
APPENDIX IV

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation of the company

Our Company was established as a limited liability company in the PRC on January 10, 2017, with limited liability, and was converted into a joint stock limited liability company on December 31, 2025, in accordance with applicable PRC laws and regulations and our Chinese name was renamed from “廣西玉柴船電動力有限公司” to “廣西玉柴船電動力股份有限公司”. Our registered office is located at 88 Tianqiao West Road, Yulin, Guangxi Zhuang Autonomous Region, the PRC.

We have established a place of business in Hong Kong at Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on January 29, 2026. Ms. Mak Sin Yi [has been appointed] as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company 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 established in the PRC, we are subject to 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 III to this document, respectively.

Changes in share capital of the company

Save as disclosed in “History, Development and Corporate Structure” in this document, there has been no other alteration in the share capital of our Company within the two years immediately preceding the date of this document.

As of the Latest Practicable Date, the registered capital of our Company was RMB856,000,000 comprising 856,000,000 Unlisted Shares with a nominal value of RMB1.00 each.

Changes in the share capital of our subsidiaries

On July 10, 2025, Yuchai Power Solutions was incorporated in PRC with a registered capital of RMB50 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.

Resolutions passed by Shareholders

Pursuant to the Shareholders’ general meeting held on [●], 2026, the following resolutions, among other things, were duly passed:

- (a) the [REDACTED] by our Company of the H Shares with a nominal value of RMB1.00 each, representing up to [REDACTED]% of the total share capital of our Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised) and such H Shares being [REDACTED] on the Stock Exchange;
- (b) the granting of the [REDACTED] in respect of no more than [REDACTED]% of the number of H Shares [REDACTED] as mentioned above;
- (c) subject to the completion of the filing with the CSRC, upon completion of the [REDACTED], [REDACTED] Unlisted Shares held by four existing Shareholders will be converted into H Shares on a one-for-one basis;

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- (d) subject to the completion of the [REDACTED], the Articles of Association have been approved and adopted which will become effective from the [REDACTED], and the Board and person(s) authorized by the Board have been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and
- (e) approving the Board and person(s) authorized by the Board to handle all matters relating to, among other things, the [REDACTED] and the [REDACTED] of H Shares on the Stock Exchange.

FURTHER INFORMATION ABOUT OUR BUSINESS

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 materials:

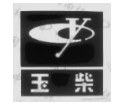
- (a) the sale and purchase agreement dated August 8, 2025 entered into between Yulin Dayingjia and Yulin Zhongli for the acquisition of approximately 0.04% interest in the Company by Yulin Zhongli at a consideration of RMB543,925.6;
- (b) the Deed of Non-Competition;
- (c) the Deed of Indemnity; and
- (d) the [REDACTED].

Intellectual property rights

As of the Latest Practicable Date, the Group had registered or had been granted license(s) to use the following intellectual property rights which were material to the Group’s business.

Trademarks

As at the Latest Practicable Date, pursuant to a trademark license agreement dated March 30, 2022 and a supplemental agreement dated March 30, 2026 between GY and us, GY agreed to license to us to use the following trademarks on a royalty free basis for a period from December 1, 2021 to December 31, 2031:

No.	Trademark	Class	Registered Owner	Place of registration	Registration number	Validity period
1.		7	GY	PRC	969871	December 1, 2021 to December 31, 2031
2.		7	GY	PRC	1035383	December 1, 2021 to December 31, 2031
3.		7	GY	PRC	1421054	December 1, 2021 to December 31, 2031
4.		7	GY	PRC	1421055	December 1, 2021 to December 31, 2031

