

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### FURTHER INFORMATION ABOUT OUR COMPANY

#### 1. Incorporation of Our Company

Our Company was established as a limited liability company in the PRC on December 5, 2007 and was converted into a joint stock company with limited liability on November 25, 2016 under the laws of the PRC. As of the Latest Practicable Date, the registered share capital of our Company was RMB83,971,704.

Our Company has established a place of business in Hong Kong at 5/F, Manulife Place, 348 Kwun Tong Road, Kowloon, Hong Kong and has registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on May 16, 2023. Ms. Tang Ka Yan has been appointed as our authorized representative for the acceptance of service of process in Hong Kong whose correspondence address is the same as our place of business in Hong Kong.

#### 2. Changes in Share Capital of Our Company

On December 5, 2007, our Company was established as a limited liability company with a registered capital of RMB500,000. On November 24, 2016, our Company was converted into a joint stock company with limited liability and renamed as Folangsi Co., Ltd. (廣州佛朗斯股份有限公司). The following sets out changes in the share capital of our Company within the two years immediately preceding the date of this document:

- On November 9, 2021, the registered capital of our Company increased from RMB80,484,062 to RMB83,971,704 with additional registered capital of RMB3,487,642 subscribed by certain Pre-[REDACTED] Investors under Nov-2021 Capital Increase;

#### 3. Changes in the Share Capital of Our Subsidiaries

As of the Latest Practicable Date, there has been no alteration in the share capital of our subsidiaries within two years immediately preceding the date of this document.

#### 4. Resolutions of the Shareholders

Pursuant to a general meeting of our Shareholders held on [●], 2023, the following resolutions, among others, were passed by our Shareholders:

- (a) the issue by our Company of H Shares of nominal value of RMB0.25 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange be issued;
- (b) the number of H Shares to be issued shall not be more than [25]% of the total issued share capital of our Company as enlarged by the [REDACTED], and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [15]% of the number of H Shares issued pursuant to the [REDACTED];

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- (c) subject to the completion of the [REDACTED], the adoption of the Articles of Association which shall become effective on the [REDACTED], and the authorization to the Board to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules; and
- (d) authorization of our Board to handle all relevant matters relating to, among other things, the issue and [REDACTED] of the H Shares.

**FURTHER INFORMATION ABOUT THE BUSINESS OF OUR COMPANY**

**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:

- (a) [REDACTED].

**2. Intellectual Property Rights**

*Trademarks*

As of the Latest Practicable Date, we have registered the following trademarks in the PRC, which we considered to be material to our business:

No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
1.	Our Company	24486543	PRC	佛朗斯股份	35	September 21, 2018 – September 20, 2028
2.	Our Company	18228778	PRC	Folangsi	35	December 14, 2016 – December 13, 2026
3.	Our Company	11818763	PRC	KBZ	7	May 14, 2014 – May 13, 2024
4.	Our Company	10768549	PRC	KBZ	12	June 21, 2013 – June 20, 2033
5.	Our Company	10747362	PRC	KBZ	4	June 21, 2013 – June 20, 2033
6.	Our Company	9693465	PRC	凯必瑞	12	August 21, 2012 – August 20, 2032
7.	Our Company	9693464	PRC	KBZ	12	August 21, 2012 – August 20, 2032
8.	Our Company	8608277	PRC	佛朗斯	12	September 14, 2011 – September 13, 2031

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No.	Owner	Registration No.	Place of Registration	Trademark	Class	Validity Period
9.	Our Company	6078528	PRC	<i>FolangSi</i>	12	December 7, 2009 – December 6, 2029
10.	Our Company	62736974	PRC	<b>KBZ</b> 凯必瑞	38	August 14, 2022 – August 13, 2032
11.	Our Company	62741418	PRC	凯必瑞	9	August 14, 2022 – August 13, 2032
12.	Our Company	62745514	PRC	<b>KBZ</b> 凯必瑞	42	August 14, 2022 – August 13, 2032
13.	Our Company	01557086	PRC	<b>KBZ</b>	12	January 1, 2013 – December 31, 2032
14.	Our Company	18250051	PRC	佛朗斯	35	February 21, 2017 – February 20, 2027

As of the Latest Practicable Date, we have applied for registration of the following trademarks, which we considered to be material to our business:

No.	Owner	Application No.	Place of Registration	Trademark	Class	Application Date
1.	Our Company	306185098	Hong Kong	<i>FolangSi</i>	12, 39	March 7, 2023
2.	Our Company	306185106	Hong Kong	<i>FolangSi</i> 佛   朗   斯	37	March 7, 2023

