
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our Company’s history could be traced back to 2010 when our Company was established by Mr. Li Zhen and Mr. Li Yi with their personal funds. We have since then been led by Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi, our co-founders and core management team. See “Directors, Supervisors and Senior Management” in this document for their background and industry experience. After over a decade of operations, we have developed into one of the analog IC patterned wafer providers with a prominent market position in China. We are the largest provider of analog IC patterned wafers in China in terms of revenue in 2022, according to Frost & Sullivan. Our patterned wafers enable cost-effective development or manufacturing of high-performance industrial grade IC chips for a range of customers and end users, including IC design companies, distributors, brand-name manufacturers and ODMs. We offer approximately 400 types of diversified industrial grade analog IC patterned wafer products across seven sub-categories, namely switching regulators, multi-channel ICs and PMICs, linear regulators, battery management ICs, monitoring and modulating ICs, driver ICs, and linear products, in the power management category and the signal chain category as of the Latest Practicable Date. In 2020, 2021 and 2022, we successfully launched eight, 45 and 157 analog IC patterned wafer products, respectively, representing a CAGR of 343.0%, which is the fastest expansion of analog IC product offerings in China, according to Frost & Sullivan.

BUSINESS DEVELOPMENT MILESTONES

The following set forth the key milestones of our business development.

Year	Milestone event
2010	Our Company was established in Suzhou, the PRC in November, 2010 and was primarily engaged in design and sales of IC products.
2011	We released our proprietary EDA software BT EDA1.0 and started using our own EDA platform to provide IC design services.
2013	We started focusing on providing finished analog IC products and began to lay out a comprehensive product line.
2018	We continuously upgraded our EDA software and started exploring the patterned wafer business.
2019	We had independently developed approximately 100 different analog IC products.

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Year	Milestone event
2020	<p>We were qualified as High-tech Enterprise by Jiangsu Provincial Department of Science and Technology (江蘇省科學技術廳), the Department of Finance of Jiangsu Province (江蘇省財政廳) and Jiangsu Provincial Tax Service, State Taxation Administration (國家稅務總局江蘇省稅務局).</p> <p>Our EDA software was upgraded to BT EDA 3.0.</p>
2021	<p>We built up an IP library with over 300 IP modules.</p>
2022	<p>We expanded our product offering to include IP licensing.</p> <p>We established our Shanghai branch office.</p> <p>Our “Processor Power Supply Chip Based On Self-Developed Modular Software” (基於自研模塊化軟件的處理器供電芯片) was awarded as “China Chip of Excellent Market Performance” (“中國芯”優秀市場表現產品) by China Center for Information Industry Development (中國電子信息產業發展研究院).</p> <p>We were awarded as “Gazelle Enterprise in South Jiangsu National Independent Innovation Demonstration Zone” (蘇南國家自主創新示範區瞪羚企業) by Sunan National Innovation Park Management Service Center (蘇南國家自主創新示範區管理服務中心).</p> <p>We were awarded as “Specialized and Innovative Small and Medium-Sized Enterprises of Jiangsu Province” (江蘇省專精特新中小企業) by Industry and Information Technology Department of Jiangsu (江蘇省工業和信息化廳).</p>

CORPORATE DEVELOPMENT

Our Company

Establishment and initial shareholding interests

Our Company was established in the PRC on November 12, 2010 as a limited liability company with an initial registered and paid-up capital of RMB1,300,000. As of the date of its establishment, our Company was owned as to 84.62% by Mr. Li Zhen and 15.38% by Mr. Li Yi. Our Company has since our commencement of operations been principally engaged in providing analog IC patterned wafers in China.

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On June 1, 2012, the registered capital of our Company was increased to RMB5,300,000, of which RMB2,100,000 was paid up and our Company became held as to 84.91% by Mr. Li Zhen and 15.09% by Mr. Li Yi.

