

APPENDIX V

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

1. Incorporation

Our Company was established as a limited liability company in the PRC on March 23, 2020 and was converted into a joint stock company with limited liability on April 25, 2025 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB270,000,000.

Our Company has established a place of business in Hong Kong at Room 1928, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and has been registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on May 21, 2025 with the Registrar of Companies in Hong Kong. Ms. Leung Kwan Wai, one of our joint company secretaries, has been appointed as our agent for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

As we are established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of certain relevant aspects of the laws and regulations of the PRC and our Articles of Association is set out in “Regulatory Overview” and “Appendix IV — Summary of the Articles of Association”.

2. Changes in Share Capital of our Company

Save as disclosed in the section headed “History, Development and Corporate Structure — Major Corporate Development”, the share capital of our Company did not change during the two years immediately preceding the date of this document.

3. Changes in Share Capital of our Subsidiaries

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

The following subsidiaries have been incorporated within two years immediately preceding the date of this document:

Name of subsidiary	Place of establishment	Date of incorporation	Registered capital
Hangzhou Lixin	PRC	March 5, 2024	RMB2 million
Zentel Beijing.	PRC	July 26, 2024	RMB1 million
Zentel Chengdu	PRC	May 24, 2024	RMB0.1 million
Zentel Shenzhen	PRC	June 19, 2025	USD7 million

The following subsidiary has an alteration in the share capital within two years immediately preceding the date of this document:

Name of subsidiary	Place of establishment	Date of alteration	Registered capital before alteration	Registered capital after alteration
Hangzhou Lixin . . .	PRC	August 19, 2024	RMB2 million	RMB10 million

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

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4. Resolutions of our Shareholders

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders held on May 23, 2025, our Shareholders resolved that, among other things:

- (a) the issuance by our Company of the H Shares of nominal value of RMB1 each and such H Shares being [REDACTED] on the Main Board of the Stock Exchange;
- (b) the number of H Shares to be issued pursuant to the [REDACTED] before the exercise of the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (c) subject to the filing with CSRC is completed, upon completion of the [REDACTED], RMB270,000,000 Unlisted Shares will be converted into H Shares on a one-for-one basis;
- (d) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED]; and
- (e) authorization of the Board or its authorized individuals to handle all matters relating to, among other things, the [REDACTED], the issue and the [REDACTED] of H Shares on the Stock Exchange.

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.

(a) *Reasons for repurchase*

The Board considered that the repurchase of the Shares would be beneficial to and in the best interests of our Company and its 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 the Board believes that such repurchases will benefit our Company and its Shareholder as a whole.

(b) *Exercise of the general mandate to repurchase Shares*

Subject to the passing of the special resolution approving the grant of the general mandate to repurchase Shares at annual general meetings, the Board will be granted general mandate to repurchase Shares until the end of the relevant period. The general mandate to repurchase Shares would expire on the earlier of:

- (i) the conclusion of the next annual general meeting of our Company of which time it shall lapse unless, by special resolutions passed at that meeting, the authority is renewed, either conditionally or subject to conditions;
- (ii) the revocation or variation of the mandate under the resolution by a special resolution at the next general meeting of our Company; or
- (iii) the revocation or variation of the mandate under the resolution by a special resolution at any general meeting of our Company.

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

(c) Source of funds

In repurchasing its 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 empowered by its Articles of Association to repurchase its Shares. Any Shares to be repurchased will be cancelled or kept as treasury shares if allowed by the Articles of Association and applicable laws and regulations. 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.

(d) 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.

(e) 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 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 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 our 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 our Company to it.

(f) Status of repurchased Shares

In accordance with the Articles of Association, the Listing Rules and any other applicable laws and regulations, following a repurchase of the H Shares, our Company may cancel any repurchased Shares and/or hold them as treasury shares subject to, among others, market conditions and its capital management needs at the relevant time of the repurchases, which may change due to evolving circumstances.

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(g) Takeover implications

If, as a result of any repurchase of 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 aforesaid, 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 Shares.

(h) General

To the best knowledge of the Directors, neither the explanatory statement contained herein nor the proposed share repurchase has unusual features.

If the general mandate to repurchase Shares were 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 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 Shares in accordance with the Listing Rules and the applicable laws in the PRC.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document that are or may be material:

- (a) an equity transfer agreement dated March 11, 2025 entered into among Tianyuan Zhicheng, Tianjin Dingying and our Company, pursuant to which Tianyuan Zhicheng agreed to transfer its 3.7731% equity interest in our Company to Tianjin Dingying at a consideration of RMB46,548,611.11;
- (b) an equity transfer agreement dated March 11, 2025 entered into among Tianyuan Zhicheng, Shanghai Hemu and our Company, pursuant to which Tianyuan Zhicheng agreed to transfer its 2.4318% equity interest in our Company to Shanghai Hemu at a consideration of RMB30,000,000;
- (c) an equity transfer agreement dated March 11, 2025 entered into among Tianyuan Zhicheng, Hangzhou Fuxin and our Company, pursuant to which Tianyuan Zhicheng agreed to transfer its 2.4318% equity interest in our Company to Hangzhou Fuxin at a consideration of RMB30,000,000;
- (d) an equity transfer agreement dated March 11, 2025 entered into among Tianyuan Zhicheng, Mr. Fang Peiying and our Company, pursuant to which Tianyuan Zhicheng agreed to transfer its 0.8106% equity interest in our Company to Mr. Fang Peiying at a consideration of RMB10,000,000;

