

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 1. FURTHER INFORMATION ABOUT OUR GROUP

#### A. Establishment of our Company

Our Company was established as a limited liability company in the PRC on June 2, 2022 with an initial registered capital of RMB10 million. On February 12, 2026, our Company was converted into a joint stock company with limited liability under the PRC Company Law. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. The relevant PRC laws and regulatory provisions and a summary of our Articles of Association are set out in Appendices IV and V to this document, respectively.

Our principal place of business in Hong Kong is at 46/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. We were registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on [•] 2026. Ms. HO Wing Nga (何詠雅) has been appointed as our authorized representative for the acceptance of service of process and notices in Hong Kong.

#### B. Changes in the Share Capital of our Company

Save as disclosed in “History, Development and Corporate Structure — Establishment and Shareholding Changes of Our Company”, there had been no alterations of our share capital within the two years preceding the date of publication of this document.

#### C. Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants’ Report as set out in Appendix I.

The following sets out the changes in the share or registered capital of the members of our Group within the two years immediately preceding the date of this document:

On February 8, 2025, the registered capital of Fujian Lingdong Automotive Technology Co., Ltd. increased from RMB10,000,000 to RMB20,000,000.

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

#### D. Resolutions of the Shareholders of the Company

Pursuant to the resolutions passed at duly convened general meeting of our Shareholders on May 28, 2026, it was resolved, among others, and the following was approved:

- (a) the sub-division of the Shares with nominal value of RMB1.00 each on the basis of 1:10, effective immediately prior to the [REDACTED], and taking into account the Share Subdivision, the issue of H Shares of nominal value of RMB0.1 each and such H Shares be [REDACTED] on the Stock Exchange;

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- (b) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities;
- (c) subject to the completion of filing with CSRC, upon completion of the [REDACTED], [REDACTED] Unlisted Shares will be converted into H Shares on a one-for-one basis;
- (d) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options which would or might require Shares to be allotted, issued or dealt with, otherwise than pursuant to the [REDACTED] or pursuant to a right issue or pursuant to the exercise of any subscription rights attaching to any warrants or any option scheme or similar arrangement which may be allotted and issued by our Company from time to time on a specific authority granted by the Shareholders in general meeting or, pursuant to the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles, Shares not exceed 20% of the aggregate number of issued Shares (excluding treasury shares) immediately following completion of the [REDACTED], such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required to be held by the Articles or any applicable laws, or until revoked or varied by an ordinary resolution of Shareholders in general meeting, whichever is the earliest. References to an allotment, issue, and dealing of Shares or securities herein shall include a sale or transfer of treasury shares;
- (e) 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 first annual general meeting of our Shareholders after the issuance and [REDACTED] of its H shares, the date on which the deadline for the Company to convene its next annual general meeting expires under its articles of association or any applicable law or the date on which our Shareholders pass a 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
- (f) authorizing our Board and its authorized person to handle all relevant matters relating to, among other things, the implementation of [REDACTED] of H Shares and the [REDACTED].

### **E. Restrictions on Repurchase**

For details, see Appendix V to this document.

### **F. Corporate Reorganization**

We have not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of the history and development of our Company, please refer to “History, Development and Corporate Structure” in this document.

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**2. FURTHER INFORMATION ABOUT THE BUSINESS OF THE COMPANY**

**A. Summary of Material Contracts**

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

- (1) the [REDACTED].