Capital injection by Suzhou Technology Investment in 2013

Pursuant to a capital increase agreement entered into between our Company and 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) (“**Suzhou Technology Investment**”), an Independent Third Party, on September 11, 2013, the registered capital of our Company was increased by RMB588,900 to RMB5,888,900, with Suzhou Technology Investment making a capital contribution of RMB1,500,000 in our Company, of which RMB588,900 was contributed to the registered capital of our Company and RMB911,100 was treated as contribution to the capital reserve of our Company. The investment amount was determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the parties. Pursuant to the capital increase agreement, the consideration was to be settled in three even installments with the amount of RMB500,000 for each installment, which was a common practice of Suzhou Technology Investment in making investments and with a purpose to protect its own interest. The three installments were to be triggered upon the then paid-in capital from Mr. Li Zhen and Mr. Li Yi in our Company reaching RMB2.1 million, RMB3.1 million and RMB5.3 million, respectively. The first two installments were subsequently settled in 2013 and 2014, respectively, with the last installment fully settled on January 15, 2021. The registration of the above capital increase was completed on October 18, 2013. For details of Suzhou Technology Investment, see “—Pre-[REDACTED] Investments” below.

Upon completion of the above capital injection, our Company’s shareholding structure became as follows:

Name of the Shareholder	Percentage of shareholding <i>(approx. %)</i>
Mr. Li Zhen	76.42
Mr. Li Yi	13.58
Suzhou Technology Investment	10.00
Total	100

Equity transfer in 2015

For the purpose of optimizing the shareholding structure of our Company, Mr. Li Zhen and Mr. Li Yi entered into equity transfer agreements with Backward Electronic and Backward Partnership, respectively, on August 26, 2015, pursuant to which (i) Mr. Li Zhen agreed to transfer 31.40% (which was not yet paid up then) and 39.92% of the equity interest in our Company to Backward Partnership and Backward Electronic, respectively, at a consideration

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of nil and RMB2,350,700; and (ii) Mr. Li Yi agreed to transfer 11.03% of the equity interest in our Company at a consideration of RMB320,000 to Backward Electronic. The considerations were determined with reference to the paid-up portion of the equity interest transferred and fully settled on September 6, 2015. The registration of the transfers were completed on September 6, 2015.

Backward Electronic is a limited liability company established in the PRC on January 13, 2009 as a holding vehicle which was held as to 88.43% by Mr. Li Zhen and 11.57% Mr. Li Yi, respectively. It has not engaged in any business activity since its establishment. In December 2018, the then shareholders of Backward Electronic passed a resolution to increase its registered capital from RMB1.21 million to RMB2 million with the increased registered capital subscribed by Mr. Zhang Guangping at the subscription price of RMB1 per each RMB1 registered capital. Since then and up to the Latest Practicable Date, it was held as to 53.50% by Mr. Li Zhen, 39.50% by Mr. Zhang Guangping and 7.00% by Mr. Li Yi.

Backward Partnership is a limited partnership established in the PRC on May 12, 2015 as a holding vehicle which was held as to (i) 50% by Backward Electronic as general partner, and (ii) 30% and 20% by Mr. Li Zhen and Mr. Li Yi, respectively, as limited partners. It has not engaged in any business activity since its establishment. On February 17, 2023, Backward Partnership entered into (i) a capital injection agreement with Mr. Shi Chao, who has been one of our core R&D personnel in charge of our design and R&D activities and leading the design and R&D of our new and existing analog IC products, pursuant to which Mr. Shi Chao agreed to subscribe for the increased registered capital of RMB6,700 of Backward Partnership at a subscription price of RMB6,700 as limited partner. The consideration was determined after arm’s length negotiations and taking into account Mr. Shi Chao’s contribution to our Company and incentivizing him for his future performance pursuant to an incentive scheme of Backward Partnership, and was fully settled on March 27, 2023; and (ii) an investment agreement with each of Mr. Xiao Bin and Mr. Wei Yong, pursuant to which each of Mr. Xiao Bin and Mr. Wei Yong agreed to subscribe for the increased registered capital of Backward Partnership as limited partners at a subscription price of RMB10,002,000, of which RMB6,700 was contributed to the registered capital of Backward Partnership, and the remaining was treated as contribution to the capital reserve of Backward Partnership. The considerations were determined after arm’s length negotiations between the relevant parties and were fully settled on March 24, 2023 and March 26, 2023, respectively. Since then and up to the Latest Practicable Date, Backward Partnership has been held as to 41.63% by Backward Electronic as general partner, 24.98% by Mr. Li Zhen, 16.65% by Mr. Li Yi, 5.58% by Mr. Shi Chao, 5.58% by Mr. Xiao Bin and 5.58% by Mr. Wei Yong as limited partners. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, Mr. Shi Chao, Mr. Xiao Bin and Mr. Wei Yong are Independent Third Parties.

