
APPENDIX VI

STATUTORY AND GENERAL INFORMATION

1. FURTHER INFORMATION ABOUT OUR GROUP

A. Incorporation of our Company

We are a proven enterprise IT consulting and digital solution service provider in China. We serve large and top-tier enterprises with a full range of digitalization and intelligentization solutions. Leveraging AI-powered applications, proprietary software products, and ERP implementation services, we help enterprises achieve digitalization and intelligentization, improve operating efficiency, and build their core competence.

Our Predecessor, Shanghai Quanfu Hand Software Technology Co., Ltd. (上海全富漢得軟體技術有限公司) was established in the PRC in July 2002 as a limited liability company with an initial registered capital of USD2.15 million. On February 26, 2010, our Predecessor was converted into a joint stock company with limited liability and renamed Hand Enterprise Solutions Co., Ltd (上海漢得信息技術股份有限公司), and our Company was founded on the same date, with an initial registered capital of RMB85,724,482. Our Company completed the listing of our A Shares on the ChiNext Market of the Shenzhen Stock Exchange (stock code: 300170) in February 2011. As of the Latest Practicable Date, our registered capital was RMB1,040,419,711. Our registered address is located at Room 303, No. 5500, Waiqingsong Road, Qingpu Industrial Park, Shanghai, the PRC.

Our principal place of business in Hong Kong is located at 46/F, Hopewell Centre, 183 Queen’s Road East Wan Chai, Hong Kong. Our Company was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on December 18, 2025. Ms. Wong Mei Fung Carrie (黃美鳳) has been appointed as an authorized representative of our Company for the acceptance of service of process in Hong Kong. Her correspondence address is the same as our principal place of business in Hong Kong.

As our Company was established in the PRC, our operations, corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. For a summary of the principal provisions of our Articles of Association, see “Appendix III — Summary of Articles of Association” of this Document. For a summary of certain relevant aspects of PRC laws and regulations, see “Appendix IV — Summary of Principal Legal and Regulatory Provisions” of this Document.

B. Changes in Share Capital of our Company

As of the date of establishment, our Company had an initial registered capital of RMB85,724,482.

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

- As approved by the Board meeting on September 30, 2024, it was resolved to approve the restricted shares under the first vesting period under the 2024 Plan to be vested. Upon approval, our Company completed the vesting procedures for 3,165,000 restricted A Shares for 27 eligible recipients, thereby increasing the total number of the issued A Shares of the Company by 3,165,000 A Shares.
- As approved by the Board meeting held on April 21, 2025, it was resolved to approve the exercise of options by eligible recipients during the third exercise period under the 2021 Second Plan. Upon approval, 18,868,000 A Shares have been issued upon exercise of the options, thereby increasing the total number of the issued shares of the Company by 18,868,000 A Shares as of January 20, 2026.

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Upon completion of the [REDACTED], the registered and issued capital of our Company (including treasury shares) will be increased to RMB[REDACTED] (assuming the [REDACTED] is not exercised), consisting of 1,040,419,711 A Shares and [REDACTED] H Shares, or RMB[REDACTED] (assuming the [REDACTED] is exercised in full), consisting of 1,040,419,711 A Shares and [REDACTED] H Shares.

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

At the general meeting of the Shareholders held on December 22, 2025, the following resolutions, among other things, were duly passed:

- (a) the [REDACTED] by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H shares to be [REDACTED] shall be no more than [REDACTED] of the total issued share capital of our Company as enlarged by the [REDACTED] before the exercise of the [REDACTED], and the grant of the [REDACTED] in respect of no more than [REDACTED] of the number of H Shares [REDACTED] pursuant to the [REDACTED];
- (c) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and the [REDACTED] on the Hong Kong Stock Exchange; and
- (d) subject to the completion of the [REDACTED], the conditional adoption of the revised Articles of Association, which shall become effective on the [REDACTED].

D. Changes in the Registered Capital of our Subsidiaries

For a summary of the corporate information and the particulars of our subsidiaries, see “History, Development and Corporate Structure — Our Principal Subsidiaries” and “Appendix I — Accountant’s Report — Note 1” of this Document.

The following alterations in the capital of our subsidiaries have taken place within the two years preceding the date of this Document:

On March 6, 2025, the registered share capital of Yiai Technology (上海億碛科技有限公司) increased from RMB10.0 million to approximately RMB11.11 million.

On October 30, 2024, the registered share capital of Shenzhen Qianhai Yingyu Co., Ltd. (深圳前海盈餘科技有限公司) decreased from RMB10.0 million to RMB1 million.

