

## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Establishment of our Company

Our Company was established under the laws of the PRC as a limited liability company on June 7, 2016 with an initial registered capital of RMB100,000. On November 15, 2024, our Company was converted to a joint stock company with limited liability under the PRC Company Law. As of the Latest Practicable Date, the registered share capital of our Company is RMB55,380,705.

We have established a place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong, and was registered with the Companies Registry in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on May 28, 2025, 2025. Ms. Jian Xuegen, one of our joint company secretaries, has been appointed as the authorized representatives for the acceptance of service of process and notice in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was incorporated in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in “Regulatory Overview” and “Appendix IV — Summary of Articles of Association”, respectively.

#### 2. Changes in Share Capital of our Company

Save as disclosed in “History, Development and Corporate Structure — Our Group” and “History, Development and Corporate Structure — Pre-[REDACTED] Investments”, there has been no alteration in our share capital within the two years immediately preceding the date of this document.

#### 3. Changes in the Share Capital of Our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in “History, Development and Corporate Structure” and Note 1 to the Accountants’ Report as set out in Appendix I to this document.

Save for (i) the increase of registered capital of WX BASiC from RMB400 million to RMB450 million in March 2026 and (ii) the increase of registered capital of SZ Packaging from RMB10 million to RMB210 million in July 2025 and the further increase to RMB310 million in December 2025, there has been no alteration or expected alternation in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

#### 4. Resolutions of our Shareholders in relation to the [REDACTED]

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on May 10, 2025, it was resolved, among others:

- (a) the issue by our Company of H Shares of nominal value of RMB0.20 each and such H Shares to be [REDACTED] on the Stock Exchange;
- (b) the number of H Shares to be issued pursuant to the [REDACTED], and the grant to the [REDACTED] of the [REDACTED] of not more than 15% of the number of H Shares issued pursuant to the [REDACTED];
- (c) the net [REDACTED] from the [REDACTED] shall be applied for the purposes as disclosed in “Future Plans and Use of [REDACTED]”;
- (d) subject to the CSRC’s approval, upon completion of the [REDACTED], [REDACTED] Domestic Unlisted Shares in aggregate of our Company will be converted into H Shares;
- (e) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association which shall become effective upon the [REDACTED]; and
- (f) authorization of our Board or its authorized persons to handle all matters relating to, among other things, the [REDACTED] and the [REDACTED].

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**5. Restrictions on Repurchase**

See “Appendix IV — Summary of Articles of Association” for details.

**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 us within the two years preceding the date of this document and are or may be material:

- (a) the capital increase agreement dated April 16, 2024 entered into between our Company, Dr. Wang, Dr. He Weiwei and CRRC Qingdao in respect of the subscription of RMB107,327 registered capital in our Company at a consideration of RMB10 million by CRRC Qingdao;
- (b) the capital increase agreement dated April 25, 2025 entered into between our Company, Dr. Wang, Dr. He Weiwei, Zhongshan Fund, Torch High-Tech, and Torch Huaying in respect of the subscription of RMB804,952, RMB590,298 and RMB214,654 registered capital in our Company at a consideration of RMB75 million, RMB55 million and RMB20 million, respectively, by Zhongshan Fund, Torch High-Tech, and Torch Huaying;
- (c) the capital increase agreement in respect of SZ Packaging dated May 23, 2025 entered into between our Company, Dr. Wang, Dr. He Weiwei, SZ NEV Fund, and SZ Packaging in respect of the subscription of RMB150 million and RMB150 registered capital in SZ Packaging at a consideration of RMB150 million and RMB150 million, respectively, by our Company and SZ NEV Fund;
- (d) the capital increase agreement in respect of WX BASiC dated January 28, 2026 entered into between our Company, WX BASiC and WX Innovation in respect of the subscription of RMB50 million registered capital in WX BASiC at a consideration of RMB50 million by WX Innovation;
- (e) the [REDACTED].


**2. Intellectual Property Rights of Our Group**

**(a) Patents**

See “Business — Intellectual Property Rights” for registered patents which we consider to be or may be material to our business.











