

APPENDIX VII

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR COMPANY

Incorporation

Our Company was established in the PRC as a company with limited liability on 3 September 2010 under the name of Jiangsu Shuangliang Contract Energy Management Company Limited* (江蘇雙良合同能源管理有限公司). On 25 August 2014, the then sole shareholder resolved, among other things, that our Company shall be renamed as Shuangliang Energy Saving System (Jiangsu) Company Limited* (雙良節能系統(江蘇)有限公司), which became effective on 1 September 2014. Subsequently, on 17 November 2015, the then sole shareholder resolved that our Company be renamed as Wise Living Technology Co., Ltd* (慧居科技有限公司), which became effective on 3 December 2015.

On 18 December 2015, it was resolved that our Company shall be converted from a company with limited liability into a joint stock company with limited liability and be renamed as Wise Living Technology Co., Ltd* (慧居科技股份有限公司), which is the current name of our Company. Upon registration of relevant government authorities in the PRC, the conversion was legally completed on 29 December 2015. The registered office and headquarter in the PRC is Room 202, 2/F, No. 15 Shuangliang Road, Ligang Street, Jiangyin, Jiangsu Province, the PRC.

On 20 May 2022, our Company was registered as a non-Hong Kong company under Part 16 of the Companies Ordinance, and has established a place of business in Hong Kong at Unit B, 17/F, United Centre, 95 Queensway, Admiralty, Hong Kong. Mr. Tso Ping Cheong Brian (曹炳昌先生) has been appointed as the authorised representatives of our Company under the Companies Ordinance for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As we are established in the PRC, our corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in Appendix VI to this document. A summary of certain relevant aspects of the laws and regulations of the PRC are set out in Appendix V to this document.

Changes in Share Capital

At our establishment, our initial registered capital was RMB50 million and Shuangliang Eco-Energy was the sole shareholder of our Company. On 16 September 2015, Shuangliang Eco-Energy entered into a share transfer agreement with Shuangliang Technology in which it was agreed that the then entire registered capital of our Company would be transferred to Shuangliang Technology. Such transfer was completed and settled on 22 October 2015.

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On 17 November 2015, Shuangliang Technology resolved, amongst others, to increase the registered capital of our Company from RMB50 million to RMB226 million, with additional amount of RMB100 million contributed by Shuangliang Technology and the remaining RMB76 million subscribed by Jiangsu Lichuang and ten individual shareholders. For details, see “History, development and corporate structure – Corporate history of our Company” in this document.

Immediately upon completion of the [REDACTED], the registered capital of our Company is expected to increase to RMB[REDACTED] consisting of 226,000,000 Domestic Shares and [REDACTED] H Shares with nominal value of RMB1.0 each, without taking into account any H Shares which may be issued pursuant to the [REDACTED].

Save as disclosed in “History, development and corporate structure – Corporate history of our Company” in this document, there has been no alterations in our share capital within two years immediately preceding the date of this document.

Subsidiaries of our Company

The list of subsidiaries of our Company as at 31 December 2022 is set out in the accountant’s report as set out in Appendix I to this document. Save for the subsidiaries mentioned in the accountant’s report as set out in Appendix I to this document, our Company has no other subsidiaries. There has been no alteration in the share capital of any of our subsidiaries within the two years immediately preceding the date of this document.

Resolutions of our Shareholders

Pursuant to the Shareholders’ resolutions passed on 26 May 2022, our Shareholders resolved that, among other things:

- (a) The [REDACTED], the [REDACTED] and the [REDACTED] have been approved and the number of H shares in issue shall represent not less than [REDACTED]% of the total share capital after the [REDACTED] (assuming the [REDACTED] is not exercised). The final issuance size for this issuance will be determined by our Board as authorised by the general meeting of our Company or persons as authorised by our Board in accordance with the legal requirements, regulatory approval and market situation;
- (b) After the completion of the [REDACTED], the Articles of Association with effect on the [REDACTED] will be adopted; and
- (c) Our Board and its authorised persons will be authorised to deal with matters in relation to the [REDACTED] and the [REDACTED].

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Restriction on Share Repurchase

For details, see “Summary of Articles of Association – Power of the Company to purchase its own Shares” as set out in Appendix VI to this document.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of Material Contracts

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


- (a) Deed of Indemnity;
- (b) [REDACTED]; and
- (c) [REDACTED].

Intellectual Property Rights

As at the Latest Practicable Date, we have registered the following intellectual property rights which are, in our Directors’ opinion, material to our Group’s business.