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

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2. FURTHER INFORMATION ABOUT OUR BUSINESS

A. Summary of Material Contracts

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

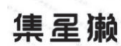
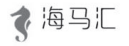
(a) [REDACTED]

B. Our Material Intellectual Property Rights

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

Trademarks

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

No.	Trademark	Place of registration	Registered owner	Category	Registration number	Validity Period
1.		PRC	Our Company	42	71628642	From November 7, 2023 to November 6, 2033
2.		PRC	Our Company	42	69586723	From July 28, 2023 to July 27, 2033
3.		PRC	Our Company	42	64131861	From October 28, 2022 to October 27, 2032
4.		PRC	Our Company	42	56339929	From December 28, 2021 to December 27, 2031
5.		PRC	Our Company	42	54782412	From October 28, 2021 to October 27, 2031
6.		PRC	Our Company	42	50328520	From June 14, 2021 to June 13, 2031
7.		PRC	Our Company	42	49528973	From May 28, 2021 to May 27, 2031
8.		PRC	Our Company	42	49249021	From April 7, 2021 to April 6, 2031
9.		PRC	Our Company	42	49007539	From April 14, 2021 to April 13, 2031
10.		PRC	Our Company	42	32837671	From August 21, 2019 to August 20, 2029
11.		PRC	Shanghai Hand Commercial Factoring Co., Ltd.* (上海漢得商業保理有限公司)	42	27192323	From October 21, 2018 to October 20, 2028
12.		PRC	Shanghai Hand Rongjing Information Technology Co., Ltd.* (上海漢得融晶信息科技有限公司)	9	54627194	From January 21, 2022 to January 20, 2032

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No.	Trademark	Place of registration	Registered owner	Category	Registration number	Validity Period
13.		PRC	Leading Finance Technology	42	63211751	From September 21, 2022 to September 20, 2032
14.		PRC	Dingyi Information Technology	42	75251849	From July 14, 2024 to July 13, 2034
15.		Hong Kong	Our Company	9, 35, 42	307112187AA	From December 1, 2025 to November 30, 2035

As of the Latest Practical Date, we had applied for the registration of the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Name of Applicant	Category	Application number	Application Date
16.		Hong Kong	Our Company	16	307112187AB	December 1, 2025

Patents

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

No.	Patent Description	Patent Type	Patent Owner	Place of registration	Patent number	Application publication date
1.	A Low-Code-Based Transparent API Transmission Method 一種基於低代碼的API透明傳輸方法	Invention	Our Company	PRC	202510148840.0	October 3, 2025
2.	A Method and Apparatus for Dynamic Routing for Scaffolding 一種用於腳手架的動態路由的方法及設備	Invention	Our Company	PRC	201810107203.9	September 28, 2021
3.	A Blockchain Service System 一種區塊鏈服務系統	Invention	Our Company	PRC	201810175063.9	March 5, 2021
4.	A Method for Determining Image Clarity Based on Keyword Optical Character Recognition (OCR) 基於關鍵字光學字符識別的影像清晰度判斷的方法	Invention	Shanghai Share Software	PRC	201110255911.5	June 8, 2016

Domain names

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

No.	Domain name	Registered owner	Registration date	Expiry date
1	hand-china.com	The Company	December 7, 2000	December 7, 2033
2	shareit.com.cn	Shanghai Share Software	January 11, 2002	January 11, 2030
3	rongzh.com	Shanghai Hand Rongjing Information Technology Co., Ltd.* (上海漢得融晶信息科技有限公司)	April 24, 2020	April 24, 2027
4	vyung.com	Shanghai Hand Vyung	February 14, 2015	February 14, 2028
5	dyi-china.com	Shanghai Deyi Information Technology	November 11, 2018	November 11, 2028
6	56mada.com	Yiai Technology	October 14, 2021	October 14, 2026
7	leading-finance.com	Leading Finance Technology	October 17, 2021	October 17, 2026
8	winkeytec.com	Qianhai Yingyu	December 22, 2018	December 22, 2026
9	dingyi-china.cn	Dingyi Information Technology	February 27, 2019	February 27, 2030

