

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR COMPANY

#### 1. Establishment of our Company

Our Company was established as a limited liability company in the PRC on November 12, 2010 and was converted to a joint stock limited liability company under the PRC Company Law with effect from November 15, 2021. Our Company has established a place of business in Hong Kong at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong, and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on [●]. Mr. Cheung Kai Cheong Willie (張啟昌) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. His address for acceptance of service of process is 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong.

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 the section headed “Summary of Articles of Association” in Appendix V to this document. A summary of certain relevant aspects of the laws and regulations of the PRC is set out in the section headed “Summary of Principal Legal and Regulatory Provisions” in Appendix IV to this document.

#### 2. Changes in the Share Capital of our Company

As of the date of our establishment, our registered capital was RMB1,300,000 which was fully paid up on November 12, 2010.

The following sets out the changes in the share capital of our Company during the two years immediately preceding the date of this document:

On June 10, 2021, our registered capital was increased from RMB11,386,700 to RMB12,371,100.

On November 15, 2021, our Company was converted into a joint stock company with limited liability under the PRC Company Law. Upon completion of such conversion, the share capital of our Company was RMB12,371,100 divided into 12,371,100 Shares with a nominal value of RMB1.00 each.

On December 7, 2021, our share capital was increased from RMB12,371,100 to RMB12,865,944.

On December 23, 2021, our share capital was increased from RMB12,865,944 to RMB45,000,000.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

Assuming the [REDACTED] is not exercised, upon completion of the [REDACTED], our share capital will be increased to RMB[REDACTED] divided into [REDACTED] Unlisted 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. Save as aforesaid, there has been no alteration in our share capital since our establishment.

### 3. Restriction of share repurchase

For details of the restrictions on the share repurchase by our Company, please refer to the section headed “Summary of Articles of Association” in Appendix V to this document.

### 4. Resolutions of our Shareholders passed on May 15, 2023

At the extraordinary general meeting of our Company held on May 15, 2023, among other things, the following resolutions were passed by our Shareholders:

- (a) the issue of our H Shares with a nominal value of RMB1.00 each and such H Shares to be [REDACTED] on the Stock Exchange;
- (b) subject to the completion of the [REDACTED], the Articles of Association has been approved and adopted, which shall only become effective on the [REDACTED], and our Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities; and
- (c) authorizing our Board to handle all relevant matters relating to, among other things, the implementation of issue of H Shares and the [REDACTED].

### 5. Conversion into a joint stock company

Our Company was converted into a joint stock company with limited liability under the PRC Company Law in preparation of our [REDACTED]. For details, please see “History, Development and Corporate Structure – Corporate Development – Our Company – Conversion into a joint stock limited liability company” in this document. As confirmed by our PRC Legal Advisors, such conversion and all the equity transfers and capital increases as described in the section headed “History, Development and Corporate Structure” have obtained all necessary approvals from competent authorities or made all necessary registration or filings with the relevant local branch of SAMR in material aspects.

### 6. Our Subsidiary

Our Company has not had any subsidiary since the commencement of the Track Record Period and up to the Latest Practicable Date.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### B. FURTHER INFORMATION ABOUT OUR BUSINESS

#### 1. Summary of material contracts

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

- (a) an equity transfer agreement (股權轉讓協議) dated September 25, 2021 entered into among Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)), BaTeLab Co., Ltd. (蘇州貝克微電子有限公司), Mr. Li Zhen (李真) and Beijing Minwen Investment Co., Ltd. (北京敏聞投資有限責任公司), pursuant to which Beijing Minwen Investment Co., Ltd. (北京敏聞投資有限責任公司) agreed to transfer its 1.04% equity interest in BaTeLab Co., Ltd. (蘇州貝克微電子有限公司) to Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)) at a consideration of RMB8,320,000;
- (b) an equity transfer agreement (股權轉讓協議) dated October 19, 2021 entered into among Suzhou Rongxiang Beiyong Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)), BaTeLab Co., Ltd. (蘇州貝克微電子有限公司), Mr. Li Zhen (李真) and Suzhou Ronglian Venture Capital Partnership (Limited Partnership) (蘇州融聯創業投資企業(有限合夥)), pursuant to which Suzhou Ronglian Venture Capital Partnership (Limited Partnership) (蘇州融聯創業投資企業(有限合夥)) agreed to transfer its 6.5782% equity interest in BaTeLab Co., Ltd. (蘇州貝克微電子有限公司) to Suzhou Rongxiang Beiyong Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)) at a consideration of RMB52,814,477;
- (c) an equity transfer agreement (股權轉讓協議) dated October 22, 2021 entered into among Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥)), BaTeLab Co., Ltd. (蘇州貝克微電子有限公司), Mr. Li Zhen (李真) and Tianjin Qilong Investment Management Partnership (Limited Partnership) (天津七龍投資管理合夥企業(有限合夥)), pursuant to which Tianjin Qilong Investment Management Partnership (Limited Partnership) (天津七龍投資管理合夥企業(有限合夥)) agreed to transfer its 2.1227% equity interest in BaTeLab Co., Ltd. (蘇州貝克微電子有限公司) to Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥)) at a consideration of RMB17,042,371;

