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A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was established in the PRC on April 30, 2015 as a sino-foreign equity joint venture enterprise with limited liability under the name ASR Microelectronics (Shanghai) Co., Ltd. (翱捷科技(上海)有限公司), and was converted into a joint stock company with limited liability on August 17, 2020. Our A Shares were listed on the STAR Market of the Shanghai Stock Exchange (SSE: 688220) on January 14, 2022.

As of the date of this document, our Company’s registered address and headquarters are located at 8th Floor (nominal 9th Floor), Building 10, No. 399 Keyuan Road, China (Shanghai) Pilot Free Trade Zone, Shanghai, the PRC. Our Company’s corporate structure and Articles of Association are governed by PRC laws and regulations.

The relevant PRC laws and regulations and a summary of the Articles of Association are set out in “Regulatory Overview” and “Appendix III — Summary of Articles of Association.”

Our principal place of business in Hong Kong is at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wan Chai, Hong Kong. Our Company is registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [•], 2026. Ms. OH Sim Yee (胡倩鈺) 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 the service of process is the same as our principal place of business in Hong Kong.

2. Changes in the Share Capital of Our Company

There has been no alteration in the share capital of our Company within 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 Note 12 to the Accountant’s Report as set out in Appendix I to this document.

The registered capital of ASR Innovation (Shanghai) Limited (翱捷創芯科技(上海)有限公司) was increased from RMB20,000,000 to RMB23,530,000 on July 8, 2026, and further increased from RMB23,530,000 to RMB24,778,800 on July 22, 2026.

Save as disclosed above, no alteration in the registered capital of our subsidiaries has taken place within the two years preceding the date of this document.

4. Resolutions of Shareholders

At the general meeting of our Company held on September 2, 2026, the following resolutions were passed by the Shareholders:

- (i) the [REDACTED] of H Shares with a nominal value of RMB1.00 each by our Company and such H Shares be [REDACTED] on the Stock Exchange;

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- (ii) the number of H Shares to be issued pursuant to the [REDACTED] before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged share capital of our Company upon completion of the [REDACTED], and the [REDACTED]% shall not exceed [REDACTED]% of the above number of H Shares to be issued;
- (iii) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to allot and issue H Shares (including any sale or transfer of treasury shares of our Company originally issued as H Shares) at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in their absolute discretion deem fit, and to handle the approval or filing of the CSRC, the Stock Exchange and/or other relevant regulatory authorities with respect to in the aforementioned general mandate in accordance with the relevant laws and regulations, provided that, the number of H Shares to be issued shall not exceed 20% of the number of Shares in issue (excluding treasury shares, if any) as of the [REDACTED];
- (iv) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to repurchase H Shares issued on the Stock Exchange with an aggregate number of not exceeding 10% of the number of the H Shares in issue (excluding any treasury shares) as of the [REDACTED];
- (v) subject to the completion of the [REDACTED], the Articles of Association to become effective on the [REDACTED] shall be conditionally adopted, and the Board and its authorized person have been authorized to amend the Articles of Association in accordance with any comments from the relevant regulatory authorities; and
- (vi) to authorize the Board and its authorized person to handle the matters relating to, among others, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

5. Explanatory Statement on Repurchase of Our H Shares

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this document concerning the repurchase of our H Shares.

(a) Reasons for Repurchase

The Board considered that the repurchase of the H Shares would be beneficial to and in the best interests of our Company and its Shareholders as a whole. It can strengthen the investors’ confidence in our Company and promote a positive effect on maintaining our Company’s reputation in the capital market. Such repurchases will only be made when the Board believes that such repurchases will benefit our Company and its Shareholder as a whole.

(b) Registered Capital

Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company from the Latest Practicable Date to the [REDACTED]), the share capital of our Company will be RMB[REDACTED], comprising 418,300,889 A Shares and [REDACTED] H Shares.

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(c) Exercise of the General Mandate to Repurchase H Shares

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

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

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

(d) Source of Funds

In repurchasing the H Shares, our Company intends to apply funds from our Company’s internal resources (which may include surplus funds and retained profits) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC.

Our Company is empowered by its Articles of Association to repurchase its H Shares. Any repurchases by our Company may only be made out of either the funds of our Company that would otherwise be available for dividend or distribution or out of the [REDACTED] of a new [REDACTED] of H Shares made for such purpose. Under PRC laws, the H Shares so repurchased should be canceled or transferred within certain period and our Company’s registered capital would be reduced by amount equivalent to the aggregate nominal value of the H Shares if such H Shares were canceled. Our Company may not purchase securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

(e) Suspension of Repurchase

A public company shall not repurchase its H Shares on the Stock Exchange at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of: (i) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the issuer to announce its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), until the date of the results announcement, the company may not repurchase its H Shares on the Stock Exchange unless there are exceptional circumstances.

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(f) Close Associates and Core Connected Persons

None of our Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates have a present intention, in the event the general mandate to repurchase H Shares is approved, to sell any H Shares to our Company. No core connected person of our Company has notified our Company that they have a present intention to sell H Shares to our Company, or have undertaken to do so, if the general mandate to repurchase H Shares is approved.

A public company shall not knowingly purchase its H Shares on the Stock Exchange from a core connected person (namely a director, chief executive or substantial shareholder of the company or any of its subsidiaries, or a close associate of any of them), and a core connected person shall not knowingly sell their interest in H Shares of the company to it.