Trademarks

As at the Latest Practicable Date, we have registered the following trademarks, which are material to our business:

No.	Trademark	Place of registration	Registered owner	Class	Registration number	Effective period
1.		PRC	Our Company	35	19004329	28 February 2017 to 27 February 2027

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No.	Trademark	Place of registration	Registered owner	Class	Registration number	Effective period
2.		PRC	Our Company	16	40862594	28 June 2020 to 27 June 2030
3.		PRC	Our Company	9	40855235	28 June 2020 to 27 June 2030
4.		PRC	Our Company	42	40845457	21 June 2020 to 20 June 2030
5.	慧居科技	PRC	Our Company	16	40851882	21 April 2020 to 20 April 2030
6.		PRC	Shanxi Shuangliang Renewable Energy	11	7439909	14 January 2021 to 13 January 2031
7.	慧居科技	Hong Kong	Our Company	16	305057974	17 September 2019 to 16 September 2029
8.		Hong Kong	Our Company	16	305057992	17 September 2019 to 16 September 2029

Patents

As at the Latest Practicable Date, we had registered the following patents in the PRC that are material to our business:

No.	Patent	Patent holder	Patent number	Patent type	Effective period
1.	A solar photothermal continuous heating system without auxiliary heat* (一種太陽能光熱無輔熱連續供熱系統)	Our Company	ZL202022765405.8	Utility model	10 years from 26 November 2020
2.	An inlet and outlet structure of underground heat exchange station* (一種地下換熱站進出口結構)	Hulunbuir Shuangliang	ZL202123178572.3	Utility model	10 years from 16 December 2021

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
3.	A heat exchange station pumpless dosing system* (一種換熱站無泵加藥系統)	Hulunbuir Shuangliang	ZL202121072780.2	Utility model	10 years from 18 May 2021
4.	A heat exchange station adjustable drainage ditch debris filter device* (一種換熱站可調節排水溝渠雜物過濾裝置)	Hulunbuir Shuangliang	ZL202121072966.8	Utility model	10 years from 18 May 2021
5.	A heat exchange station power cabinet control terminal* (一種換熱站動力櫃控制終端)	Hulunbuir Shuangliang	ZL202121072967.2	Utility model	10 years from 18 May 2021
6.	Pipeline comprehensive emergency drill simulator* (管道綜合應急演練模擬器)	Hulunbuir Shuangliang	ZL202121073048.7	Utility model	10 years from 18 May 2021
7.	Multifunctional replenishment tank for heat exchange station* (換熱站多功能補水箱)	Hulunbuir Shuangliang	ZL202120397725.4	Utility model	10 years from 23 February 2021
8.	Double power supply water immersion visual alarm device for heat exchange station* (換熱站雙電源浸水可視化報警裝置)	Hulunbuir Shuangliang	ZL202120350509.4	Utility model	10 years from 8 February 2021
9.	Uninterruptible power supply system for control cabinet of heat exchange station* (換熱站控制櫃不間斷供電系統)	Hulunbuir Shuangliang	ZL202120350510.7	Utility model	10 years from 8 February 2021
10.	An energy-saving central heating control device* (一種節能集中供熱控制裝置)	Lanzhou Shuangliang	ZL202120509495.6	Utility model	10 years from 10 March 2021

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
11.	A kind of thermal insulation pipeline for central heating* (一種集中供熱用保溫管道)	Lanzhou Shuangliang	ZL202120509533.8	Utility model	10 years from 10 March 2021
12.	A central heating device that can utilise waste heat* (一種可餘熱利用的集中供熱裝置)	Lanzhou Shuangliang	ZL202120510433.7	Utility model	10 years from 10 March 2021
13.	A kind of equipment for comprehensive utilisation of waste heat of coal slag* (一種煤渣餘熱綜合利用設備)	Lanzhou Shuangliang	ZL202120510734.X	Utility model	10 years from 10 March 2021
14.	A waste heat utilisation device for flue gas pipeline* (一種煙氣管道的餘熱利用裝置)	Lanzhou Shuangliang	ZL202120510766.X	Utility model	10 years from 10 March 2021
15.	A heating device for central heating* (一種用於集中供熱的取暖裝置)	Lanzhou Shuangliang	ZL202120530012.0	Utility model	10 years from 12 March 2021
16.	A distillation device for waste heat utilisation* (一種餘熱利用的蒸餾裝置)	Lanzhou Shuangliang	ZL202120527592.8	Utility model	10 years from 12 March 2021
17.	An energy-saving and environmentally friendly central heating device* (一種節能環保的集中供熱裝置)	Lanzhou Shuangliang	ZL202120528433.X	Utility model	10 years from 12 March 2021
18.	an industrial heat exchanger* (一種工業用換熱器)	Lanzhou Shuangliang	ZL202120509480.X	Utility model	10 years from 10 March 2021