**APPENDIX VI**

**STATUTORY AND GENERAL INFORMATION**

- (d) a capital increase agreement (增資協議) dated November 30, 2021 entered into among BaTeLab Co., Ltd. (蘇州貝克微電子有限公司), Pingtan Fengyuan Juxin Equity Investment Partnership (平潭馮源聚芯股權投資合夥企業(有限合夥)), Mr. Li Zhen (李真), Mr. Li Yi (李一), Suzhou Backward Electronic Co., Ltd. (蘇州貝克瓦特電子有限公司), Suzhou Backward Investment Partnership (Limited Partnership) (蘇州貝克瓦特投資合夥企業(有限合夥)), Suzhou Rongxiang Beiyong Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)), Jiangsu Wanquan Yuanhe Puhua Equity Investment Partnership (Limited Partnership) (江蘇韋泉元禾璞華股權投資合夥企業(有限合夥)), Runke (Shanghai) Equity Investment Fund Partnership (Limited Partnership) (潤科(上海)股權投資基金合夥企業(有限合夥)), Zhuhai Guangfa Xinde Intelligent Innovation Upgrade Equity Investment Fund (Limited Partnership) (珠海廣發信德智能創新升級股權投資基金(有限合夥)), Suzhou New District Venture Technology Investment Management Co., Ltd. (蘇州高新區創業科技投資管理有限公司), Shenzhen Zhongke Quantum Investment Partnership (Limited Partnership) (深圳中科量子投資合夥企業(有限合夥)), Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)), Shanghai Yucheng Enterprise Management Consulting Partnership (Limited Partnership) (上海嶼丞企業管理諮詢合夥企業(有限合夥)), Beijing Taiyou Venture Capital Partnership (Limited Partnership) (北京泰有創業投資合夥企業(有限合夥)), Anji Chenfeng Enterprise Management Partnership (Limited Partnership) (安吉辰豐企業管理合夥企業(有限合夥)), Zhuhai Guangfa Xinde Environmental Industry Investment Fund Partnership (Limited Partnership) (珠海廣發信德環保產業投資基金合夥企業(有限合夥)), Suzhou Huiyi Ruijin Venture Capital Partnership (Limited Partnership) (蘇州匯毅瑞錦創業投資合夥企業(有限合夥)), Suzhou Hejiuxin Venture Capital Partnership (Limited Partnership) (蘇州合久鑫創業投資合夥企業(有限合夥)), Suzhou Heyuanxin Venture Capital Partnership (Limited Partnership) (蘇州合遠芯創業投資合夥企業(有限合夥)), Jiangsu Huate Integrated Circuit Co., Ltd. (江蘇華特集成電路股份有限公司), Nanjing Turing Phase I Venture Capital Partnership (Limited Partnership) (南京圖靈一期創業投資合夥企業(有限合夥)), Tsinghua University Education Foundation (清華大學教育基金會), Hangzhou Taizhiyou Venture Capital Partnership (Limited Partnership) (杭州泰之有創業投資合夥企業(有限合夥)), Xinyu Taiyi Investment Management Centre (Limited Partnership) (新余泰益投資管理中心(有限合夥)), Xinyu Jimu Ruiyuan Investment Consulting Centre (Limited Partnership) (新余極目睿遠投資諮詢中心(有限合夥)), Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥)), Tibet Taisheng Information Technology Partnership (Limited Partnership) (西藏泰升信息科技合夥企業(有限合夥)) and Tianjin Huahui Taiyou Digital Information Investment Partnership (Limited Partnership) (天津華慧泰有電子信息投資合夥企業(有限合夥)) in respect of the capital injection in BaTeLab Co., Ltd. (蘇州貝克微電子有限公司) of RMB40,000,000 to be contributed by Pingtan Fengyuan Juxin Equity Investment Partnership (平潭馮源聚芯股權投資合夥企業(有限合夥));