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No.	Trademark	Class	Registered Owner	Place of registration	Registration number	Validity period
5.		7	GY	PRC	1421059	December 1, 2021 to December 31, 2031
6.		7	GY	PRC	1421056	December 1, 2021 to December 31, 2031
7.		7	GY	PRC	3437133	December 1, 2021 to December 31, 2031
8.		7	GY	PRC	3437132	December 1, 2021 to December 31, 2031
9.		7	GY	PRC	3437135	December 1, 2021 to December 31, 2031
10.		7	GY	PRC	3437136	December 1, 2021 to December 31, 2031
11.		7	GY	PRC	3437134	December 1, 2021 to December 31, 2031
12.		7	GY	PRC	3437146	December 1, 2021 to December 31, 2031
13.		7	GY	PRC	9470143	December 1, 2021 to December 31, 2031
14.		7	GY	PRC	9470170	December 1, 2021 to December 31, 2031
15.		7	GY	PRC	9470188	December 1, 2021 to December 31, 2031
16.		7	GY	PRC	9470240	December 1, 2021 to December 31, 2031
17.		7	GY	PRC	9470222	December 1, 2021 to December 31, 2031

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No.	Trademark	Class	Registered Owner	Place of registration	Registration number	Validity period
18.		7	GY	PRC	5468115	December 1, 2021 to December 31, 2031
19.		7	GY	PRC	5730477	December 1, 2021 to December 31, 2031
20.		7	GY	PRC	8288953	December 1, 2021 to December 31, 2031
21.		7, 12, 35, 37	GY	Madrid Protocol	TM202100388	December 1, 2021 to December 31, 2031
22.		7	GY	Madrid Protocol	TM202100259	December 1, 2021 to December 31, 2031
23.		7	GY	Hong Kong	307043210	September 26, 2025 to September 25, 2035
24.		7	GY	Hong Kong	307043229	September 26, 2025 to September 25, 2035
25.		7	GY	Hong Kong	307043193	September 26, 2025 to September 25, 2035
26.		7	GY	Hong Kong	307043201	September 26, 2025 to September 25, 2035

Patents

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

No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
1.	High speed marine diesel fenced cylinder head	The Company	Invention	PRC	ZL 201310750078.0	December 31, 2033
2.	High speed marine diesel cylinder support structure	The Company	Invention	PRC	ZL 201310750989.3	December 31, 2033
3.	High speed marine diesel cylinder block	The Company	Invention	PRC	ZL 201310750098.8	December 31, 2033
4.	Intercooler for v-type multi-cylinder engine	The Company	Invention	PRC	ZL 201811251276.1	October 25, 2038
5.	Crankshaft structure with front and rear auxiliary support brackets	The Company	Invention	PRC	ZL 202410852399.X	June 28, 2044
6.	A method for transient load control in an electronically controlled common rail diesel engine	The Company	Invention	PRC	ZL 202210394184.9	April 14, 2042

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
7.	Gas blending system	The Company	Invention	PRC	ZL 201811173917.6	October 9, 2038
8.	A method for integrating self-locking function into a controller	The Company	Invention	PRC	ZL 202010689959.6	July 17, 2040
9.	Fuel control method for gas engine intake pressure closed-loop	The Company	Invention	PRC	ZL 202011236046.5	November 9, 2040
10.	Multi-layer thermal balance system for engine exhaust	The Company	Invention	PRC	ZL 201811503344.9	December 10, 2038
11.	A marine engine control method and common rail system	The Company	Invention	PRC	ZL 202011518398.X	December 21, 2040
12.	Transient compensation control system and method for gas generator	The Company	Invention	PRC	ZL 202011050613.8	September 29, 2040
13.	Fuel control method and system for gas engine	The Company	Invention	PRC	ZL 202010467647.0	May 28, 2040
14.	A turbocharged intercooler system enhancing engine response capability	The Company	Invention	PRC	ZL 202210231570.6	March 9, 2042
15.	An engine control method based on engine oil quality	The Company	Invention	PRC	ZL 202210667046.3	June 13, 2042
16.	Anti-stall method for reverse-direction ships	The Company	Invention	PRC	ZL 201910747884.X	August 14, 2039
17.	A camless high-power engine valve train and cylinder head	The Company	Invention	PRC	ZL 202210414208.2	April 14, 2042
18.	Helical top-mounted tightly-wound closed-loop cooling piston-connecting rod assembly	The Company	Invention	PRC	ZL 201810859900.X	August 1, 2038
19.	An engine electronic speed control method and system	The Company	Invention	PRC	ZL 201910884798.3	September 19, 2039
20.	An automatically adjustable water pump assembly for diesel engines	The Company	Invention	PRC	ZL 201510074094.1	February 12, 2035
21.	Gas engine mixer	The Company	Invention	PRC	ZL 202010250612.1	April 1, 2040
22.	Multi-point injection intake manifold for gas engines	The Company	Invention	PRC	ZL 201410487760.X	September 22, 2034
23.	High-speed marine diesel engine cylinder head	The Company	Invention	PRC	ZL 201310750036.7	December 31, 2033
24.	Four-valve diesel engine cylinder head	The Company	Invention	PRC	ZL 201310606161.0	November 25, 2033
25.	Diesel engine cylinder head	The Company	Invention	PRC	ZL 201110141340.2	May 25, 2031

