

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our predecessor company was established in the PRC with an initial registered capital of RMB500,000. On July 19, 2013, our Company was converted to a joint stock company with limited liability under the PRC Company Law. The registered office and headquarters of our Company in the PRC is No.3 Guangtong Street, Zhangjiawan, Tongzhou District, Beijing. Accordingly, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. For details of the relevant PRC laws and regulatory provisions and a summary of our Articles of Association, see Appendices IV and V to this document, respectively.

Our registered place of business in Hong Kong is at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong. We were registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance on April 26, 2022. Ms. YUEN Wing Yan, Winnie, one of our joint company secretaries, has been appointed as our authorized representatives for the acceptance of service of process and notices in Hong Kong. Her address for acceptance of service of process is 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong.

2. Changes in the Share Capital of Our Company

As of the date of incorporation of our predecessor company, Beijing Luzhu Biotechnology Limited Liability Company (北京綠竹生物技術有限責任公司) on November 9, 2001, our registered capital was RMB500,000, which was fully paid up by Ms. ZHANG and two Independent Third Parties. On July 19, 2013, our Company was converted to a joint stock company with limited liability. Our total issued share capital was RMB55,000,000 divided into 55,000,000 Shares with a nominal value of RMB1.00 each.

The following alterations in the total issued share capital of our Company have taken place within the two years immediately preceding the date of this document:

- (a) pursuant to an investment cooperation agreement dated February 2, 2021 entered into by our Company and Hengqin Luzhu LP, our employee incentive platform, Hengqin Luzhu LP subscribed for the increased share capital of our Company of RMB12,307,500 at par value of RMB1.00 per Share. As a result of such subscription, the total issued share capital of our Company increased from RMB127,692,500 to RMB140,000,000, and such increase in share capital was registered with Beijing Tongzhou Market Supervision and Management Bureau (北京市通州區市場監督管理局) on February 25, 2021;
- (b) pursuant to an investment agreement dated August 30, 2021 entered into by our Company with, among others, (i) CCB International Capital Management (Tianjin) Ltd. (建銀國際資本管理(天津)有限公司); (ii) Jinjiang Zhenrui Equity Investment Partnership (Limited Partnership) (晉江禎睿股權投資合夥企業(有限合夥)); (iii) Zhuhai Livzon Pharmaceutical Equity Investment Management Co., Ltd. (珠海市麗珠醫藥股權投資管理有限公司) (iv) Hangzhou Taikun Equity Investment Fund Partnership (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)); (v) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)) (“**Hengji Rongyu**”) and (vi) Beijing Xinchuang Technology Phase I Venture Capital Center (Limited

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Partnership) (北京芯創科技一期創業投資中心(有限合夥)) (the “**Series B Investors**”), the Series B Investors subscribed for the increased share capital of our Company of RMB27,216,175 at a consideration of RMB350.0 million. As a result of such subscription, the total issued share capital of our Company increased from RMB140,000,000 to RMB167,216,175, and such increase in share capital was registered with Beijing Tongzhou Market Supervision and Management Bureau on October 28, 2021;