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***Patents***

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

No.	Patent	Category	Patentee(s)	Patent Number	Place of Registration	Expiry date
1.	A forklift anti-loss positioning device (一種叉車防丟失定位裝置)	Utility model	Our Company	ZL201620107389.4	PRC	February 1, 2026
2.	A forklift intelligent card consumption and identification system (一種叉車智能刷卡消費及識別系統)	Utility model	Our Company	ZL201620107390.7	PRC	February 1, 2026
3.	An intelligent vehicle networking security management system (一種智能車聯網安全管理系統)	Utility model	Our Company	ZL201620107611.0	PRC	February 1, 2026
4.	A GPS driving navigation device based on wireless sensor networks (一種基於無線傳感器網絡的GPS行車導航裝置)	Utility model	Our Company	ZL202120201699.3	PRC	January 24, 2031
5.	An embedded GPS navigation and positioning receiver (一種嵌入式GPS導航定位接收機)	Utility model	Our Company	ZL202120200022.8	PRC	January 24, 2031
6.	A battery monitoring device (一種電池監控設備)	Utility model	Our Company	ZL202221751787.1	PRC	July 7, 2032
7.	Intelligent onboard vehicle controller (LS1.0) (智能車載控制儀(LS1.0))	Exterior design	Our Company	ZL202030434118.1	PRC	August 2, 2030
8.	Intelligent onboard vehicle locator (智能車載定位器)	Exterior design	Our Company	ZL202030433455.9	PRC	August 2, 2030
9.	A visual presentation method for object force and strain detection results (一種物體受力應變檢測結果的直觀呈現方法)	Invention patent	Our Company	ZL202110698476.7	PRC	June 22, 2041

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***Copyrights***

As of the Latest Practicable Date, our Group had registered the following copyrights which we consider to be material to our Group’s business:

No.	Name of Copyright	Registration Number	Registered Owner	Registration Date
1.	Dynamic monitoring and early warning system for leasing schemes (租賃方案動態監測預警系統)	2021SR1421859	Our Company	September 24, 2021
2.	Intelligent and autonomous asset allocation system (資產智能自助組配系統)	2021SR1424863	Our Company	September 24, 2021
3.	LE1.0 intelligent terminal electronic fence and area speed limit system (LE1.0智能終端電子圍欄和區域限速系統)	2022SR0608365	Our Company	May 20, 2022
4.	LS1.0 seat belt detection intelligent terminal system (LS1.0安全帶檢測智能終端系統)	2022SR0608362	Our Company	May 20, 2022
5.	A real-time/offline analysis software based on OpenCV image noise, grayscale histogram, interpolation bias, and speckle accuracy analysis (基於opencv圖像噪聲、灰度直方圖、插值偏差、散斑精度分析實時/離線分析軟件)	2022SR0608356	Our Company	May 20, 2022
6.	A speckle calculation software based on image and calibration (基於圖像、標定的散斑計算軟件)	2022SR0608355	Our Company	May 20, 2022
7.	A marker tracking software based on image and calibration (基於圖像、標定的標記點跟踪軟件)	2022SR0608354	Our Company	May 20, 2022
8.	A programmable image acquisition software for industrial camera (工業相機可編程圖像採集軟件)	2022SR0608367	Our Company	May 20, 2022
9.	An online public security alarm management platform software (公安聯網報警管理平臺軟件)	2022SR0608353	Our Company	May 20, 2022
10.	A smart community management platform software (智慧社區管理平臺軟件)	2022SR0608352	Our Company	May 20, 2022

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No.	Name of Copyright	Registration Number	Registered Owner	Registration Date
11.	A real-time/offline image calibration software based on OpenCV dot calibration and checkerboard calibration (基於opencv圓點標定、棋盤標定的圖像實時/離線標定軟件)	2022SR0608351	Our Company	May 20, 2022
12.	A software of social video access management platform (社會視頻接入管理平台軟件)	2022SR0608350	Our Company	May 20, 2022
13.	A software for fracture toughness testing of hydraulic concrete three-point bending beam based on DIC technology (基於DIC技術的水工混凝土三點彎曲梁斷裂測試軟件)	2022SR0678723	Our Company	May 31, 2022
14.	A 3D imaging software based on point cloud data (基於點雲數據的三維成像軟件)	2022SR0608348	Our Company	May 20, 2022
15.	A multi-stage point cloud data frequency analysis software based on Fourier Transform (基於傅裏葉變化的多階段點雲數據頻率分析軟件)	2022SR0608347	Our Company	May 20, 2022
16.	A real-time data acquisition and offline data import software based on FLIR single/dual camera (基於FLIR單/雙相機的實時採集和離線導入軟件)	2022SR0608345	Our Company	May 20, 2022
17.	A spatial sequencing data analysis software based on single-stage point cloud data (基於單階段點雲數據的空序數據分析軟件)	2022SR0608344	Our Company	May 20, 2022
18.	A time series data analysis software based on multi-stage point cloud data (基於多階段點雲數據的時序數據分析軟件)	2022SR0608343	Our Company	May 20, 2022
19.	A software for wedge -splitting tests for tensile strength and fracture toughness of hydraulic concrete based on DIC technology (基於DIC技術的水工混凝土楔入劈拉斷裂測試軟件)	2022SR0608349	Our Company	May 20, 2022