(g) Status of Repurchased H Shares

Subject to the Articles of Association, the Listing Rules and any other applicable laws and regulations, if our Company repurchases any H Shares pursuant to the general mandate, our Company will either (i) cancel the H Shares repurchased and reduce our Company’s registered capital in compliance with the applicable laws and regulations; and/or (ii) hold such H Shares as treasury H Shares, subject to market conditions and our Company’s capital management needs at the relevant time any repurchases of Shares are made. Under the PRC laws, if the H Shares repurchased by our Company will be canceled, our Company’s registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so canceled.

(h) Takeover Implications

If, as a result of any repurchase of H Shares, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the general mandate to repurchase H Shares.

(i) General

If the general mandate to repurchase H Shares were to be carried out in full at any time, there may be a material adverse impact on our working capital or gearing position (as compared with the position disclosed in our most recent published audited accounts). However, our Directors do not propose to exercise the general mandate to repurchase H Shares to such an extent as would have a material adverse effect on our working capital or gearing position.

Our Directors will exercise the general mandate to repurchase H Shares in accordance with the Listing Rules and the applicable laws in the PRC. Neither the explanatory statement on repurchase of our H Shares nor the proposed H Share repurchase has any unusual features.

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B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

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

- (i) [REDACTED]; and
- (ii) [•].

2. Intellectual Property Rights

(a) Trademarks

Registered Trademarks

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

No.	Trademark	Owner	Class	Place of registration	Expiry date	Registration number
1.		our Company	9	PRC	November 20, 2030	42578218
2.		our Company	42	PRC	July 20, 2031	42577115
3.	ASR	our Company	9	PRC	October 13, 2028	27187788
4.	ASR	our Company	42	PRC	December 20, 2028	27188498
5.		our Company	9	PRC	February 6, 2029	29613233

Trademarks under Application

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

No.	Trademark	Applicant	Class	Place of application	Application date	Application number
1.		our Company	42	PRC	May 28, 2026	92083640
2.		our Company	9, 42	Hong Kong	June 3, 2026	307299974
3.		our Company	9, 42	Hong Kong	June 3, 2026	307299992

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(b) Patents

Registered Patents

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

No.	Patent	Type of patent	Place of registration	Patent number	Owner	Expiration date
1.	Display control methods and wearable devices for single-chip heterogeneous systems (單芯片異構系統的顯示控制方法和可穿戴設備)	Invention patent	PRC	ZL202010530912.5	our Company	June 11, 2040
2.	An automatic gain control method and apparatus suitable for NR (一種適用於NR的自動增益控制方法及裝置)	Invention patent	PRC	ZL202110408222.7	our Company	April 16, 2041
3.	A DCI parsing method and device in a 5G NR system (一種5G NR系統中DCI解析方法及裝置)	Invention patent	PRC	ZL202011074627.3	our Company	October 10, 2040
4.	A multi-SIM multi-4G mobile terminal and a method for sharing 4G measurement capabilities (一種多卡多4G移動終端及其共享4G測量能力的方法)	Invention patent	PRC	ZL201911085599.2	our Company	November 8, 2039
5.	An embedded system and its log management method (一種嵌入式系統及其日誌管理方法)	Invention patent	PRC	ZL201911321118.3	our Company	December 20, 2039
6.	A 4G multi-mode dual-SIM mobile terminal and its data management method (一種4G多模雙卡移動終端及其數據管理方法)	Invention patent	PRC	ZL202110512614.8	our Company	May 11, 2041
7.	A phase compensation method and system for OFDM system receiver (一種OFDM系統接收端相位補償方法及系統)	Invention patent	PRC	ZL201911326583.6	our Company	December 20, 2039
8.	A method and apparatus for processing fragmented IP packets (一種處理分片IP數據包的方法及裝置)	Invention patent	PRC	ZL202110532423.8	our Company	May 17, 2041
9.	A network device and a method for sharing transmit and receive buffers (一種網絡設備及其共享發送和接收緩存的方法)	Invention patent	PRC	ZL202110295099.2	our Company	March 19, 2041
10.	A User Interface Switching Method and Apparatus Based on LVGL (一種基於LVGL的用戶界面切換方法及裝置)	Invention patent	PRC	ZL202110560334.4	our Company	May 21, 2041
11.	A method and apparatus for handling data wireless bearer integrity protection verification failure (一種數據無線承載完整性保護驗證失敗的處理方法及裝置)	Invention patent	PRC	ZL202211081570.9	our Company	September 6, 2042
12.	An optimization method and apparatus for RedCap terminal access network (一種RedCap終端接入網絡的優化方法及裝置)	Invention patent	PRC	ZL202310825619.5	our Company	July 7, 2043
13.	A Wi-Fi software testing system and method (一種Wi-Fi軟件測試系統及方法)	Invention patent	PRC	ZL201911321116.4	our Company	December 20, 2039
14.	A method and apparatus for improving uplink and downlink memory utilization in LTE terminals (一種提高LTE終端上下行內存利用率的方法及裝置)	Invention patent	PRC	ZL202110537754.0	our Company	May 18, 2041
15.	A method and apparatus for a low-bandwidth UE to be compatible with a high-bandwidth cell (一種小帶寬能力UE兼容大帶寬小區的方法及裝置)	Invention patent	PRC	ZL202410953858.3	our Company	July 17, 2044