- (c) pursuant to an investment agreement dated December 31, 2021 entered into by our Company with, among others, (i) Hainan Zhaoan Private Equity Fund Management Partnership (Limited Partnership) (海南兆安私募基金管理合夥企業(有限合夥)); (ii) Hengji Rongyu; (iii) Gongqingcheng Zhenrui Equity Investment Partnership (Limited Partnership) (共青城臻銳股權投資合夥企業(有限合夥)); (iv) Jinjiang Xuanhong No.1 Equity Investment Partnership (Limited Partnership) (晉江軒弘壹號股權投資合夥企業(有限合夥)); and (v) Shaanxi Jinou Investment Fund Partnership (Limited Partnership) (陝西金甌投資基金合夥企業(有限合夥)) (the “**Series B+ Investors**”), the Series B+ Investors subscribed for the increased share capital of our Company of RMB6,674,082 at a consideration of RMB120.0 million. As a result of such subscription, the total issued share capital of our Company increased from RMB167,216,175 to RMB173,890,257 and such increase in share capital was registered with Beijing Tongzhou Market Supervision and Management Bureau on January 28, 2022;
- (d) on May 13, 2022, we resolved to allot and issue to Mr. KONG, Ms. ZHANG and Ms. JIANG, a total of 8,604,513 Shares at par value. As a result, the total issued share capital of our Company increased from RMB173,890,257 to RMB182,584,770, and such increase in share capital was registered with Beijing Tongzhou Market Supervision and Management Bureau on May 25, 2022; and
- (e) pursuant to an investment agreement dated June 16, 2022 entered into by our Company with, among others, (i) Tianjin Huapu Biopharmaceutical Technology Partnership (Limited Partnership) (天津華普生物醫藥科技合夥企業(有限合夥)); (ii) Beijing Xinyin Xinghong Equity Investment Partnership (Limited Partnership) (北京信銀興弘股權投資合夥企業(有限合夥)); (iii) Zibo Runxin Xinchuang Investment Partnership (Limited Partnership) (淄博潤信芯創投資合夥企業(有限合夥)); (iv) Zibo Runwen Kangju Equity Investment Partnership (Limited Partnership) (淄博潤文康聚股權投資合夥企業(有限合夥)); (v) Beijing Yizhuang II; and (vi) Hengji Rongyu (collectively as the “**Series C Investors**”), the Series C Investors subscribed for the increased share capital of our Company of RMB9,478,262 at a consideration of RMB218.0 million. As a result of such subscription, the total issued share capital of our Company increased from RMB182,584,770 to RMB192,063,032 and such increase in share capital was registered with Beijing Tongzhou Market Supervision and Management Bureau on June 17, 2022.

Assuming the [REDACTED] is not exercised, upon completion of the [REDACTED], our share capital will be increased to RMB[REDACTED], made up of [REDACTED] Domestic Shares and [REDACTED] H Shares fully paid up or credited as fully paid up, representing approximately [REDACTED]% and [REDACTED]% of our share capital, respectively. For more details, see “History, Development and Corporate Structure — Our corporate developments” in this document.

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

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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 36 to the Accountants’ Report as set out in Appendix I to this document.

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

In April 2022, the registered capital of Zhuhai Luzhu, our wholly-owned subsidiary, was increased from RMB100.0 million to RMB200.0 million.

4. Resolutions of Shareholders of our Company

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on June 18, 2022, it was resolved, among others:

- (a) our H Shares to be [REDACTED] on the Stock Exchange be issued; and
- (b) authorizing our Board to handle all relevant matters relating to, among other things, the implementation of issuance of H Shares and the [REDACTED].

Pursuant to the resolutions passed at a duly convened general meeting of our Shareholders on April 10, 2023, the Articles of Association was approved and adopted and shall become effective upon the [REDACTED].

5. Restrictions on Repurchase

See Appendices IV and V to this document for details.

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B. FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY

1. Summary of Material Contracts

The following contracts (not being contract entered into in the ordinary course of business) were entered into by our Company within the two years preceding the date of this document and are or may be material:

- (a) an investment agreement (投資協議) dated August 30, 2021 entered into among (i) CCB International Capital Management (Tianjin) Ltd. (建銀國際資本管理(天津)有限公司); (ii) Jinjiang Zhenrui Equity Investment Partnership (Limited Partnership) (晉江禎睿股權投資合夥企業(有限合夥)); (iii) Zhuhai Livzon Pharmaceutical Equity Investment Management Co., Ltd. (珠海市麗珠醫藥股權投資管理有限公司); (iv) Hangzhou Taikun Equity Investment Fund Partnership (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)); (v) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (vi) Beijing Xinchuang Technology Phase I Venture Capital Center (Limited Partnership) (北京芯創科技一期創業投資中心(有限合夥)) (collectively, the “**Series B Investors**”); (vii) Beijing Yizhuang Biological Medicine Investment Center (Limited Partnership) (北京亦莊生物醫藥併購投資中心(有限合夥)); (viii) Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司); (ix) Beijing Yizhuang II Biological Medical Industry Investment Fund (Limited Partnership) (北京亦莊二期生物醫藥產業投資基金(有限合夥)); (x) KONG Jian (孔健); (xi) ZHANG Yanping (張琰平); (xii) Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司); (xiii) Zhuhai Hengqin Luzhu Enterprise Management Partnership (Limited Partnership) (珠海橫琴綠竹企業管理合夥企業(有限合夥)); (xiv) JIANG Xianmin (蔣先敏); (xv) KONG Xi (孔茜); (xvi) ZHOU Peng (周朋); (xvii) HUANG Ying (黃穎); (xviii) ZHONG Siyu (鍾思雨); and (xix) CHEN Qingyun (陳清雲), pursuant to which the Series B Investors agreed to subscribe for registered capital of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司) in the amount of RMB27,216,175 (which correspond with 27,216,175 shares of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司)) at a total consideration of RMB350,000,000;
- (b) an investment agreement (投資協議) dated December 31, 2021 entered into among (i) Hainan Zhaoan Private Equity Fund Management Partnership (Limited Partnership) (海南兆安私募基金管理合夥企業(有限合夥)); (ii) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (iii) Gongqingcheng Zhenrui Equity Investment Partnership (Limited Partnership) (共青城臻銳股權投資合夥企業(有限合夥)); (iv) Jinjiang Xuanhong No.1 Equity Investment Partnership (Limited Partnership) (晉江軒弘壹號股權投資合夥企業(有限合夥)); (v) Shaanxi Jinou Investment Fund Partnership (Limited Partnership) (陝西金甌投資基金合夥企業(有限合夥)) (collectively, the “**Series B+ Investors**”); (vi) CCB International Capital Management (Tianjin) Ltd. (建銀國際資本管理(天津)有限公司); (vii) Jinjiang Zhenrui Equity Investment Partnership (Limited Partnership) (晉江禎睿股權投資合夥企業(有限合夥)); (viii) Zhuhai Livzon Pharmaceutical Equity Investment Management Co., Ltd. (珠海市麗珠醫藥股權投資管理有限公司); (ix) Hangzhou Taikun Equity Investment Fund Partnership (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)); (x) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (xi)