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
26.	A gas injection device	The Company	Invention	PRC	ZL 201710800573.6	September 7, 2037
27.	Marine v-type diesel engine cylinder block	The Company	Invention	PRC	ZL 201210001742.7	January 5, 2032
28.	Intercooler water separator tank for v-type diesel engine cooling and lubrication circuits	The Company	Invention	PRC	ZL 201610978676.7	November 8, 2036
29.	Integrated gas engine mixer	The Company	Invention	PRC	ZL 201510670151.2	October 15, 2035
30.	Air filter with intake compensation and active purge cleaning structure	The Company	Invention	PRC	ZL 202211716492.5	December 29, 2042
31.	Gas fuel engine safe starting system and control method	The Company	Invention	PRC	ZL 202210804563.0	July 8, 2042
32.	Power take-off structure at crankshaft front end	The Company	Invention	PRC	ZL 201510237009.9	May 12, 2035
33.	Laser-hardened main bearing cap and its manufacturing method	The Company	Invention	PRC	ZL 201811503275.1	December 10, 2038
34.	Automatic drainage system for marine diesel engine intercoolers	The Company	Invention	PRC	ZL 201510074638.4	February 12, 2035
35.	V-type 12-cylinder diesel engine	The Company	Invention	PRC	ZL 201810123071.9	February 7, 2038
36.	Gas engine intake manifold assembly	The Company	Invention	PRC	ZL 201710408437.2	June 2, 2037
37.	Method and system for controlling speed of electronic-controlled water pump in internal combustion engine	The Company	Invention	PRC	ZL 202011395289.3	December 1, 2040
38.	Oil supply system for v-type multi-cylinder diesel engine	The Company	Invention	PRC	ZL 201810122554.7	February 7, 2038
39.	Cooling system for v-type multi-cylinder diesel engines	The Company	Invention	PRC	ZL 201810122093.3	February 7, 2038
40.	High-power v-type multi-cylinder diesel engine system	The Company	Invention	PRC	ZL 201810122083.X	February 7, 2038
41.	Lubricating oil supply system for v-type multi-cylinder diesel engines	The Company	Invention	PRC	ZL 201810122061.3	February 7, 2038
42.	Double-layer pipe joint for engine fuel supply system	The Company	Invention	PRC	ZL 201510405065.9	July 10, 2035
43.	Method and structure for controlling engine intake air temperature	The Company	Invention	PRC	ZL 202110734797.8	June 30, 2041