**B. Intellectual Property Rights**

**(a) Trademarks**

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

No.	Trademark	Place of registration	Name of registered proprietor	Registration no.	Class	Expiration date
1	ZERON . . . . .	PRC	The Company	65636176	12	March 6, 2033
2	ZERON . . . . .	PRC	The Company	76442722	37	May 27, 3035

**(b) Patents**

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

No.	Patent	Name of registered owner	Patent category	Patent number	Date of Application	Expiry date
1	A Coaxial Single-Motor Three-Speed Sequential Shift Electric Drive Axle System . . . . .	The Company	Invention	2023110014796	August 9, 2023	August 8, 2043
2	A Dual-Motor Electric Drive Axle Assembly . . . . .	The Company	Invention	2023116721235	December 7, 2023	December 6, 2043
3	An Immersed Battery Enclosure and Battery System . . . . .	The Company	Invention	2024102865048	March 13, 2024	March 12, 2044
4	A Dual-Electric-Drive Axle Temperature Control System, Method, and Vehicle . . . . .	The Company	Invention	2024117040885	November 26, 2024	November 25, 2044

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No.	Patent	Name of registered owner	Patent category	Patent number	Date of Application	Expiry date
5	Methods, devices, electronic equipment, recordable media, and vehicles for improving AMT shift success rates . . . . .	The Company	Invention	2024118239684	December 12, 2024	December 11, 2044
6	Frameless modular battery boxes, battery modules, and vehicles. . . . .	The Company	Utility Model	2024211687276	May 27, 2024	May 26, 2034
7	An Electric Drive Axle Assembly and Vehicle . . . .	The Company	Utility Model	2024220180097	August 20, 2024	August 19, 2034
8	Simulation and Testing System for New Energy Vehicles. . .	The Company	Utility Model	2024221168872	August 29, 2024	August 28, 2034

**(c) Software Copyrights**

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

No.	Name of Software	Name of registered proprietor	Registration number	Issue date
1	Remote Car Locking Interaction Control Software. . . . .	The Company	2024SR1642770	October 30, 2024
2	Smart Weight Estimation Software for Electric Forklifts . . .	The Company	2026SR0440991	March 16, 2026
3	Shift Control Software for Electric Vehicle Transmissions . .	The Company	2026SR0443287	March 17, 2026

**(d) Domain Name**

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

No.	Domain Name	Registrant	Registration Date	Expiry Date
1	zerontruck.com . . . . .	The Company	April 18, 2022	April 18, 2027

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

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3. FURTHER INFORMATION ABOUT DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

A. Disclosure of Interests

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

The following table sets out the interests and short positions of our Directors and chief executive of our Company immediately following completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once our Shares are [REDACTED]:

Name of shareholder	Position	Nature of interest	Description of Shares	Number of Share interested in as of the date of this document	Approximate percentage of shareholding in the total share capital of our Company as of the date of this document	Immediately following the completion of the [REDACTED], the Share Subdivision and the Conversion of Unlisted Shares into H Shares	
						Number of Shares <sup>(1)</sup>	% of shareholding in the total issued share capital <sup>(2)</sup>
Mr. Huang <sup>(3)</sup> . . . . .	Chairperson of the Board, executive Director and chief executive officer	Beneficial interest	Unlisted Shares	5,921,868	13.76%	[REDACTED]	[REDACTED]
			H Shares	—	—	[REDACTED]	[REDACTED]
	Interest in controlled corporation	Unlisted Shares	7,011,475	16.29%	[REDACTED]	[REDACTED]	
		H Shares	—	—	[REDACTED]	[REDACTED]	
Mr. Zhang <sup>(4)</sup> . . . . .	Co-founder, executive Director and the president	Interest in controlled corporation	Unlisted Shares	1,500,000	3.49%	[REDACTED]	[REDACTED]
			H Shares	—	—	[REDACTED]	[REDACTED]

Notes:

- (1) For the avoidance of doubt, both Unlisted Shares and H Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares.
- (2) The calculation is based on [REDACTED] Shares (comprising [REDACTED] H Shares to be issued under the [REDACTED], [REDACTED] Unlisted Shares and [REDACTED] H Shares to be converted from Unlisted Shares) in issue immediately upon completion of the Share Subdivision, the [REDACTED] and the Conversion of Unlisted Shares into H Shares (assuming the [REDACTED] is not exercised).
- (3) Mr. Huang is deemed to be interested in [REDACTED] Shares following the completion of the Share Subdivision, the Conversion of Unlisted Shares into H Shares and the [REDACTED], consisting of (i) [REDACTED] Shares directly held by himself; (ii) [REDACTED] Shares, [REDACTED] Shares, [REDACTED] Shares and [REDACTED] Shares held by Yangzhou Bannarui, Yangzhou Erjinzhi, Yangzhou Dongyao and Yangzhou Shengyao, respectively. Each of Yangzhou Bannarui, Yangzhou Erjinzhi, Yangzhou Dongyao and Yangzhou Shengyao is a limited partnership for which Shanghai Dongyao is the general partner. Shanghai Dongyao is owned as to 99% by Mr. Huang.
- (4) As of the Latest Practicable Date, Mr. Zhang held approximately 99.99% of the partnership interest in Yangzhou Erjinzhi. As such, Mr. Zhang is deemed to be interested in [REDACTED] Shares held by Yangzhou Erjinzhi following the completion of the Share Subdivision, the Conversion of Unlisted Shares into H Shares and the [REDACTED].

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### *(b) Interests of the substantial shareholders in the Shares*

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

### **B. Particulars of Directors’ Service Contracts**

We [have entered] into a contract with each of our Directors in respect of, among other things, compliance with relevant laws and regulations, and observance of the Articles of Association.

Save as disclosed in this document, none of our Directors has or is proposed to have entered into any 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).

### **C. Emoluments of Directors**

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

### **D. Disclaimers**

Save as disclosed in this document:

- (a) none of our Directors or our chief executive has any interest or short position in the Shares, underlying Shares or debentures of us or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED] (without taking into account any Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;

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- (c) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group; and
- (d) none of our Directors or any of the parties listed in “Qualifications of Experts” of this Appendix is:
  - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group;
  - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

### 4. EMPLOYEE INCENTIVE SCHEME

We have approved and adopted the Employee Incentive Scheme for the purpose of motivating, retaining and rewarding talents for their contribution to the development of our Group and linking the interests of the participants under the Employee Incentive Scheme with those of our Company and our Shareholders.

Given that no new shares or options over shares in our Company or subsidiaries will be granted pursuant to the terms of the Employee Incentive Scheme after the [REDACTED], there will not be any dilution effect to the issued Shares after [REDACTED] and the Employee Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules.

Yangzhou Bannarui, Suzhou Bannarui, Suzhou Dongyi, Suzhou Lingdong I, Suzhou Lingdong II and Suzhou Jushi were established as the Employee Incentive Platforms of our Employee Incentive Scheme, collectively holding 5,314,287 underlying Shares of the Company (equivalent to 53,142,870 underlying Shares of the Company upon completion of the Share Subdivision).

The general partner of each of the Employee Incentive Platforms is Shanghai Dongyao. The above arrangement of the Employee Incentive Scheme could offer incentives to the participants through granting them indirect interest in our Shares while allowing our core management team to retain control on the voting rights of the incentive shareholding platforms in respect of our Shares.

The general principal terms of the Employee Incentive Scheme are summarized below.

#### (a) Purpose

The Employee Incentive Scheme was established for the purpose of motivating, retaining and rewarding talents for their contribution to the development of our Group and linking the interests of the participants under the Employee Incentive Scheme with those of our Company and our Shareholders.

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### (b) Participants

Participants include employees of the Group and its subsidiaries, and other persons as authorized by the Board of our Company.

### (c) Administration

The Board of Directors of the Company or its authorized founder Shareholders are responsible for the execution and administration of the Employee Incentive Scheme.

### (d) Grant of Awards

The participants (the "**Grantees**") may be granted limited partnership interests (the "**Awards**") in the Employee Shareholding Platforms at a consideration specified under the grant letters, and each becomes a limited partner of the Employee Incentive Platforms upon grant of the Awards and registration of their interests. The Grantees may be required to pay a nominal capital contribution for the acceptance of the Awards and for registering them as a limited partner of the Employee Incentive Platforms, and the Grantees are entitled to receive the economic interest based on the equivalent units of Shares as stipulated in their respective grant letters, rather than their respective registered limited partnership interest in the Employee Incentive Platforms. The capital contribution made by the Grantees to the Employee Incentive Platforms shall be sourced from their own funds.