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

- (e) an supplemental agreement (補充協議) dated December 22, 2021 entered into among BaTeLab Co., Ltd. (蘇州貝克微電子有限公司), Pingtan Fengyuan Juxin Equity Investment Partnership (平潭馮源聚芯股權投資合夥企業(有限合夥)), Mr. Li Zhen (李真), Mr. Li Yi (李一), Suzhou Backward Electronic Co., Ltd. (蘇州貝克瓦特電子有限公司), Suzhou Backward Investment Partnership (Limited Partnership) (蘇州貝克瓦特投資合夥企業(有限合夥)), Suzhou Rongxiang Beiyong Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)), Jiangsu Wanquan Yuanhe Puhua Equity Investment Partnership (Limited Partnership) (江蘇韋泉元禾璞華股權投資合夥企業(有限合夥)), Runke (Shanghai) Equity Investment Fund Partnership (Limited Partnership) (潤科(上海)股權投資基金合夥企業(有限合夥)), Zhuhai Guangfa Xinde Intelligent Innovation Upgrade Equity Investment Fund (Limited Partnership) (珠海廣發信德智能創新升級股權投資基金(有限合夥)), Suzhou New District Venture Technology Investment Management Co., Ltd. (蘇州高新區創業科技投資管理有限公司), Shenzhen Zhongke Quantum Investment Partnership (Limited Partnership) (深圳中科量子投資合夥企業(有限合夥)), Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)), Shanghai Yucheng Enterprise Management Consulting Partnership (Limited Partnership) (上海嶼丞企業管理諮詢合夥企業(有限合夥)), Beijing Taiyou Venture Capital Partnership (Limited Partnership) (北京泰有創業投資合夥企業(有限合夥)), Anji Chenfeng Enterprise Management Partnership (Limited Partnership) (安吉辰豐企業管理合夥企業(有限合夥)), Zhuhai Guangfa Xinde Environmental Industry Investment Fund Partnership (Limited Partnership) (珠海廣發信德環保產業投資基金合夥企業(有限合夥)), Suzhou Huiyi Ruijin Venture Capital Partnership (Limited Partnership) (蘇州匯毅瑞錦創業投資合夥企業(有限合夥)), Suzhou Hejiuxin Venture Capital Partnership (Limited Partnership) (蘇州合久鑫創業投資合夥企業(有限合夥)), Suzhou Heyuanxin Venture Capital Partnership (Limited Partnership) (蘇州合遠芯創業投資合夥企業(有限合夥)), Jiangsu Huate Integrated Circuit Co., Ltd. (江蘇華特集成電路股份有限公司), Nanjing Turing Phase I Venture Capital Partnership (Limited Partnership) (南京圖靈一期創業投資合夥企業(有限合夥)), Tsinghua University Education Foundation (清華大學教育基金會), Hangzhou Taizhiyou Venture Capital Partnership (Limited Partnership) (杭州泰之有創業投資合夥企業(有限合夥)), Xinyu Taiyi Investment Management Centre (Limited Partnership) (新余泰益投資管理中心(有限合夥)), Xinyu Jimu Ruiyuan Investment Consulting Centre (Limited Partnership) (新余極目睿遠投資諮詢中心(有限合夥)), Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥)), Tibet Taisheng Information Technology Partnership (Limited Partnership) (西藏泰升信息科技合夥企業(有限合夥)), Tianjin Huahui Taiyou Digital Information Investment Partnership (Limited Partnership) (天津華慧泰有電子信息投資合夥企業(有限合夥)), pursuant to which the special rights granted to certain of the Pre-[REDACTED] Investors in relation to BaTeLab Co., Ltd. (蘇州貝克微電子有限公司) pursuant to the terms of their respective investments, including, among others, performance commitments, repurchase rights, preferential dividend distribution rights and anti-dilution rights, were terminated with immediate effect;

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

- (f) the Deed of Non-competition;
- (g) the Deed of Indemnity; and
- (h) the [REDACTED].