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No.	Patent	Type of patent	Place of registration	Patent number	Owner	Expiration date
16.	A frequency multiplier circuit (一種四倍頻電路)	Invention patent	PRC	ZL202110534287.6	the Company	May 17, 2041
17.	A motion estimation method and apparatus based on brightness distribution patterns (一種基於亮度分佈模式的運動估計方法及裝置)	Invention patent	PRC	ZL202211121311.4	the Company	September 15, 2042
18.	A method and apparatus for fast retransmission of 5G NRRLC (一種5GNRRLC快速重傳的方法及裝置)	Invention patent	PRC	ZL202211147582.7	the Company	September 19, 2042
19.	A method and apparatus for reducing computing resource consumption in an NPU (一種在NPU中減少計算資源佔用的方法及裝置)	Invention patent	PRC	ZL202011114887.9	ASR Smart Technology Co., Ltd. (翱捷智能科技有限公司(上海)有限公司)	October 19, 2040
20.	A dual-operating system device and a method for fast hibernation and wake-up (一種雙操作系統設備及其快速休眠及喚醒的方法)	Invention patent	PRC	ZL202110532410.0	ASR Smart Technology Co., Ltd. (翱捷智能科技有限公司(上海)有限公司)	May 17, 2041
21.	Image filling method and apparatus in deep learning hardware (一種在深度學習硬件中的圖像填充方法及裝置)	Invention patent	PRC	ZL202110217855.X	ASR Smart Technology Co., Ltd. (翱捷智能科技有限公司(上海)有限公司)	February 26, 2041
22.	An automatic calibration method and system for chip radio frequency signal delay measurement parameters (一種芯片射頻信號延時測量參數的自動校準方法及系統)	Invention patent	PRC	ZL202010944041.1	ASR Microelectronics (Shenzhen) Co., Ltd. (翱捷科技(深圳)有限公司)	September 10, 2040
23.	A method and system for connecting data in the Internet of Things (一種物聯網數據連接方法及系統)	Invention patent	PRC	ZL202011262358.3	ASR Microelectronics (Shenzhen) Co., Ltd. (翱捷科技(深圳)有限公司)	November 12, 2040
24.	A WiFi-based headphone audio data communication method and audio transmission system (一種基於WiFi的耳機音頻數據通信方法及音頻傳輸系統)	Invention patent	PRC	ZL202111218167.1	ASR Microelectronics (Shenzhen) Co., Ltd. (翱捷科技(深圳)有限公司)	October 20, 2041
25.	OFDMA processing method, apparatus, system and storage medium for uplink (上行鏈路的OFDMA處理方法、裝置、系統及存儲介質)	Invention patent	PRC	ZL202211635987.5	ASR Microelectronics (Shenzhen) Co., Ltd. (翱捷科技(深圳)有限公司)	December 20, 2042
26.	A method and system for adjusting voice wake-up threshold (一種語音喚醒閾值調整方法及系統)	Invention patent	PRC	ZL202110542300.2	ASR Microelectronics (Shenzhen) Co., Ltd. (翱捷科技(深圳)有限公司)	May 18, 2041
27.	A method and apparatus for inter-frame parallel coding rate control based on virtual frame synchronization (一種基於虛擬幀同步的幀間並行編碼碼率控制方法及裝置)	Invention patent	PRC	ZL202310884415.9	the Company	July 18, 2043
28.	A method and apparatus for bitrate control at the P-frame and/or B-frame image block level (一種P幀和/或B幀圖像塊級別的碼率控制方法及裝置)	Invention patent	PRC	ZL202310177185.2	the Company	February 26, 2043

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No.	Patent	Type of patent	Place of registration	Patent number	Owner	Expiration date
29.	A method and apparatus for bitrate control at the I-frame image block level (一種I幀圖像塊級別的碼率控制方法及裝置)	Invention patent	PRC	ZL202310168540.X	our Company	February 26, 2043
30.	A bandgap reference circuit to ensure startup (一種確保啟動的帶隙基準電路) .	Invention patent	PRC	ZL202310829324.5	our Company	July 7, 2043
31.	A method and hardware module for implementing uplink and downlink forwarding on a 5G local area network (一種實現5G局域網上下行轉發的方法和硬件模塊)	Invention patent	PRC	ZL202310801106.0	our Company	June 30, 2043
32.	A cell handover method and apparatus based on historical records (一種基於歷史記錄的小區切換方法及裝置)	Invention patent	PRC	ZL202310819856.0	our Company	July 5, 2043

Patents under Application

As of the Latest Practicable Date, we have applied for the registration of the following patents which we consider to be or may be material to our business:

No.	Patent application	Type of patent	Place of application	Application number	Applicant	Application date
1.	Continuous-time linear equalization circuit and high-speed signal interface circuit (連續時間線性均衡電路及高速信號接口電路)	Invention patent	PRC	2025109270220	our Company	July 7, 2025
2.	Method, device, medium, and chip for reporting dynamic rank adjustment indications in 5G NR systems (用於5G NR系統的動態調整秩指示上報方法、裝置、介質及芯片)	Invention patent	PRC	2025120189870	our Company	December 30, 2025
3.	Rendering methods, storage media, electronic devices and software products (渲染方法、存儲介質、電子設備及程序產品)	Invention patent	PRC	2026101523150	our Company	February 3, 2026
4.	A method and apparatus for realizing realistic wave animation based on lightweight wearable devices (基於輕量級可穿戴設備的逼真波動動畫實現方法及裝置)	Invention patent	PRC	2026102305596	our Company	February 27, 2026
5.	A method to prevent software version rollback based on flash memory (一種基於閃存存儲器的軟件版本防回滾方法) . .	Invention patent	PRC	2026102968698	our Company	March 12, 2026
6.	A unified scheduling method and apparatus for multi-scene system display of wearable devices (一種用於穿戴設備的多場景系統顯示統一調度方法及裝置)	Invention patent	PRC	2026103565783	our Company	March 23, 2026
7.	A hot-fix method for function redirection instrumentation in fixed code (一種針對固化代碼的函數重定向插樁熱修復方法)	Invention patent	PRC	2026105570644	our Company	April 24, 2026
8.	A UE Reader Reselection Mechanism for A-IoT Topology 2 (一種A-IoT拓撲2的UE Reader重選機制)	Invention patent	PRC	2026105798519	our Company	April 29, 2026
9.	A sensor algorithm and logic verification method and system based on an LVGL simulator (一種基於LVGL模擬器的傳感器算法及邏輯驗證方法及系統)	Invention patent	PRC	2026106542016	our Company	May 13, 2026

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No.	Patent application	Type of patent	Place of application	Application number	Applicant	Application date
10.	Sleep detection method and system based on multi-scale heart rate variability feature fusion (基於多尺度心率變異性特徵融合的睡眠檢測方法及系統)	Invention patent	PRC	2026107210535	our Company	May 25, 2026
11.	A method for data transfer across processor instances and a multiprocessor system (一種跨處理器實例的數據傳輸方法及多處理器系統)	Invention patent	PRC	2026108045253	our Company	June 5, 2026
12.	A RedCap terminal and its switching control method (一種RedCap終端及其切換控制方法)	Invention patent	PRC	202311213136.6	our Company	September 19, 2023
13.	A method and system for achieving rapid EPS decline (一種實現快速EPS回落的方法及系統)	Invention patent	PRC	202311733118.0	our Company	December 15, 2023
14.	A method and apparatus for cyclic sliding switching of the main interface based on LVGL (一種基於LVGL的主界面循環滑動切換方法及裝置)	Invention patent	PRC	202311789709.X	our Company	December 22, 2023
15.	A successive approximation analog-to-digital converter with mismatch calibration and its implementation method (一種帶失配校準的逐次逼近模數轉換器及其實現方法)	Invention patent	PRC	202410395869.4	our Company	April 2, 2024
16.	A partition management method and device based on the lightweight HarmonyOS system (一種基於輕量級鴻蒙系統的分區管理方法及裝置)	Invention patent	PRC	202410790477.8	our Company	June 19, 2024
17.	A method and apparatus for fast partitioning of coded blocks and prediction blocks based on texture analysis (一種基於紋理分析的快速劃分編碼塊和預測塊的方法與裝置)	Invention patent	PRC	202410843840.8	our Company	June 27, 2024
18.	A method and apparatus for enhancing MBS reception based on SDT (一種基於SDT的MBS接收增強方法及裝置)	Invention patent	PRC	202410883380.1	our Company	July 3, 2024
19.	An AC coupling circuit for compensating DC offset suitable for low-voltage applications (一種適合低壓應用的補償直流偏移的交流耦合電路)	Invention patent	PRC	202411554159.8	our Company	November 4, 2024
20.	A common-mode differential-mode operational amplifier circuit (一種共模差模運算放大器電路)	Invention patent	PRC	202411657294.5	our Company	November 19, 2024
21.	A method and apparatus for NTN cell selection based on ephemeris information (一種基於星曆信息輔助選擇NTN小區的方法及裝置)	Invention patent	PRC	202510315618.5	our Company	March 18, 2025
22.	A method and apparatus for cross-partition function calls in an embedded system (一種嵌入式系統的跨分區函數調用方法及裝置)	Invention patent	PRC	202510420537.1	our Company	April 5, 2025
23.	An Automatic Controlled Transition Time Successive Approximation Analog-to-Digital Converter Based on Pulse Width Detection (一種基於脈寬檢測的自動控制轉換時間逐次逼近型模數轉換器)	Invention patent	PRC	202510451501.X	our Company	April 11, 2025
24.	A mobile terminal and a method for rapid recovery from a restricted dwell state (一種移動終端及其從受限駐留狀態快速恢復的方法)	Invention patent	PRC	202510756615.5	our Company	June 9, 2025