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
44.	Exhaust gas boosting system with interconnected exhaust pipes	The Company	Invention	PRC	ZL 202110335740.0	March 29, 2041
45.	Control method and system for internal combustion engine intake and exhaust treatment	The Company	Invention	PRC	ZL 202110257619.0	March 9, 2041
46.	A fuel injection pump drive structure, high-pressure common rail system, and engine	The Company	Invention	PRC	ZL 202011518253.X	December 21, 2040
47.	Diesel fuel supply system for v-type multi-cylinder diesel engines	The Company	Invention	PRC	ZL 201810123050.7	February 7, 2038
48.	A control method for over-control function in marine engines	The Company	Invention	PRC	ZL 202011382314.4	December 1, 2040
49.	A crankshaft oil seal press-fit tooling and method for engines	The Company	Invention	PRC	ZL 202010242926.7	March 31, 2040
50.	A monoblock pump core installation method for v-type engine tappet pins	The Company	Invention	PRC	ZL 202010166663.6	March 11, 2040
51.	V-type cylinder block structure enhancing block rigidity and nvh performance	The Company	Invention	PRC	ZL 201910283402.X	April 10, 2039
52.	Cylinder block structure for enhanced rigidity and nvh performance	The Company	Invention	PRC	ZL 201910283396.8	April 10, 2039
53.	V-type 12-cylinder cylinder block	The Company	Invention	PRC	ZL 201910283372.2	April 10, 2039
54.	Rocker arm shaft oil pressure test fixture connector	The Company	Invention	PRC	ZL 201810859749.X	August 1, 2038
55.	Sealing structure for segmented exhaust system	The Company	Invention	PRC	ZL 201810859730.5	August 1, 2038
56.	Distributor structure	The Company	Invention	PRC	ZL 201711064803.3	November 2, 2037
57.	Air-water mixing silencer for marine engines	The Company	Invention	PRC	ZL 201710691585.X	August 14, 2037
58.	Air supply system for marine gas engines	The Company	Invention	PRC	ZL 201710408958.8	June 2, 2037
59.	Water-cooled exhaust pipe	The Company	Invention	PRC	ZL 202010362844.6	April 30, 2040
60.	Water-cooled exhaust pipe	The Company	Invention	PRC	ZL 201910171097.5	March 7, 2039
61.	Sealing structure for thermostat housing	The Company	Invention	PRC	ZL 202210232547.9	March 9, 2042

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
62.	Intake valve for intercooler	The Company	Invention	PRC	ZL 201510239042.5	May 12, 2035
63.	Water-cooled exhaust pipe with built-in fixing bolts and installation method	The Company	Invention	PRC	ZL 202011382385.4	December 1, 2040
64.	Crankshaft structure for marine engine and engine	The Company	Invention	PRC	ZL 202010492151.9	June 3, 2040
65.	Oil-gas separator structure for marine engines	The Company	Invention	PRC	ZL 201910116795.5	February 15, 2039
66.	Power take-off structure for v-type diesel engine	The Company	Invention	PRC	ZL 202010758894.6	July 31, 2040
67.	Intercooler assembly for v-type multi-cylinder diesel engine	The Company	Invention	PRC	ZL 201810123109.2	February 7, 2038
68.	Multi-stage oil-gas separation system for engine and its control method	The Company	Invention	PRC	ZL 202011319356.3	November 23, 2040
69.	High-efficiency oil-gas separation system and engine thereof	The Company	Invention	PRC	ZL 202110962673.5	August 20, 2041
70.	Connecting structure for engine components	The Company	Invention	PRC	ZL 202110677985.1	June 18, 2041
71.	Submerged marine engine mounting base assembly and installation method thereof	The Company	Invention	PRC	ZL 202010380392.4	May 8, 2040
72.	Engine for unmanned boat	The Company	Invention	PRC	ZL 202110179134.4	February 8, 2041
73.	A distributor	The Company	Invention	PRC	ZL 201910282753.9	April 10, 2039
74.	A piston removal and lifting fixture	The Company	Invention	PRC	ZL 202211669121.6	December 23, 2042
75.	A diesel generator power train for easy installation and removal	The Company	Invention	PRC	ZL 202110676458.9	June 18, 2041
76.	A fixed base for diesel generator sets facilitating installation	The Company	Invention	PRC	ZL 202111152105.5	September 29, 2041
77.	Thermostat housing	The Company	Invention	PRC	ZL 201910282700.7	April 10, 2039
78.	Diesel engine filter housing	The Company	Invention	PRC	ZL 201611120504.2	December 8, 2036
79.	A segmented water-cooled exhaust manifold	The Company	Invention	PRC	ZL 202011517083.3	December 21, 2040
80.	An engine oil-gas separation system	The Company	Invention	PRC	ZL 202110960802.7	August 20, 2041
81.	A diesel supply system for v-type multi-cylinder engines reducing pressure fluctuations	The Company	Invention	PRC	ZL 202010243791.6	March 31, 2040

