had been granted by our Company to a total of 67 eligible participants under the [REDACTED] Share Option Plan, among which, option granted to 67 eligible participants (including 4 Directors and senior management members and 63 other grantees) for 1,216,273 underlying Shares had been exercised at the exercise price of RMB1.00.

The table below sets forth the details of options granted to eligible participants that were outstanding as of the Latest Practicable Date:

Name	Address	Date of grant	Vesting Schedule	Exercise price per underlying Share	Approximate number of Shares corresponding to the outstanding options granted	Approximate percentage of issued Shares immediately after completion of the [REDACTED]
<i>Director</i>						
Chen Liping (陳莉萍)	Room 201, Building 6, Vanke Metropolis, 26 Bo'ai Street, Yuhuatai District, Nanjing, Jiangsu Province, PRC	December 31, 2023	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	51,375 [REDACTED]	%
<i>Senior management (excluding that who is also Director)</i>						
Tang Yiping (湯毅平)	Room 509, Building 2, No. 9 Shuangjing Lane, Xuanwu District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	5,126 [REDACTED]	%

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Name	Address	Date of grant	Vesting Schedule	Exercise price per underlying Share	Approximate number of Shares corresponding to the outstanding options granted	Approximate percentage of issued Shares immediately after completion of the [REDACTED]
<i>Other grantees</i>						
Tu Kun (塗坤)	No. 71 Aoti Street, Jianye District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Ji Tiancheng (季天誠)	Room 701, Building 7, Hongshan Yunzhi Ju, No. 192 Hongshan Road, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Liu Jie (劉傑)	No. 63 Beijing East Road, Xuanwu District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Mao Zhiqiang (毛志強)	No. 1035, Kuanchuan Village, Kuanchuan Township, Li County, Gansu Province, the PRC	December 31, 2022	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	3,417 [REDACTED]	%
Zhou Yue (周躍)	No. 330 Jiangdong North Road, Gulou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Zhang Dawei (張大偉)	No. 1601 Unit 2, Building 33, Jiuzhou Garden, Xinbei District, Changzhou City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Chen Liling (陳俐伶)	Room 3-902, No. 9 Mochouhu East Road, Jianye District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			3,417 [REDACTED]	%
Zhang Jing (張婧)	Room 101, Building 10, No. 19 Emei Ling, Gulou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			1,709 [REDACTED]	%
Liao Zheng (廖錚)	Room 4704, Jinxiu Longwan, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			1,360 [REDACTED]	%
Xu Xin (徐昕)	No. 275 Zhujiang Road, Xuanwu District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			987 [REDACTED]	%
Qin Xiuxian (秦修賢)	Room 2802, Building 8, Hailiang Jiuxi (South), Shushan District, Hefei City, Anhui Province, the PRC	December 31, 2022			944 [REDACTED]	%
Jing Tonghuai (景同懷)	No. 118 Xianlin Avenue, Qixia District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022	These options shall be vested in four equal tranches on each anniversary date after the date of grant		914 [REDACTED]	%
Li Zhong (李忠)	Room 1303, Building 21, No. 21 Lidao Road, Pukou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022		854 [REDACTED]	%	
Song Wei (宋偉)	No. 30, Group 1 Hetan, Xulou Village, Suyangshan Town, Pizhou City, Jiangsu Province, the PRC	December 31, 2022		780 [REDACTED]	%	
Jiang Hao (姜皓)	No. 71 Aoti Street, Jianye District, Nanjing City, Jiangsu Province, the PRC	December 31, 2022			768 [REDACTED]	%
Hua Dong (華東)	Unit 1, Building 8, Xiangzhisu Apartment, Qiantang District, Hangzhou City, Zhejiang Province, the PRC	December 31, 2023	These options shall be vested in eight equal tranches on each semi-anniversary date after the date of grant	RMB1.00	170,747 [REDACTED]	%
Yu Fanghui (于方暉)	Room 201, Unit 1, Building 15, Rongzhuang New Village, Qinhuai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			1,082 [REDACTED]	%
Wang Peiyu (王培雨)	Ancun, Dawang Village, Zihudian Town, Tengzhou City, Shandong Province, the PRC	December 31, 2023	These options shall be vested in four equal tranches on each anniversary date after the date of grant		1,050 [REDACTED]	%
Wang Qian (王倩)	No. 63 Beijing East Road, Xuanwu District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023		953 [REDACTED]	%	
Wei Chi (魏馳)	Room 603, Building 1, No. 218 Wenjing Road, Dongshan Subdistrict, Jiangning District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023		949 [REDACTED]	%	
Ge Xinxin (葛鑫鑫)	Room 404, Building 7, Aoyu Garden, Zhoushi Town, Kunshan City, Jiangsu Province, the PRC	December 31, 2023			903 [REDACTED]	%