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No.	Patent application	Type of patent	Place of application	Application number	Applicant	Application date
25.	A method and apparatus for estimating Bluetooth signal frequency offset based on reconstructed GFSK differential phase (一種基於重構GFSK差分相位的藍牙信號頻偏估計方法與裝置)	Invention patent	PRC	202510919829.X	our Company	July 4, 2025
26.	A mobile data access device and a method for optimizing uplink and downlink transmission (一種移動數據接入設備及其優化上下行傳輸的方法) . . .	Invention patent	PRC	202511004562.8	our Company	July 21, 2025
27.	A method and apparatus for rapidly switching BWPs (一種快速切換BWP的方法及裝置)	Invention patent	PRC	202511586967.7	our Company	November 3, 2025
28.	A method and device for resetting a watchdog timer (一種看門狗定時器的清零方法及裝置)	Invention patent	PRC	202610019733.2	our Company	January 8, 2026
29.	A Parallel Coding Rate Control Method and Apparatus Based on Virtual Subframes (一種基於虛擬子幀的並行編碼碼率控制方法及裝置)	Invention patent	PRC	202610141482.5	our Company	February 2, 2026
30.	A synchronization method and apparatus for a multi-core video encoder (一種多核視頻編碼器的同步方法及裝置)	Invention patent	PRC	202610222596.2	our Company	February 25, 2026

(c) Copyrights

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

No.	Subject	Owner	Registration number	First published date	Certification date
1.	ctest Chip and Driver Verification System V1.0 (ctest芯片及驅動驗證系統V1.0).	our Company	2018SR792618	Unpublished	October 28, 2020
2.	ctest Automated Verification System V1.0 (ctest 自動化驗證系統 V1.0) . .	our Company	2018SR794570	Unpublished	October 28, 2020
3.	ASR-functioned Machine Multimedia Framework Software V1.0 (ASR 功能機多媒體框架軟件 V1.0).	our Company	2021SR0238789	Unpublished	February 9, 2021
4.	Automated Testing Software for Mobile Terminal Chip Systems V1.0 (移動終端芯片系統自動化測試軟件 V1.0)	our Company	2023SR1079695	Unpublished	September 15, 2023
5.	Protocol Conformance and Functional Automated Evaluation System V1.0 (協議一致性及功耗自動化評估系統 V1.0)	our Company	2024SR0757815	Unpublished	June 4, 2024
6.	ASR Wireless Communication Function Automated Testing System V1.0.0 (ASR 無線通信功能自動化測試系統 V1.0.0)	our Company	2025SR0756192	Unpublished	May 9, 2025
7.	ASR Automated Test Case Generation Software V1.0 (ASR 自動化測試用例生成軟件 V1.0).	our Company	2025SR1702081	Unpublished	September 4, 2025
8.	ASR 5G Protocol Conformance Automated Testing System V1.0.0 (ASR 5G 協議一致性自動化測試系統 V1.0.0)	our Company	2025SR2451663	Unpublished	December 22, 2025

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No.	Subject	Owner	Registration number	First published date	Certification date
9.	ASR 5G End-to-End Cloud Testing Integrated Management Platform V1.0.0 (ASR 5G 端到端雲測綜控平台 V1.0.0)	our Company	2025SR2451725	Unpublished	December 22, 2025
10.	ATBT Automated Testing Client Software V1.0 (ATBT 自動化測試客戶端軟件 V1.0)	our Company	2026SR0173663	Unpublished	January 27, 2026
11.	Automated Quality Evaluation System for Mobile Device Performance Iteration V1.0 (移動設備性能迭代質量自動化評估系統 V1.0)	ASR Smart Technology Co., Ltd. (翱捷智能科技(上海)有限公司)	2019SR1368099	Unpublished	December 13, 2019
12.	Android Mobile Device Wi-Fi Quality Intelligent Diagnostic System V1.0 (Android 移動設備 Wifi 質量智能診斷系統 V1.0)	ASR Smart Technology Co., Ltd. (翱捷智能科技(上海)有限公司)	2019SR1343771	Unpublished	December 11, 2019
13.	Zhiqing PCIE Data Path System Management Software V1.0 (智擎 PCIE 數據通路系統管理軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2014SR052724	Unpublished	May 4, 2014
14.	Zhiqing K7 FPGA-Based Video Algorithm Acceleration Platform Software V1.00 (智擎基於 K7FPGA 的視頻算法加速平台軟件 V1.00)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2014SR072058	Unpublished	June 5, 2014
15.	Zhiqing FPGA SOC-Based Embedded Vision Analysis Software V1.00 (智擎基於 FPGASOC 的嵌入式視覺分析軟件 V1.00)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2014SR111207	Unpublished	August 1, 2014
16.	Zhiqing Multi-Object Motion Detection and Analysis Software V1.00 (智擎多運動目標檢測分析軟件 V1.00)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2015SR022933	Unpublished	February 3, 2015
17.	Zhiqing AD-DA Chip Automatic Dynamic Parameter Testing Software V1.0 (智擎 AD-DA 芯片自動動態參數測試軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2016SR032967	Unpublished	February 18, 2016
18.	Zhiqing FPGA Intelligent Image Storage Interface Software V1.0 (智擎 FPGA 智能圖像存儲接口軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2017SR084575	Unpublished	March 20, 2017
19.	Zhiqing Memory-Mapped Protocol-Based FPGA Reconfigurable General-Purpose Software V1.0 (智擎基於內存映射協議的 FPGA 可重構通用軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2018SR389154	Unpublished	May 28, 2018
20.	Zhiqing Convolutional Neural Network-Based Speaker Recognition Algorithm Software V1.0 (智擎基於卷積神經網絡的聲紋識別算法軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2018SR600444	Unpublished	July 31, 2018
21.	Zhiqing FPGA-Based Millimeter-Wave Radar Imaging Intelligent Algorithm Software V1.0 (智擎基於 FPGA 的毫米波雷達成像智能算法軟件 V1.0)	Zhiqing Information System (Shanghai) Co., Ltd. (智擎信息系統(上海)有限公司)	2018SR601155	Unpublished	July 31, 2018