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- Beijing Xinchuang Technology Phase I Venture Capital Center (Limited Partnership) (北京芯創科技一期創業投資中心(有限合夥)); (xii) Beijing Yizhuang Biological Medicine Investment Center (Limited Partnership) (北京亦莊生物醫藥併購投資中心(有限合夥)); (xiii) Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司); (xiv) Beijing Yizhuang II Biological Medical Industry Investment Fund (Limited Partnership) (北京亦莊二期生物醫藥產業投資基金(有限合夥)); (xv) KONG Jian (孔健); (xvi) ZHANG Yanping (張琰平); (xvii) Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司); (xviii) Zhuhai Hengqin Luzhu Enterprise Management Partnership (Limited Partnership) (珠海橫琴綠竹企業管理合夥企業(有限合夥)); (xix) JIANG Xianmin (蔣先敏); (xx) KONG Xi (孔茜); (xxi) ZHOU Peng (周朋); (xxii) ZHONG Siyu (鍾思雨); and (xxiii) CHEN Qingyun (陳清雲), pursuant to which the Series B+ Investors agreed to subscribe for registered capital of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司) in the amount of RMB6,674,082 (which correspond with 6,674,082 shares of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司)) at a total consideration of RMB120,000,000;
- (c) an investment agreement (投資協議) dated June 16, 2022 entered into among (i) Tianjin Huapu Biopharmaceutical Technology Partnership (Limited Partnership) (天津華普生物醫藥科技合夥企業(有限合夥)); (ii) Beijing Yizhuang II Biological Medical Industry Investment Fund (Limited Partnership) (北京亦莊二期生物醫藥產業投資基金(有限合夥)); (iii) Beijing Xinyin Xinghong Equity Investment Partnership (Limited Partnership) (北京信銀興弘股權投資合夥企業(有限合夥)); (iv) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (v) Zibo Runxin Xinchuang Investment Partnership (Limited Partnership) (淄博潤信芯創投資合夥企業(有限合夥)); (vi) Zibo Runwen Kangju Equity Investment Partnership (Limited Partnership) (淄博潤文康聚股權投資合夥企業(有限合夥)) (collectively, the “**Series C Investors**”); (vii) Hainan Zhaoan Private Equity Fund Management Partnership (Limited Partnership) (海南兆安私募基金管理合夥企業(有限合夥)); (viii) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (ix) Gongqingcheng Zhenrui Equity Investment Partnership (Limited Partnership) (共青城臻銳股權投資合夥企業(有限合夥)); (x) Jinjiang Xuanhong No.1 Equity Investment Partnership (Limited Partnership) (晉江軒弘壹號股權投資合夥企業(有限合夥)); (xi) Shaanxi Jinou Investment Fund Partnership (Limited Partnership) (陝西金甌投資基金合夥企業(有限合夥)); (xii) CCB International Capital Management (Tianjin) Ltd. (建銀國際資本管理(天津)有限公司); (xiii) Jinjiang Zhenrui Equity Investment Partnership (Limited Partnership) (晉江禎睿股權投資合夥企業(有限合夥)); (xiv) Zhuhai Livzon Pharmaceutical Equity Investment Management Co., Ltd. (珠海市麗珠醫藥股權投資管理有限公司); (xv) Hangzhou Taikun Equity Investment Fund Partnership (Limited Partnership) (杭州泰鯤股權投資基金合夥企業(有限合夥)); (xvi) Haikou Hengji Rongyu Investment Center (Limited Partnership) (海口恒基榮域投資中心(有限合夥)); (xvii) Beijing Xinchuang Technology Phase I Venture Capital Center (Limited Partnership) (北京芯創科技一期創業投資中心(有限合夥)); (xviii) Beijing Yizhuang II Biological Medical Industry Investment Fund (Limited Partnership) (北京亦莊二期生物醫藥產業投資基金(有限合夥)); (xix) Beijing Yizhuang Biological Medicine Investment Center (Limited Partnership) (北京亦莊生物醫藥併購投資中心(有限合夥)); (xx) Beijing Science Sun Pharmaceutical Co., Ltd. (北京賽升藥業股份有限公司); (xxi) KONG Jian (孔健); (xxii) ZHANG Yanping (張琰平); (xxiii) Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司); (xxiv) Zhuhai Hengqin Luzhu Enterprise Management Partnership (Limited Partnership) (珠海橫琴綠竹企業管理合夥企業(有限合夥)); (xxv) JIANG Xianmin (蔣先敏); (xxvi) KONG Xi

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- (孔茜); (xxvii) ZHOU Peng (周朋); (xxviii) ZHONG Siyu (鍾思雨); and (xxix) CHEN Qingyun (陳清雲), pursuant to which the Series C Investors agreed to subscribe for registered capital of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司) in the amount of RMB9,478,262 (which correspond with 9,478,262 shares of Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司)) at a total consideration of RMB218,000,000;
- (d) a non-competition undertaking dated March 30, 2023 entered into among KONG Jian (孔健), ZHANG Yanping (張琰平), Zhuhai Hengqin Luzhu Enterprise Management Partnership (Limited Partnership) (珠海橫琴綠竹企業管理合夥企業(有限合夥)) and Beijing Luzhu Biotechnology Co., Ltd. (北京綠竹生物技術股份有限公司) (for itself and on behalf of its subsidiaries from time to time), details of which are set out in “Relationship with Controlling Shareholders — Non-Competition Undertaking” in this document; and
- (e) the [REDACTED].