As of the date of this document, all Awards under the Employee Incentive Scheme had been granted.

### (e) Vesting period of Awards

If no other agreement is made in the grant letters, the Awards shall be subject to a four-year vesting schedule, with 25% of the vesting on each anniversary of the vesting commencement date (the "**Vesting Commencement Date**") as set forth in the grant letters. In addition, the Board of Directors of the Company or its authorized founder Shareholders have the right to adjust and determine, as needed from time to time, the vesting dates of the Awards, the number of Awards that vest on each vesting date, and the number of Awards that become exercisable.

### (f) Lock-up period

The Awards held by the Grantees pursuant to the Employee Incentive Scheme are subject to a lock up period (the "**Lock up Period**") from the Vesting Commencement Date to the later of (i) four-year contractual lock-up period, with 25% of the Awards granted becoming released from the lock up on each such anniversary of the Vesting Commencement Date; and (ii) statutory 12-month lock-up period from the [REDACTED] pursuant to the PRC Company Law.

During the Lock up Period, the Grantees shall not transfer the Awards or create any pledge or encumbrance over the Awards.

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**(g) Details of Awards**

Details of the Awards granted to Directors, senior management or connected persons under the Employee Incentive Scheme are set out below:

Name	Position	Relevant Employee Shareholding Platforms	Awards held by the Grantees corresponding to		
			Approximate partnership interests in the Employee Incentive Platform	Approximate Number of Shares Corresponding to the Awards held by the Grantee upon completion of the Share Subdivision and the [REDACTED]	Approximate Shareholding Percentage Corresponding to the Awards held by the Grantee in the Total Number of Shares in Issue immediately following the Share Subdivision and the [REDACTED]
<i>Directors and Senior management</i>					
Mr. Huang . . . . .	Chairperson of the Board, executive Director and chief executive officer	Yangzhou Bannarui	60.81%	[REDACTED]	[REDACTED]
Mr. Zhang Wei . . . . .	Executive Director and chief operating officer	Yangzhou Bannarui	6.49%	[REDACTED]	[REDACTED]
Mr. He Xionsong . . . . .	Executive Director, chief financial officer and Board secretary	Yangzhou Bannarui	4.49%	[REDACTED]	[REDACTED]
Mr. Zhang . . . . .	Co-founder, executive Director and the president	Yangzhou Bannarui	4.43%	[REDACTED]	[REDACTED]
Ms. Yang Dan . . . . .	Director of finance	Yangzhou Bannarui	2.43%	[REDACTED]	[REDACTED]
Mr. Li Kanghua . . . . .	Director of technology	Suzhou Dongyi	5.62%	[REDACTED]	[REDACTED]
<i>Connected person</i>					
Mr. Wang Panqu <sup>(1)</sup> . . . . .	Former Director	Yangzhou Bannarui	4.56%	[REDACTED]	[REDACTED]
<b>Subtotal</b> . . . . .	—	—	—	[REDACTED]	[REDACTED]
Other 163 Grantees . . . . .	Employees	Suzhou Bannarui	99.91%	[REDACTED]	[REDACTED]
		Suzhou Dongyi	76.38%	[REDACTED]	[REDACTED]
		Suzhou Lingdong I	94.58%	[REDACTED]	[REDACTED]
		Suzhou Lingdong II	99.82%	[REDACTED]	[REDACTED]
		Suzhou Jushi	99.90%	[REDACTED]	[REDACTED]
Other two Grantees . . . . .	Former Employees	Suzhou Dongyi	17.99%	[REDACTED]	[REDACTED]
		Suzhou Lingdong I	5.26%	[REDACTED]	[REDACTED]

*Note:*

(1) Mr. Wang Panqu resigned as a Director on May 20, 2026.