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Copyright information

No.	Copyright Name	Registered owner	Place of Registration
1	H-One Integrated Data Platform Software* 漢得H-One融合數據平台軟件	The Company	The PRC
2	Financial Reimbursement Control Software* 漢得財務報帳管控軟件	The Company	The PRC
3	Statistical Process Control Software* 漢得統計過程控制軟件	The Company	The PRC
4	Insight ML Machine Learning Platform Software* 漢得Insight ML機器學習平台軟件	The Company	The PRC
5	LingWin Technology Middle Platform Software* 漢得領贏技術中台軟件	The Company	The PRC
6	Financing Leasing Management Software* 漢得融資租賃管理軟件	The Company	The PRC
7	HDH Big Data Foundation Platform Software* 漢得HDH大數據基礎平台軟件	The Company	The PRC
8	Electronic Document Imaging Software* 漢得電子檔案影像軟件	The Company	The PRC
9	Enterprise Digital DevOps Platform Software* 漢得企業數字化DevOps平台軟件	The Company	The PRC
10	Enterprise Service Governance Software* 漢得企業服務治理軟件	The Company	The PRC
11	O2 WeCom Shopping Assistant Software* 漢得O2 Wecom企微導購助手軟件	The Company	The PRC
12	O2 Marketing Business Middle Platform Software* 漢得O2營銷業務中台軟件	The Company	The PRC
13	FeiMa Intelligent Coding Assistant Software* 漢得飛碼智能編碼助手軟件	The Company	The PRC
14	Comprehensive Budget Management Software* 漢得全面預算管理軟件	The Company	The PRC
15	O2 B2C Mall Software* 漢得O2 B2C商城軟件	The Company	The PRC
16	Collaborative Manufacturing — Logistics Execution Software* 漢得協同製造 — 物流執行軟件	The Company	The PRC
17	BanLing Process Platform Software* 漢得班翎流程平台軟件	The Company	The PRC
18	XiaoCaiNeng Intelligent Audit Assistant Software* 漢得小財能智能審核助手軟件	The Company	The PRC
19	InsightV Intelligent Data Analysis Software* 漢得InsightV洞見智數分析軟件	The Company	The PRC
20	XiaoCaiNeng Budget Control Engine Software* 漢得小財能預算控制引擎軟件	The Company	The PRC
21	Equipment Networking Software* 漢得設備聯網軟件	The Company	The PRC
22	LingYuan AIGC Platform Software* 漢得靈猿AIGC平台軟件	The Company	The PRC
23	AI General Ledger Management Software* 漢得AI人工智能總帳管理軟件	The Company	The PRC
24	RongJing IFRS17 Data Measurement Platform Software* 漢得融晶IFRS17數據計量平台軟件	Shanghai Hand Rongjing Information Technology Co., Ltd.* (上海漢得融晶信息科技有限公司)	The PRC
25	Collaborative Manufacturing — Statistical Process Control Software* 漢得協同製造 — 統計過程控制軟件	The Company	The PRC
26	Collaborative Manufacturing — Manufacturing Execution Software* 漢得協同製造 — 製造執行軟件	The Company	The PRC
27	RongJing HFM Capital Management Software* 漢得融晶HFM資金管理軟件	Shanghai Hand Rongjing Information Technology Co., Ltd.* (上海漢得融晶信息科技有限公司)	The PRC