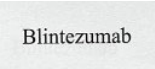
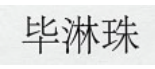

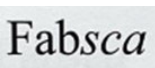





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2. Our Material Intellectual Property Rights

(a) 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	Registration Number	Registrant	Class	Place of registration	Expiry date
1		38211621	Luzhu Biotechnology	5	PRC	February 27, 2030
2		38209032	Luzhu Biotechnology	5	PRC	January 13, 2030
3		38202087	Luzhu Biotechnology	42	PRC	February 27, 2030
4		38205838	Luzhu Biotechnology	42	PRC	February 27, 2030
5		59101383	Luzhu Biotechnology	5	PRC	March 27, 2032
6		59072989	Luzhu Biotechnology	35	PRC	March 27, 2032
7		59090541	Luzhu Biotechnology	5	PRC	February 20, 2032
8		59090566	Luzhu Biotechnology	35	PRC	February 20, 2032
9		305828121	Luzhu Biotechnology	5, 42	Hong Kong	December 9, 2031

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

No.	Trademark	Application Number	Applicant	Class	Place of application	Date of application
1	 绿竹生物 LUZHU BIOTECH	59093789	Luzhu Biotechnology	5	PRC	September 8, 2021
2	 绿竹生物 LUZHU BIOTECH	59081922	Luzhu Biotechnology	35	PRC	September 8, 2021
3	ForgEvax	59075461	Luzhu Biotechnology	5	PRC	September 8, 2021
4	ForgEvax	59088974	Luzhu Biotechnology	35	PRC	September 8, 2021
5	QuagEvax	59093763	Luzhu Biotechnology	5	PRC	September 8, 2021
6	QuagEvax	59090579	Luzhu Biotechnology	35	PRC	September 8, 2021
7	TetragEvax	59078653	Luzhu Biotechnology	5	PRC	September 8, 2021
8	TetragEvax	59101682	Luzhu Biotechnology	35	PRC	September 8, 2021
9	Zostervax	59089892	Luzhu Biotechnology	5	PRC	September 8, 2021
10	Zostervax	59072970	Luzhu Biotechnology	35	PRC	September 8, 2021
11.	维可兴	68999108	Luzhu Biotechnology	5	PRC	December 26, 2022
12.	维可兴	68997753	Luzhu Biotechnology	35	PRC	December 26, 2022
13.	维可兴	68999962	Luzhu Biotechnology	42	PRC	December 26, 2022

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<u>No.</u>	<u>Trademark</u>	<u>Application Number</u>	<u>Applicant</u>	<u>Class</u>	<u>Place of application</u>	<u>Date of application</u>
14.	唯可幸	68995220	Luzhu Biotechnology	5	PRC	December 26, 2022
15.	唯可幸	69002104	Luzhu Biotechnology	35	PRC	December 26, 2022
16.	唯可幸	68997774	Luzhu Biotechnology	42	PRC	December 26, 2022
17.	威必信	68994824	Luzhu Biotechnology	5	PRC	December 26, 2022
18.	威必信	68995239	Luzhu Biotechnology	35	PRC	December 26, 2022
19.	威必信	68994067	Luzhu Biotechnology	42	PRC	December 26, 2022
20.	新格康	69002978	Luzhu Biotechnology	5	PRC	December 26, 2022
21.	新格康	68994025	Luzhu Biotechnology	35	PRC	December 26, 2022
22.	新格康	68991232	Luzhu Biotechnology	42	PRC	December 26, 2022

(b) Patents

For a discussion of the details of the material patents and material patent applications by our Company, see “Business — Intellectual Property Rights” in this document.