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### 5. OTHER INFORMATION

#### A. Estate Duty

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

#### B. Litigation

Except as disclosed in this document, as of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance is known to our Directors to be pending or threatened by or against any member of our Group, that would have a material adverse effect on our Group’s results of operations or financial condition, taken as a whole.

#### C. Preliminary expenses

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

#### D. Promoters

The promoters of our Company are all of the 21 then Shareholders of our Company as of February 12, 2026 immediately before our conversion into a joint stock limited liability company:

No.	Name of promoters
1	Mr. Huang
2	Yangzhou Bannarui
3	Jiaxing Shinuo Venture Capital Partnership (Limited Partnership)
4	Lenovo Small and Medium-sized Enterprise Development Venture Capital Fund (Tianjin) Partnership (Limited Partnership)
5	Wuhan Tianshan Zhixing Venture Capital Partnership (Limited Partnership)
6	Yangzhou Erjinzhi
7	Shanghang Xingchen Venture Capital Partnership (Limited Partnership)
8	Momenta (Shanghai) Automotive Technology Co., Ltd.
9	Anhui Deying Venture Capital Partnership (Limited Partnership)
10	Taicang Zero One No. 1 Investment Partnership (Limited Partnership)
11	Changzhou Kailong No. 1 Management Consulting Partnership (Limited Partnership)
12	Shanghang Xinghang Xingyao Venture Capital Partnership (Limited Partnership)
13	Taicang Loudong Industrial Development Fund Partnership (Limited Partnership)
14	Longyan Xinjing Fuying Venture Capital Partnership (Limited Partnership)
15	Lishui Liandu District Caitong Huiying Tongfu Venture Capital Partnership (Limited Partnership)
16	Jiaxing Xinyi Changxi Venture Capital Partnership (Limited Partnership)
17	Yangzhou Huoshui Yongchao No. 1 Venture Capital Partnership (Limited Partnership)
18	Ningbo Huitong Venture Capital Partnership (Limited Partnership)
19	Yangzhou Huoshui Yongchao No. 2 Venture Capital Partnership (Limited Partnership)
20	Yangzhou Dongyao
21	Yangzhou Shengyao

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Save as disclosed in this document, within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter named above in connection with the [REDACTED] and the related transactions described in this document.

### E. No Material Adverse Change

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

### F. Qualifications of Experts

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

<u>Name</u>	<u>Qualification</u>
Goldman Sachs (Asia) L.L.C.	A licenced corporation under the SFO to conduct Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Haitong International Capital Limited	A corporation licensed to carry on Type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
KPMG	Certified Public Accountants and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Commerce & Finance Law Offices	Legal advisor to our Company as to PRC law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

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

### G. Consents

Each of the experts named in paragraph headed “— F. Qualifications of Experts” in this section 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 and/or the references to their names included herein in the form and context in which they are respectively included.

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### H. Joint Sponsors

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

Pursuant to the engagement letter entered into between our Company and the Joint Sponsors, the Joint Sponsors will receive a total fee of US\$1,000,000 for acting as the sponsors for the [REDACTED].

### I. Taxation of holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the [REDACTED] of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is a 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “Appendix III — Taxation and Foreign Exchange” to this document.

### J. Binding Effect

This document shall have the effect, if an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

### K. Bilingual Document

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

### L. Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash;
- (b) no share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions of any share in our Company or any of our subsidiaries;
- (e) our Company has no outstanding convertible debt securities or debentures;

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- (f) within the two years immediately preceding the date of this document, no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any capital of our Company or any member of our Group;
- (g) there is no arrangement under which future dividends are waived or agreed to be waived;
- (h) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (i) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (j) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months; and
- (k) no part of the equity or debt securities of our Company or any member of our Group, if any, is currently **[REDACTED]** on or **[REDACTED]** in on any stock exchange or trading 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.