**(b) Trademarks**

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

No.	Trademark	Class	Place of Registration	Registration No.	Registered Owner	Validity Period (yyyy/mm/dd)
1. . .		9	PRC	76832425	Bronze Tech	2024/08/21 to 2034/08/20
2. . .	NB Semiconductor	9	PRC	66425874	Our Company	2023/08/28 to 2033/08/27
3. . .	<b>NBS</b>	9	PRC	66438909	Our Company	2023/05/07 to 2033/05/06
4. . .	<b>BASiC</b>	9	PRC	64698945	Our Company	2023/02/14 to 2033/02/13

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No.	Trademark	Class	Place of Registration	Registration No.	Registered Owner	Validity Period (yyyy/mm/dd)
5. . .	<b>P<sup>2</sup>cell</b>	9	PRC	55741619	Our Company	2022/01/28 to 2032/01/27
6. . .	<b>Pcell</b>	9	PRC	55742250	Our Company	2022/03/07 to 2032/03/06
7. . .	<b>Pcore</b>	9	PRC	55754449	Our Company	2022/02/14 to 2032/02/13
8. . .		9	PRC	52330309	Our Company	2021/10/14 to 2031/10/13
9. . .	<b>BASICSEMI</b>	9	PRC	49896129	Our Company	2021/04/21 to 2031/04/20
10. . .		9	PRC	49894292	Our Company	2021/06/28 to 2031/06/27
11. . .	<b>SmartMOS</b>	9	PRC	32927198	Our Company	2019/09/28 to 2029/09/27
12. . .	<b>UltraDiode</b>	9	PRC	29761245	Our Company	2020/04/28 to 2030/04/27
13. . .	<b>UltraMOS</b>	9	PRC	29765634	Our Company	2020/02/07 to 2030/02/06
14. . .	<b>BASICSEMI</b>	9	Hong Kong	306779116	Our Company	2025/01/09 to 2035/01/08
15. . .		9	Hong Kong	306779125	Our Company	2025/01/09 to 2035/01/08
16. . .		9	Hong Kong	306779143	Our Company	2025/01/09 to 2035/01/08
17. . .		9	Hong Kong	306779792	Our Company	2025/01/10 to 2035/01/09
18. . .		9	Hong Kong	306779837	Our Company	2025/01/10 to 2035/01/09
19. . .	 <b>基本半导体</b>	9	Hong Kong	306802830	Our Company	2025/02/07 to 2035/02/06
20. . .	 <b>基本</b>	9	Hong Kong	306802849	Our Company	2025/02/07 to 2035/02/06
21. . .	 <b>BASIC</b>	9	Hong Kong	306802821	Our Company	07/02/2025 to 06/02/2035
22. . .	 <b>BASIC</b>	9	Hong Kong	306907654	Our Company	22/05/2025 to 21/05/2035

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No.	Trademark	Class	Place of Registration	Registration No.	Registered Owner	Validity Period (yyyy/mm/dd)
23.	 基本半导体	9	Hong Kong	306907663	Our Company	22/05/2025 to 21/05/2035
24.	 基本	9	Hong Kong	306907726	Our Company	22/05/2025 to 21/05/2035
25.	 基本半导体 BASIC Semiconductor	9	Hong Kong	306907735	Our Company	22/05/2025 to 21/05/2035
26.	 BASiC Semiconductor	9	Hong Kong	306907753	Our Company	22/05/2025 to 21/05/2035

See “Continuing Connected Transactions — Fully-Exempt Continuing Connected Transactions — Trademark Licensing Agreement” for trademarks which we consider to be or may be material to our business. Further details are set out below:

No.	Trademark	Class	Place of Registration	Registration No.	Registered Owner	Validity Period (yyyy/mm/dd)
1.	青铜剑	35	PRC	11764227	Bronze Group	2024/04/28 to 2034/04/27
2.	青铜剑	36	PRC	11764455	Bronze Group	2024/04/28 to 2034/04/27
3.	青铜剑	42	PRC	11764443	Bronze Group	2024/04/28 to 2034/04/27
4.	青铜剑	9	PRC	7946782	Bronze Group	2021/03/07 to 2031/03/06
5.		9	PRC	11348610	Bronze Group	2024/01/14 to 2034/01/13

**(c) Copyrights**

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

No.	Copyright Name	Owner	Copyright Number	Place of Registration
1.	BASiC Motor Host Computer Monitoring Software [Abbreviation: BASiC Motor Monitoring Software] Software V1.0 (深圳基本半導體電機上位機監控軟件[簡稱：深圳基本半導體電機監控軟體] V1.0)	Our Company	2024SR0415621	PRC
2.	Bronze Tech IGBT Driver Tester Software V1.0 (青銅劍科技IGBT驅動器測試機軟件V1.0)	Bronze Tech	2019SR1148426	PRC