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No.	Copyright Name	Registered owner	Place of Registration
28	Collaborative Manufacturing — Advanced Planning and Scheduling Software* 漢得協同製造 — 高級計劃排程軟件	The Company	The PRC
29	Supply Chain Finance SaaS Platform Dealer Financing Management Software* 漢得供應鏈金融SaaS平台經銷商融資管理軟件	Shanghai Hand Commercial Factoring Co., Ltd.* (上海漢得商業保理有限公司)	The PRC
30	Industrial IoT Platform Software* 漢得工業物聯網平台軟件	The Company	The PRC
31	Vyung Copilot Development Platform Software* 漢得微揚Copilot 開發平台軟件	Shanghai Hand Vyung	The PRC
32	Vyung CRM AI Assistant Software* 漢得微揚CRM人工智能助手軟件	Shanghai Hand Vyung	The PRC
33	Collaborative Manufacturing — Quality Management Software* 漢得協同製造 — 質量管理軟件	The Company	The PRC
34	Vyung B2B E-Commerce Software* 漢得微揚B2B電子商務軟件	Shanghai Hand Vyung	The PRC
35	LingYing Technology Middle Platform Software* 漢得凌鸞技術中台軟件	The Company	The PRC
36	KunCang Infrastructure Management Platform Software* 漢得鯤蒼基礎架構管理平台軟件	The Company	The PRC
37	Vyung CPQ Software* 漢得微揚CPQ軟件	Shanghai Hand Vyung	The PRC
38	BuGu HR Management Software* 漢得布穀人力資源管理軟件	The Company	The PRC
39	DeYi Project Management System* 得逸計劃管理系統	Shanghai Deyi Information Technology	The PRC
40	O2 Omni-Channel Order Management Platform Software* 漢得O2全渠道訂單管理平台軟件	The Company	The PRC
41	YouYiLian Digital Employee Intelligent Operations Management Platform* 優易聯數字員工智慧運營管理平台	Leading Finance Technology	The PRC
42	YouYiLian Robotic Process Automation Software* 優易聯機器人流程自動化軟件	Leading Finance Technology	The PRC
43	YiAi Technology Tracking Management Software* 億碛科技跟蹤管理軟件	Yiai Technology	The PRC
44	YiAi Technology Digital Supply Chain Warehouse System Management Software* 億碛科技數字供應鏈倉儲系統管理軟件	Yiai Technology	The PRC
45	YiAi Technology Billing Management System Software* 億碛科技計費管理系統軟件	Yiai Technology	The PRC
46	YiAi Technology Customs Management Software* 億碛科技關務管理軟件	Yiai Technology	The PRC
47	FeiDa Low-Code Platform Software* 漢得飛搭FeiDa低代碼平台軟件	The Company	The PRC
48	ZhenPeng Product Management Middle Platform Software* 甄鵬商品管理中台軟件	Shanghai Zhen Peng Technology	The PRC
49	ZhenPeng Omni-Channel Store Operating System Software* 甄鵬全渠道門店操作系統軟件	Shanghai Zhen Peng Technology	The PRC
50	ZhenPeng Membership Management Middle Platform Software* 甄鵬會員管理中台軟件	Shanghai Zhen Peng Technology	The PRC
51	Clearing and Settlement Software* 漢得清分結算軟件	Leading Finance Technology	The PRC
52	GuanKe Membership Management System* 觀客會員管理系統	Qianhai Yingyu	The PRC
53	DingYi DRG Cost Management Software* 鼎醫DRG成本管理軟件	Dingyi Information Technology	The PRC
54	LingYan System Management Platform Software* 漢得零衍系統管理平台軟件	The Company	The PRC
55	DingYi Smart ERP Software* 鼎醫Smart ERP軟件	Dingyi Information Technology	The PRC

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No.	Copyright Name	Registered owner	Place of Registration
56	HaiMaHui Development Workbench Software* 漢得海馬匯開發工作臺軟件	The Company	The PRC
57	Expense Control Software* 漢得費控軟件	The Company	The PRC
58	AIGC Application Platform Software* 漢得AIGC應用平台軟件	The Company	The PRC
59	TongTianXi IoT Platform Software* 漢得通天犀物聯網平台軟件	The Company	The PRC
60	JiXingTa Jaguar IPaaS Integration Platform Software* 漢得集星獵JaguarIPaaS集成平台軟件	The Company	The PRC

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.

3. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SENIOR MANAGEMENT

A. Particulars of the Service Contracts

Each of our Directors [has entered] into a service contract or appointment letter with our Company. The principal particulars of these service contracts and appointment letters comprise (i) the terms of the service; and (ii) termination provisions in accordance with their respective terms. The service contracts and appointment letters 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 into any service contracts as a director or supervisor with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

B. Remuneration of Directors

Our Directors receive remuneration in the forms of salaries, allowances and benefits in kind, performance related bonuses, share-based payment expenses, and pension scheme contributions.

For details of the remuneration of our Directors, see “Directors and Senior Management — Remuneration of Directors and Senior Management” and “Appendix I — Accountant’s Report — Note 14. Directors’ and Supervisors’ Emoluments” of this Document. Save as disclosed therein, none of our Directors received other remunerations or benefits in kind from us.

During the Track Record Period, no fees were paid by our Group to any of the Directors or the five highest paid individuals as an inducement to join us or as compensation for loss of office.

Under the current arrangements, it is expected that our Directors (including Independent Non-executive Directors) will be entitled to receive an aggregate remuneration of approximately RMB2.89 million for the year ending December 31, 2026 from our Company.