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Name	Address	Date of grant	Vesting Schedule	Exercise price per underlying Share	Approximate number of Shares corresponding to the outstanding options granted	Approximate percentage of issued Shares immediately after completion of the [REDACTED]
Wang Jian (王建)	Room 607, Unit 2, Building 1, Area A, Zhengrong Runfeng, No. 166 Wuhou Street, Jianye District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			780	[REDACTED]%
Xu Riliang (徐日良)	No. 4, Yaoshangwei, Ganlin Village, Xuling Town, Susong County, Anqing City, Anhui Province, the PRC	December 31, 2023			776	[REDACTED]%
Xu Chao (徐超)	No. 42, No. 8 Natural Village, Juntan Administrative Village, Tongshui Town, Jiujiang District, Wuhu City, Anhui Province, the PRC	December 31, 2023			769	[REDACTED]%
Yang Chuanbao (楊傳寶)	Chechirun Village, Ganyu County, Lianyungang City, Jiangsu Province, the PRC	December 31, 2023			769	[REDACTED]%
Sun Shuxing (孫書星)	Room 202, No. 28, Lane 418 Heze Road, Shanghai City, the PRC	December 31, 2023	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	675	[REDACTED]%
Wang Hongliang (王宏亮)	Qianke Village, Dayi Town, Yizheng City, Yangzhou City, Jiangsu Province, the PRC	December 31, 2023			641	[REDACTED]%
Chen Dongying (陳冬瑩)	Unit 2, Building 47, No. 323 Nanpu Road, Pukou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			641	[REDACTED]%
Yao Ao (姚奧)	No. 555, Team 8, Dahuangshan Village, Dahuangshan Town, Economic Development Zone, Xuzhou City, Jiangsu Province, the PRC	December 31, 2023			589	[REDACTED]%
Yu Zhenjiang (于鎮江)	No. 36, Yu Xiaozhuang, Yuwa Village, Xincun Town, Funan County, Anhui Province, the PRC	December 31, 2023			547	[REDACTED]%
Sun Weiwei (孫魏魏)	Room 708, Building 33, Ruijin North Village, Qinhuai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			390	[REDACTED]%
Zhang Hua (張華)	No. 155 Dongxin Road, Xiacheng District, Hangzhou City, Zhejiang Province, the PRC	December 31, 2023			293	[REDACTED]%

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Name	Address	Date of grant	Vesting Schedule	Exercise price per underlying Share	Approximate number of Shares corresponding to the outstanding options granted	Approximate percentage of issued Shares immediately after completion of the [REDACTED]
Deng Ying (鄧穎)	Room 302, Building 4, No. 7 Zhaoyuan, Jianye District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			284	[REDACTED]%
Xin Qingshuai (辛清帥)	No. 63, Daxinjiashuang, Huyai Village, Sipu Town, Suixi County, Anhui Province, the PRC	December 31, 2023			234	[REDACTED]%
Gu Yuliang (顧玉良)	No. 1, Daizhuang Lizhuang, Zunhuadian Town, Weidong District, Pingdingshan City, Henan Province, the PRC	December 31, 2023			192	[REDACTED]%
Hua Bingtao (華冰濤)	No. 07, Jincun Group, Zhucun Village, Xiaxi Town, Ningguo City, Anhui Province, the PRC	December 31, 2023			161	[REDACTED]%
Liu Hua (劉樺)	No. 63 Beijing East Road, Xuanwu District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			152	[REDACTED]%
Lv Yi (呂益)	Room 406, Building 25, Cui pingcheng Yuan, Jiangning District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			130	[REDACTED]%
Hou Jie (侯傑)	No. 62, Gangsan Group, Tiefu Community, Baoji Town, Xuyi County, Jiangsu Province, the PRC	December 31, 2023	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	107	[REDACTED]%
Lv Xinwei (呂昕偉)	Room 3302, Building 6, No. (Lot) Dasha Zhu Lane, Qinhuai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			107	[REDACTED]%
Wang Shouan (王壽南)	Room 208, Unit 4, Building 3, No. 35-1 Yuanlin West Road, Luhe District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			107	[REDACTED]%
Wang Wenjin (王文金)	Room 703, Unit 2, Building 6, No. 99 Tianhua East Road, Pukou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			107	[REDACTED]%
Zhang Yaping (張亞萍)	No. 15, Fangyan Group, Nanyang Village, Niuzhen Town, Taihu County, Anqing City, Anhui Province, the PRC	December 31, 2023			103	[REDACTED]%
Lu Ying (盧影)	Room 201, Unit 2, Kuahong Fang, Phase 1, Qinjin Jiayuan, Liangzhu Street, Yuhang District, Hangzhou City, Zhejiang Province, the PRC	December 31, 2023			80	[REDACTED]%