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- (e) a capital increase agreement dated April 27, 2025 entered into among our Company, Longxin Chuangxi, Longxin Huiyu, Tianjin Dinghui, Shenzhen Changzhen, Tianjin Dingying and Mr. Fang Peiying, pursuant to which Longxin Chuangxi agreed to subscribe for 308,757 Shares at a consideration of RMB45,000,000, Longxin Huiyu agreed to subscribe for 126,933 Shares at a consideration of RMB18,500,000, Tianjin Dinghui agreed to subscribe for 205,838 Shares at a consideration of RMB30,000,000, Shenzhen Changzhen agreed to subscribe for 205,838 Shares at a consideration of RMB30,000,000, Tianjin Dingying agreed to subscribe for 171,531 Shares at a consideration of RMB25,000,000, and Mr. Fang Peiying agreed to subscribe for 68,613 Shares at a consideration of RMB10,000,000;
- (f) a shareholders’ agreement (the “**Shareholders’ Agreement**”) dated April 27, 2025 entered into among our Company, Hangzhou Dingyuan, Tianyuan Liji, Yingxi No. 1, Eaglestream Partners, Yingxi No. 4, Yingxi, No. 5, Tianjin Haoxin, Hangzhou Chuyuan, Hangzhou Chuyu, Tiantong Xin’an, Longxin Liji, Longxin Chuangxin, Tianjin Dingying, Shanghai Hemu, Hangzhou Fuxin, Mr. Fang Peiying, Longxin Juneng, Yingfu Taike, Longxin Chuangqi, Longxin Chuangxi, Longxin Huiyu, Tianjin Dinghui and Shenzhen Changzhen, in relation to certain shareholders’ rights and management of our Company;
- (g) a capital increase agreement dated April 28, 2025 entered into between our Company and Mr. Xu Yongzhan, pursuant to which Mr. Xu Yongzhan agreed to subscribe for 102,919 Shares at a consideration of RMB15,000,000;
- (h) a joinder agreement dated April 28, 2025 entered into between our Company and Mr. Xu Yongzhan, pursuant to which Mr. Xu Yongzhan agreed to join the Shareholders’ Agreement;
- (i) a capital increase agreement dated May 6, 2025 entered into among our Company, Shenzhen Kechuang Dinghui, Sonder Crescent and Tianjin Dinghui, pursuant to which Shenzhen Kechuang Dinghui agreed to subscribe for 343,063 Shares at a consideration of RMB50,000,000, Sonder Crescent agreed to subscribe for 248,721 Shares at a consideration of USD5,000,000, and Tianjin Dinghui agreed to subscribe for 20,584 Shares at a consideration of RMB3,000,000;
- (j) a joinder agreement dated May 6, 2025 entered into among our Company and Shenzhen Kechuang Dinghui, Sonder Crescent and Tianjin Dinghui, pursuant to which Shenzhen Kechuang Dinghui, Sonder Crescent and Tianjin Dinghui agreed to join the Shareholders’ Agreement;
- (k) a capital increase agreement dated May 7, 2025 entered into between our Company and Zheshang Jiafu, pursuant to which Zheshang Jiafu agreed to subscribe for 171,532 Shares at a consideration of RMB25,000,000;
- (l) a joinder agreement dated May 7, 2025 entered into between our Company and Zheshang Jiafu, pursuant to which Zheshang Jiafu agreed to join the Shareholders’ Agreement;
- (m) a capital increase agreement dated May 16, 2025 entered into between our Company and Zhejiang Heda, pursuant to which Zhejiang Heda agreed to subscribe for 686,126 Shares at a consideration of RMB100,000,000;
- (n) a joinder agreement dated May 16, 2025 entered into between our Company and Hangzhou Heda, pursuant to which Hangzhou Heda agreed to join the Shareholders’ Agreement; and
- (o) the [REDACTED].

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2. Intellectual Property Rights

As of the Latest Practicable Date, we had registered, or had applied for the registration of the following intellectual property rights which were material to our business.

(a) Trademarks

(i) Registered Trademarks

No.	Trademark	Place of Registration	Registered Owner	Class	Registered Number	Expiry Date (dd/mm/yyyy)
1 . . .	Z-Memory	PRC	Our Company	9	57318392	13/01/2032
2 . . .	力存	PRC	Our Company	35	35437571	13/08/2029
3 . . .		PRC	Our Company	9	53702287	06/09/2031
4 . . .		PRC	Our Company	9	53703043	06/09/2031
5 . . .	力积存储	PRC	Our Company	9	55092086	20/11/2031
6 . . .	Z-Memory	PRC	Our Company	9	57318380	13/01/2032
7 . . .	Z-Memory	PRC	Our Company	35	68755562	06/06/2033
8 . . .		PRC	Our Company	42	68759320	06/06/2033
9 . . .	力存	PRC	Our Company	9	35448752	13/08/2029
10 . .	力存	PRC	Our Company	9	68405596	27/05/2033
11 . .	力积存储	PRC	Our Company	35	68741579	20/08/2033
12 . .	力积存储	PRC	Our Company	42	68742181	06/06/2033
13 . .		PRC	Our Company	35	68758534	06/06/2033
14 . .	Z-Memory	PRC	Our Company	42	68759322	13/06/2033
15 . .	力存	PRC	Our Company	9	68790302	13/08/2033