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
82.	A diesel supply system for in-line large multi-cylinder engines reducing pressure fluctuations	The Company	Invention	PRC	ZL 202010242919.7	March 31, 2040
83.	A dual-side intake control method and intake system for v-type gas engines	The Company	Invention	PRC	ZL 202011382384.X	December 1, 2040
84.	An engine with heat dissipation and cooling mechanism	The Company	Invention	PRC	ZL 202210232579.9	March 9, 2042
85.	An engine exhaust pipe insulation device	The Company	Invention	PRC	ZL 202210436706.7	April 25, 2042
86.	An engine cylinder heat dissipation device	The Company	Invention	PRC	ZL 202210232591.X	March 9, 2042
87.	A diesel generator set for convenient oil replacement	The Company	Invention	PRC	ZL 202210231612.6	March 9, 2042
88.	A new energy power battery heat dissipation device	The Company	Invention	PRC	ZL 202210232548.3	March 9, 2042
89.	High-power v-type 16-cylinder diesel engine	The Company	Invention	PRC	ZL 201810122575.9	February 7, 2038
90.	Circuitry implementing ecu identification of load divider signal identification	The Company	Invention	PRC	ZL 201810859822.3	August 1, 2038
91.	Large-scale diesel nodular crankshaft in high boost	The Company	Invention	PRC	ZL 201810859775.2	August 1, 2038
92.	External support structure of crankshaft	The Company	Invention	PRC	ZL 201911213049.4	December 2, 2039
93.	A marine heat exchange assembly device	The Company	Invention	PRC	ZL 201710249607.7	April 17, 2037
94.	A marine heat exchange assembly structure	The Company	Invention	PRC	ZL 201710249611.3	April 17, 2037
95.	High-power v-type 12-cylinder diesel engine	The Company	Invention	PRC	ZL 201810123073.8	February 7, 2038
96.	An automatic self-replenishing system for automatic gantry oil	The Company	Invention	PRC	ZL 202410852409.X	June 28, 2044
97.	A water-containing monitoring method and system for engine fuel	The Company	Invention	PRC	ZL 202210432174.X	April 22, 2042
98.	A fuel control method and system for large-cylinder-diameter high-power gas engine	The Company	Invention	PRC	ZL 202410857058.1	June 28, 2044
99.	A high-pressure oil pipe interface connection structure	The Company	Invention	PRC	ZL 202411029989.9	July 30, 2044

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No.	Patent name	Patent owner	Type of patent	Place of registration	Registration number	Expiry date
100.	A novel intelligent fuel leakage control system	The Company	Invention	PRC	ZL 202510233800.6	February 28, 2045
101.	A high-safety multifunctional fuel delivery device and control method	The Company	Invention	PRC	ZL 202410693397.0	May 31, 2044
102.	A diesel oil filter monitoring device and method	The Company	Invention	PRC	ZL 202411951935.8	December 27, 2044
103.	A self-starting system for diesel engine generator set	The Company	Invention	PRC	ZL 202310782424.7	June 29, 2043
104.	A dual-fuel double-common rail system engine	The Company	Invention	PRC	ZL 202411735341.3	November 29, 2044
105.	An ultrasonic fuel consumption measuring device for ship	The Company	Invention	PRC	ZL 202211435872.1	November 16, 2042
106.	Cylinder heads that are compatible with a variety of fuels	The Company	Invention	PRC	ZL 202410852401.3	June 28, 2044
107.	A real-time load calculation method for ship	The Company	Invention	PRC	ZL 202211667950.0	December 23, 2042
108.	A method for reducing white smoke generated when dpf parking is regenerated	The Company	Invention	PRC	ZL 202310973456.5	August 3, 2043
109.	Pre-heating device for internal combustion engine	The Company	Invention	PRC	ZL 202311058430.4	August 22, 2043
110.	An efficient recycling-type integrated gas mixing control method	The Company	Invention	PRC	ZL 202310834527.3	July 7, 2043
111.	Hydrogen-doped mixed gas supply method for natural gas generator set	The Company	Invention	PRC	ZL 202310834515.0	July 7, 2043
112.	A vehicle locking function-based engine control method	The Company	Invention	PRC	ZL 202311268182.6	September 28, 2043