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(d) *Domain Names*

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

No.	Domain name	Owner	Expiry date
1.	asrmicro.com	our Company	Valid indefinitely

C. SHARE INCENTIVE SCHEMES

Our Company adopted the 2023 Restricted Share Incentive Scheme and 2023 Share Appreciation Rights Incentive Scheme on November 15, 2023 to motivate employees and align their interests with the long-term development of our Group. The Shares underlying the awards granted under the 2023 Restricted Share Incentive Scheme comprise A Shares repurchased by our Company. The share appreciation rights granted under the 2023 Share Appreciation Rights Incentive Scheme are entirely cash-settled and do not involve the issue, transfer or grant of any actual Shares or options over Shares. Accordingly, neither scheme is subject to the provisions of Chapter 17 of the Listing Rules.

1. 2023 Restricted Share Incentive Scheme

The following is a summary of the principal terms of the 2023 Restricted Share Incentive Scheme.

(a) *Purpose*

The purpose of the 2023 Restricted Share Incentive Scheme is to attract and retain outstanding talents, motivate employees by aligning their interests with those of Shareholders, and support the long-term development of our Company, while protecting Shareholders’ interests and adhering to the principle of reciprocity between earnings and contributions.

(b) *Administration*

The Shareholders’ meeting approves the implementation, amendment and termination of the 2023 Restricted Share Incentive Scheme and may authorize the Board to administer and implement the scheme. The Remuneration and Appraisal Committee assists with the implementation of the 2023 Restricted Share Incentive Scheme.

(c) *Participants*

Eligible participants are key personnel and other personnel whom the Board considers require incentivization, employed or engaged by our Company or its subsidiaries. Directors, senior management, supervisors, shareholders holding 5% or more of the Shares (together with their spouses, parents and children) and the actual controller of our Company are excluded from participation.

(d) *Source and Maximum Number of Restricted Shares*

The underlying Shares under the 2023 Restricted Share Incentive Scheme are A Shares to be repurchased by our Company.

The maximum number of restricted shares proposed to be granted under the 2023 Restricted Share Incentive Scheme is 9,500,000 Shares, comprising an initial tranche of 8,075,000 restricted Shares and a reserved tranche of 1,425,000 restricted Shares.

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(e) *Validity Period*

The 2023 Restricted Share Incentive Scheme is valid from the grant date until all granted restricted Shares have vested or lapsed, subject to a maximum of 48 months.

(f) *Vesting Schedule and Restriction*

The vesting schedules for the initial tranche and the reserved tranche are as follows:

Vesting window	Percentage
<i>Initial tranche</i>	
From 12 months to 24 months after the grant date	40%
From 24 months to 36 months after the grant date	30%
From 36 months to 48 months after the grant date	30%
<i>Reserved tranche</i>	
From 12 months to 24 months after the grant date	50%
From 24 months to 36 months after the grant date	50%

Each vesting day must be a trading day within the validity period of the 2023 Restricted Share Incentive Scheme and is subject to applicable blackout periods. Prior to vesting and share registration, restricted Shares may not be transferred, pledged or used as security or applied to repay debts. Participants have no voting rights and no entitlement to dividends (whether cash or stock) in respect of unvested restricted Shares.

(g) *Grant Price*

The grant price for the restricted Shares is RMB21.50 per Share.

(h) *Performance Assessment Requirements*

The vesting of the restricted Shares is also subject to performance assessment requirements at the company level and individual level. The company-level assessment is based on revenue growth targets for the relevant fiscal years with reference to the operating revenue of our Company for 2022, and the individual-level assessment is conducted in accordance with the internal performance assessment system of our Company. Restricted Shares that fail to vest or fail to vest in full due to the assessment results shall lapse and shall not be deferred to the following year.

(i) *Adjustments*

Subject to the other terms and conditions of the 2023 Restricted Share Incentive Scheme, the number and/or grant price of restricted Shares granted may be adjusted upon the occurrence of certain events. These events include, as the case may be, (a) capitalization of capital reserves, (b) distribution of stock dividends, (c) share subdivision, (d) share consolidation, and (e) rights issue.

(j) *Outstanding Awards and Dilution*

All 9,500,000 restricted Shares under the 2023 Restricted Share Incentive Scheme had been granted to 1,176 grantees, none of whom are our Directors, senior management members or other connected persons. No further grant of restricted Shares will be made under the 2023 Restricted Share Incentive Scheme on or after the [REDACTED], and the restricted Shares already granted will continue to be valid, lapsed or vested in accordance with their terms.

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As of the Latest Practicable Date, 2,976,688 restricted Shares remained outstanding, representing [REDACTED]% of the total issued Shares immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company or treasury shares from the Latest Practicable Date to the [REDACTED]). As all outstanding restricted Shares will be satisfied using A Shares repurchased by our Company, there would be no dilution of the Shareholders’ shareholdings or impact on our earnings per Share following completion of the [REDACTED] as a result of the 2023 Restricted Share Incentive Scheme.

2. 2023 Share Appreciation Rights Incentive Scheme

The following is a summary of the principal terms of the 2023 Share Appreciation Rights Incentive Scheme.