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No.	Trademark	Place of Registration	Registered Owner	Class	Registered Number	Expiry Date (dd/mm/yyyy)
16 . .	力存	PRC	Our Company	35	72958263	13/01/2034
17 . .	M2whale	PRC	Our Company	9	67129133	27/06/2033
18 . .	M2whale	PRC	Our Company	42	67129147	20/04/2033
19 . .		PRC	Our Company	9	70967213	06/03/2034
20 . .		PRC	Our Company	42	78919319	06/12/2034
21 . .		PRC	Our Company	35	78898693	06/12/2034
22 . .		PRC	Our Company	9	78913642	06/12/2034
23 . .		PRC	Our Company	9	78641584	06/11/2034
24 . .	ZHSM	PRC	Our Company	42	85496305	20/12/2035
25 . .	ZHSM	PRC	Our Company	9	85476453	20/12/2035
26 . .	力存	Hong Kong	Our Company	9	306472170	05/02/2024
27 . .	力积存储	Hong Kong	Our Company	9	306780727	10/01/2035
28 . .	ZENTEL	Hong Kong	Our Company	9	306781834	13/01/2035
29 . .		Hong Kong	Our Company	9	306809356	14/02/2035
30 . .	力存	Macau	Our Company	9	N/219921	25/06/2031
31 . .	力存	Taiwan	Our Company	9	02437992	28/02/2025
32 . .		Japan	Zentel Japan	42	6826361	21/07/2034
33 . .		Japan	Zentel Japan	9	6841868	05/09/2034

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(ii) Trademarks Applications

No.	Trademark	Place of Registration	Applicant	Status	Trademark Number	Announcement Date (dd/mm/yyyy)
1 . . .		Hong Kong	Our Company	Published	306780727	28/01/2025
2 . . .		Hong Kong	Zentel Japan	Published	306781834	21/02/2025
3 . . .		Hong Kong	Our Company	Published	306809356	28/02/2025

(b) Copyrights

(i) Registered Copyrights

No.	Copyright	Copyright Type	Place of Registration	Copyright Owner	Registration Number	Registration Date (dd/mm/yyyy)
1 . . .	LJCC Block Stamp Chip (LJCC方塊印章芯片)	Artwork	PRC	Our Company	Guozuo Dengzi (國作登字)-2023-F-00024983	08/02/2023
2 . . .	LICUN Module Color Box Packaging (力存模組彩盒包裝)	Artwork	PRC	Our Company	Guozuo Dengzi (國作登字)-2024-F-00089514	28/03/2024
3 . . .	SSD Color Box Packaging (SSD彩盒包裝)	Artwork	PRC	Our Company	Guozuo Dengzi (國作登字)-2025-F-00315474	29/10/2025
4 . . .	Software for Automatically Extracting TXT File Content to Generate XML Files (自動提取txt文件內容生成xml文件軟件)	Software	PRC	Our Company	2024SR0632242	11/05/2024
5 . . .	Software for Automatically Extracting XML File Content to Generate Excel Files (自動提取XML文件內容生成Excel文件軟件)	Software	PRC	Our Company	2024SR0321051	27/02/2024

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No.	Copyright	Copyright Type	Place of Registration	Copyright Owner	Registration Number	Registration Date (dd/mm/yyyy)
6 . . .	Barcode Scanner Memory Program (巴槍掃碼內存程序)	Software	PRC	Our Company	2024SR0321067	27/02/2024
7 . . .	PID Parameter Optimization Software for Temperature Control Devices (溫控裝置的PID參數優化軟件)	Software	PRC	Our Company	2023SR1302201	25/10/2023
8 . . .	MRV_Alevel Testing Software (MRV_Alevel測試軟件)	Software	PRC	Our Company	2023SR0447953	07/04/2023
9 . . .	DDR4 SLT Memory Testing Equipment Software (DDR4 SLT內存測試裝備軟件)	Software	PRC	Our Company	2023SR0194133	02/02/2023
10 . .	UEFI Platform Memory Testing Software (UEFI平臺內存測試軟件)	Software	PRC	Our Company	2022SR1586582	19/12/2022

(c) Patents

(i) Registered Patents in the PRC

No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
1 . . .	A Delay-Locked Loop (一種延遲鎖定回路)	Invention patent	Our Company	PRC	202111082024.2	18/01/2022	15/09/2021
2 . . .	A DLL Delay Chain and Fast Locking Method in Case of Overflow (一種DLL延時鏈及下溢時快速鎖定方法)	Invention patent	Our Company	PRC	202210099260.3	14/06/2022	27/01/2022
3 . . .	A Shift Register Method and Structure Including Redundant Storage Units (一種包含冗餘存儲單元的移位寄存方法及移位寄存結構)	Invention patent	Our Company	PRC	202210856034.5	11/11/2022	21/07/2022

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
4 . . .	A Data Scattering Shift Register Structure (一種數據打散移位寄存結構)	Invention patent	Our Company	PRC	202210856032.6	08/11/2022	21/07/2022
5 . . .	A Semiconductor Device and Its Operating Method, Memory (一種半導體器件及其工作方法、存儲器)	Invention patent	Our Company	PRC	202211076942.9	27/12/2022	05/09/2022
6 . . .	Input Signal Processing Method and Memory Circuit Structure (輸入信號處理方法及存儲器電路結構)	Invention patent	Our Company	PRC	202211076946.7	23/12/2022	05/09/2022
7 . . .	Semiconductor Device and Its Operating Method, Apparatus, and Computer-Readable Storage Medium (半導體器件及其操作方法、裝置和計算機可讀存儲介質)	Invention patent	Our Company	PRC	202211226067.8	03/03/2023	09/10/2022
8 . . .	Method, Circuit, and DRAM Storage Device for Reducing the Area of a Sense Amplifier (減小讀出放大器面積的方法、電路及dram存儲裝置)	Invention patent	Our Company	PRC	202211164147.5	03/01/2023	23/09/2022
9 . . .	Error Correction Method, Device, and Storage Medium for Data Masking (一種針對數據屏蔽的糾錯方法、裝置及存儲介質)	Invention patent	Our Company	PRC	202211352755.9	31/03/2023	1/11/2022
10 . . .	Method for Accessing Word Lines and Word Line Decoding Circuit Structure (訪問字線的方法及字線解碼電路結構)	Invention patent	Our Company	PRC	202211550314.X	09/05/2023	5/12/2022
11 . . .	A 3D Stacked Memory and Its Data Processing Method (一種三維堆疊存儲器及其數據處理方法)	Invention patent	Our Company	PRC	202310105926.6	09/06/2023	13/02/2023
12 . . .	Storage Structure (存儲結構)	Invention patent	Our Company	PRC	202310089016.3	18/08/2023	16/01/2023