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
19.	A regenerative industrial waste heat recovery equipment* (一種蓄熱式工業餘熱回收設備)	Lanzhou Shuangliang	ZL202120509380.7	Utility model	10 years from 10 March 2021
20.	A central heating desulfurisation and dust removal device* (一種集中供熱脫硫除塵裝置)	Lanzhou Shuangliang	ZL202120509792.0	Utility model	10 years from 10 March 2021
21.	A multi-module assembly heat extraction device* (一種多模塊組裝取熱設備)	Lanzhou Shuangliang	ZL202120826930.8	Utility model	10 years from 21 April 2021
22.	Low temperature flue gas waste heat recovery and utilisation technology* (低溫煙氣餘熱回收利用技術)	Lanzhou Shuangliang	ZL202120831040.6	Utility model	10 years from 21 April 2021
23.	A starting pole piece processing and positioning device* (一種始極片加工定位裝置)	Lanzhou Shuangliang	ZL202120831360.1	Utility model	10 years from 22 April 2021
24.	Fully sealed free expansion high temperature pellet conveying device* (全密封自由伸縮高溫粒料輸送裝置)	Lanzhou Shuangliang	ZL202120838465.X	Utility model	10 years from 22 April 2021
25.	Compound heat supply system utilising condensed waste heat recovered from main and auxiliary machines of thermal power plant* (熱電廠回收主、輔機冷凝廢熱複合式供熱系統)	Taiyuan Renewable Energy	ZL201110211919.1	Invention	20 years from 27 July 2011

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
26.	Steam water heat supply system utilising condensed waste heat recovered from main and auxiliary machines of thermal power plant* (熱電廠回收主、輔機冷凝廢熱汽水式供熱系統)	Taiyuan Renewable Energy	ZL201110211920.4	Invention	20 years from 27 July 2011
27.	Heat supply system utilising water with residual heat recovered from absorption heat pumps of thermal power plant* (熱電廠回收吸收式熱泵餘熱水水式供熱系統)	Taiyuan Renewable Energy	ZL201110211962.8	Invention	20 years from 27 July 2011
28.	Heat supply system utilising series circulating water of thermal power plant* (熱電廠循環水串聯式供熱系統)	Taiyuan Renewable Energy	ZL201110198908.4	Invention	20 years from 16 July 2011
29.	Dual water heat supply system utilising condensed waste heat recovered from auxiliary machines of thermal power plant* (熱電廠回收輔機冷凝廢熱的雙水水式供熱系統)	Taiyuan Renewable Energy	ZL201110198911.6	Invention	20 years from 16 July 2011
30.	A shared heat metering management system* (一種共享熱計量管理系統)	Taiyuan Renewable Energy	ZL201820237104.8	Utility Model	10 years from 10 February 2018
31.	An automated and unattended heat exchange station control system* (一種全自動無人值守換熱站控制系統)	Taiyuan Renewable Energy	ZL201820224646.1	Utility Model	10 years from 8 February 2018

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
32.	A water supply system utilising temperature-modulated and pressure-modulated spring water* (一種恒溫恒壓溫泉水供水系統)	Taiyuan Renewable Energy	ZL201820126808.8	Utility Model	10 years from 25 January 2018
33.	An unattended containerised gas boiler unit* (一種無人值守的集裝箱式燃氣鍋爐機組)	Taiyuan Renewable Energy	ZL201820120621.7	Utility model	10 years from 24 January 2018
34.	An unattended heat exchange station* (一種無人值守換熱站)	Taiyuan Renewable Energy	ZL201820109259.3	Utility model	10 years from 23 January 2018
35.	An intelligent skid-mounted heat exchange unit* (一種撬裝式智能換熱機組)	Taiyuan Renewable Energy	ZL201820109276.7	Utility model	10 years from 23 January 2018
36.	An intelligent water replenishment unit* (一種智能補水機組)	Taiyuan Renewable Energy	ZL201820109676.8	Utility model	10 years from 23 January 2018
37.	A dust collecting equipment for factory building* (一種廠房除塵設備)	Taiyuan Renewable Energy	ZL201920254471.3	Utility model	10 years from 28 February 2019
38.	Integrated automatic constant pressure water supply unit* (集成式自動定壓補水機組)	Shanxi Shuangliang New Energy	ZL202121737500.5	Utility model	10 years from 29 July 2021
39.	A comprehensive utilisation system of mid-deep geothermal heat and solar energy* (一種中深層地熱能、太陽能綜合利用系統)	Shanxi Shuangliang New Energy	ZL202121737569.8	Utility model	10 years from 29 July 2021
40.	An intelligent energy storage electrode boiler hot water heating system* (一種智能蓄能式電極鍋爐熱水供熱系統)	Shanxi Shuangliang New Energy	ZL202121737681.1	Utility model	10 years from 29 July 2021