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No.	Name of Copyright	Registration Number	Registered Owner	Registration Date
20.	A extensometer calculation software based on image and calibration (基於圖像、標定的引伸計計算軟件)	2022SR0608366	Our Company	May 20, 2022
21.	Packaging graphic design of Folangsi's forklifts and related parts (佛朗斯叉車配件的包裝平面设计)	粵作登字-2017-F-00021311	Our Company	August 24, 2017
22.	Polybags graphic design of Folangsi's forklifts and related parts (佛朗斯叉車配件包裝膠袋平面设计)	粵作登字-2017-F-0021312	Our Company	August 24, 2017

**Domain Names**

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

No.	Owner	Domain Name	Registration Date	Expiry Date
1.	Our Company	fls123.com	March 26, 2009	March 26, 2024
2.	Our Company	folangsiforklift.com	December 21, 2007	December 21, 2030

**FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Disclosure of Interests**

Save as disclosed below, immediately following completion of the Subdivision and the [REDACTED] (without taking into account the H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), so far as our Directors are aware, none of our Directors, Supervisors and chief executive has any interest or short positions in our Shares, underlying Shares or debentures of our Company or any associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules.

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Name	Position	Nature of Interest	Number and class of Shares held	Approximate percentage of shareholding in the relevant type of Shares after the Subdivision and the	Approximate percentage of shareholding in the total share capital of our Company after the Subdivision and the
				[REDACTED] <sup>(1)</sup> (%)	[REDACTED] <sup>(1)</sup> (%)
Mr. Hou <sup>(2)</sup>	Executive Director and chairman of the Board	Beneficial owner	15,876,204 H Shares	[REDACTED]	[REDACTED]
			37,044,480 Domestic Shares	[REDACTED]	
		Interest held jointly with another person	46,669,696 H Shares	[REDACTED]	
			88,162,484 Domestic Shares	[REDACTED]	
Mr. Hou Zebing (侯澤兵) <sup>(2)</sup>	Executive Director and general manager	Beneficial owner	15,243,384 H Shares	[REDACTED]	[REDACTED]
			35,567,896 Domestic Shares	[REDACTED]	
		Interest in controlled corporations	15,550,108 H Shares	[REDACTED]	
			15,550,108 Domestic Shares	[REDACTED]	
		Interest held jointly with another person	46,669,696 H Shares	[REDACTED]	
			88,162,484 Domestic Shares	[REDACTED]	

*Notes:*

- (1) The calculation is based on the total number of [REDACTED] Domestic Shares in issue and [REDACTED] H Shares (assuming the [REDACTED] is not exercised) in issue upon [REDACTED].
- (2) Mr. Hou Zebing is the general partner of Guangzhou Daze. As such, Mr. Hou Zebing is deemed to be interested in the 31,100,216 Shares held by Guangzhou Daze under SFO. Mr. Hou and Mr. Hou Zebing entered into an acting-in-concert agreement on May 18, 2020 with a supplemental agreement dated March 24, 2023 to acknowledge and confirm their acting-in-concert relationship in our Company, pursuant to which Mr. Hou and Mr. Hou Zebing should defer to Mr. Hou’s view and decision should there be different views between them on any matter considered at board meetings and general meetings of our Company.



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### **2. Substantial Shareholders**

For the 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 our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, please refer to the section headed “Substantial Shareholders” in this Document.

Save as set out above, our Directors are not aware of any other person (other than our Directors, Supervisors or chief executive) will, immediately following completion of the [REDACTED], directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group.

### **3. 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 with relevant laws and regulations, the Articles of Association and applicable provisions on arbitration.

Each of our Directors has entered into a service contract with our Company. The principal particulars of these service contracts comprise (a) a term of three years commencing from the date of appointment; and (b) termination provisions in accordance with their respective terms. Our Directors may be re-appointed subject to Shareholders’ approval.

Each of our Supervisors has entered into a service contract with our Company. Each contract contains provisions relating to compliance with relevant laws and regulations, observation of our Articles of Association and resolution of disputes by means of arbitration.