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

Name	Address	Date of grant	Vesting Schedule	Exercise price per underlying Share	Approximate number of Shares corresponding to the outstanding options granted	Approximate percentage of issued Shares immediately after completion of the [REDACTED]
Shi Yinfeng (師銀鳳)	No. 410, Shilou, Huankou Town, Feng County, Jiangsu Province, the PRC	December 31, 2023			80 [REDACTED]	%
Tan Yongwen (譚永文)	Room 101, No. 75, Baishui Bajia Village, Taicheng Sub-district Office, Taishan City, Guangdong Province, the PRC	December 31, 2023			80 [REDACTED]	%
Wang Ting (王婷)	Room 101, Building 25, Youyi Guanghua Men, Baixia District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			80 [REDACTED]	%
Yin Qiang (尹強)	No. 47, Group 1, Ganbai Village, Sangzao Town, Anzhou District, Mianyang City, Sichuan Province, the PRC	December 31, 2023			80 [REDACTED]	%
Chen Yingying (陳瑩穎)	Room 907, Unit 4, Building 14, Cuicheng Garden, No. 58 Heyan Road, Gulou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			75 [REDACTED]	%
Cao Zhihui (曹志惠)	Room 409, Unit 5, Building 24, No. 8 Yongqiang Road, Pukou District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023	These options shall be vested in four equal tranches on each anniversary date after the date of grant	RMB1.00	64 [REDACTED]	%
Wang Haochen (王昊晨)	Room 203, Unit 2, Building 4, Huahaoyue Yuan, No. 9 Yuhua South Road, Yuhuatai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			53 [REDACTED]	%
Wang Zhifang (汪志芳)	No. 990, Caiwu, Hengshan Village, Liangquan Township, Wangjiang County, Anqing City, Anhui Province, the PRC	December 31, 2023			27 [REDACTED]	%
Wang Zhuoyu (王卓玉)	Room 701, No. 19 Tiantang Street, Qinhuai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			27 [REDACTED]	%
Zhou Xuelan (周雪蘭)	No. 150, Shancui Shan Village, Yunji Town, Suining County, Xuzhou City, Jiangsu Province, the PRC	December 31, 2023			27 [REDACTED]	%
Wang Yuchen (王雨辰)	Building 6, Huarun Garden, Quanshan District, Xuzhou City, Jiangsu Province, the PRC	December 31, 2023			15 [REDACTED]	%
Li Xinkai (李新凱)	Room 406, Building 21, Gongqingtuan Road San Village, Yuhuatai District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			15 [REDACTED]	%
Fu Wenhui (付文慧)	No. 53-1, Liujiadu Village, Ruijia Village, Jingqiao Town, Lishui District, Nanjing City, Jiangsu Province, the PRC	December 31, 2023			9 [REDACTED]	%
Sub-total					217,177 [REDACTED]	%
Total					273,678 [REDACTED]	%

Notes:

- (1) The percentage is for illustrative purpose only and calculated based on the number of Shares in issue immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED]).
- (2) There is no consideration for the grant of options under the [REDACTED] Share Option Plan. For the exercise price of the option, please see the “Exercise price per underlying Share” in the above table.
- (3) For the exercise period of the options, please see “6. Exercise of Options” of the principal terms above.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

E. OTHER INFORMATION

1. 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.

2. Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in this document and so far as our Directors are aware, 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 us, that would have a material adverse effect on our results of operations or financial conditions, taken as a whole.

3. Joint Sponsors

Our Company has entered into engagement agreements with the Joint Sponsors, pursuant to which our Company agreed to pay an aggregate of US\$1.8 million to the Joint Sponsors to act as the sponsors to our Company in connection with the [REDACTED].