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
41.	A novel well bore structure and well completion method for geothermal well* (一種地熱採灌井井口檢測控制裝置)	Shanxi Shuangliang New Energy	ZL201920423145.0	Utility model	10 years from 1 April 2019
42.	A split type skid-mounted heat exchange unit* (一種分體式撬裝式換熱機組)	Shanxi Shuangliang New Energy	ZL201920423161.X	Utility model	10 years from 1 April 2019
43.	Central heating pipe network return water pressurisation unit* (集中供熱管網回水加壓機組)	Shanxi Shuangliang New Energy	ZL201920272153.X	Utility model	10 years from 5 March 2019
44.	A skid-mounted mixed water heating unit* (一種撬裝式混水供熱機組)	Shanxi Shuangliang New Energy	ZL201920272164.8	Utility model	10 years from 5 March 2019
45.	Combined heating system of geothermal and central heating* (地熱和集中供熱聯合供熱系統)	Shanxi Shuangliang New Energy	ZL201920270286.3	Utility model	10 years from 4 March 2019
46.	An integrated skid-mounted heat exchange unit* (一種集成式撬裝式換熱機組)	Shanxi Shuangliang New Energy	ZL201920423157.3	Utility model	10 years from 1 April 2019
47.	An integrated system for recycling cooling water waste heat without improving back pressure of million-level generator* (一種不提高百萬級發電機背壓回收冷卻水餘熱的集成系統)	Zhengzhou Wise Living	ZL201920578918.2	Utility model	10 years from 26 April 2019
48.	A new type of heating device that reduces energy consumption* (一種新型降低能耗供熱裝置)	Shanxi Demonstration Zone Heat Supply	ZL202121623342.0	Utility model	10 years from 16 July 2021

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
49.	Multi-IoT triple heat exchange station* (多物聯網三聯供換熱站)	Shanxi Demonstration Zone Heat Supply	ZL202121623345.4	Utility model	10 years from 16 July 2021
50.	A heat storage and heat release integrated automatic control system* (一種蓄熱放熱一體式自動控制系統)	Shanxi Demonstration Zone Heat Supply	ZL202121623901.8	Utility model	10 years from 16 July 2021
51.	An infrared radiation heating system for a large-space workshop* (一種大空間廠房紅外輻射供暖系統)	Shanxi Demonstration Zone Heat Supply	ZL202121623902.2	Utility model	10 years from 16 July 2021
52.	A diversion device for dust collector cloth bag* (一種除塵器布袋用導流裝置)	Shanxi Demonstration Zone Heat Supply	ZL202022118432.6	Utility model	10 years from 24 September 2020
53.	An arrangement structure of thermodynamic unit with maintenance support* (一種帶維修支架的熱力機組佈置結構)	Shanxi Demonstration Zone Heat Supply	ZL202022294620.4	Utility model	10 years from 15 October 2020
54.	A horizontal water pump base* (一種臥式水泵底座)	Shanxi Demonstration Zone Heat Supply	ZL202022118417.1	Utility model	10 years from 24 September 2020
55.	Wellhead monitoring and control device for single-well circulation geothermal well* (單井循環地熱井井口監測控制裝置)	Shanxi Demonstration Zone Heat Supply	ZL202020789711.2	Utility model	10 years from 13 May 2020

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
56.	Medium-deep geothermal single-well circulating heating system* (中深層地熱單井循環供熱系統)	Shanxi Demonstration Zone Heat Supply	ZL202020789694.2	Utility model	10 years from 13 May 2020
57.	Medium deep geothermal single well circulating heating unit* (中深層地熱單井循環供熱機組)	Shanxi Demonstration Zone Heat Supply	ZL202020791107.3	Utility model	10 years from 13 May 2020
58.	Single well circulation geothermal heating system* (單井循環地熱供熱系統)	Shanxi Demonstration Zone Heat Supply	ZL201920269475.9	Utility model	10 years from 4 March 2019
59.	A heating system for cascade utilisation of geothermal heat* (一種地熱梯級利用供熱系統)	Shanxi Demonstration Zone Heat Supply	ZL201920254952.4	Utility model	10 years from 28 February 2019
60.	A heat storage and supply device for greenhouses* (一種用於溫室大棚的儲供熱裝置)	Taiyuan Renewable Energy	ZL202221034979.0	Utility model	10 years from 30 April 2022
61.	An indoor constant temperature variable flow system* (一種室內恆溫變流量供熱系統)	Taiyuan Renewable Energy	ZL202221057157.4	Utility model	10 years from 5 May 2022
62.	A combined solar and geothermal energy heating supplementary heating system* (一種太陽能和地熱能聯合供熱補熱系統)	Taiyuan Renewable Energy	ZL202221353385.6	Utility model	10 years from 31 May 2022
63.	A combined industrial waste and geothermal heating system* (一種工業餘熱和地熱聯合供熱系統)	Taiyuan Renewable Energy	ZL202221719334.0	Utility model	10 years from 4 July 2022