**2. Intellectual property rights of our Company**

**(a) Trademarks**

As of the Latest Practicable Date, our Company was the registered proprietor of the following trademarks which, in the opinion of our Directors, are material to our business:

No.	Trademark	Class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
1.		12	Our Company	PRC	10974863	September 14, 2013	September 13, 2023
2.		09	Our Company	PRC	10974539	September 14, 2013	September 13, 2023
3.		09	Our Company	PRC	8900455	December 14, 2021	December 13, 2031
4.	Backward Technology	09	Our Company	PRC	8900429	January 14, 2022	January 13, 2032
5.	贝克瓦特	09	Our Company	PRC	8900374	December 14, 2013	December 13, 2023
6.		09	Our Company	PRC	8900475	January 14, 2022	January 13, 2032
7.	Batelab	09	Our Company	PRC	8900406	December 14, 2021	December 13, 2031

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

No.	Trademark	Class	Applicant	Place of application	Application number	Application date
1.		9、35、42	Our Company	Hong Kong	306196302	March 17, 2023
2.		9、35、42	Our Company	Hong Kong	306196311	March 17, 2023
3.		9、35、42	Our Company	Hong Kong	306196320	March 17, 2023

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

**(b) Domain name**

As of the Latest Practicable Date, we have registered the following domain name which, in the opinion of our Directors, is material to our business:

<u>No.</u>	<u>Domain name</u>	<u>Registrant</u>	<u>Registration date</u>	<u>Expiry date</u>
1.	<u>www.batelab.com</u>	our Company	November 20, 2008	November 20, 2027

**(c) Patents**

As of the Latest Practicable Date, we have registered the following patents which, in the opinion of our Directors, are material to our business:

<u>No.</u>	<u>Title of patent</u>	<u>Type</u>	<u>Registration owner</u>	<u>Patent number</u>	<u>Application date</u>	<u>Registration date</u>
1.	A charging circuit capable of short-circuit protection and automatic restart (一種可實現短路保護及自動重啟的充電電路)	Invention	Our Company	202110755941.6	July 5, 2021	September 10, 2021
2.	A high-precision and low-temperature-drift circuit structure (一種高精度低溫漂的電路結構)	Invention	Our Company	202111636265.7	December 30, 2021	April 29, 2022
3.	A current detection circuit with controllable current detection (一種檢測電流可控的電流檢測電路)	Invention	Our Company	202210154303.3	February 21, 2022	June 28, 2022
4.	A circuit capable of reducing operating voltage (一種可降低工作電壓的電路)	Invention	Our Company	202210228463.8	March 10, 2022	June 28, 2022
5.	An auxiliary chip design method for reducing simulation time (一種減少仿真時間的輔助芯片設計方法)	Invention	Our Company	202110157291.5	February 5, 2021	May 18, 2021

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>No.</u>	<u>Title of patent</u>	<u>Type</u>	<u>Registration owner</u>	<u>Patent number</u>	<u>Application date</u>	<u>Registration date</u>
6.	A chip design method for automatically adding environmental stability system (一種自動添加環境穩定系統的芯片設計方法)	Invention	Our Company	202110748503.7	July 2, 2021	September 17, 2021
7.	An artificial intelligence implementation method and system for circuit design (用於電路設計的人工智能實現方法及系統)	Invention	Our Company	202110781715.5	July 12, 2021	September 17, 2021
8.	A machine learning-based circuit design system and method (一種基於機器學習的電路設計系統及方法)	Invention	Our Company	202110810656.X	July 19, 2021	November 9, 2021
9.	A visualized computer-aided chip design and simulation verification method and system (一種可視化計算機輔助芯片設計和仿真驗證方法及系統)	Invention	Our Company	202111065759.4	September 13, 2021	November 23, 2021
10.	An auxiliary circuit for integrated circuit chips and its design method (一種集成電路芯片的輔助電路及其設計方法)	Invention	Our Company	202110410530.3	April 16, 2021	December 28, 2021
11.	A simulation request processing method, device, electronic device, and readable storage medium (一種仿真請求處理方法、裝置、電子設備及可讀存儲介質)	Invention	Our Company	202110744040.7	July 1, 2021	February 22, 2022



**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>No.</u>	<u>Title of patent</u>	<u>Type</u>	<u>Registration owner</u>	<u>Patent number</u>	<u>Application date</u>	<u>Registration date</u>
12.	A single-layer polycrystalline embedded non-volatile storage unit, storage array, and its operating method (單層多晶嵌入式非揮發存儲單元、存儲陣列及其工作方法)	Invention	Our Company and Tsinghua University	202111462132.2	December 3, 2021	March 1, 2022
13.	A high-precision semiconductor chip tuning test method (一種高精度的半導體芯片修調測試方法)	Invention	Our Company	202210000452.4	January 4, 2022	April 29, 2022
14.	A power supply circuit for saving chip layout area (一種用於節約芯片版面面積的供電電路)	Invention	Our Company	202210708576.8	June 22, 2022	October 4, 2022
15.	An efficient integrated circuit chip tuning test circuit and testing method (一種高效的集成電路芯片修調測試電路及測試方法)	Invention	Our Company	202210738551.2	June 28, 2022	October 4, 2022