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
13 . . .	Read Latency Counter Delay Feedback Method and Delay Feedback Storage Structure (讀取等待時間計數器延遲反饋方法、延遲反饋存儲結構)	Invention patent	Our Company	PRC	202310423019.6	25/08/2023	20/04/2023
14 . . .	Duty Cycle Detection Method for Delay-Locked Loop Clock Signals and Duty Cycle Detector (延遲鎖相環路時鐘信號佔空比檢測方法、佔空比檢測器)	Invention patent	Our Company	PRC	202310392614.8	19/12/2023	13/04/2023
15 . . .	A Delay-Locked Loop and Locking Method for Delay-Locked Loop (一種延遲鎖相環和延遲鎖相環的鎖定方法)	Invention patent	Our Company	PRC	202310330294.3	09/04/2024	30/03/2023
16 . . .	Semiconductor Device and Its Calibration Method, Device, Storage Medium, and Electronic Device (半導體器件及其校準方法、裝置、存儲介質和電子設備)	Invention patent	Our Company	PRC	202310315927.3	28/05/2024	29/03/2023
17 . . .	A Memory Data Writing Method, Device, Storage Medium, and Electronic Device (一種存儲器數據寫入方法、裝置、存儲介質和電子設備)	Invention patent	Our Company	PRC	202311016650.0	10/11/2023	14/08/2023
18 . . .	A 3D Memory Architecture and Its Operating Method and Memory (一種三維存儲器架構及其操作方法和存儲器)	Invention patent	Our Company	PRC	202310998028.8	17/11/2023	09/08/2023
19 . . .	ZQ Calibration Method and Calibration Circuit (ZQ校準方法、校準電路)	Invention patent	Our Company	PRC	202311042448.5	03/11/2023	18/08/2023
20 . . .	Fixed Delay Time Implementation Method and Device (固定延遲時間實現方法和裝置)	Invention patent	Our Company	PRC	202311221141.1	19/12/2023	21/09/2023
21 . . .	A Shift Register and Memory (一種移位寄存器和存儲器)	Invention patent	Our Company	PRC	202311215775.6	07/05/2024	20/09/2023

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
22 . . .	Shift Register and Memory (移位寄存器和存儲器)	Invention patent	Our Company	PRC	202311215761.4	30/01/2024	20/09/2023
23 . . .	A Clock Correction Circuit and Memory (一種時鐘校正電路和存儲器)	Invention patent	Our Company	PRC	202311006147.7	24/11/2023	10/08/2023
24 . . .	Fuse Unit for Storage Array and Its Processing Method, Storage Array (用於存儲陣列的熔斷器單元及其處理方法、存儲陣列)	Invention patent	Our Company	PRC	202310824954.3	26/09/2023	06/07/2023
25 . . .	An Activation Precharge Feedback Circuit and Memory (一種激活預充電反饋電路和存儲器)	Invention patent	Our Company	PRC	202311177197.1	26/12/2023	13/09/2023
26 . . .	Fuse Unit Used in Storage Array and Its Processing Method, Storage Array (用在存儲陣列中的熔斷器單元及其處理方法、存儲陣列)	Invention patent	Our Company	PRC	202311314457.5	23/01/2024	11/10/2023
27 . . .	Fuse Unit Used in Storage Array and Its Processing Method, Storage Array (在存儲陣列中使用的熔斷器單元及其處理方法、存儲陣列)	Invention patent	Our Company	PRC	202311306618.6	23/02/2024	10/10/2023
28 . . .	A 3D Memory Architecture and Its Refresh Method and Memory (一種三維存儲器架構及其刷新方法和存儲器)	Invention patent	Our Company	PRC	202311686986.8	22/03/2024	11/12/2023
29 . . .	3D Memory Architecture and Its Refresh Method and Memory (三維存儲器架構及其刷新方法和存儲器)	Invention patent	Our Company	PRC	202311687006.6	08/03/2024	11/12/2023
30 . . .	Read Latency Delay Feedback Circuit, Feedback Method (讀取等待時間延時反饋電路、反饋方法)	Invention patent	Our Company	PRC	202311597666.5	12/03/2024	28/11/2023
31 . . .	Read Latency Feedback Circuit, Feedback Method (讀取等待時間反饋電路、反饋方法)	Invention patent	Our Company	PRC	202311726281.4	02/03/2024	15/12/2023