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

### **4. Remuneration of Directors and Supervisors**

Save as disclosed in the section headed “Directors, Supervisors and Senior Management” and “Appendix I – Accountants’ Report – II. Notes to The Historical Financial Information – 8. Directors’, Chief Executive’s and Supervisors’ Remuneration” for the three financial years ended December 31, 2020, 2021 and 2022, none of our Directors or Supervisors received other remunerations or benefits in kind from us.

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### 5. Disclaimers

Save as disclosed in this document:

- (a) save as disclosed in this document, none of our Directors, Supervisors or any of the parties listed in "Qualifications of Experts" of this Appendix 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 Company; or
  - (ii) materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business;
- (b) save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in "Qualification of Experts" of this Appendix:
  - (i) is interested legally or beneficially in any shares in any member of our Group; or
  - (ii) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (c) none of our Directors or Supervisors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO; and
- (d) so far as is known to our Directors, none of our Directors or Supervisors or their respective close associates (as defined under the Listing Rules) or Shareholders who owns more than 5% of the issued shares of our Company has any interests in the five largest customers or the five largest suppliers of our Group.

### OTHER INFORMATION

#### 1. Estate duty

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

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### 2. Litigation

As of the Latest Practicable Date, no member of our Group was involved in any litigation, arbitration or claim of material importance, and, so far as we are aware, no litigation, arbitration or claim of material importance is pending or threatened against any member of our Group, which would have a material adverse effect on our financial condition or results of operations, taken as a whole.

### 3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Hong Kong Stock Exchange for the [REDACTED] of, and [REDACTED], our H Shares. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

Sole Sponsor satisfies the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. And Sole Sponsor will receive a fee of US\$750,000 to act as a sponsor to our Company in connection with the [REDACTED].

### 4. Preliminary expenses

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

### 5. Qualifications 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 opinions and/or advice in this document are as follows:

<b>Name</b>	<b>Qualifications</b>
Haitong International Capital Limited	Licensed corporation under the SFO to conduct type 6 (advising on corporate finance) regulated activities for the purpose of SFO
Ernst & Young	Certified Public Accountants and Registered Public Interest Entity Auditor
Jingtian & Gongcheng	PRC Legal Adviser
Zhong Lun Law Firm	PRC Legal Adviser
DLA Piper	International Sanctions laws legal adviser
China Insights Industry Consultancy Limited	Independent industry consultant

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### **6. Consents**

Each of the experts as referred to in the paragraph headed "5. Qualifications of Experts" of this Appendix has given and has not withdrawn its respective written consents to the issue of this document with the inclusion of certificates, letters, opinions or reports and the references to its name included herein in the form and context in which it respectively included.

### **7. Taxation of Holders of H Shares**

#### **(1) Hong Kong**

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further details in relation to taxation, please refer to the section headed "Appendix IV – Taxation and Foreign Exchange" to this document.

#### **(2) Consultation with professional advisers**

Potential investors in the [REDACTED] are urged to consult their professional tax advisers if they are in any doubt as to the taxation implications of [REDACTED] for, purchasing, holding or disposing of or [REDACTED] in our H Shares (or exercising rights attached to them). None of our Company, our Directors, the Sole Sponsor, [REDACTED], or any other person or party involved in the [REDACTED] accept responsibility for any tax effects on, or liabilities of, any person, resulting from the [REDACTED], purchase, holding or disposal of, [REDACTED] in or the exercise of any rights in relation to our H Shares.

### **8. No Material Adverse Change**

Our Directors confirm that, as of the date of this document, there has been no material adverse change in the financial or trading position of our Company since December 31, 2022 (being the date to which the latest audited consolidated financial statements of our Company were prepared).

### **9. Promoters**

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.

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### 10. Restrictions on Repurchase

For details, please refer to the section headed "Appendix IV – Summary of Principal Legal and Regulatory Provisions" and "Appendix V – Summary of Articles of Association" to this document.

### 11. Binding Effect

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

### 12. Bilingual Document

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

### 13. Miscellaneous

Save as otherwise disclosed in this document:

- (a) within the two years preceding the date of this document, (i) 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; and (ii) no commission, discount, brokerage or other special term has been granted in connection with the issue or sale of any shares of our Company;
- (b) no Share or loan capital of our Company, if any, is under option or is agreed conditionally or unconditionally to be put under option;
- (c) our Company has not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) 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;
- (g) our Company is not presently [REDACTED] on any stock exchange or traded on any trading system; and
- (h) our Company is a joint stock limited company and is subject to the PRC Company Law.