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

<u>No.</u>	<u>Title of patent</u>	<u>Type</u>	<u>Applicant</u>	<u>Place of application</u>	<u>Application number</u>	<u>Application date</u>
1.	A high-precision over-current detection circuit (一種高精度過電流檢測電路)	Invention	Our Company	PRC	202210379145.1	April 12, 2022
2.	A switch tube on-state speed control circuit (一種開關管導通速度控制電路)	Invention	Our Company	PRC	202310233301.8	March 13, 2023

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<u>No.</u>	<u>Title of patent</u>	<u>Type</u>	<u>Applicant</u>	<u>Place of application</u>	<u>Application number</u>	<u>Application date</u>
3.	A single-layer polycrystalline silicon memory and its operation method (一種單層多晶硅存儲器及其操作方法)	Invention	Our Company and Tsinghua University	Hong Kong	42023071167.3	January 9, 2023
4.	Circuit design method and implementation system based on artificial intelligence (基於人工智能的電路設計方法與實現系統)	Invention	Our Company	the United States	17950164	September 2, 2021
5.	Circuit design method and implementation system based on artificial intelligence (基於人工智能的電路設計方法與實現系統)	Invention	Our Company	Japan	2023-513525	September 2, 2021
6.	High-efficiency and high-precision chip circuit simulation verification method, system, device, and storage medium (高效率、高精度的芯片電路仿真驗證方法、系統、裝置和存儲介質)	Invention	Our Company	the United States	18080403	June 1, 2022
7.	High-efficiency and high-precision chip circuit simulation verification method, system, device, and storage medium (高效率、高精度的芯片電路仿真驗證方法、系統、裝置和存儲介質)	Invention	Our Company	Japan	2022-576196	June 1, 2022
8.	An efficient circuit simulation method, device, equipment, and storage medium (一種高效的電路仿真方法、裝置、設備及存儲介質)	Invention	Our Company	the United States	18027358	June 1, 2022

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

No.	Title of patent	Type	Applicant	Place of application	Application number	Application date
9.	An efficient circuit simulation method, device, equipment, and storage medium (一種高效的電路仿真方法、裝置、設備及存儲介質)	Invention	Our Company	Japan	2023-520274	June 1, 2022

**(d) Copyrights**

As of the Latest Practicable Date, we have registered the following copyrights in the PRC which, in the opinion of our Directors, are material to our business:

No.	Copyright	Type	Copyright owner	Registration number	Registration date
1.	Backward Layout Editing Tool Software 1.0 (貝克瓦特版圖編輯工具軟件1.0)	Software Copyright (軟件著作權)	Our Company	2013SR162694	December 31, 2013
2.	BT2747 Test Program V1.0 (BT2747測試程序V1.0)	Software Copyright (軟件著作權)	Our Company	2017SR408803	July 28, 2017
3.	Sorting Machine Mainboard Source Program V1.0 (分選機主板源程序V1.0)	Software Copyright (軟件著作權)	Our Company	2017SR403679	July 27, 2017
4.	Integrated Circuit Principle Design Model Optimization Program V3.0 (集成電路原理設計模型優化程序V3.0)	Software Copyright (軟件著作權)	Our Company	2021SR0820739	June 2, 2021
5.	Integrated Circuit Sorting Machine Main Control Board Software V3.0 (集成電路分選機主控板軟件V3.0)	Software Copyright (軟件著作權)	Our Company	2021SR0953351	June 28, 2021
6.	Integrated Circuit Layout Editing Tool Software BTLE V3.0 (集成電路版圖編輯工具軟件BTLE V3.0)	Software Copyright (軟件著作權)	Our Company	2021SR0840384	June 4, 2021
7.	BT2747 Chip Test Program V3.0 (BT2747芯片測試程序V3.0)	Software Copyright (軟件著作權)	Our Company	2021SR0951145	June 25, 2021