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4. SHARE INCENTIVE SCHEMES

Summary

To attract, motivate and retain key talents, our Company has, since its establishment, adopted 13 share incentive schemes, comprising (i) nine Restricted Share Incentive Plans; (ii) two Share Option Incentive Plans, namely the 2021 First Plan and the 2021 Second Plan; and (iii) two Share Incentive Plans, namely the 2015 Plan and the 2023 Plan. Among which, two Share Incentive Schemes remained effective as of the Latest Practicable Date, namely (a) the 2021 Second Plan and (b) the 2024 Plan, adopted on December 7, 2021 and April 16, 2024, respectively. These Share Incentive Schemes are not subject to Chapter 17 of the Listing Rules, as they do not involve any issue of new H Shares by our Company after the [REDACTED]. The principal terms of these Share Incentive Schemes that were still effective as of the Latest Practicable Date are summarised below.

2024 Plan

Below is a summary of the principal terms of the 2024 Plan. The awards to be granted under the 2024 Plan are in the form of restricted share units (the “RSUs”).

(a) Purpose

The purposes of the 2024 Plan are, among others, to enhance our Company’s corporate governance, establish a long-term incentive mechanism, attract and retain key personnel, promote employee motivation and cohesion, and align the interests of our Company, its Shareholders and core employees to support the Group’s long-term and sustainable development.

(b) Eligible Participants

The eligible participants of the 2024 Plan comprise core technical and business personnel of the Group, and an aggregate of 331 individuals (including 268 individuals for the first tranche, and 63 persons for the reserved tranche) were proposed as participants at the time of adoption. The 2024 Plan excluded any Director, Supervisor, senior management member, any Shareholder holding 5% or more interests therein (individually or together with their associates), the Company’s then actual controller as defined under the PRC laws (namely the AIC Parties) or any foreign employees of the Group. The selection of participants and the grant of the RSUs are merit-based, taking into account the participants’ roles, contributions and performance in accordance with the scheme rules.

(c) Administration

The Shareholders in general meeting are the highest authority of the 2024 Plan, and the Board is responsible for the implementation and administration of the 2024 Plan within the scope authorised by the Shareholders. The Independent Non-executive Directors, among others, shall supervise the implementation of the 2024 Plan in accordance with applicable PRC laws, rules and regulations.

(d) Total Number of RSUs

The maximum number of Shares underlying the RSUs that may be issued pursuant to the 2024 Plan shall not exceed 41,980,000 Shares, representing approximately 4.26% of the total Shares of the Company as at the date of announcement of the 2024 Plan. The RSUs were proposed to be granted in two tranches: 33,980,000 RSUs under the first tranche and 8,000,000 RSUs reserved for the reserved tranche within 12 months after approval of the 2024 Plan by the Shareholders.

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(e) Term

The term of the 2024 Plan is 48 months, commencing from the date of the first grant of the RSUs until all such RSUs have vested or lapsed in accordance with the scheme rules.

(f) Grant of RSUs

The grant date of the RSUs under the initial grant shall be determined by the Board within 60 days after approval of the 2024 Plan by the Shareholders, or, if the grant is subject to satisfaction of certain conditions, within 60 days after such conditions are satisfied, and shall fall on a trading day. The grant date for any RSUs granted from the reserved portion shall be determined by the Board within 12 months after such approval and shall also fall on a trading day.

(g) Vesting

The RSUs shall vest in tranches, subject to the relevant participants remaining in service with the Group and the satisfaction of the conditions prescribed under the 2024 Plan. Vesting shall occur on a trading day within the term of the 2024 Plan and no RSU may vest during any statutory blackout period under applicable PRC laws, rules and regulations.

For the RSUs under the initial tranche, the vesting schedule is as follows:

- **First vesting period:** from the first trading day after the expiry of 12 months from the initial tranche grant date until the last trading day within 24 months from the initial tranche grant date — 50% of the RSUs under the initial tranche; and
- **Second vesting period:** from the first trading day after the expiry of 24 months from the initial tranche grant date until the last trading day within 36 months from the initial tranche grant date — 50% of the RSUs under the initial tranche.

For the RSUs under any reserve grant from the reserved tranche, the vesting schedule is as follows:

- **First vesting period:** from the first trading day after the expiry of 12 months from the relevant reserved tranche grant date until the last trading day within 24 months from that reserved tranche grant date — 50% of the RSUs under that reserved tranche; and
- **Second vesting period:** from the first trading day after the expiry of 24 months from the relevant tranche reserved grant date until the last trading day within 36 months from that reserved tranche grant date — 50% of the RSUs under that reserved tranche.

The RSUs that do not satisfy the vesting conditions during the relevant vesting period shall lapse in accordance with the rules of the 2024 Plan.