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No.	Copyright Name	Owner	Copyright Number	Place of Registration
3. . .	Bronze Tech IGBT Driver Tester Software V2.0 (青銅劍科技IGBT驅動器測試機軟件V2.0)	Bronze Tech	2019SR1131478	PRC

### (d) Domain Names

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

No.	Domain	Owner	Expiry Date (yyyy/mm/dd)
1. . .	<a href="http://www.basicsemi.com">www.basicsemi.com</a>	Our Company	2028/03/04
2. . .	<a href="http://qtjtec.com">qtjtec.com</a>	Bronze Tech	2027/10/22
3. . .	<a href="http://qtjtech.com">qtjtech.com</a>	Bronze Tech	2026/10/09
4. . .	<a href="http://basicsemi.co.jp">basicsemi.co.jp</a>	Our Company	2026/10/09

## C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

### 1. Particulars of Directors’ Service Contracts

Each of our Directors has entered into a service contract with our Company for an initial term of three years. The service contracts are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations.

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

### 2. Remuneration of Directors

Save as disclosed in “Directors and Senior Management” and Note 8 to the Accountants’ Report, no Director received other remuneration or benefits in kind from our Company in 2022, 2023 and 2024.

### 3. Disclosure of interests

#### (a) 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 our Shares, underlying shares and debentures of our Company or any 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 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 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.

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*(i) Interests in our Company*

Name of Shareholder	Nature of interest	As of the date of this document		Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised)	
		Number of Domestic Unlisted Shares	Shareholding percentage (Approximate %)	Number of Shares	Shareholding percentage (Approximate %)
Dr. Wang <sup>(1)</sup> . . . . .	Interest in controlled corporation	123,474,330	44.59%	[REDACTED] H Shares [REDACTED] Domestic Unlisted Shares	[REDACTED] [REDACTED]

*Notes:*

- (L) All the interests stated are long positions.
- (1) Dr. Wang is deemed to be interested in the Shares held by (i) Bronze Group due to his direct interests, the interests held by Bronze Holding LP (in which he serves as the general manager), his concert party arrangement with InteBridge Tech, and the interests of his mother, Ms. Wang Yongmiao (王永苗); and (ii) BASiC Principle LP, BASiC Createnjoy LP, BASiC Innotech LP, BASiC Creation LP, and BASiC Entrepreneur LP due to his role as the general partner in each of the aforesaid entities under the SFO.

***(b) Disclosure of interests of substantial shareholders***

*(i) Interests in our Company*

Save as disclosed in “Substantial Shareholders”, immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, our Directors are not aware of any person (not being a Director or chief executive of our Company) who will have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us 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 general meetings of our Company.

*(ii) Interests in other members of our Group*

As of the Latest Practicable Date, so far as our Directors are aware, the following persons (other than our Directors or chief executive of our Company) were interested 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 other member of our Group:

<u>Name of our subsidiary</u>	<u>Name of interested party</u>	<u>Nature of Interest</u>	<u>Shareholding percentage in subscribed capital contribution in the associated corporation (Approximate %)</u>
BASiC Zhongke LP	Nanjing Pukou Development Zone High-Tech Investment Co., Ltd.* (南京浦口開發區高科技投資有限公司)	Beneficial owner	30.0

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### 4. Agency Fees or Commissions Received

Save as disclosed in “[REDACTED]”, no commissions, discounts, brokerages or other special terms were granted within the two years preceding the date of this document in connection with the issue or sale of any capital or security of any member of our Group.