On March 31, 2022, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi (the “**Concert Parties**”) entered into a concert party agreement (the “**Concert Party Agreement**”), pursuant to which the Concert Parties 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

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acting in concert. Pursuant to the acting in concert arrangements, 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. As of the Latest Practicable Date, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi were in aggregate, directly and indirectly through Backward Partnership and Backward Electronic, interested in approximately [REDACTED]% of the equity interest in our Company. Mr. Li Zhen, Mr. Zhang Guangping, Mr. Li Yi, Backward Partnership and Backward Electronic constitute the Single Largest Group of Shareholders of our Company.

Upon completion of the above equity transfers in 2015, our Company’s shareholding structure became as follows:

Name of the Shareholder	Percentage of shareholding (approx. %)
Mr. Li Zhen	5.10
Mr. Li Yi	2.55
Backward Electronic	50.95
Backward Partnership	31.40
Suzhou Technology Investment	10.00
Total	100

Capital injection in 2015

In August 2015, our Company entered into an investment agreement with Suzhou Ronglian Venture Capital Enterprise (Limited Partnership) (蘇州融聯創業投資企業(有限合夥)) (“**Ronglian Venture**”), Shenzhen Zhongke Quantum Investment Partnership (Limited Partnership) (深圳中科量子投資合夥企業(有限合夥)) (“**Zhongke Quantum**”), Beijing Taiyou Venture Capital Partnership (Limited Partnership) (北京泰有創業投資合夥企業(有限合夥)) (“**Taiyou Venture**”), Tianjin Qilong Investment Management Partnership (Limited Partnership) (天津七龍投資管理合夥企業(有限合夥)) (“**Qilong Investment**”), Nantong Zhouzhou Investment Center (Limited Partnership) (南通周宙投資中心(有限合夥)) (“**Nantong Zhouzhou**”) and Beijing Haotian Hongsheng Investment Management Co., Ltd. (北京浩天宏晟投資管理有限公司) (“**Haotian Hongsheng**”), pursuant to which each of Ronglian Venture, Zhongke Quantum, Taiyou Venture, Qilong Investment, Nantong Zhouzhou and Haotian Hongsheng agreed to subscribe for the increased registered capital of our Company at a subscription price of RMB8,000,000, RMB4,000,000, RMB4,500,000, RMB3,000,000, RMB1,000,000 and RMB1,000,000, respectively, of which RMB600,100, RMB300,100, RMB337,600, RMB225,100, RMB75,000 and RMB75,000 was contributed to the registered capital of our Company, with the remaining RMB7,399,900, RMB3,699,900, RMB4,162,400,

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RMB2,774,900, RMB925,000 and RMB925,000 was treated as contribution to the capital reserve of our Company, respectively. The considerations were determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and were fully settled on September 21, 2015. Upon completion of registration of the above capital increases on December 29, 2015, the registered capital of our Company was increased from RMB5,888,900 to RMB7,501,800.

Each of Ronglian Venture, Zhongke Quantum, Taiyou Venture, Qilong Investment, Nantong Zhouzhou and Haotian Hongsheng is an Independent Third Party. For further details of their investments, see “—Pre-[REDACTED] Investments” below.