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

DBS Asia Capital Limited satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

CMB International Capital Limited, being one of the Joint Sponsors, is ultimately controlled by CMB. CMB is regarded as a member of the sponsor group (as defined under Rule 3A.01 of the Listing Rules) of CMB International Capital Limited. The general partner of CMB Funds (including CMB Modern Industry Fund, CMB Telecom Fund, CMB Yongxiang Fund and CMB Yongji Fund), which collectively and beneficially held a total of approximately 11.81% interest in the Company as of the Latest Practicable Date and will hold a total of approximately [REDACTED]% interest in the Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised), is or is a subsidiary of CMB International Capital Management (Shenzhen) Co., Ltd. (招銀國際資本管理(深圳)有限公司), which is ultimately controlled by CMB. Therefore, CMB is deemed to be interested in the Shares held by the CMB Funds. In addition, in the ordinary course of business, from time to time, our Group provide GJ AI workforce solutions for CMB and its branches and subsidiaries (“CMB Group”) and CMB Group provides deposit services for our Group. In view of the above, CMB International Capital Limited does not satisfy the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. See “History, Development and Corporate Structure — [REDACTED] Investments — Information about the [REDACTED] Investors — (b) CMB Funds” for details.

4. Compliance Advisor

We appointed Maxa Capital Limited as our compliance advisor effective upon the [REDACTED] in compliance with Rules 3A.19 of the Listing Rules.

5. Preliminary Expenses

We have not incurred any material preliminary expenses.

6. Promoter

The promoters of our Company are all of the 18 Shareholders as of February 18, 2025 immediately before our conversion into a joint stock company with limited liability. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash,

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

7. 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 is effected on the [REDACTED] of members of our Company, including in circumstances where such transaction is affected on the Stock Exchange. The rate charged on each of the purchaser and seller is 0.1% of the consideration of or, if higher, of the fair value of our Shares being sold or transferred.

8. Qualification of Experts

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

<u>Name</u>	<u>Qualifications</u>
CMB International Capital Limited	Licensed corporation to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
DBS Asia Capital Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
CM Law Firm.	PRC Legal Advisors
CM Law Firm.	PRC Legal Advisors relating to Data Compliance
Arthur CHIU	Sanctions Legal Advisor relating to International Sanctions
KPMG	Certified Public Accountants, Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
China Insights Consultancy Limited	Industry consultant

9. Consents of Experts

Each of CMB International Capital Limited, DBS Asia Capital Limited, CM Law Firm, Arthur CHIU, KPMG and China Insights Industry Consultancy Limited has given and has not withdrawn its written consent to the issue of this document with the inclusion of its report and/or letter and/or certificates and/or legal opinion (as the case may be), which is made as of the date of this document, and references to its name included herein in the form and context in which it respectively appears.

Save as disclosed in “[REDACTED]” and “— E. Other Information — 3. Joint Sponsors,” none of the experts named above has any shareholding interests 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 our Company or any of our subsidiaries.

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

10. Bilingual Document

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

11. 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 so far as applicable.

12. Miscellaneous

Save as disclosed in this document,

- (1) within the two years immediately preceding the date of this document:
 - (i) no share or loan capital of our Company or any of our subsidiaries had been issued or agreed to be issued or proposed to be fully or partly paid either for cash or a consideration other than cash;
 - (ii) no commissions, discounts, brokerages or other special terms had been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries; and
 - (iii) no commission had been paid or payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company or any of our subsidiaries;
- (2) no share or loan capital of our Company or any of our subsidiaries had been under option or agreed conditionally or unconditionally to be put under option;
- (3) our Company has no outstanding convertible debt securities or debentures;
- (4) there is no restriction affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (5) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (6) our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since December 31, 2025 (being the date to which the latest audited consolidated financial statements of our Group were made up);
- (7) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (8) all necessary arrangements have been made to enable the H Shares to be admitted to [REDACTED];
- (9) no company within our Group is listed on any stock exchange or traded on any trading system and at present, and our Group is not seeking or proposing to seek any [REDACTED] of, or permission to [REDACTED] in, the share or loan capital of our Company on any other stock exchange;

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (10) our Company is a joint stock company with limited liability and is subject to the PRC Company Law; and
- (11) there is no arrangement under which future dividends are waived or agreed to be waived.