### 5. Disclaimers

- (a) save as disclosed in “Substantial Shareholders” and this appendix, none of our Directors or the chief executive of our Company has any interest or short position in the Shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning 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 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 our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules once the H Shares are [REDACTED];
- (b) save as disclosed in “Connected Transactions” and “Relationship with Our Controlling Shareholders”, none of our Directors or any of the experts referred to under “E. Other Information — 12. Qualification of Experts” in this appendix is:
  - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
  - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business; and
- (c) none of our Directors or their respective close 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. EMPLOYEE SHAREHOLDING PLATFORMS

In recognition of the contributions of our employees and to incentivize them to further promote our development, BASiC Createnjoy LP, BASiC Innotech LP, BASiC Creation LP and BASiC Entrepreneur LP were established as our employee shareholding platforms. As of the Latest Practicable Date, BASiC Createnjoy LP, BASiC Innotech LP, BASiC Creation LP and BASiC Entrepreneur LP held approximately 6.38%, 4.33%, 4.15% and 3.52% of our total issued Shares, respectively. BASiC Innotech LP and BASiC Entrepreneur LP are governed by their respective partnership agreements, while BASiC Createnjoy LP and BASiC Creation LP are governed by their respective incentive schemes. None of these partnership agreements or incentive schemes are subject to the provisions of Chapter 17 of the Listing Rules, as they do not involve the grant of new Shares or awards by the Company after the [REDACTED].

### 1. BASiC Createnjoy Plan

#### (a) Purposes

Pursuant to the employee share incentive scheme adopted on May 10, 2025 (the “BASiC Createnjoy Plan”), the purposes of the BASiC Createnjoy Plan are to:

- (i) strengthen corporate governance and incentive mechanisms to cultivate a strong sense of responsibility and mission among the management team and key employees, and
- (ii) promote the sustainable and profitable development of the company.

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### *(b) Eligible Participants*

Eligible participants shall be employees of our Group and are determined after taking into account their position, years of service and performance. Eligible participants under the BASiC Createnjoy Plan include: (i) management staff such as deputy director, senior manager, senior chief accountant, senior chief engineer or above who has served our Group for not less than 6 months, (ii) mid-level staff such as assistant specialist, assistant accountant, team leader, senior operator, engineer or above who has served our Group for not less than a year, and (iii) support staff including warehouse manager, operator or above who has served our Group for not less than three years.

### *(c) Adjustments*

In the event of any capital reserve conversion into Shares of the Company, the number of the awarded Shares indirectly held by the participants through BASiC Createnjoy LP will be adjusted accordingly.

### *(d) Lock-up*

Participants of the BASiC Createnjoy Plan are subject to lock-up period pursuant to the applicable PRC laws and the Listing Rules commencing on the date of the BASiC Createnjoy Plan and ending on the expiry of 12 months following the [REDACTED]. During this period, participants may not transfer, pledge, or use the shares as collateral.

### *(e) Treatment under Special Circumstances*

If a participant (i) resigns voluntarily, (ii) passes away, (iii) violates any applicable laws and regulations or the employment contract, or (iv) is dismissed due to any misconduct or negligence, the general partner of BASiC Createnjoy LP or any person designated by the general partner of BASiC Createnjoy LP has the right to repurchase all awards held by the participant.

## **2. BASiC Creation Plan**

### *(a) Purposes*

Pursuant to the employee share incentive scheme adopted on May 10, 2025 (the “**BASiC Creation Plan**”), the purposes of the BASiC Creation Plan are to enhance corporate governance and establish a structured long-term incentive system. It aims to strengthen the sense of responsibility and mission among the management and core staff, promote stable growth, and support the company’s long-term strategic goals.

### *(b) Eligible Participants*

Eligible participants shall be employees of our Group who have held positions of manager or chief engineer or above for at least one year, or any employee who is deemed eligible by the general partner of the BASiC Creation LP.

### *(c) Adjustment*

In the event of any capital reserve conversion into Shares of the Company, the number of the awarded Shares indirectly held by the participants through BASiC Creation LP will be adjusted accordingly.

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### *(d) Lock-up*

Participants of the BASiC Creation Plan are subject to lock-up period pursuant to the applicable PRC laws and the Listing Rules commencing on the date of the BASiC Creation Plan and ending on the expiry of 12 months following the [REDACTED]. During this period, participants may not transfer, pledge, or use the shares as collateral.

### *(e) Treatment under Special Circumstances*

If a participant (i) resigns voluntarily, (ii) passes away, (iii) violates any applicable laws and regulations or the employment contract, or (iv) is dismissed due to any misconduct or negligence, the general partner of BASiC Creation LP or any person designated by the general partner of BASiC Creation LP has the right to repurchase all awards held by the participant.

## 3. BASiC Innotech Plan

### *(a) Purposes*

Pursuant to the partnership agreement of BASiC Innotech LP dated September 23, 2020 and the supplemental partnership agreements dated December 1, 2020 and May 10, 2025 (the “**BASiC Innotech Plan**”), the BASiC Innotech Plan was established to collaborate on technical consulting, services and related work.