Upon completion of the above capital injection, our Company’s shareholding structure became as follows:

Name of the Shareholder	Percentage of shareholding <i>(approx. %)</i>
Mr. Li Zhen	4.00
Mr. Li Yi	2.00
Backward Electronic	40.00
Backward Partnership	24.65
Ronglian Venture	8.00
Suzhou Technology Investment	7.85
Zhongke Quantum	4.00
Taiyou Venture	4.50
Qilong Investment	3.00
Nantong Zhouzhou	1.00
Haotian Hongsheng	1.00
Total	100

Capital injection in 2017

On April 28, 2017, our Company entered into an investment agreement with, among others, Ronglian Venture, Zhongke Quantum, 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)) (“**Guangfa Environmental**”), Beijing Minwen Investment Co., Ltd. (北京敏聞投資有限責任公司) (“**Minwen Investment**”), Suzhou Hejiuxin Enterprise Management Consulting Partnership (Limited Partnership) (蘇州合久鑫企業管理諮詢合夥企業(有限合夥)) (also known as Suzhou Hejiuxin Venture Capital Partnership (Limited Partnership) (蘇州合久鑫創業投資合夥企業(有限合夥)) from November 2021 to January 2022, and now known as Suzhou Hejiuxin Venture Capital Partnership (Limited Partnership) (蘇州合久新創業投資合夥企業(有限合夥))) (“**Hejiuxin**”), Hangzhou Taizhiyou Venture Capital Partnership (Limited Partnership) (杭州泰之有創業投資合夥企業(有限合夥)) (“**Taizhiyou**”) and Xinyu Taiyi

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Investment Management Center (Limited Partnership) (新余泰益投資管理中心(有限合伙)) (“Xinyu Taiyi”), pursuant to which each of Ronglian Venture, Zhongke Quantum, Guangfa Environmental, Minwen Investment, Hejiuxin, Taizhiyou and Xinyu Taiyi agreed to subscribe for the increased registered capital of our Company at a subscription price of RMB5,000,000, RMB3,000,000, RMB5,000,000, RMB3,000,000, RMB4,500,000, RMB2,000,000 and RMB2,000,000, respectively, of which RMB213,700, RMB128,200, RMB213,700, RMB128,200, RMB192,400, RMB85,500 and RMB85,500 was contributed to the registered capital of our Company, and the remaining RMB4,786,300, RMB2,871,800, RMB4,786,300, RMB2,871,800, RMB4,307,600, RMB1,914,500 and RMB1,914,500 was treated as contribution to the capital reserve of our Company, respectively. The considerations were determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and were fully settled on June 29, 2017. Upon completion of registration of the above capital increases on August 11, 2017, the registered capital of our Company was increased from RMB7,501,800 to RMB8,549,000.

Each of Guangfa Environmental, Minwen Investment, Hejiuxin, Taizhiyou and Xinyu Taiyi is an Independent Third Party. For further details of their investments, see “—Pre-[REDACTED] Investments” below.

Upon completion of the above capital injection, our Company’s shareholding structure became as follows:

Name of the Shareholder	Percentage of shareholding <i>(approx. %)</i>
Mr. Li Zhen	3.51
Mr. Li Yi	1.75
Backward Electronic	35.10
Backward Partnership	21.63
Ronglian Venture	9.52
Suzhou Technology Investment	6.89
Zhongke Quantum	5.01
Taiyou Venture	3.95
Qilong Investment	2.63
Guangfa Environmental	2.50
Hejiuxin	2.25
Minwen Investment	1.50
Taizhiyou	1.00
Xinyu Taiyi	1.00
Nantong Zhouzhou	0.88
Haotian Hongsheng	0.88
Total	100

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Equity transfer and capital injections in 2020

Pursuant to an equity transfer agreement dated August 16, 2020 entered between Mr. Li Zhen, our Company, Haotian Hongsheng and Suzhou Heyuanxin Venture Capital Partnership (Limited Partnership) (蘇州合遠芯創業投資合夥企業(有限合夥)) (“**Heyuanxin**”), Haotian Hongsheng agreed to transfer 0.44% of the equity interest in our Company at a consideration of RMB1,452,000 to Heyuanxin. The consideration was determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and was fully settled on August 20, 2020.