Domain name

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

No.	Domain Name	Registered Owner	Registration Date
1.	https://www.yuchaicd.com	Company	April 20, 2022

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

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FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Service contracts and letters of appointment

Each of our executive Directors and non-executive Directors has entered into a service contract with our Company, and we [have issued] letters of appointment to each of our independent non-executive Directors. The service contracts with each of our executive Directors and non-executive Directors are for an initial fixed term of three years commencing from the date of such agreement. The letters of appointment with each of our independent non-executive Directors are for an initial fixed term of one year. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles and the applicable Listing Rules.

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

Remuneration of Directors

The aggregate emoluments paid and benefits in kind granted by our Group (including fees, salaries, allowances and other benefits, discretionary bonuses, retirement scheme contributions and equity-settled share-based payments) to our Directors for FY2023, FY2024, FY2025, 1H2025 and 1H2026 were RMB3.7 million, RMB9.4 million, RMB9.1 million, RMB2.9 million and RMB1.2 million, respectively.

Under the arrangements currently in force, we estimate the aggregate remuneration of our Directors for the year ending December 31, 2026 to be approximately RMB8.4 million.

Save as disclosed above, no other payments have been made or are payable, in respect of FY2023, FY2024 and FY2025, by any of member of our Group to any of our Directors.

Agency fees or commissions paid or payable

Save as disclosed in “[REDACTED]” in this document, no commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of our Company or any of our subsidiaries have been granted within two years immediately preceding the issue of this document.

Disclosure of interests

Interests of our Directors and the chief executive

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of our Directors and chief executive of our Company in the shares, underlying shares and debentures of our Company or our associated corporations (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 were 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 in that section, or which

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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 Shares are [REDACTED], will be as follows:

Name of Directors and the chief executive	Nature of Interest	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised) ⁽¹⁾	
		Number of the Shares	Approximate percentage of interest in the Company	Number of Shares	Approximate percentage of interest in the Company
Mr. Ning	Interest in controlled corporations ⁽²⁾	36,743,244	4.29%	[REDACTED]	[REDACTED]%
	Interest of concert parties ⁽³⁾	819,256,756	95.71%	[REDACTED]	[REDACTED]%
Mr. Chen	Interest in controlled corporations ⁽⁴⁾	14,324,324	1.67%	[REDACTED]	[REDACTED]%
	Interest of concert parties ⁽⁵⁾	841,675,676	98.33%	[REDACTED]	[REDACTED]%

Notes:

- (1) All interests are long positions.
- (2) As at the Latest Practicable Date, Yulin Changyingjia was operated and represented by its executive partner, Mr. Ning, an executive Director of our Company. Hence, for the purpose of SFO, Mr. Ning is deemed to be interested in 36,743,244 Shares held by Yulin Changyingjia.
- (3) Pursuant to the acting in concert arrangement among Yulin Changyingjia, Yulin Dayingjia, Yulin Zhongli and GYMCL, Mr. Ning, as the executive partner of Yulin Changyingjia, is deemed to be interested in 819,256,756 shares as interest of concert parties for the purpose of the SFO.
- (4) As at the Latest Practicable Date, Yulin Dayingjia was operated and represented by its executive partner, Mr. Chen, a non-executive Chairman of the Board and non-executive Director of our Company. Hence, for the purpose of SFO, Mr. Chen is deemed to be interested in 14,324,324 Shares held by Yulin Dayingjia.
- (5) Pursuant to the acting in concert arrangement among Yulin Changyingjia, Yulin Dayingjia, Yulin Zhongli and GYMCL, Mr. Chen, as the executive partner of Yulin Dayingjia, is deemed to be interested in 841,675,676 shares as interest of concert parties for the purpose of the SFO.