### *(b) Administration*

The general partner has been authorized to act as the scheme administrator, and has the authority to, among others, determine the eligible participants of the scheme, the number of shares to be granted, the grant price, and the repurchase of shares from grantees. The general partner is authorized to represent BASiC Innotech LP at our Company’s shareholders’ meetings and to independently exercise voting rights.

### *(c) Lock-up*

Participants of the BASiC Innotech Plan are subject to lock-up period pursuant to the applicable PRC laws and the Listing Rules ending on the expiry of 12 months following the [REDACTED]. During this period, participants may not transfer, pledge, or use the shares as collateral.

### *(d) Treatment under Special Circumstances*

If a participant passes away, the general partner of BASiC Innotech LP or any person designated by the general partner of BASiC Innotech LP has the right to repurchase all awards held by the participant.

## 4. BASiC Entrepreneur Plan

### *(a) Purposes*

Pursuant to the partnership agreement of BASiC Entrepreneur LP dated July 8, 2020 and the supplemental partnership agreements dated July 8, 2020 and May 10, 2025 (the “**BASiC Entrepreneur Plan**”), the BASiC Entrepreneur Plan was established to collaborate on consulting, services and related work.

### *(b) Administration*

The general partner has been authorized to act as the scheme administrator, and has the authority to, among others, determine the eligible participants of the scheme, the number of shares to be granted, the grant price, and the repurchase of shares from grantees. The general partner is authorized to represent BASiC Entrepreneur LP at our Company’s shareholders’ meetings and to independently exercise voting rights.

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**(c) Lock-up**

Participants of the BASiC Entrepreneur Plan are subject to lock-up period pursuant to the applicable PRC laws and the Listing Rules ending on the expiry of 12 months following the [REDACTED]. During this period, participants may not transfer, pledge, or use the shares as collateral.

**(d) Treatment under Special Circumstances**

If a participant passes away, the general partner of BASiC Entrepreneur LP or any person designated by the general partner of BASiC Entrepreneur LP has the right to repurchase all awards held by the participant.

**5. Details of the awards granted**

Details of the participants of our employee shareholding platforms as of the date of this document are set out as follows:

Name of participants	Position(s) held within our Group	Shareholding Platforms	As of the date of this document	
			Approximate number of Shares corresponding to the interests held in the relevant platform	Approximate shareholding percentage in the total number of Shares in issue corresponding to the interests held in the relevant platform
<b>Directors</b>				
Dr. Wang Zhihan (汪之涵) . . . . .	Founder, chairman of the Board and executive Director	BASiC Createnjoy LP, BASiC Innotech LP, BASiC Creation LP and BASiC Entrepreneur LP	16,333,947	5.90%
Dr. He Weiwei (和巍巍) . . . . .	Executive Director and chief executive officer	BASiC Createnjoy LP, BASiC Innotech LP, BASiC Creation LP and BASiC Entrepreneur LP	7,878,143	2.85%
Mr. Fu Junyin (傅俊寅) . . . . .	Executive Director	BASiC Createnjoy LP, BASiC Creation LP	2,259,679	0.82%
Ms. Yan Rui (閻瑞) . . . . .	Executive Director and director of supply chain	BASiC Createnjoy LP, BASiC Creation LP	213,654	0.08%
<b>Senior management</b>				
Mr. Zhang Yongkun (張永坤) . . . . .	Director of finance	BASiC Createnjoy LP, BASiC Creation LP	228,105	0.08%
Mr. Zhang Yu (張煜) . . . . .	Secretary of the Board and joint company secretary	BASiC Createnjoy LP, BASiC Entrepreneur LP	402,724	0.15%

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Name of participants	Position(s) held within our Group	Shareholding Platforms	As of the date of this document	
			Approximate number of Shares corresponding to the interests held in the relevant platform	Approximate shareholding percentage in the total number of Shares in issue corresponding to the interests held in the relevant platform
<b>Other participants</b>				
Other 163 participants . . .	Employees and former employees	BASiC Cretienjoy LP, BASiC Innotech LP, BASiC Creation LP and BASiC Entrepreneur LP	23,598,888	8.52%
Total . . . . .			<u>50,915,140</u>	<u>18.39%</u>

*Note:* For illustrating the indirect interests of grantees in our Company, the number of Shares are presented and calculated by multiplying their respective percentage of limited partnership interests by the total number of Shares held by the relevant employee shareholding platforms.