Pursuant to a series of investment agreements entered into from March to November, 2020 between, among others, our Company and Jiangsu Jiequan Yuanhe Puhua Equity Investment Partnership (Limited Partnership) (江蘇捷泉元禾璞華股權投資合夥企業(有限合夥)) (“**Yuanhe Puhua**”), Zhuhai Guangfa Xinde Intelligent Innovation and 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)) (“**Guangfa Intelligent**”), Jiangsu Minyi Intelligent Manufacturing Industry Fund (Limited Partnership) (江蘇敏一智能製造產業基金(有限合夥)) (“**Minyi Intelligent**”), 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)) (“**Shanghai Yucheng**”), 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)) (“**Huiyi Ruijin**”), Jiangsu Huate Integrated Circuit Co., Ltd. (江蘇華特集成電路股份有限公司) (“**Jiangsu Huate**”), Tibet Taisheng Information Technology Partnership (Limited Partnership) (西藏泰升信息科技合夥企業(有限合夥)) (“**Taisheng Technology**”), Tianjin Haihe Huahui Taiyou Electronic Information Investment Partnership (Limited Partnership) (天津海河華慧泰有電子信息投資合夥企業(有限合夥)) (“**Huahui Taiyou**”), Heyuanxin and Nantong Zhouzhou, respectively, each of Yuanhe Puhua, Guangfa Intelligent, Minyi Intelligent, Shanghai Yucheng, Huiyi Ruijin, Jiangsu Huate, Taisheng Technology, Huahui Taiyou, Heyuanxin and Nantong Zhouzhou agreed to subscribe for the increased registered capital of our Company at a subscription price of RMB30,000,000, RMB25,000,000, RMB15,000,000, RMB15,000,000, RMB8,000,000, RMB5,000,000, RMB3,000,000, RMB3,000,000, RMB4,548,000 and RMB993,700, respectively, of which RMB777,200, RMB647,700, RMB388,600, RMB388,600, RMB207,200, RMB129,500, RMB77,700, RMB77,700, RMB117,800 and RMB25,700 was contributed to the registered capital of our Company, and the remaining RMB29,222,800, RMB24,352,300, RMB14,611,400, RMB14,611,400, RMB7,792,800, RMB4,870,500, RMB2,922,300, RMB2,922,300, RMB4,430,200 and RMB968,000 was treated as contribution to the capital reserve of our Company, respectively. The considerations were determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and were fully settled on May 28, 2021. Upon completion of registration of the above capital increases on December 30, 2020, the registered capital of our Company was increased from RMB8,549,000 to RMB11,386,700.

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Each of Yuanhe Puhua, Guangfa Intelligent, Minyi Intelligent, Shanghai Yucheng, Huiyi Ruijin, Jiangsu Huate, Taisheng Technology, Huahui Taiyou and Heyuanxin is an Independent Third Party. For further details of their investments, see “—Pre-[REDACTED] Investments” below.

Upon completion of the above equity transfer and capital injections, our Company’s shareholding structure became as follows:

Name of the Shareholder	Percentage of shareholding (approx. %)
Mr. Li Zhen	2.64
Mr. Li Yi	1.32
Backward Electronic	26.35
Backward Partnership	16.24
Ronglian Venture	7.15
Yuanhe Puhua	6.83
Guangfa Intelligent	5.69
Suzhou Technology Investment	5.17
Zhongke Quantum	3.76
Minyi Intelligent	3.41
Shanghai Yucheng	3.41
Taiyou Venture	2.96
Qilong Investment	1.98
Guangfa Environmental	1.88
Huiyi Ruijin	1.82
Hejiuxin	1.69
Heyuanxin	1.36
Jiangsu Huate	1.14
Minwen Investment	1.13
Nantong Zhouzhou	0.88
Taizhiyou	0.75
Xinyu Taiyi	0.75
Taisheng Technology	0.68
Huahui Taiyou	0.68
Haotian Hongsheng	0.33
Total	100

Equity transfers and capital injections in 2021

Pursuant to an equity transfer agreement dated December 16, 2020 between Mr. Li Zhen, our Company, Haotian Hongsheng and Qilong Investment, Haotian Hongsheng agreed to transfer 0.33% of the equity interest in our Company at a consideration of RMB1,452,000 to

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Qilong Investment. The consideration was determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and was fully settled on December 23, 2020. The registration of the transfer was completed on June 9, 2021.