Interests of the substantial shareholders

Save as disclosed in “Substantial Shareholders” in this document, the Directors are not aware of any other person who will, immediately following the [REDACTED] (and the [REDACTED]) of any additional H Shares pursuant to the [REDACTED]), have an interest or short position in Shares or underlying Shares of the Company, which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Company.

Competing interests of Directors

None of our Directors or his/her respective close associates are interested in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

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Disclaimers

Save as disclosed in this document:

- (a) none of our Directors nor any of the persons listed in “— OTHER INFORMATION — Qualifications of Experts” below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue 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;
- (b) none of our Directors nor any of the persons listed in “— OTHER INFORMATION — Qualifications of Experts” below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is significant in relation to the business of our Group as a whole;
- (c) save in connection with the [REDACTED], none of the persons listed in “— Other Information — Qualifications of Experts” below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group; and
- (d) so far as is known to our Directors, none of our Directors, their respective close associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers for each year or period of the Track Record Period, respectively.

OTHER INFORMATION

Employee Share Incentive Plan

As of the Latest Practicable Date, the two employee share incentive platforms of our Company, namely Yulin Changyingjia and Yulin Zhongli held, in aggregate, 41,675,676 Shares, representing 4.87% of the equity interests in our Company.

The following is a summary of the principal terms of the Employee Share Incentive Plan approved and adopted by our Shareholder’s meeting on June 20, 2024. The terms of the Employee Share Incentive Plan are not subject to the provisions of Chapter 17 of the Listing Rules as the Employee Share Incentive Plan does not involve the grant of options or awards by our Company after the [REDACTED]. As of the Latest Practicable Date, the awards under the Employee Share Incentive Plan have been fully granted and vested and all grantees have paid their respective amount of subscription price in full. In addition, the underlying Shares under the Employee Share Incentive Plan had already been issued, no new Shares will be issued pursuant to such plans.

See “History, Development and Corporate Structure — Limited Partnership Platforms — Equity Incentive Platforms — Yulin Changyingjia and Yulin Zhongli” in this document for further details of the Employee Share Incentive Plan.

(a) *Objective*

The purpose of the Employee Share Incentive Plan is to, among other, maintain the stability of the Company’s management and key personnel, establish and enhance long-term effective incentives, improve the remuneration and performance assessment system, and strengthen corporate cohesion and market competitiveness.

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(b) Eligibility

Persons eligible to participate in the Employee Share Incentive Plan (the “**Participants**”) include directors, senior management members and employees of our Company or its subsidiaries who can contribute to the development of our Company.

(c) Total number of the underlying shares of the incentive plans

As of the Latest Practicable Date, participants shall be interested in a total of 41,675,676 Shares through holding the limited partnerships in the Yulin Changyingjia and Yulin Zhongli, the underlying Shares of which were corresponding to the share capital of our Company of RMB20.8 million and representing 4.87% of the share capital of our Company in issue immediately prior to the [REDACTED].

(d) Scheme administration

The Employee Share Incentive Plan is subject to the approval of our Shareholders and is managed by our Board, who has the power, among other things, (i) to formulate, revise and implement of the Employee Share Incentive Plan, and (ii) to determine the grant plan, including the selection of grantees, the number of shares to be granted, etc.

(e) Lock-up Period and Restrictions on Disposal

Shares granted under the Employee Share Incentive Plan are subject to a lock-up period (“**Lock-up Period**”), during which they may not be assigned, disposed of, transferred, pledged, gifted, or used as security or to repay debts, nor may any rights attach to such shares be disposed of in any manner. The lock-up period commences on the grant date and ends three years after the date on which the Company’s shares are listed on a domestic or overseas stock exchange. Where the Company has not completed a listing within 10 years from the grant date and is not in the process of a listing application upon expiry of that 10-year period, the lock-up period shall be deemed to expire 10 years from the grant date.