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
32 . . .	3D Stacked Memory Architecture and Its Processing Method, Memory (三維堆疊存儲器架構及其處理方法、存儲器)	Invention patent	Our Company	PRC	202311772980.2	09/04/2024	21/12/2023
33 . . .	Storage Array and Method for Improving Data Read Accuracy of Storage Array (存儲陣列及提高存儲陣列的數據讀取準確度的方法)	Invention patent	Our Company	PRC	202410224395.7	07/05/2024	29/02/2024
34 . . .	Storage Array and Method for Driving Storage Array (存儲陣列及驅動存儲陣列的方法)	Invention patent	Our Company	PRC	202410224439.6	07/05/2024	29/02/2024
35 . . .	Storage Array (存儲陣列)	Invention patent	Our Company	PRC	202410177265.2	07/05/2024	08/02/2024
36 . . .	Semiconductor Storage Device and Method for Reducing Its Write Recovery Time, Storage Array (半導體存儲裝置及降低其寫恢復時間的方法、存儲陣列)	Invention patent	Our Company	PRC	202410169006.5	03/05/2024	06/02/2024
37 . . .	A Device and Method for Saving Energy During Memory Refresh (一種在存儲器刷新過程中節省能耗的裝置及方法)	Invention patent	Our Company	PRC	202410438368.X	18/06/2024	12/04/2024
38 . . .	A Dynamic Random Access Memory Read/Write Operation Structure (一種動態隨機存儲器讀寫操作結構)	Invention patent	Our Company	PRC	202410438335.5	21/06/2024	12/04/2024
39 . . .	Internal Voltage Testing System and Method for Memory (存儲器內部電壓測試系統和方法)	Invention patent	Our Company	PRC	202410526909.4	20/08/2024	29/04/2024
40 . . .	Memory Redundant Word Line Refresh Method, Device, Equipment, and Medium (存儲器冗餘字線刷新方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202410627719.1	20/08/2024	21/05/2024

APPENDIX V STATUTORY AND GENERAL INFORMATION

No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
41 . . .	Data Output Method, Device, Equipment, and Medium (數據輸出方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202410709201.2	30/08/2024	03/06/2024
42 . . .	Memory Word Line Refresh Method, Activation Method, Device, Equipment, and Medium (存儲器字線刷新方法、激活方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202410778744.X	30/08/2024	17/06/2024
43 . . .	Random Number Generation Method, Device, Electronic Equipment, and Storage Medium (隨機數生成方法、裝置、電子設備和存儲介質)	Invention patent	Our Company	PRC	202411005607.9	8/10/2024	25/07/2024
44 . . .	A Control Device for Sensing Amplifier Supply Voltage (一種感測放大器供電電壓的控制裝置)	Utility model patent	Our Company	PRC	202420751162.8	10/12/2024	12/04/2024
45 . . .	Delay Measurement Circuit Structure and Measurement Method (延時測量電路結構、測量方法)	Invention patent	Our Company	PRC	202411147839.8	20/12/2024	21/08/2024
46 . . .	An Infrared Heating-Based Constant Temperature Testing Device for Memory Modules (一種基於紅外加熱的內存條恒溫測試裝置)	Utility model patent	Our Company	PRC	202322587991.5	14/05/2024	22/09/2023
47 . . .	A Constant Temperature System for Memory Modules (一種內存條測試恒溫系統)	Utility model patent	Our Company	PRC	202322076517.6	06/02/2024	03/08/2023
48 . . .	A Fin Structure and Constant Temperature Testing System for Improving Temperature Uniformity (一種提升溫度均勻性的翅片結構及恒溫測試系統)	Utility model patent	Our Company	PRC	202321863659.0	15/03/2024	14/07/2023
49 . . .	A Constant Temperature Testing Device for Memory Modules (一種內存條測試恒溫裝置)	Utility model patent	Our Company	PRC	202323009692.X	23/08/2024	08/11/2023

APPENDIX V STATUTORY AND GENERAL INFORMATION

No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
50 . . .	An Electronic Heating Device for Memory Modules (一種內存條的電子加熱設備)	Utility model patent	Our Company	PRC	202320311607.6	15/03/2024	24/02/2023
51 . . .	A DRAM Memory Performance Prediction Method and System Based on a Neural Network Model (一種基於神經網絡模型的DRAM儲存器性能預測方法和系統)	Invention patent	Our Company	PRC	202211529939.8	04/06/2024	30/11/2022
52 . . .	A DRAM Memory Testing Method and System Using a Neural Network Model (一種使用神經網絡模型的DRAM存儲器測試方法和系統)	Invention patent	Our Company	PRC	202310019573.8	19/07/2024	06/01/2023
53 . . .	A Memory Automation Testing Method and System Based on Hybrid Cloud (一種基於混合雲的內存自動化測試方法和系統)	Invention patent	Our Company	PRC	202211665140.1	03/09/2024	23/12/2022
54 . . .	Test Server Chassis (MRV-D5/4S) (測試服務器機箱 (MRV-D5/4S))	Design patent	Our Company	PRC	202330401062.3	15/03/2024	28/06/2023
55 . . .	Packaging Box (包裝盒)	Design patent	Our Company	PRC	202430089960.4	15/11/2024	21/02/2024
56 . . .	A Memory Structure (一種存儲器結構)	Invention patent	Our Company	PRC	202411169888.1	07/02/2025	26/08/2024
57 . . .	A Constant Temperature Testing Module for Memory Modules (一種內存條恒溫測試模組)	Utility model patent	Chengdu Liji	PRC	202322038364.6	15/03/2024	28/07/2023
58 . . .	Memory Testing Method, System, and Computer-Readable Storage Medium (內存測試方法、系統及計算機可讀存儲介質)	Invention patent	Chengdu Liji	PRC	202211625081.5	14/05/2024	16/12/2022
59 . . .	Column Selection Signal Control Circuit (列選通信號控制電路)	Invention patent	Our Company	PRC	202411597560.X	22/04/2025	11/11/2024