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No.	Patent	Patent holder	Patent number	Patent type	Effective period
64.	A geothermal heating system* (一種地熱供熱系統)	Shuangliang Eco-Energy, Taiyuan Renewable Energy	ZL202222023443.5	Utility model	10 years from 1 August 2022
65.	An ammonia supplementing device for heat supply and exchange* (一種供熱換熱器用補氨裝置)	Shanxi Shuangliang New Energy	ZL202221516004.1	Utility model	10 years from 15 June 2022
66.	A carbon dioxide heat pump heating system* (一種二氧化碳熱泵供熱系統)	Shanxi Shuangliang New Energy	ZL202221353393.0	Utility model	10 years from 31 May 2022
67.	A biomass gas steam cycle power generation and heating system* (一種生物質燃氣蒸汽循環發電供熱系統)	Shanxi Shuangliang New Energy	ZL202221052917.2	Utility model	10 years from 5 May 2022
68.	A heating system based on geothermal and electric storage heating* (一種基於地熱和電儲熱的供熱系統)	Shanxi Demonstration Zone Heat Supply	ZL202221034978.6	Utility model	10 years from 30 April 2022
69.	A new type of crushing drill with double-row tapered teeth* (一種新型雙排錐形齒的破碎齒鑽頭)	Shanxi Demonstration Zone Heat Supply	ZL2022213737957.7	Utility model	10 years from 2 June 2022
70.	An underground well wall cleaning device* (一種地下井壁清洗用清洗裝置)	Shanxi Demonstration Zone Heat Supply	ZL202221490987.6	Utility model	10 years from 14 June 2022
71.	An ultra-long gravity heat pipe heating device* (一種超長重力熱管供熱裝置)	Shanxi Demonstration Zone Heat Supply	ZL202221506896.7	Utility model	10 years from 15 June 2022

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72.	A waste-to-energy device based on the operation of geothermal new energy* (一種基於地熱新能源運轉的垃圾發電裝置)	Shanxi Demonstration Zone Heat Supply	ZL202221737705.8	Utility model	10 years from 5 July 2022

As at the Latest Practicable Date, our Group had applied for registration of the following patents, which are material to the business operation of our Group:

No.	Patent	Name of applicant	Patent type	Application number	Application date
1.	Underwater alarm device with visualisation function powered by double power sources for heat exchange stations* (換熱站雙電源浸水可視化報警裝置)	Hulunbuir Shuangliang	Invention	2021101832024	8 February 2021
2.	Comprehensive emergency drill simulator for pipelines* (管道綜合應急演練模擬器)	Hulunbuir Shuangliang	Invention	2021105416795	18 May 2021
3.	A storage and heating device for greenhouses* (一種用於溫室大棚的儲供熱裝置)	Taiyuan Renewable Energy	Utility model	2022210349790	30 April 2022
4.	An indoor heating system of constant temperature and variable heat flow* (一種室內恆溫變流量供熱系統)	Taiyuan Renewable Energy	Utility model	2022210571574	5 May 2022

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Software copyrights

As at the Latest Practicable Date, we had registered the following software copyrights in the PRC which are material to our business:

No.	Name of copyright	Owner	Registration number	Publication date
1.	Renewable energy pressure-modulated water supply system control software V1.0* (再生能源恒壓供水系統控制軟體V1.0)	Taiyuan Renewable Energy	2018SR220859	25 September 2016
2.	Renewable energy intelligent frequency conversion water replenishment control system V1.0* (再生能源智能變頻補水控制系統V1.0)	Taiyuan Renewable Energy	2018SR220709	20 November 2016
3.	Geothermal station geothermal cascade utilisation control system V1.0* (地熱站地熱梯級利用控制系統V1.0)	Shanxi Shuangliang New Energy	2019SR0326970	12 February 2019
4.	Unattended heat exchange station control system V.10* (無人值守換熱站控制系統V1.0)	Shanxi Shuangliang New Energy	2019SR0323492	12 February 2019
5.	Single-well circulating geothermal heat supply control system V1.0* (單井循環地熱供熱控制系統V1.0)	Shanxi Shuangliang New Energy	2019SR0323245	12 February 2019
6.	Geothermal well wellhead monitoring system V1.0* (地熱井井口監控系統V1.0)	Shanxi Shuangliang New Energy	2019SR0323560	12 February 2019