(f) Withdrawal and Cancellation

During the Lock-up Period, in the event where the participant’s employment contracts or appointment agreements are terminated for various reasons (excluding the situation of change of employing entities between the Company and its controlled subsidiaries), a party designated by our Board (“**Designated Party**”) shall have the right (but not the obligation) to require the relevant participant to transfer all of their partnership interests to the Designated Party within 30 days from the date of notice of termination. The transfer price shall be calculated as 80% of the relevant participants’ share of the Company latest audited net assets value.

Estate Duty

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

Indemnities

GYMCL have entered into the Deed of Indemnity with and in favor of our Company (for itself and as trustee for the Group) (being the contract referred to in paragraph (c) in “— Further Information About Our Business — Summary of material contracts” in this Appendix) to provide indemnities in respect of, any reasonable costs, charges, expenses, penalties and other liabilities in connection with legal defects of our Leased Land and Main Leased Properties, further details of which are referred to in “Business — Properties” in this document.

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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 operations or financial conditions, taken as a whole.

Joint Sponsors

The Joint Sponsors have made an application on our behalf to the [REDACTED] of the Hong Kong Stock Exchange for the [REDACTED] of, and [REDACTED], the H Shares to be [REDACTED] as mentioned in this document. All necessary arrangements have been made enabling the H Shares to be admitted into [REDACTED].

The Joint Sponsors satisfy the independence criteria applicable to the sponsor set out in Rule 3A.07 of the Listing Rules. Pursuant to the engagement letters entered into between our Company and each of the Joint Sponsors, the total fees of the Joint Sponsors payable by us to it in respect of its service as the sponsors in connection with the proposed [REDACTED] on the Hong Kong Stock Exchange is HK\$4,000,000.

Compliance Advisor

Our Company has appointed Anglo Chinese Corporate Finance, Limited as the compliance advisor upon [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

Qualifications of Experts

The qualifications of the experts, as defined under the Listing Rules, who have given opinions in this document, are as follows:

Name	Qualification
China Merchants Securities (HK) Co., Limited	A licensed corporation 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
China Galaxy International Securities (Hong Kong) Co., Limited	A licensed corporation to conduct type 1 (dealing in securities), type 4 (advising on securities) and type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
JunHe LLP	Legal advisors to our Company as to PRC laws
Frost & Sullivan	Independent industry consultant
King & Wood	Legal advisors as to international sanctions law

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Each of the experts named above has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters (as the case may be) and the references to their names included in the form and context in which they are respective included.

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

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 (Cap. 32) so far as applicable.

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 (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

No Material Adverse Change

Save as disclosed in this document, our Directors confirm that there has been no material adverse change in the financial or trading position of our Company since June 30, 2026 (being the date to which the latest consolidated financial statements of our Group were prepared).

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.

Preliminary Expenses

We have not incurred any material preliminary expenses.

Promoters

The promoters of our Company are the four shareholders of our Company, namely GYMCL, Yulin Changyingjia, Yulin Dayingjia and Yulin Zhongli. Save as disclosed in the section headed “History, Development and Corporate Structure” in this document, within the two years preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter in connection with the [REDACTED] and the related transactions described in this document.

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Miscellaneous

Save as disclosed in this document, within the two years immediately preceding the date of this document:

- (a) neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
- (b) 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
- (c) no commissions, discounts, brokerage or other special terms have been granted or agreed to be granted in connection with the issue or sale of any shares or loan capital of our Company or any of our subsidiaries;
- (d) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
- (e) our Company is not presently listed on any stock exchange or traded on any trading system;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;
- (g) our Directors confirm that there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document; and
- (h) our Directors confirm that our Company has no outstanding convertible debt securities or debentures.