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
60. . .	A Method and Device for Improving the Testing Speed of Memory Cells (一種提高存儲單元測試速度的方法及裝置)	Invention patent	Our Company	PRC	202510259428.6	13/05/2025	06/03/2025
61. . .	A Method for Data Read Circuit (一種數據讀取電路)	Invention patent	Our Company	PRC	202411435924.4	27/5/2025	15/10/2024
62. . .	A Redundant Circuit, Redundant Address Access Circuit, and Access Method (一種冗餘電路、冗餘地址訪問電路及訪問方法)	Invention patent	Our Company	PRC	202411768323.5	27/5/2025	4/12/2024
63. . .	Memory Refresh Circuit, Refresh Method, and Memory (存儲器的刷新電路、刷新方法和存儲器)	Invention patent	Our Company	PRC	202510158375.9	30/5/2025	13/2/2025
64. . .	DRAM Read/Write Timing Adjustment Circuit and DRAM (DRAM讀寫時序調整電路和DRAM)	Invention patent	Our Company	PRC	202510252923.4	27/6/2025	5/3/2025
65. . .	Method for Quickly Relocking DLL Circuits (快速重新鎖定DLL電路的方法)	Invention patent	Our Company	PRC	202111082977.9	29/08/2025	15/09/2021
66. . .	An Automated Burning System and Method for Serial Presence Detection Information (一種串行存在檢測信息的自動化燒錄系統和方法)	Invention patent	Our Company	PRC	202510660838.1	05/08/2025	22/05/2025
67. . .	Memory Testing Methods, Apparatus, Equipment and Media (存儲器測試方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202510744770.5	12/08/2025	05/06/2025
68. . .	Dynamic Random Access Memory (動態隨機存儲器)	Invention patent	Our Company	PRC	202423013003.7	07/11/2025	06/12/2024

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
69 . . .	Voltage Monitoring Circuit for DLL Module and DRAM (DLL模塊的電壓監測電路和DRAM)	Invention patent	Hangzhou Lixin	PRC	202510608136.9	01/08/2025	13/05/2025
70 . . .	DLL Delay Chain Adjustment Method and System (DLL延遲鏈調整方法和系統)	Invention patent	Hangzhou Lixin	PRC	202510623329.1	12/08/2025	15/05/2025
71 . . .	Duty Cycle Correction Circuit Calibration Method, System and Memory (佔空比校正電路校準方法、系統和存儲器)	Invention patent	Hangzhou Lixin	PRC	202510623360.5	12/08/2025	15/05/2025
72 . . .	Adaptive SLT testing methods, apparatus, equipment and media (自適應SLT測試方法、裝置、設備和介質)	Invention Patent	Our Company	PRC	202511501968.7	09/01/2026	21/10/2025
73 . . .	AI-based memory testing methods (基於人工智慧的記憶體測試方法)	Invention Patent	Our Company	PRC	202511511989.7	24/02/2026	22/10/2025
74 . . .	ZQ Calibration Circuit and Semiconductor Memory (ZQ校準電路和半導體存儲器)	Utility model patent	Our Company	PRC	202423147521.8	26/12/2025	19/12/2024
75 . . .	An Error Correction Method, Apparatus and Storage Medium for Data Masking (一種針對數據屏蔽的糾錯方法、裝置及存儲介質)	Invention patent	Our Company	PRC	202310093549.9	30/12/2025	31/01/2023
76 . . .	DRAM Temperature Monitoring Self-Refresh Circuit and DRAM (DRAM溫度監測自刷新電路和DRAM)	Invention patent	Our Company	PRC	202511485094.0	30/12/2025	17/10/2025
77 . . .	SLT Testing Methods, Apparatus, Equipment and Media for Memory Modules (內存條SLT測試方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202511485342.1	30/12/2025	17/10/2025

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No.	Patent Name	Type	Patentee	Place of Registration	Patent Number	Grant Date (dd/mm/yyyy)	Application Date (dd/mm/yyyy)
78 . . .	Semiconductor Memory Device (半導體存儲裝置)	Invention patent	Our Company	PRC	202511235197.1	30/12/2025	01/09/2025
79 . . .	Fuse detection circuit, fuse detection method, and semiconductor memory (熔斷器檢測電路、熔斷器檢測方法和半導體存儲器)	Invention patent	Our Company	PRC	202511525986.9	06/03/2026	24/10/2025
80 . . .	Method, apparatus, device, and medium for generating memory simulation test vectors (存儲器仿真測試向量生成方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202511545040.9	06/03/2026	28/10/2025
81 . . .	Method for improving dynamic random-access memory test speed and shared-signal selection circuit (一種提高動態隨機存儲器測試速度的方法及共享信號選擇電路)	Invention patent	Our Company	PRC	202511903136.8	20/03/2026	17/12/2025
82 . . .	Bidirectional signal acquisition circuit and integrated circuit applicable to a silicon via (適用於一個矽通路的雙向信號採集電路及集成電路)	Invention patent	Our Company	PRC	202211188755.X	12/05/2026	28/09/2022
83 . . .	Temperature-controlled device and testing equipment for electronic module testing (用於電子模塊測試的控溫裝置及測試設備)	Utility model patent	Our Company	PRC	202521262857.0	12/05/2026	19/06/2025

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(ii) Registered patents in Japan

No.	Patent Name	Patentee	Place of Registration	Publication Number	Application Date	Expiry Date
1 . . .	Semiconductor Memory Device (半導體記憶裝置)	Zentel Japan	Japan	JP6281030B1	02/08/2017	02/08/2037
2 . . .	Semiconductor Memory System (半導體記憶システム)	Zentel Japan	Japan	JP7130634B2	22/05/2017	22/05/2037
3 . . .	Semiconductor Memory System (半導體記憶システム)	Zentel Japan	Japan	JP6761104B2	06/03/2017	06/03/2037
4 . . .	Semiconductor Memory Device (半導體記憶裝置)	Zentel Japan	Japan	JP6147461B1	31/01/2017	31/01/2037
5 . . .	Semiconductor memory device and test method (半導體記憶裝置及びテスト方法)	Zentel Japan	Japan	JP7859712B1	10/07/2025	10/07/2045
6 . . .	Semiconductor Memory Device (半導體記憶裝置)	Zentel Japan	Japan	JP7803602B1	27/02/2025	27/02/2045