Pursuant to a series of equity transfer agreements dated April 6, 2021 between Mr. Li Zhen, Mr. Li Yi, our Company, Backward Partnership, Xinyu Jimu Ruiyuan Investment Consulting Center (Limited Partnership) (新余極目睿遠投資諮詢中心(有限合夥)) (“**Xinyu Jimu**”), Anji Chenfeng Enterprise Management Partnership (Limited Partnership) (安吉辰豐企業管理合夥企業(有限合夥)) (“**Anji Chenfeng**”) and Zhongke Quantum, respectively, (i) Mr. Li Yi agreed to transfer 0.68% of the equity interest in our Company at a consideration of RMB3,000,000 to Xinyu Jimu; (ii) Backward Partnership agreed to transfer 2.05% of the equity interest in our Company at a consideration of RMB9,000,000 to Anji Chenfeng; and (iii) Backward Partnership agreed to transfer 0.68% of the equity interest in our Company at a consideration of RMB3,000,000 to Zhongke Quantum. The above considerations were determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and were fully settled on May 28, 2021. The registration of the above transfers were completed on June 10, 2021.

From August 2020 to May 2021, our Company entered into a series of investment agreements with 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)) (“**Runke Investment**”), 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)) (“**Nanjing Turing**”) and Zhongke Quantum, respectively, pursuant to which each of Runke Investment, Nanjing Turing and Zhongke Quantum agreed to subscribe for the increased registered capital of our Company at a subscription price of RMB30,000,000, RMB5,000,000 and RMB3,000,000, respectively, of which RMB777,200, RMB129,500 and RMB77,700 was contributed to the registered capital of our Company, and the remaining RMB29,222,800, RMB4,870,500 and RMB2,922,300 was treated as contribution to the capital reserve of our Company, respectively. The considerations were determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties and were fully settled on May 28, 2021. Upon completion of registration of the above capital increases on June 10, 2021, the registered capital of our Company was increased from RMB11,386,700 to RMB12,371,100.

Pursuant to a series of equity transfer agreements dated from July to October, 2021 between Backward Electronic and Tsinghua University Education Foundation (清華大學教育基金會) (“**Tsinghua Foundation**”), Ronglian Venture and Suzhou Rongxiang Beiying Venture Capital Partnership (Limited Partnership) (蘇州融享貝贏創業投資合夥企業(有限合夥)) (“**Rongxiang Venture**”), Minwen Investment and Minyi Intelligent, and Qilong Investment and Nantong Zhouzhou, respectively, (i) Backward Electronic agreed to transfer 1% of the equity interest in our Company at nil consideration to Tsinghua Foundation, the registration of such transfer was completed on August 20, 2021. Such transfer was made by Mr. Li Zhen and Mr. Zhang Guangping as an alumni donation for charitable purpose to contribute to the establishment of Chen-Ning Yang Education Development Fund (楊振寧教育發展基金); (ii)

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Ronglian Venture agreed to transfer 6.58% of the equity interest in our Company at a consideration of RMB52,814,477 to Rongxiang Venture, the registration of such transfer was completed on October 21, 2021. The consideration was determined based on the historical financial performance and business prospects of our Company, with reference to the valuation report issued by an independent valuer in October 2021, after arm’s length negotiations between the relevant parties; (iii) Minwen Investment agreed to transfer 1.04% of the equity interest in our Company at a consideration of RMB8,320,000 to Minyi Intelligent, the registration of such transfer was completed on October 21, 2021. The consideration was determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties; and (iv) Qilong Investment agreed to transfer 2.12% of the equity interest in our Company at a consideration of RMB17,042,371 to Nantong Zhouzhou, the registration of such transfer was completed on October 27, 2021. The consideration was determined based on the historical financial performance and business prospects of our Company after arm’s length negotiations between the relevant parties. The above considerations were fully settled on December 29, 2021.