(h) Lock-up Period

The RSUs and the underlying A Shares are subject to the transfer restrictions prescribed under applicable PRC laws, rules and regulations and the articles of association of the Company. Prior to vesting and registration, the RSUs may not be transferred, pledged or otherwise disposed of. Following vesting and registration, transfers of A Shares by directors and senior management shall comply with the statutory restrictions under PRC laws, including that no more than 25% of their total shareholdings may be transferred in any year during their term of office and no transfers may be made within six months after resignation, and any gains derived from prohibited short-swing transactions shall be returned to our Company.

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Outstanding Restricted Shares under the 2024 Plan

As of the Latest Practicable Date, the number of outstanding restricted Shares granted under the 2024 Plan was 4,000,000, representing approximately [REDACTED]% of the total issued Shares immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no changes are made to the issued share capital of the Company between the Latest Practicable Date and the [REDACTED]).

Assuming full vesting and exercise of all outstanding restricted shares granted under the 2024 Plan, the shareholding of our Shareholders immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no changes are made to the issued share capital of the Company between the Latest Practicable Date and the [REDACTED]) will be diluted by approximately [[REDACTED]%] and our earnings per Share will be diluted by approximately [REDACTED]%.

The following table below sets forth the number of outstanding restricted shares granted to our Directors and Senior Management under the 2024 Plan as of the Latest Practicable Date:

Name of grantee	Position in the Group	Address	Date of Grant	Number of outstanding underlying restricted A Shares as of the Latest Practicable Date	Grant Price (Per A Share)	As an approximate percentage of total issued Shares immediately after completion of the [REDACTED] ⁽¹⁾
Liu Fudong (劉福東)	Executive Director and Joint Company Secretary	Room 1702, Unit 2, Building 7, No. 79 Chongye Road, Yanta District, Xi'an, the PRC	September 30, 2024 (under the reserved tranche)	82,500	RMB3.297	[REDACTED]%

Note:

1. The calculation is based on the total number of [REDACTED] Shares (excluding treasury shares) [REDACTED] after the [REDACTED] (assuming the [REDACTED] is not exercised and no changes are made to the issued share capital of the Company between the Latest Practicable Date and the [REDACTED]).

The table below sets forth the details of outstanding restricted shares granted to other grantees (excluding the abovementioned Director) under the 2024 Plan, categorized by the number of underlying restricted shares, which were outstanding as of the Latest Practicable Date:

Range of underlying restricted A Shares	Number of grantees	Date of Grant	Grant Price	Number of outstanding underlying restricted A Shares as of the Latest Practicable Date
1 to 30,000	49 (granted under the reserved tranche)	September 30, 2024 (under the reserved tranche)	RMB3.297	485,000 (granted under the reserved tranche)
30,001 to 60,000	1 (granted under the reserved tranche)	September 30, 2024 (under the reserved tranche)	RMB3.297	50,000 (granted under the reserved tranche)
60,001 to 90,000	1 (granted under the reserved tranche)	September 30, 2024 (under the reserved tranche)	RMB3.297	82,500 (granted under the reserved tranche)
90,001 to 120,000	nil (granted under the reserved tranche)	September 30, 2024 (under the reserved tranche)	RMB3.297	nil (granted under the reserved tranche)
over 120,000	11 (granted under the reserved tranche)	September 30, 2024 (under the reserved tranche)	RMB3.297	3,300,000 (granted under the reserved tranche)

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5. DISCLOSURE OF INTERESTS

A. Interests of our Directors, and Chief Executive of the Company

Save as disclosed below, immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised) and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], so far as our Directors are aware, none of our Directors or chief executive will have any interest and/or short position (as applicable) in the Shares, underlying Shares or debentures of our Company or our associated corporation (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or 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 entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules to be notified to our Company and the Stock Exchange, once the H Shares are [REDACTED] on the Stock Exchange.

Interests in the Company

Name	Position	Nature of Interest	Immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED])			Immediately following the completion of the [REDACTED] (assuming full exercise of the [REDACTED])		
			Number of Shares directly or indirectly held	Approximate % of the relevant class of Shares in our Company ⁽¹⁾	Approximate % of interest in our Company ⁽²⁾	Number of Shares directly or indirectly held	Approximate % of the relevant class of Shares in our Company ⁽¹⁾	Approximate % of interest in our Company ⁽³⁾
Chen Diqing (陳迪清)	Chairman of the Board and Executive Director	Beneficial interest	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%
Huang Yiquan (黃益全)	Executive Director and General Manager	Beneficial interest	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%
Wang Xinyi (王辛夷)	Executive Director and Chief Financial Officer	Beneficial interest	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%	[REDACTED] A Shares (Long Position)	[REDACTED]%	[REDACTED]%

Notes:

- (1) The calculation is based on the percentage of shareholding in A Shares (as applicable) of the Company after the [REDACTED].
- (2) The calculation is based on the total number of [REDACTED] Shares in issue after the [REDACTED] (assuming the [REDACTED] is not exercised).
- (3) The calculation is based on the total number of [REDACTED] Shares in issue after the [REDACTED] (assuming the [REDACTED] is fully exercised).