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

<b>No.</b>	<b>Copyright</b>	<b>Type</b>	<b>Copyright owner</b>	<b>Registration number</b>	<b>Registration date</b>
8.	EDA Software Chip Stereoscopic Modeling Viewing Software 1.0 (EDA軟件芯片立體建模查看軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR0556065	May 5, 2022
9.	Automatically Adding Environment Stability System Design Software 1.0 (自動添加環境穩定系統的設計軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR0556066	May 5, 2022
10.	Accelerated Simulation Software for Large-Scale Integrated Circuit Transient Analysis 1.0 (用於大規模集成電路瞬態分析的加速仿真軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR0556067	May 5, 2022
11.	Software for Adjusting Simulation Priority Sequence 1.0 (調整仿真優先級順序的軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR0556068	May 5, 2022
12.	Tool Software for Efficiently Shortening Simulation Time in Integrated Circuit Design 1.0 (可高效縮短集成電路設計中仿真時間的工具軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR1026896	August 5, 2022
13.	Tool Software for Graphical Secondary Development in Chip Layout Design 1.0 (在芯片版圖設計中進行圖形化二次開發的工具軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR1026972	August 5, 2022
14.	Automated Integrated Circuit Parallel Simulation Tool Software 1.0 (自動化集成電路中可進行並行仿真的工具軟件1.0)	Software Copyright (軟件著作權)	Our Company	2022SR1026968	August 5, 2022

**APPENDIX VI STATUTORY AND GENERAL INFORMATION**

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

**1. Disclosure of interests**

*(a) Interests and short positions of the Directors, Supervisors and the chief executive of our Company in the registered capital of our Company*

Immediately following the completion of the [REDACTED] assuming that the [REDACTED] is not exercised, the interests or short positions of the Directors, Supervisors or 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 or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, under Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, under the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “**Model Code**”), to be notified to our Company and the Stock Exchange once the H Shares are [REDACTED] will be as follows:

*Interest in Shares of our Company*

Name of Director	Nature of interest	Number of Shares <sup>(2)</sup>	Immediately following the completion of the [REDACTED]	
			Approximately percentage of shareholding in the relevant type of Shares	Approximate percentage of shareholding in the total share capital <sup>(1)</sup>
Mr. Li Zhen	Beneficial owner	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
	Interest in controlled corporation <sup>(3)</sup>	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
	Interest held jointly with other persons <sup>(4)</sup>	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
Mr. Zhang Guangping	Interest held jointly with other persons <sup>(4)</sup>	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
Mr. Li Yi	Beneficial owner	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
	Interest held jointly with other persons <sup>(4)</sup>	[REDACTED] (L)	[REDACTED]%	[REDACTED]%
Mr. Kong Jianhua	Interest held in controlled corporation <sup>(5)</sup>	[REDACTED] (L)	[REDACTED]%	[REDACTED]%

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## APPENDIX VI STATUTORY AND GENERAL INFORMATION

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*Notes:*

- (1) The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised).
- (2) The letter “L” denotes the person’s long position in our Shares.
- (3) The general partner of Backward Partnership is Backward Electronic, which is in turn owned as to 53.50% by Mr. Li Zhen. By Virtue of the SFO, Mr. Li Zhen is deemed to be interested in the Shares held by each of Backward Electronic and Backward Partnership.
- (4) Pursuant to the Concert Party Agreement, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi agreed and confirmed, among others, that from the date when they became direct and/or indirect Shareholders of our Company to such date when all of them cease to be directly or indirectly interested in our Company, they had been and would continue to be acting in concert. Pursuant to the Concert Party Agreement, the Concert Parties had consulted and would consult with each other and reach a unanimous consensus among themselves before the decision, implementation and agreement on material operation and development affairs and/or all voting at Board and Shareholders’ meetings. In the event that they are unable to reach consensus on any matter presented, it shall be resolved by a simple majority vote, with each Concert Party entitled to one vote. For details of the Concert Party Agreement, please see the section headed “History, Development and Corporate Structure”. By virtue of the SFO, each of Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi together with their respective investment holding companies (being Backward Electronic and Backward Partnership) are deemed to be interested in the Shares held by each other.
- (5) The general partner of Rongxiang Venture was Suzhou Hi-tech Venture Capital Group Rongxiang Investment Management Co., Ltd. (蘇州高新創業投資集團融享投資管理有限公司), which was ultimately controlled by Mr. Kong Jianhua, one of our non-executive Directors. By Virtue of the SFO, Mr. Kong Jianhua is deemed to be interested in the Shares held by Rongxiang Venture.