(iii) Registered patents in the United States

No.	Patent Name	Patentee	Place of Registration	Publication Number	Application Date
1 . . .	Semiconductor memory device	Zentel Japan	United States	US11200945B2	31/01/2017
2 . . .	Semiconductor memory device comprising an interface conforming to JEDEC standard and control device therefor	Zentel Japan	United States	US10991418B2	06/03/2017
3 . . .	Semiconductor memory device for preventing occurrence of row hammer issue	Zentel Japan	United States	US10818337B2	02/08/2017

(iv) Patent Application

No.	Patent Name	Type	Patentee	Place of Registration	Application Number	Application Date (dd/mm/yyyy)
1 . . .	Method for Rapidly Relocking a DLL Circuit (快速重新鎖定DLL電路的方法)	Invention patent	Our Company	PRC	2021110829779	15/09/2021

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No.	Patent Name	Type	Patentee	Place of Registration	Application Number	Application Date (dd/mm/yyyy)
2 . . .	A Bidirectional Signal Acquisition Circuit and Integrated Circuit for a Silicon Path (適用於一個矽通路的雙向信號採集電路及集成電路)	Invention patent	Our Company	PRC	202211188755X	28/09/2022
3 . . .	A Chip Position Identification Method and Chip Timing Setting Method Based on This Method (Second Submission) (一種芯片位置識別方法及基於該方法的芯片時序設定方法(二次提交))	Invention patent	Our Company	PRC	2022111467214	21/09/2022
4 . . .	An Error Correction Method, Device, and Storage Medium for Data Masking (一種針對數據屏蔽的糾錯方法、裝置及存儲介質)	Invention patent	Our Company	PRC	2023100935499	31/01/2023
5 . . .	A 3D Memory Architecture and Memory (一種三維存儲器架構和存儲器)	Invention patent	Our Company	PRC	2023105233632	10/05/2023
6 . . .	A Device for Isolating Different Output Voltages of a Charge Pump Circuit (一種分隔電荷泵電路不同輸出電壓的裝置)	Invention patent	Our Company	PRC	2024104585906	17/04/2024
7 . . .	A Detection Device and Method for the Delay Time of a Delay Element (一種延時器延時時間的檢測裝置及方法)	Invention patent	Our Company	PRC	2024104256025	10/04/2024
8 . . .	ZQ Calibration Circuit and Semiconductor Memory (ZQ校準電路和半導體存儲器)	Utility model patent	Our Company	PRC	2024231475218	19/12/2024

APPENDIX V STATUTORY AND GENERAL INFORMATION

No.	Patent Name	Type	Patentee	Place of Registration	Application Number	Application Date (dd/mm/yyyy)
9 . . .	Division Implementation Method, Device, Equipment, and Medium (除法器實現方法、裝置、設備和介質)	Invention patent	Our Company	PRC	202411450244X	17/10/2024
10 . .	Dynamic Random Access Memory (動態隨機存儲器)	Utility model patent	Our Company	PRC	2024230130037	06/12/2024
11 . .	A Data Bus Inversion Circuit and Method (一種數據總線翻轉電路及方法)	Invention patent	Our Company	PRC	2025102150711	26/02/2025
12 . .	Memory Testing Method and Device Based on TFTP Service (基於TFTP服務的內存測試方法和裝置)	Invention patent	Our Company	PRC	202510309261X	17/03/2025

(d) Domain Names

No.	Domain Name	Registered Owner	Place of Registration	Expiry Date (dd/mm/yyyy)
1	zentel.com	Our Company	PRC	27/03/2033
2	liji-china.cn	Our Company	PRC	22/06/2028
3	zentel-japan.com	Zentel Japan	Japan	29/10/2025

(e) Layout-Design of Integrated Circuits

No.	Name	Registered Owner	Place of Registration	Registration Number	Certification Number	Grant Date (dd/mm/yyyy)
1 . . .	4GLPDDR4 Memory Chip (4GLPDDR4存儲芯片)	Our Company	PRC	BS.215564758	No. 48334	10/09/2021
2 . . .	4GDDR4 Memory Chip (4GDDR4存儲芯片)	Our Company	PRC	BS21556474X	No. 48439	03/09/2021
3 . . .	8GDDR4 Memory Chip (8GDDR4存儲芯片)	Our Company	PRC	BS.215564782	No. 48442	10/09/2021
4 . . .	1GDDR2 Memory Chip (1GDDR2存儲芯片)	Our Company	PRC	BS.215607112	No. 50715	29/11/2021
5 . . .	64MSDR-DDR Memory Chip (64MSDR-DDR存儲芯片)	Our Company	PRC	BS.215607236	No. 50716	29/11/2021
6 . . .	512MDDR Memory Chip (512MDDR存儲芯片)	Our Company	PRC	BS.215607252	No. 50717	29/11/2021
7 . . .	1GDDR3 Memory Chip (1GDDR3存儲芯片)	Our Company	PRC	BS.215607139	No. 50718	29/11/2021

APPENDIX V STATUTORY AND GENERAL INFORMATION

No.	Name	Registered Owner	Place of Registration	Registration Number	Certification Number	Grant Date (dd/mm/yyyy)
8 . . .	F25 1GDDR3 Memory Chip (F25 1GDDR3存儲芯片)	Our Company	PRC	BS.235564109	No. 70498	09/11/2023
9 . . .	F25 512Mb DDR2 Integrated Circuit Layout (F25 512Mb DDR2的集成電路佈圖)	Our Company	PRC	BS.245566295	No. 81624	14/11/2024
10 . . .	F25 4Gb DDR3 ECC Integrated Circuit Layout (F25 4Gb DDR3 ECC的集成電路佈圖)	Our Company	PRC	BS.245588663	No. 84043	17/02/2025
11 . . .	F25 2GD3 Memory Chip of Integrated Circuit Layout (F25 2GD3存儲芯片的集成電路佈圖)	Our Company	PRC	BS.245605142	No. 85244	03/04/2025

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

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests of Directors and Chief Executive of our Company

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), so far as our Directors are aware, none of our Directors or chief executive has any interests or short positions in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is 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 recorded in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules.