B. Interests of substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED], will have or be deemed to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, see the section headed “Substantial Shareholders” in this document.

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As at the Latest Practicable Date, far as our Directors were aware, the following persons (other than our Directors, the chief executive of our Company, and any member of our Group) will, immediately following the completion of the [REDACTED], be interested in 10% or more of the issued voting shares in all circumstances at general meetings of the members of our Group (other than our Company):

Our subsidiaries	Name of substantial shareholder(s)	Approximate Percentage of Interest (%)
ZeroWire Technology (Shanghai) Co., Ltd. (隨身科技(上海)有限公司)	Shanghai Wudian Investment Management Co., Ltd.* (上海梧端投資管理有限公司)	29%
	Hangzhou Yongyuan Investment Co., Ltd.* (杭州涌源投資有限公司)	20%
Shanghai Hand Oujun Information Technology Co., Ltd.* (上海漢得歐俊信息技術有限公司)	Shanghai Hongzhu Investment Management Partnership Enterprise (Limited Partnership)* (上海鴻竺投資管理合夥企業(有限合夥))	20%
Shanghai Hand Vyung (上海漢得微揚信息技術有限公司)	Zhan Ge (展軻)	30%
	Shanghai Yuzhe Investment Management Partnership Enterprise (Limited Partnership)* (上海禹哲投資管理合夥企業(有限合夥))	19%
Shanghai Deyi Information Technology* (上海得逸信息技術有限公司)	Shanghai Yide Enterprise Management Partnership (Limited Partnership)* (上海逸鐸企業管理合夥企業(有限合夥))	18.5%
Shanghai Hand Zhenling Information Technology Co., Ltd.* (上海漢得甄領信息技術有限公司)	Ningbo Xiangbao Cooperation Zone Zhenzhi Leading Investment Partnership (Limited Partnership)* (寧波象保合作區甄智領先投資合夥企業(有限合夥))	20%
Shanghai Zhenheng Information Technology Co., Ltd.* (上海甄恒信息技術有限公司)	Ningbo Xiangbao Cooperation Zone Zhenke Smart Investment Partnership (Limited Partnership) (寧波象保合作區甄客智慧投資合夥企業(有限合夥))	20%
Shanghai Zhenzi Information Technology Co., Ltd.* (上海甄自信息技術有限公司)	Zhang Liqing (張麗卿)	30%
	Ningbo Guanze Enterprise Management Consulting Partnership (Limited Partnership)* (寧波貫責企業管理諮詢合夥企業(有限合夥))	10%
Yiai Technology* (上海億礫科技有限公司)	Shanghai Zhishunkai Technology Partnership (Limited Partnership)* (上海智順凱科技合夥企業(有限合夥))	18%
	Ningbo Yingcai Enterprise Management Consulting Partnership (Limited Partnership)* (寧波英賽企業管理諮詢合夥企業(有限合夥))	18%
Shanghai Zhen Peng Technology (上海甄鵬科技有限公司)	Ningbo Xiangbao Cooperation Zone Newnem Enterprise Management Consulting Partnership (Limited Partnership)* (寧波象保合作區紐耐姆企業管理諮詢合夥企業(有限合夥))	10%
Shenzhen Qianhai Yingyu Technology Co., Ltd.* (深圳前海盈餘科技有限公司)	Yang Jun (楊軍)	39.2%
Dingyi Information Technology (上海鼎醫信息技術有限公司)	Winning Health Technology Group Co., Ltd. (衛寧健康科技集團股份有限公司)	23.96%
	Ningbo Xiangbao Cooperation Zone Weikang Leading Investment Partnership (Limited Partnership)* (寧波象保合作區衛康領先投資合夥企業(有限合夥))	12.95%
Hand Kyushu Co., Ltd.* (漢得九州株式會社)	Net Engine Co., Ltd.* (ネットエンジン株式会社)	49%

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6. DISCLAIMERS

Save as disclosed in the section headed “History, Development and Corporate Structure” in this Document, none of the Directors, chief executive nor any of the experts referred to in the section headed “— Other Information — Qualifications and Consents of Experts” below, has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this Document, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group nor will any Director apply for [REDACTED] either in his/her own name or in the name of a nominee; or materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to our business.