**(b) Substantial Shareholders**

*Interests of the substantial Shareholders in the Shares*

Save as disclosed in the section headed “Substantial Shareholders” in this document, our Directors are not aware of any person who will, immediately following completion of the [REDACTED] (assuming that the [REDACTED] is not exercised), have or be deemed or taken to have interests and/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 who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

**2. Further Information about our Directors and Supervisors**

**(a) Particulars of Directors’ and Supervisors’ service contracts and appointment letters**

Each of the Directors and Supervisors [has entered] into a service contract or letter of appointment with our Company. The principal particulars of these service contracts and letters of appointment comprise (a) the term of the service; (b) termination provisions; and (c) a dispute resolution provision. The service contracts and letters of appointment may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

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

### **(b) Others**

- (i) None of the Directors, Supervisors, or any past Directors of our Company has been paid any sum of money for the three years ended December 31, 2020, 2021, 2022 (i) as an inducement to join or upon joining our Company or (ii) for loss of office as a director of our Company or of any other office in connection with the management of the affairs of our Company.
- (ii) There has been no arrangement under which a Director or Supervisor has waived or agreed to waive any remuneration or benefits in kind for the three years ended December 31, 2020, 2021, 2022.
- (iii) None of the Directors or Supervisors has been or is interested in the promotion of, or in the property proposed to be acquired by, our Company, and no sum has been paid or agreed to be paid to any of them in cash or shares or otherwise by any person either to induce him/her to become, or to qualify him/her as, a Director or a Supervisor, or otherwise for services rendered by him in connection with the promotion or formation of our Company.

### **3. Agency fees or commissions received**

Save as disclosed in this section, none of our Directors, Supervisors or any of the persons whose names are listed under "[REDACTED]" in this document, no commissions, discounts, agency fee, brokerages or other special terms were granted in connection with the issue or sale of any capital of our Company within the two years immediately preceding the date of this document.

### **4. Directors' and Supervisors' remuneration**

For the three years ended December 31, 2020, 2021 and 2022, the aggregate remuneration (including Directors' fees, salaries, allowances, benefits in kind, discretionary bonuses and retirement scheme contributions) recorded for our Directors and Supervisors were approximately RMB0.95 million, RMB2.85 million and RMB4.03 million, respectively. For details, please refer to note 8 of the Accountants' Report set out in Appendix I to this document.

Under the arrangement currently in force, the aggregate remuneration (including salaries, allowances, benefits in kind, discretionary bonuses, retirement scheme contributions, share-based payments and performance related bonuses) of our Directors and Supervisors for the year ending December 31, 2023 is estimated to be no more than RMB5.38 million.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 5. Disclaimers

- (a) save as disclosed in this section, none of our Directors, Supervisors or chief executive of our Company has any interest or short position in our shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Division 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 our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once our H Shares are [REDACTED] on the Stock Exchange;
- (b) none of our Directors or Supervisors nor any of the experts referred to under “– D. Other Information – 7. Qualifications and consents of experts” in this appendix has any direct or indirect interest in the promotion of our Company, 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 our Company, or are proposed to be acquired or disposed of by or leased to our Company;
- (c) none of our Directors or Supervisors nor any of the experts referred to under “– D. Other Information – 7. Qualifications and consents of experts” in this appendix, is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Company taken as a whole;
- (d) save as disclosed in this section, none of our Directors or Supervisors has any existing or proposed service contracts with our Company (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) save as disclosed in “Substantial Shareholders” and “– C. Further information about Directors, Supervisors and Substantial Shareholders – 1. Disclosure of interests” above, none of our Directors or Supervisors knows of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following the completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, have an interest or short position in our Shares or underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the issued voting shares of our Company; and
- (f) so far as is known to our Directors as of the Latest Practicable Date, none of our Directors, Supervisors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interests in any of our top five suppliers of the Directors is interested in any business (other than the business of our Company) which competes or is likely to compete, directly or indirectly, with our business.



## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### D. OTHER INFORMATION

#### 1. Tax and Indemnities

Our Single Largest Group of Shareholders [have entered] into the Deed of Indemnity with and in favour of our Company 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, any late charges and penalties incurred as a result of tax filing matters as well as any estate duty to which our Company may be subject to and payable on or before the [REDACTED], save, among others, (a) to the extent that specific provision or reserve has been made for such liability in the audited combined financial statements of our Company as set out in Appendix I to this document; (b) to the extent that such liability would not have arisen but for any act or omission of, or delay by, our Company after the [REDACTED]; and (c) to the extent such loss arises or is incurred only as a result of a retrospective change in law or regulations or the interpretation or practice thereof by any relevant authority coming into force after the [REDACTED]

#### 2. Estate duty

As advised by our PRC Legal Advisors, the PRC currently does not impose any estate duty.