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No.	Name of copyright	Owner	Registration number	Publication date
7.	Temperature-modulated and pressure-modulated spring water control system V1.0* (恒溫恒壓溫泉水供水控制系統V1.0)	Shanxi Shuangliang New Energy	2019SR0323495	12 February 2019
8.	Heat station dual network time and district partition energy-saving control system V1.0* (熱力站二網分時分區節能控制系統V1.0)	Shanxi Shuangliang New Energy	2018SR185908	1 December 2017
9.	Shuangliang intelligent heating digital platform V1.0* (雙良智能供熱數字平台V1.0)	Lanzhou Shuangliang	2020SR1852011	14 October 2019
10.	Shuangliang smart heating production monitoring software V1.0* (雙良智慧供熱生產監控軟件V1.0)	Lanzhou Shuangliang	2020SR1852012	2 June 2019
11.	Shuangliang smart heating simulation analysis system V1.0* (雙良智慧供熱仿真分析系統V1.0)	Lanzhou Shuangliang	2020SR1852014	23 August 2019
12.	Shuangliang smart heating pipe network GIS software V1.0* (雙良智慧供熱管網GIS軟件V1.0)	Lanzhou Shuangliang	2020SR1852015	22 August 2019
13.	Shuangliang smart heating APP V1.0* (雙良智慧供熱APP V1.0)	Lanzhou Shuangliang	2020SR1852013	12 September 2019
14.	Shuangliang intelligent heating customer service platform V1.0* (雙良智能供熱客服平台V1.0)	Lanzhou Shuangliang	2020SR1847398	22 October 2019

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No.	Name of copyright	Owner	Registration number	Publication date
15.	Shuangliang smart heating command and dispatch software V1.0* (雙良智慧供熱指揮調度軟件V1.0)	Lanzhou Shuangliang	2020SR1847397	25 March 2019
16.	Shuangliang smart heating client monitoring system V1.0* (雙良智慧供熱戶端監控系統V1.0)	Lanzhou Shuangliang	2020SR1847378	3 September 2019
17.	Shuangliang smart heating cloud platform software V1.0* (雙良智慧供熱雲平台軟件V1.0)	Lanzhou Shuangliang	2020SR1847379	20 March 2019
18.	Solar photothermal continuous heating control system without auxiliary heat V1.0* (太陽能光熱無輔熱連續供熱控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0325781	20 February 2019
19.	Single-well heat exchange and energy storage control system for medium and deep geothermal heat V1.0* (中深層地熱能單井換熱儲能控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321737	12 June 2019
20.	Geothermal station cold and heat dual supply control system V1.0* (地熱站冷熱雙供控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321781	15 December 2019
21.	Ground source heat pump chain control energy-saving system V1.0* (地源熱泵連鎖控制節能系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321733	23 April 2019

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No.	Name of copyright	Owner	Registration number	Publication date
22.	Single-well heat exchange unit control system for mid-deep geothermal heat V1.0* (中深層地熱能單井換熱機組控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321773	30 October 2019
23.	Mid-deep geothermal heat energy-saving heating control system V1.0* (中深層地熱能節能供熱控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321741	30 July 2019
24.	Mid-deep geothermal heating control system V1.0* (中深層地熱補熱控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2020SR0321777	5 November 2019
25.	Geothermal station automatic control system V1.0* (地熱站全自動控制系統V1.0)	Shanxi Demonstration Zone Heat Supply	2022SR0530552	2 March 2022
26.	Wisdom Hulunbair Shuangliang Wechat mini-program V1.0* (智慧呼倫貝爾雙良微信小程序V1.0)	Hulunbair Shuangliang	2023SR0509204	8 June 2022
27.	Hulunbair Shuangliang balance adjustment APPV1.0* (呼倫貝爾雙良平衡調解APPV1.0)	Hulunbair Shuangliang	2023SR0472747	Not yet published

Domain names

As at the Latest Practicable Date, we had registered the following Internet domain names in the PRC:

No.	Domain name	Registrant	Date of registration	Expiry date
1.	hjkj.cn	Our Company	12 February 2012	12 February 2024

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No.	Domain name	Registrant	Date of registration	Expiry date
2.	hjkj.net	Our Company	23 March 2021	23 March 2024
3.	huijukeji.com	Our Company	17 March 2021	17 March 2024
4.	huijukeji.com.cn	Our Company	4 April 2021	4 April 2024
5.	wiseliving.com.cn	Our Company	13 June 2022	13 June 2024
6.	huijukeji.cn	Shanxi Shuangliang Renewable Energy	2 November 2015	2 November 2024
7.	sxslyjt.cn	Shanxi Shuangliang Renewable Energy	20 July 2012	20 July 2026
8.	hlbesl.cn	Hulunbair Shuangliang	6 April 2022	6 April 2024

FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, STAFF, MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS

Interests and short positions of our Directors, supervisors and the chief executive in the shares, underlying shares or debentures of our Company and our associated corporations

Immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], the interests or short positions of our Directors and the chief executive of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered into in the register referred to in that section, or which 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, will be as follows:

Name of Director/supervisor/ chief executive	Long/short position	Nature of interest	Number of Shares	Approximate percentage of shareholding in our Company	Approximate percentage of shareholding in the Domestic Shares of our Company
Mr. Geng Ming (耿鳴先生)	Long	Beneficial	[REDACTED]	[REDACTED]%	[REDACTED]%
Mr. Li Baoshan (李寶山先生)	Long	Beneficial	[REDACTED]	[REDACTED]%	[REDACTED]%

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Further, our non-executive Directors, namely Mr. Miao Wenbin (繆文彬先生) and Mr. Ma Fulin (馬福林先生), and our supervisor, namely Mr. Ma Peilin (馬培林先生), together with other five individuals, are the respective legal and beneficial owners of the entire issued share capital of Shuangliang Technology and Jiangsu Lichuang, which in turn jointly hold [REDACTED] domestic Shares, representing approximately [REDACTED]% of the issued share capital of our Company upon the completion of the [REDACTED] (taking no account of any shares which may be allocated and issued pursuant to the exercise of [REDACTED]) within the meaning of Part XV of the SFO.