Save in connection with the [REDACTED], none of the Directors nor any of the experts referred to in “— Other Information — Qualifications and Consents of Experts” below, is materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to the business of the Group.

No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this Document to any promoter of the Company nor is any such cash securities or benefit intended to be paid, allotted or given on the basis of the [REDACTED] or related transactions as mentioned.

None of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the issued voting shares in all circumstances at general meetings of any member of our Group.

None of our Directors or their respective close associates (as defined under the Listing Rules) or the existing Shareholders (who, to the knowledge of our Directors, owns more than 5% of our issued share capital of our Company) has any interests in any of the five largest customers or the five largest suppliers of our Group.

7. OTHER INFORMATION

A. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Group.

B. Litigation

As of the Latest Practicable Date, save as disclosed in this Document, so far as our Directors are aware, no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance is known to the Directors to be pending or threatened by or against any member of our Group, that would have a material adverse effect on our results of operations or financial condition.

C. Sole Sponsor

The Sole Sponsor has made an application on our behalf to the [REDACTED] for the [REDACTED] of, and permission to [REDACTED], our H Shares [REDACTED], our Shares to be [REDACTED] pursuant to the [REDACTED] (including any H Shares which may fall to be [REDACTED] pursuant to the exercise of the [REDACTED]).

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of HK\$[REDACTED] million for acting as a sponsor for the [REDACTED].

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D. Qualifications and Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this Document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
Guotai Junan Capital Limited	A licensed corporation under the SFO to conduct Type 6 (advising on corporate finance) regulated activities as defined under the SFO
Shanghai Duan & Duan Law Firm	Legal adviser to our Company as to PRC laws
Verybest Law Offices	Legal adviser to our Company as to Japanese law
Sabara Law LLC	Legal adviser to our Company as to Singaporean law
Sheppard, Mullin, Richter & Hampton LLP	Legal adviser to our Company as to international sanctions laws
BDO Limited	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

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

E. Binding Effect

This Document shall have the effect, if an application is made in pursuance hereof, 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.

F. Bilingual Document

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

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G. Promoters

The Promoters as of the time of our Company’s conversion into a joint stock company were:

No.	Name
1.	China Fund
2.	Defan Investment
3.	Dejing Investment
4.	Detuo Investment
5.	Deyi Investment
6.	Dixuan Investment
7.	Inspire East

Save as disclosed in this Document, 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 named above in connection with the [REDACTED] or the related transactions described in this Document.

H. Compliance Adviser

Our Company has appointed Guotai Junan Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

I. Preliminary Expenses

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

J. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are affected on the H Share register of members of our Company, including in circumstances where such transaction is affected on the Stock Exchange. The current rate charged on each of the purchaser and seller is 0.10% of the consideration or, if higher, the fair value of our H Shares being sold or transferred.

K. No Material Adverse Change

The Directors confirm that there has been no material change in our financial or trading position since December 31, 2025 (being the date of the latest audited consolidated statements of financial position of our Group as set out in the Accountants’ Report in Appendix I to this Document) and up to the date of this Document.

L. Miscellaneous

- (a) Save as disclosed in “— Changes in Share Capital of our Company” above, within the two years immediately preceding the date of this Document:
 - (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
 - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and

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- (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of our subsidiaries.
- (b) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries;
- (c) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (d) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries;
- (e) save as disclosed in the paragraph headed “— Further Information about our Business — Summary of Material Contracts” in this section, none of our Directors or proposed Directors or experts (as named in this Document), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this Document, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group. Save as disclosed in this Document, no equity or debt securities of any company within our Group is presently [REDACTED] on any stock exchange or [REDACTED] on any [REDACTED] system nor is any [REDACTED] or permission to [REDACTED] being or proposed to be sought;
- (f) our Company has no outstanding convertible debt securities or debentures;
- (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; and
- (i) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this Document.

DOCUMENTS AVAILABLE FOR INSPECTION

A copy of full lists of all the grantees who have been granted options to [REDACTED] A Shares under the Share Incentive Schemes will be made available for public inspection at the office of K&L Gates at 44/F Edinburgh Tower, the Landmark, 15 Queens Road Central, Central, Hong Kong during normal business hours up to and including the date which is 14 days from the date of this Document.