#### 3. Litigation

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any litigation, arbitration or administrative proceedings which could have a material adverse impact on our business, financial condition or results of operations. As of the Latest Practicable Date, we were not aware of any pending or threatened litigation, arbitration or administrative proceedings against us which may have a material and adverse impact on our business, financial condition or results of operations.

#### 4. Sole Sponsor

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of US\$750,000 for acting as the sponsor for the [REDACTED].

#### 5. Preliminary expenses

As of the Latest Practicable Date, our Company had not incurred any preliminary expenses for purpose of the Listing Rules.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 6. Promoters

The promoters of our Company are Mr. Li Zhen, Mr. Li Yi, Backward Electronic, Backward Partnership, Rongxiang Venture, Yuanhe Puhua, Runke Investment, Guangfa Intelligent, Suzhou Technology Investment, Zhongke Quantum, Minyi Intelligent, Shanghai Yucheng, Nantong Zhouzhou, Taiyou Venture, Anji Chenfeng, Guangfa Environmental, Huiyi Ruijin, Hejiuxin, Heyuanxin, Jiangsu Huate, Nanjing Turing, Tsinghua Foundation, Taizhiyou, Xinyu Taiyi, Taisheng Technology, Huahui Taiyou and Xinyu Jimu.

Save as disclosed in the section headed “History, Development and Corporate Structure”, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

### 7. Qualifications and consents of experts

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

<b>Name</b>	<b>Qualification</b>
China International Capital Corporation Hong Kong Securities Limited	Licensed corporation under the SFO permitted to conduct 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
KPMG	Certified Public Accountants, and Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
King & Wood Mallesons	Legal advisors to our Company as to PRC law
Frost & Sullivan	Industry consultant

Each of the experts named above has given and has not withdrawn its respective written consent to the issue of this document with the inclusion of its report and/or letter and/or opinion and/or the references to its name included in this document the form and context in which it is respectively included.

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

### 8. Interests of experts in our Company

Except as disclosed in this document and save for its obligations under the [REDACTED] Agreements, none of the persons named in “– D. Other Information – 7. Qualifications and consents of experts” above is interested beneficially or otherwise in any Shares or shares of our Company or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in our Company.

### 9. Taxation of holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty. The current rate chargeable on each of the seller and purchaser is 0.13% of the consideration or, if higher, the fair value of the H Shares being sold or transferred. For further information in relation to taxation, see “Taxation and Foreign Exchange” in Appendix III to this document.

### 10. Binding effect

This document shall have the effect, if an application is made in pursuance of this document, 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.

### 11. Miscellaneous

- (a) Within the two years immediately preceding the date of this document:
  - (i) save as disclosed in “History, Development and Corporate Structure” in this document, no share or loan capital of our Company has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash;
  - (ii) no share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) save as disclosed in “[REDACTED]” in this document, no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company; and
  - (iv) save as disclosed in “[REDACTED]” in this document, no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any share in our Company.

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**APPENDIX VI** **STATUTORY AND GENERAL INFORMATION**

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- (b) Our Directors confirm that:
  - (i) there has been no material adverse change in the financial or trading position or prospects of our Company since December 31, 2022 (being the date to which the latest audited consolidated financial statements of our Company were prepared); and
  - (ii) there has not been any interruption in the business of our Company which may have or has had a significant effect on the financial position of our Company in the 12 months preceding the date of this document;
- (c) There are no founder, management or deferred shares nor any debentures in our Company;
- (d) All necessary arrangements have been made to enable our H Shares to be admitted into CCASS for clearing and settlement;
- (e) Our Company presently is not [REDACTED] on any stock exchange or [REDACTED] on any [REDACTED] system;
- (f) Our Company has no outstanding convertible debt securities or debentures;
- (g) There is no arrangement under which future dividends are waived or agreed to be waived;
- (h) None of the equity and debt securities of our Company, if any, is [REDACTED] or dealt with in any other stock exchange nor is any [REDACTED] or permission to [REDACTED] being or proposed to be sought;
- (i) Our Company is not a sino-foreign equity joint venture or which operates as or under a cooperative or contractual joint venture; and
- (j) We currently do not intend to apply for the status of sino-foreign investment joint stock limited company and do not expect to be subject to the PRC Foreign Investment Law.

**12. Bilingual document**

The English and Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In case of any discrepancies between the English language version and Chinese language version of this document, the English language version shall prevail.