Interests in our Company

Name	Position	Nature of Interest	Type of Shares	Number of Unlisted Shares ⁽¹⁾	Approximate percentage of shareholding in the total issued Shares immediately prior to the [REDACTED] (assuming the [REDACTED] is not exercised)	Approximate percentage of shareholding in the total issued Shares immediately after the [REDACTED] ⁽²⁾
Mr. Ying	Chairman of our Board and non-executive Director	Interest in controlled corporation	H Share	120,430,810	[REDACTED]%	[REDACTED]%

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Notes:

- (1) All interests stated are long position.
- (2) The calculation is based on [270,000,000] H Shares to be converted from Unlisted Shares in issue and [REDACTED] H Shares to be issued pursuant to the [REDACTED] (assuming that the [REDACTED] are not exercised).

2. Disclosure of Interests of Substantial Shareholders

For the information on the persons who will, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), having or be deemed or taken to have interests or short positions in our 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 issued voting shares of our Company, see “Substantial Shareholders” in this document.

3. Service Contracts

We have entered into a service contract or a letter of appointment with each of our Directors in respect of, among other things, compliance with the relevant laws and regulations, the Articles of Association and applicable provisions on dispute resolution.

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

4. Director’s Remuneration

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

5. Disclaimers

- (a) None of our Directors or any of the parties listed in “E. Other Information — 5. Qualification of Experts” below is:
 - (i) interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.
- (b) Save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “D. Other Information — 5. Qualification of Experts” below:
 - (i) is interested legally or beneficially in any shares in any member of our Group; or
 - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group.

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- (c) None of our Directors or their close associates or any shareholders of our Company who to the knowledge of our Directors owns more than 5% of the number of our issued shares (excluding treasury shares, if any) has any interest in our top five customers or suppliers during each year of the Track Record Period.
- (d) None of our Directors is a director or employee of a company that has an interest or short position in our Shares and underlying Shares which, once the H Shares are [REDACTED] on the Stock Exchange, would have to be disclosed to our Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. OTHER INFORMATION

1. Estate Duty

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

2. Litigation

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

3. Sole Sponsor

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

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, the Sole Sponsor’s fee payable by us is USD500,000 for acting as the sponsor for the [REDACTED].

4. Preliminary Expenses

As of Latest Practicable Date, our Company did not incur any material preliminary expenses of the [REDACTED].

5. Qualification of Experts

The qualifications of the experts who have given opinions or advice in this document are as follows:

Name	Qualification
CITIC Securities (Hong Kong) Limited	A licensed corporation under the SFO to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO

APPENDIX V

STATUTORY AND GENERAL INFORMATION

Name	Qualification
Jingtian & Gongcheng	Legal advisors to our Company as to PRC laws
Hogan Lovells	Legal advisors to our Company as to U.S regulatory laws and International Sanctions laws
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co	Independent industry consultant
Ashurst Tokyo (Ashurst Horitsu Jimusho Gaikokuho Kyodo Jigyo)	Legal advisors to our Company as to U.S. outbound investment laws

6. Consents of Experts

Each of the experts referred to in “5. Qualification of Experts” above in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their certificates, letters, opinions or reports (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Save as disclosed in this document, none of the experts named above has any of our shareholding interests in any member of our Group or rights (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for our securities in any member of our Group.

7. Taxation of Holders of H Shares

Hong Kong stamp duty, currently charged at the ad valorem rate of 0.10% on the higher of the consideration for or the market value of the H Shares, will be payable by the purchaser on every purchase and by the seller on every sale of any Hong Kong securities, including H Shares (in other words, a total of 0.20% is currently payable on a typical sale and purchase transaction involving H Shares). In addition, a fixed stamp duty of HK\$5.00 is currently payable on any instrument of transfer of H Shares. Where one of the parties is a resident outside Hong Kong and does not pay the ad valorem duty due by it, the duty not paid will be assessed on the instrument of transfer (if any) and will be payable by the transferee. If no stamp duty is paid on or before the due date, a penalty of up to 10 times the duty payable may be imposed.

8. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial or trading position since December 31, 2024 (being the date to which the latest consolidated financial statements of our Group were prepared).

9. Binding Effect

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

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10. Miscellaneous

- (a) Save as disclosed in “History, Development and Corporate Structure” and in connection with the [REDACTED], within the two years preceding the date of this document: (i) we have not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share capital of any member of our Group.
- (b) No share or loan capital of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option.
- (c) We have not issued nor agreed to issue any founder shares, management shares or deferred shares.
- (d) There are no arrangements under which future dividends are waived or agreed to be waived.
- (e) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights.
- (f) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months.
- (g) Save as disclosed in the section headed “Regulatory Overview”, there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong.
- (h) No part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to deal in any stock exchange other than the Stock Exchange is currently being or proposed to be sought.
- (i) Our Company has no outstanding convertible debt securities or debentures.

11. Bilingual Prospectus

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).

12. Promoters

The promoters of our Company comprised all of the 19 then shareholders of our Company as at April 25, 2025 before our conversion into a joint stock limited liability company. Save as disclosed in the section headed “History, Development and Corporate Structure”, within the two years immediately preceding the date of this document, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters in connection with the [REDACTED] or the related transactions described in this document.