**E. OTHER INFORMATION**

**1. Estate Duty**

We have been advised that no material liability for estate duty under the PRC law is likely to fall upon the Group.

**2. Litigation**

Except as disclosed in “Business — Legal Proceedings and Compliance”, 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.

**3. Application for [REDACTED]**

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for the [REDACTED] of, and permission to deal in, (i) the Domestic Unlisted Shares to be converted into H Shares; and (ii) the H Shares to be issued as mentioned in this document. All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

**4. Joint Sponsors’ Independence**

As the fair value of the shareholding of a director of the holding company (i.e., Sinolink Securities Co., Ltd.\* (國金證券股份有限公司)) of Sinolink Securities (Hong Kong) Company Limited in the Company exceeds HK\$5 million, Sinolink Securities (Hong Kong) Company Limited does not satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules.

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

The aggregate sponsor fees payable to the Joint Sponsors in connection with the [REDACTED] by our Company is USD0.8 million.

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### 5. Compliance Advisor

Our Company has appointed Rainbow Capital (HK) Limited as our compliance advisor in compliance with Rules 3A.19 and 19A.05 of the Listing Rules.

### 6. Preliminary Expenses

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

### 7. Promoter

See “History, Development and Corporate Structure” for details of our promoters when we were established as a joint stock limited company.

Save as disclosed in “History, Development and Corporate Structure”, within the two years immediately preceding the date of this document, no cash, securities or other benefit have been paid, allotted or given or have been proposed to be paid, allotted or given to the above promoter in connection with the [REDACTED] or related transactions herein.

### 8. Consents of Experts

Each of the experts as referred to in “E. Other Information — 12. Qualification of Experts” in this appendix has given and has not withdrawn its consent to the issuance of this document with the inclusion of its view, report and/or letter and/or legal opinion (as the case may be) and references to its name included herein in the form and context in which it respectively appears.

None of the experts named above has 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 our Company or any of our subsidiaries.

### 9. Binding Effect

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

### 10. Bilingual document

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

This document is written in the English language and contains a Chinese translation for information purposes only. Should there be any discrepancy between the English language of this document and the Chinese translation, the English language version of this document shall prevail.

### 11. Taxation of Holders of H Shares

#### (a) Hong Kong

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the [REDACTED] of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

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**(b) Consultation with Professional Advisers**

Intending holders of the H Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in the H Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the [REDACTED] will accept responsibility for any tax effect on, or liabilities of, holders of H Shares resulting from their subscription for, purchase, holding or disposal of or dealing in the H Shares or exercise of any rights attaching to them.

**12. Qualification of Experts**

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

<u>Name</u>	<u>Qualifications</u>
<b>Sinolink Securities (Hong Kong) Company Limited . . . . .</b>	A licensed corporation under the SFO to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
<b>BOCI Asia Limited . . . . .</b>	A licensed corporation under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
<b>King &amp; Wood . . . . .</b>	Legal advisers as to PRC laws and international sanctions
<b>JunZeJun Law Offices . . . . .</b>	PRC litigation counsel
<b>Ernst &amp; Young . . . . .</b>	Certified Public Accountants and Registered Public Interest Entity Auditor
<b>Frost &amp; Sullivan . . . . .</b>	Independent industry consultant

**13. No Material Adverse Change**

Our Directors believe that there has been no material adverse change in the financial or trading position since June 30, 2025 (being the date to which the latest audited consolidated financial statements of the Group were prepared).

**14. Miscellaneous**

- (a) Save as disclosed in “History, Development and Corporate Structure”, within the two years immediately 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 is under option or is agreed conditionally or unconditionally to be put under option;

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- (c) our Company has not issued nor agreed to issue founder, management or deferred shares or any deferred debentures;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) within the two years immediately preceding the date of this document, no commission, discount, brokerage or other special term has been granted or agreed to be granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries;
- (f) within the two years immediately preceding the date of this document, no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (g) there is no arrangement under which future dividends are waived or agreed to be waived;
- (h) 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
- (i) our Company is not presently [REDACTED] on any stock exchange or traded on any trading system.