(a) Purpose

The purpose of the 2023 Share Appreciation Rights Incentive Scheme is to retain and motivate Directors and senior management, align their interests with those of Shareholders and support the long-term development of our Company.

(b) Administration

The Shareholders’ meeting approves the implementation, amendment and termination of the 2023 Share Appreciation Rights Incentive Scheme and may authorize the Board to administer and implement the scheme. The Remuneration and Appraisal Committee assists with the implementation of the 2023 Share Appreciation Rights Incentive Scheme.

(c) Participants

Eligible participants are Directors and senior management of our Company (excluding independent Directors and supervisors) who are employed or engaged by our Company or its subsidiaries.

(d) Source of Shares, Nature of Participants’ Interest and Maximum Number of Share Appreciation Rights

The share appreciation rights are notionally linked to the market price of A Shares solely for the purpose of calculating the appreciation amount payable. No actual Shares are issued, transferred or granted. A Shares are used only as a virtual reference asset. On exercise, each right entitles the holder to receive a cash payment equal to the closing price of our Company’s A Shares on the exercisable day (the settlement price) minus the exercise price per right. The rights may not be transferred, pledged or used as security or applied to repay debts. Participants have no voting rights and no entitlement to dividends in respect of the rights.

The maximum number of share appreciation rights to be granted under the 2023 Share Appreciation Rights Incentive Scheme is 397,500.

(e) Validity Period

The 2023 Share Appreciation Rights Incentive Scheme is valid from the grant date until all rights are exercised or lapse, subject to a maximum of 48 months.

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(f) Exercise Schedule

The exercise schedules for the share appreciation rights are as follows:

Exercise window	Percentage
From 12 months to 24 months after the grant date	40%
From 24 months to 36 months after the grant date	30%
From 36 months to 48 months after the grant date	30%

Each exercisable day is determined by the Board and must be a trading day within the validity period of the 2023 Share Appreciation Rights Incentive Scheme.

(g) Exercise Price

The exercise price is RMB36.50 per share appreciation right.

(h) Performance Assessment Requirements

The exercise of the share appreciation rights is also subject to performance assessment requirements at the company level and individual level. The company-level assessment is based on revenue growth targets for the relevant fiscal years with reference to the operating revenue of our Company for 2022, and the individual-level assessment is conducted in accordance with the internal performance assessment system of our Company. Share appreciation rights that fail to be exercised or fail to be exercised in full due to assessment results shall lapse and shall not be deferred to the following year.

(i) Adjustments

Subject to the other terms and conditions of the 2023 Share Appreciation Rights Incentive Scheme, the number and/or exercise price of the share appreciation rights granted may be adjusted upon the occurrence of certain events. These events include, as the case may be, (a) capitalization of capital reserves, (b) distribution of stock dividends, (c) share subdivision, (d) share consolidation, and (e) rights issue.

(j) Outstanding Awards and Dilution

All 397,500 share appreciation rights under the 2023 Share Appreciation Rights Incentive Scheme had been granted to five grantees, comprising (i) 114,000 share appreciation rights granted to Mr. TAI, (ii) 114,000 share appreciation rights granted to Mr. ZHOU Xuan, (iii) 52,000 share appreciation rights granted to Ms. HAN Min, (iv) 82,500 share appreciation rights granted to Mr. ZHAO Xikai and (v) 35,000 share appreciation rights granted to Mr. YANG Xinhua. No further grant of share appreciation rights will be made under the 2023 Share Appreciation Rights Incentive Scheme on or after the [REDACTED], and the share appreciation rights already granted will continue to be valid, lapsed or exercised in accordance with their terms.

As the share appreciation rights granted under the 2023 Share Appreciation Rights Incentive Scheme are notionally linked to the market price of the A Shares solely for the purpose of calculating the relevant appreciation amount and do not involve the issuance or grant of any actual Shares, the scheme will not result in any dilution of the Shareholders' shareholdings or have any dilutive effect on earnings per Share following completion of the [REDACTED].

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D. FURTHER INFORMATION ABOUT OUR DIRECTORS, CHIEF EXECUTIVE AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interest

(a) Disclosure of Interests of Directors and Chief Executive

Save as disclosed in “Substantial Shareholders” and below, immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company or treasury shares from the Latest Practicable Date to the [REDACTED]), none of our Directors or chief executive has any interest in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

Interests in Our Associated Corporation

Name	Position	Name of associated corporation	Nature of interests	% of shareholding
Mr. TAI ⁽¹⁾	Chairperson of the Board, executive Director and chief strategy officer	ASR Innovation	Interested in a controlled corporation	19.29%

Note:

- (1) As of the Latest Practicable Date, ASR Innovation (Shanghai) Limited (翱捷創芯科技(上海)有限公司)(“ASR Innovation”) was 14.25% owned by Ningbo Xuanyu Dixin Enterprise Management Partnership (Limited Partnership)(寧波翺宇迪芯企業管理合夥企業(有限合夥))(“Xuanyu Dixin”), and 5.04% owned by Ningbo Xuanyu Shenxin Enterprise Management Partnership (Limited Partnership)(寧波翺宇申芯企業管理合夥企業(有限合夥))(“Xuanyu Shenxin”). Xuanyu Dixin and Xuanyu Shenxin are employee incentive platforms of our Group. Ningbo Jieyu Ruixin, which is wholly owned by Mr. TAI, is the general partner of, and controlled, each of Xuanyu Dixin and Xuanyu Shenxin. Therefore, Mr. TAI is deemed to be interested in the shares held by Xuanyu Dixin and Xuanyu Shenxin in ASR Innovation under the SFO.