(c) Domain Names

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

<u>No.</u>	<u>Owner</u>	<u>Domain Name</u>	<u>Date of registration</u>	<u>Expiry Date</u>
1.	Luzhu Biotechnology	luzhubiotech.com	June 10, 2010	June 10, 2026

Save as disclosed above, as of the Latest Practicable Date, there were no other trade or service marks, patents, copyrights, intellectual or industrial property rights which were material in relation to our business.

3. Employee Incentive Scheme

The following is a summary of the principal terms of the employee incentive scheme (“**Employee Incentive Scheme**”) approved and adopted by our Company on December 15, 2021 for the purpose of attracting and retaining talents for our Group. Under the Employee Incentive Scheme, eligible participants are granted interests in Hengqin Luzhu LP (“**Restricted Shares**”), our employee incentive platform. As of the Latest Practicable Date, Hengqin Luzhu LP held approximately 6.41% of our total issued Shares. The Employee Incentive Scheme does not involve the grant of options by our Company to subscribe for new Shares.

(a) Purpose

The purpose of the Employee Incentive Scheme is to attract and retain talents for our Group. The Employee Incentive Scheme fosters shared interests between shareholders of our Company and our management team, thereby furthering our Company’s focus on long-term development.

(b) Eligible participants

Persons eligible to participate in the Employee Incentive Scheme are the employees and consultants of our Group, and any other person whom the scheme administrator considers appropriate.

(c) Term

Subject to any early termination due to, among others, the liquidation or cessation of business of the Company, the Employee Incentive Scheme shall be valid and effective for five years commencing on the adoption date of the scheme.

(d) Scheme administration

Mr. KONG has been authorized by the Board to act as the scheme administrator, and has the authority to, among others, determine the eligible participants of the scheme, the number of Restricted Shares to be granted, the grant price, when the Restricted Shares granted may vest, and the repurchase of Restricted Shares from grantees. Mr. KONG shall abstain from deciding on matters that he has conflict of interest in, and such matters shall be decided by the Board instead.

(e) Vesting of Restricted Shares

The vesting of the Restricted Shares granted is conditional upon the completion of a qualified [REDACTED] and the expiry of the lock-up period as required by the CSRC (where applicable). In the event that the corresponding employment contract or consultancy agreement of the grantee is terminated (otherwise than due to fault of the grantee) prior to the vesting of the Restricted Shares, such Restricted Shares shall be unconditionally repurchased by persons or entities designated by the scheme administrator at the original grant price (if already paid by the grantee), or nil consideration.

(f) Realization of economic benefits attached to the Restricted Shares

Grantees may realize the economic benefits attached to the Restricted Shares by making an application with the general partner of Hengqin Luzhu LP, who shall then sell the underlying Shares held by Hengqin Luzhu LP in the open market and distribute the sale proceeds to the relevant grantees after deducting relevant expenses and taxes. The corresponding Restricted Shares shall then be transferred to the general partner of Hengqin Luzhu LP, or be canceled by way of capital reduction.

(g) No repurchase of Restricted Shares by our Group

No members of the Group are required to repurchase any Restricted Shares under the scheme.

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C. FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of Interests

(a) *Disclosure of Interests of Directors and Supervisors in the share capital of our Company and its associated corporations following completion of the [REDACTED]*

Immediately following the completion of the [REDACTED] and assuming no exercise of the [REDACTED], the interests and/or short positions (as applicable) of our Directors, Supervisors and chief executive of our Company in the shares, underlying shares or debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) which (a) will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or (b) will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules to be notified to our Company and the Stock Exchange once our H Shares are [REDACTED], will be as follows:

(i) *Interests in our Company*

Name of Shareholder	Nature of interest	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] (assuming no exercise of the [REDACTED])			
		Number of Domestic Shares ⁽¹⁾	Approximate percentage of shareholding in the total issued share capital of our Company	Number of Shares ⁽¹⁾	Description of Shares ⁽⁶⁾	Approximate percentage of shareholding in our Domestic Shares / H Shares (as appropriate) ⁽⁶⁾	Approximate percentage of shareholding in the total issued share capital of our Company
Mr. KONG	Beneficial interest	58,294,513	30.35%	[REDACTED]	Domestic Shares	[REDACTED]%	[REDACTED]%
	Interest of spouse ⁽²⁾	20,200,000	10.52%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
	Interest in controlled corporation ⁽³⁾	12,307,500	6.41%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Ms. ZHANG	Beneficial interest	20,200,000	10.52%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
	Interest of spouse ⁽²⁾	58,294,513	30.35%	[REDACTED]	Domestic Shares	[REDACTED]%	[REDACTED]%
	Interest of spouse ⁽²⁾	12,307,500	6.41%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Ms. JIANG	Beneficial interest	4,000,000	2.08%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Mr. MA Biao (馬驪)	Interest in controlled corporation ⁽⁴⁾	51,721,196	26.93%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Ms. KONG Xi (孔茜)	Beneficial interest	550,000	0.29%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%
Ms. PENG Ling (彭玲)	Interest in controlled corporation ⁽⁵⁾	12,307,500	6.41%	[REDACTED]	H Shares	[REDACTED]%	[REDACTED]%

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Notes:

- (1) All interests stated are long positions.
- (2) Mr. KONG and Ms. ZHANG are the spouse of each other. Accordingly, they are deemed to be interested in the same number of Shares that the other person is interested in for the purpose of the SFO.
- (3) These Shares are held by Hengqin Luzhu LP. As of the Latest Practicable Date, Mr. KONG was the sole general partner of Hengqin Luzhu LP. Therefore, Mr. KONG is deemed to be interested in the Shares held by Hengqin Luzhu LP under the SFO. For details, see “Substantial Shareholders” in this document.
- (4) These Shares are held by Beijing Yizhuang, Beijing Yizhuang II and Beijing Science Sun, in which Mr. MA Biao is deemed to be interested under the SFO. For details, see “Substantial Shareholders” in this document.
- (5) These Shares are held by Hengqin Luzhu LP in which Ms. PENG Ling (彭玲) is deemed to be interested in under the SFO. As of the Latest Practicable Date, Hengqin Luzhu LP was owned as to 40.67% by Beijing Luzhu Kangrui, and Ms. PENG Ling (彭玲) was the general partner of Beijing Luzhu Kangrui. For details, see “Substantial Shareholders” in this document.
- (6) For the avoidance of doubt, both Domestic Shares and H Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares.

(ii) Interests in associated corporations of our Company

To the best knowledge of the Directors, none of our Directors, Supervisors or chief executive of our Company has interests or short positions in the shares, underlying shares or debentures of the associated corporations of our Company.

(b) Disclosure of Interests of Substantial Shareholders

Same as disclosed in “Substantial Shareholders” in this document, immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, our Directors are not aware of any person (not being a Director or chief executive of our Company) who will have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of our Company or any other members of our Group.

2. Particulars of Directors’ and Supervisors’ Service Contracts

Pursuant to Rules 19A.54 and 19A.55 of the Listing Rules, we [have] entered into a contract with each of our Directors and Supervisors in respect of, among other things, (i) compliance with relevant laws of regulations, (ii) observance of the Articles of Association, and (iii) provisions on arbitration.

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

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3. Remuneration of Directors and Supervisors

The aggregate amount of remuneration paid or payable to our Directors and Supervisors (including salaries, remuneration, pension, discretionary bonus, share-based payments and other welfares) for the two years ended December 31, 2021 and 2022 were approximately RMB47.6 million and RMB85.3 million, respectively.

It is estimated that, under the arrangements currently in force, the aggregate amount of remuneration payable to our Directors and Supervisors for the year ending December 31, 2023 will be approximately RMB51.8 million (excluding any discretionary bonus but including historical share-based payment expenses).

The aggregate amount of remuneration which were paid or payable by our Group to our five highest paid individuals for the two years ended December 31, 2021 and 2022 were approximately RMB67.1 million and RMB87.6 million, respectively.