Save as disclosed herein and in “History, development and corporate structure” and “Directors, supervisors and senior management” in this document and Note 9 to the accountant’s report as set out in Appendix I to this document, none of our Directors, supervisors or their associates was engaged in any dealings with our Group during the two years preceding the date of this document. Up to the Latest Practicable Date, none of our Directors or supervisors or their respective spouses and children under 18 years of age had been granted by our Company or had exercised any rights to subscribe for shares or debentures of our Company or any of its associated corporations.

Disclosure of interests of substantial Shareholders

For information on the persons who will, immediately following the completion of the [REDACTED], 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, see “Substantial Shareholders” in this document.

Interests of substantial shareholders in non wholly-owned subsidiaries of our Company

Our subsidiary	Registered capital	Party with 10% or more equity interest (other than members of the Group)	Approximate percentage of shareholding
			(%)
Gansu Shuangliang	RMB10 million	<ul style="list-style-type: none"> • Lanzhou Haohai Trading Company Limited* (蘭州瀚海商貿有限公司) 	<ul style="list-style-type: none"> • 20%
Hulunbuir Shuangliang	RMB10 million	<ul style="list-style-type: none"> • Hulunbuir Dongsheng Energy Investment Company Limited* (呼倫貝爾市東升能源投資有限公司) 	<ul style="list-style-type: none"> • 15%

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<u>Our subsidiary</u>	<u>Registered capital</u>	<u>Party with 10% or more equity interest (other than members of the Group)</u>	<u>Approximate percentage of shareholding</u> (%)
Shanxi Shuangliang Renewable Energy	RMB30 million	<ul style="list-style-type: none"> • Shanxi Zhenye New Energy Company Limited* (山西真頁新能源有限公司) 	• 25.22%
Inner Mongolia Wise Living	RMB10 million	<ul style="list-style-type: none"> • Inner Mongolia Environmental Governance Construction Company Limited* (內蒙古環境治理工程有限公司) 	• 22.11%
Lvliang Renewable Energy	RMB5 million	<ul style="list-style-type: none"> • Mr. Xue Ming (薛銘先生) 	• 10%
Datong Renewable Energy	RMB5 million	<ul style="list-style-type: none"> • Mr. Zhang Quan (張權先生) • Mr. Li Wen (李文先生) 	<ul style="list-style-type: none"> • 15% • 10%
Tech-Thermal (Zhengzhou)	RMB50 million	<ul style="list-style-type: none"> • Zhengzhou Qindu Thermal Power Limited* (鄭州溱都熱力有限責任有限公司) 	• 20%

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, compliance of relevant laws and regulations, observation of the Articles of Association and provisions on arbitration.

Save as disclosed above, we have not entered, and do not propose to enter, into any service contracts with any of our Directors or supervisors in their respective capacities as Directors/supervisors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

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Directors’ and supervisors’ remuneration

Save as disclosed in “Directors, supervisors and senior management – Remuneration policy and emolument of our Directors, supervisors and senior management” in this document and Note 9 to the accountant’s report as set out in Appendix I to this document, no Director or supervisor received other remuneration or benefits in kind from our Company in respect of each of the three financial years ended 31 December 2022.

Disclaimers

- (a) Save as disclosed in “History, development and corporate structure” in this document, none of our Directors or supervisors and any of the parties listed in the paragraph headed “Qualification of experts” of this Appendix is interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to us;
- (b) none of our Directors or supervisors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (c) save as disclosed in “Directors, supervisors and senior management” and “Substantial Shareholders” in this document, none of our Directors or supervisors is a director or employee that has an interest or short position in the shares and underlying shares of our Company which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO; and
- (d) none of the equity and debt securities (if any) of our Company is listed or dealt with on any other stock exchange or any other authorised trading facility such as the Securities Trading Automated Quotation System (證券交易自動報價系統) in the PRC, nor is any listing or permission to deal being or proposed to be sought.