(b) Disclosure of Interests of Substantial Shareholders

Save for Xuanyu Dixin, which held a 14.25% equity interest in ASR Innovation (a non-wholly owned subsidiary of our Company), and except as disclosed in “Substantial Shareholders,” our Directors are not aware of any other person (other than a Director or the chief executive of our Company) who, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company from the Latest Practicable Date to the [REDACTED]), will have an interest or short position in the Shares or underlying Shares that would be required to be disclosed to our Company and the Stock Exchange under Divisions 2 and 3 of Part XV of the SFO, or will be, directly or indirectly, interested in 10% or more of the voting power at any general meeting of any member of our Group.

2. Directors’ Service Contracts and Letters of Appointment

Pursuant to Rules 19A.54 and 19A.55 of the Listing Rules, our Company [has entered into] a service agreement with each of the Directors which contains provisions in relation to, among other things, compliance of relevant laws and regulations, observations of Articles of Association and provisions on arbitration.

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The principal particulars of these service agreements are: (a) each of the agreements is for a term of three years following the effective date of his/her appointment; (b) each of the agreements is subject to termination in accordance with their respective terms.

Save as disclosed above, our Directors have not entered into or propose to enter into any service contracts 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)).

3. Directors’ Remuneration

For details of the Directors’ remuneration, see “Directors and Senior Management — Remuneration of Our Directors, Senior Management and Employees” and Note 41 to the Accountant’s Report as set out in Appendix I to this document.

There was no arrangement under which any Director has waived or agreed to waive any emolument during the Track Record Period.

4. Disclaimers

Save as disclosed in this document:

- (i) there is no existing or proposed service contract (excluding any contract expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between our Directors and any member of our Group;
- (ii) none of our Directors or the experts named in “— E. Other Information — 8. Qualifications and Consents of Experts” in this Appendix 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 our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (iii) save in connection with the [REDACTED], none of our Directors nor any of the experts named in “— E. Other Information — 8. Qualifications and Consents of Experts” in this Appendix is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group as a whole; and
- (iv) none of our Directors or their respective close associates or any Shareholders of our Company (who to the knowledge of our Directors owns more than 5% of the number of our issued shares) has any interest in our five largest suppliers or our five largest customers.

E. OTHER INFORMATION

1. Estate Duty

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

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2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration, administrative proceedings or claims of material importance, and, so far as we are aware, no litigation, arbitration, administrative proceedings or claims of material importance are pending or threatened against any member of our Group.

3. Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. Each of the Joint Sponsors will receive a fee of US\$350,000 to act as sponsor to our Company in connection with the [REDACTED]. All necessary arrangements have been made for the H Shares to be admitted into [REDACTED].

4. Compliance Advisor

Our Company has appointed Rainbow Capital (HK) Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary Expenses

As of the Latest Practicable Date, our Company did not incur any material preliminary expenses in relation to the incorporation of our Company.

6. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since June 30, 2026 (being the date to which the latest historical financial information of our Group set out in the Accountant’s Report was prepared).

7. Promoter

The promoters of our Company were the 46 Shareholders as of August 17, 2020, being the date on which our Company was converted into a joint stock company with limited liability.

Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

8. Qualifications and Consents of Experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this document:

Name	Qualification
Morgan Stanley Asia Limited	A licensed corporation under the SFO for Type 1 (dealing in securities), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined under the SFO

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Name	Qualification
Haitong International Capital Limited.	A licensed corporation under the SFO for Type 6 (advising on corporate finance) regulated activities as defined under the SFO
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Cap. 50 of the Laws of Hong Kong)
	Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Cap. 588 of the Laws of Hong Kong)
Merits & Tree Law Offices.	Legal advisor to our Company as to PRC law
Frost & Sullivan	Industry consultant
Hogan Lovells Cadwalader International LLP	Legal advisor to our Company as to U.S. outbound investment rules, U.S. export control and international sanctions laws

Each of the experts named above has given and has not withdrawn its consent to the issue of this document with the inclusion of its report, letter, summary of valuations, valuation certificates and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

Save in connection with the [REDACTED], none of the experts named above: (i) is interested legally or beneficially in any of our Shares or any shares in any of our subsidiaries; or (ii) has any right (whether legally enforceable or not) to [REDACTED] for or to nominate persons to [REDACTED] for securities in any member of our Group.

9. Binding Effect

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

10. 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). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.

11. Miscellaneous

Save as disclosed in “History and Corporate Structure” and in connection with the [REDACTED]

- (i) within the two years immediately preceding the date of this document,

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- (a) no share or loan capital of our Company or any of our subsidiaries has been issued nor agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
 - (b) no commissions, discounts, brokerage fee 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 our subsidiaries; and
 - (c) no commission has been paid or is payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure the subscriptions of any share in our Company or any of our subsidiaries.
- (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;
- (iii) we have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (iv) there are no arrangements under which future dividends are waived or agreed to be waived;
- (v) there have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (vi) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (vii) no part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought; and
- (viii) our Company has no outstanding convertible debt securities or debentures.