During the Track Record Period, no fees were paid by our Group to any of our Directors, Supervisors or the five highest paid individuals as an inducement to join us or as compensation for loss of office, and there has been no arrangement under which a Director or Supervisor has waived or agreed to waive any emoluments.

4. Disclaimers

Save as disclosed in this document,

- (a) none of our Directors, Supervisors or our chief executive has any interest or short position in the shares, underlying shares or debentures of us or any of our associated corporations (within the meaning of Part XV 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, 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 Model Code for Securities Transactions by Directors of Listed Issuers as set out in the Appendix 10 to the Listing Rules once the H Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors or Supervisors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the [REDACTED] (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), have an interest or short position in the Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO or who is interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at general meetings of our Company or any other member of our Group; and

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- (c) so far as is known to our Directors, none of our Directors, Supervisors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued Shares have any interests in the five largest customers or the five largest suppliers of our Group;
- (d) save as disclosed in this document, none of our Directors, Supervisors or any of the parties listed in “— 8. Qualifications of Experts” in this section is:
 - (i) interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or
 - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

D. OTHER INFORMATION

1. 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.

2. Litigation

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

3. Preliminary Expenses

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

4. Promoter

The promoters of our Company comprised Mr. KONG, Ms. ZHANG and Ms. JIANG. Save as disclosed 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.

5. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the H Share register of members of our Company, including in circumstances where such transactions are effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is 0.13% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

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6. Application for [REDACTED]

The Sole Sponsor has made an application on behalf of our Company to the [REDACTED] Committee for the [REDACTED] of, and permission to [REDACTED], the H Shares in issue and to be issued as mentioned in this document. All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

7. No Material Adverse Change

Save as disclosed in this document, our Directors has confirmed that there has been no material adverse change in the financial or trading position of our Group since December 31, 2022 (being the date to which our Company’s latest consolidated audited financial results were prepared).

8. Qualification of Experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given their opinion and/or advice in this document are as follows:

<u>Name</u>	<u>Qualification</u>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
Deloitte Touche Tohmatsu	Certified Public Accountants under Professional Accountant Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Commerce & Finance Law Offices	Legal advisor to our Company as to PRC law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Hiways Law Firm	Legal advisor to our Company as to PRC intellectual property related law
Savills Valuation and Professional Services (China) Limited	Independent property valuer

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9. Consents of Experts

Each of the experts as referred to in the paragraph headed “— 8. Qualification of Experts” in this section has given, and has not withdrawn their written consents to the issue of this document with the inclusion of their reports and/or letters and/or opinions and/or the references to their names included herein in the form and context in which they are respectively included.

None of the experts named above has any shareholding interests in our Company or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company.

10. Sole Sponsor’s Independence

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor’s fees payable by us in respect of the Sole Sponsor’s services as sponsor for the [REDACTED] are US\$1,300,000.

11. Binding Effect

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

12. 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).

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

13. Miscellaneous

Save as disclosed in this document:

- (a) within the two years preceding the date of this document, our Company has not issued nor agreed to issue any share or loan capital fully or partly paid either for cash or for a consideration other than cash;
- (b) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

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- (c) our Company has not issued nor agreed to issue founder, management or deferred shares or any deferred debentures;
- (d) our Company has no outstanding convertible debt securities;
- (e) within the two years immediately preceding the date of this document, no commission, discount, brokerage or other special term has been granted or agreed to be granted in connection with the issue or sale of any capital of our Company any of our subsidiaries;
- (f) there is no arrangement under which future dividends are waived or agreed to be waived;
- (g) there has been no interruption in our business which may have or have had a significant effect on the financial position in the last 12 months;
- (h) our Company is not presently listed on any stock exchange or traded on any trading system;
and
- (i) our Company currently does not intend to apply for the status of a sino-foreign investment joint stock limited company and does not expect to be subject to the Sino-Foreign Joint Venture Law of the PRC.