OTHER INFORMATION

Deed of Indemnity

Our Controlling Shareholders have entered into the Deed of Indemnity with and in favour of our Company (for itself and on behalf of its subsidiaries) (being the contract referred to in paragraph (a) of “Further information about our business – Summary of material contracts” in this Appendix) to provide indemnities on a joint and several basis in respect of, among other matters, taxation or taxation claims resulting from income, profits or gains earned, accrued or received as well as any property claim or estate duty to which any member of our Group may be subject on or before the [REDACTED] and any expenses, costs, fines, penalties or other liabilities which any member of our Group may suffer.

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In addition, our Controlling Shareholders have also given indemnities to our Company against all fines, penalties, claims costs, charges, liabilities, damages, expenses and losses (to the extent that provision, reserve or allowance has not been made for such fines, penalties, claims, costs, charges, liabilities, damages, expenses or losses in the accounts of our Group) as may be suffered by any member of our Group as a result of any compliance incidents during the Track Record Period as required by applicable laws and regulations in the PRC.

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.

Litigation

During the Track Record Period and up to the Latest Practicable Date, save as disclosed in "Business – Litigation" in this document, our Company was not involved in any litigation, arbitration, administrative proceedings of material importance which could have a material adverse effect on our financial condition or results of operations, and, so far as we are aware, no litigation, arbitration, administrative proceedings of material importance is pending or threatened against us.

Sole Sponsor

The Sole Sponsor has made an application on our behalf to the Listing Committee for the [REDACTED], and [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

The Sole Sponsor is independent from our Company under Rule 3A.07 of the Listing Rules.

A fee of HK\$9,060,000 is payable by our Company to the Sole Sponsor to act as a sponsor to our Company in connection with the [REDACTED].

Preliminary expenses

We have not incurred any material preliminary expense.

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Qualification of experts

The qualifications of the experts who have given opinions in this document are as follows:

<u>Name</u>	<u>Qualification</u>
Guotai Junan Capital Limited	Licensed to carry out type 6 (advising on corporate finance) regulated activity under the SFO
PricewaterhouseCoopers	Certified Public Accountants under the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under the Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Llinks Law Offices	Legal advisers as to PRC law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant
Vincorn Consulting and Appraisal Limited	Property valuer

Consents of experts

Each of the experts referred to “Qualification of experts” in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or opinions and/or the references to their names included herein in the form and context in which they are respectively included.

Interests of experts in our Company

None of the experts referred to “Qualification of experts” in this Appendix has any equity interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

Compliance adviser

Our Company has appointed Guotai Junan Capital Limited to act as our compliance adviser upon the [REDACTED] in compliance with Rule 3A.19 of the Listing Rules.

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Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the seller and purchaser is HK\$1.3 for every HK\$1,000 (or part thereof) of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For more details, see “Taxation and foreign exchange – Hong Kong taxation” as set out in Appendix III to this document.

No material adverse change

Save as disclosed in “Summary – Recent developments and no material adverse change” and “Financial information – No material adverse change and recent developments” in this document, our Directors have confirmed, after performing all the due diligence work which our Directors consider appropriate, that, as at the date of this document, there has been no other material adverse change in our financial position or prospects since 31 December 2022 and there has been no other event since 31 December 2022 which would have material adverse effect on the information presented in the accountant’s report as set out in Appendix I to this document.

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.

Miscellaneous

- (a) Save as disclosed in “Share capital” and “Structure of the [REDACTED]” in this document,
- (i) within the two years preceding the date of this document: (i) we have 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; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted in connection with the issue or sale of any capital of our Group;
 - (ii) no share or loan capital of our Group is under option or is agreed conditionally or unconditionally to be put under option;
 - (iii) our Company has 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;

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- (v) there are no procedures for the exercise of any right of pre-emption or transferability of subscription rights; and
- (vi) our Company has no outstanding convertible debt securities or debentures;
- (b) save as disclosed in "Financial information – Contingent liabilities" in this document, there are no contracts for hire or hire purchase of plant to or by us for a period of over one year which are substantial in relation to our business;
- (c) our Directors confirm that there have been no interruptions in our business which may have or have had a significant effect on our financial position in the 12 months preceding the date of this document;
- (d) there are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (e) no part of the equity or debt securities of our Company, if any, is currently listed on or traded on any stock exchange or trading system, and no such [REDACTED] or [REDACTED] on any stock exchange other than the Stock Exchange is currently being or agreed to be sought; and
- (f) our Company currently does not intend to apply for the status of a Sino-foreign investment joint stock limited liability company and does not expect to be subject to the Law of the PRC on Sino-foreign Equity Joint Ventures.

Our Company has adopted a code of conduct regarding Directors' and supervisors' securities transactions on terms as required under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Hong Kong Listing Rules with effect from the [REDACTED].

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).

Promoters

The promoters of our Company are all of the then 12 shareholders of our Company before our conversion into a joint stock company, the names of which are set out in the Articles of Association. Save as disclosed in "History, development and corporate structure" in this document, 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 the promoters in connection with the [REDACTED] and the related transactions described in this document.