Each of Xinyu Jimu, Anji Chenfeng, Runke Investment, Nanjing Turing and Tsinghua Foundation is an Independent Third Party. As of the Latest Practicable Date, 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. For further details of their investments, see “—Pre-[REDACTED] Investments” below.

Upon completion of the above equity transfers and capital injections and immediately before the conversion into a joint stock limited liability company, our Company’s shareholding structure became as follows:

Name of the Shareholder	Registered capital of our Company (RMB’000)	Percentage of shareholding (approx. %)
Mr. Li Zhen	300.1	2.43
Mr. Li Yi	72.3	0.58
Backward Electronic	2,877.0	23.26
Backward Partnership	1,538.3	12.44
Rongxiang Venture	813.8	6.58
Yuanhe Puhua	777.2	6.28
Runke Investment	777.2	6.28
Guangfa Intelligent	647.7	5.24
Suzhou Technology Investment	588.9	4.75
Zhongke Quantum	583.7	4.71
Minyi Intelligent	516.8	4.18
Shanghai Yucheng	388.6	3.14
Nantong Zhouzhou	363.3	2.93

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Name of the Shareholder	Registered capital of our Company (RMB'000)	Percentage of shareholding (approx. %)
Taiyou Venture	337.6	2.73
Anji Chenfeng	233.2	1.88
Guangfa Environmental	213.7	1.73
Huiyi Ruijin	207.2	1.67
Hejiuxin	192.4	1.56
Heyuanxin	155.3	1.26
Jiangsu Huate	129.5	1.05
Nanjing Turing	129.5	1.05
Tsinghua Foundation	123.7	1.00
Taizhiyou	85.5	0.69
Xinyu Taiyi	85.5	0.69
Xinyu Jimu	77.7	0.63
Taisheng Technology	77.7	0.63
Huahui Taiyou	77.7	0.63
Total	12,371.1	100

Conversion into a joint stock limited liability company

On October 27, 2021, the then Shareholders of our Company passed resolutions approving, among other matters, the conversion of our Company from a limited liability company into a joint stock limited liability company and the change of name of our Company from 蘇州貝克微電子有限公司 (BaTeLab Co., Ltd.) to 蘇州貝克微電子股份有限公司 (BaTeLab Co., Ltd.). Pursuant to the promoters' agreement dated October 27, 2021 entered into by all the then Shareholders, all promoters approved the conversion of the net asset value of our Company as of May 31, 2021 into 12,371,100 Shares at a ratio of 1:0.0580. At the general meeting held on October 27, 2021, it was resolved that the conversion of our Company into a joint stock limited liability company and adoption of the articles of association be approved. Upon completion of such conversion, the registered capital of our Company became RMB12,371,100 divided into 12,371,100 Shares with a nominal value of RMB1.00 each, which were subscribed by all the then Shareholders in proportion to their respective equity interest in our Company before the conversion. See “—Equity transfers and capital injections in 2021” above for the shareholding of our Company immediately before the conversion. The conversion was completed on November 15, 2021.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Capital injection and capitalization of capital reserve in 2021

On November 30, 2021, our Company entered into an investment agreement with, among others, Pingtan Fengyuan Juxin Equity Investment Partnership (Limited Partnership) (平潭馮源聚芯股權投資合夥企業(有限合夥)) (“**Fengyuan Juxin**”), an Independent Third Party, pursuant to which Fengyuan Juxin agreed to subscribe for the increased registered capital of our Company at a subscription price of RMB40,000,000, of which RMB494,844 was contributed to the registered capital of our Company and the remaining RMB39,505,156 was treated as contribution to the capital reserve of our Company. Upon completion of registration of the above capital increase on December 7, 2021, the registered capital of our Company was increased from RMB12,371,100 to RMB12,865,944.

On December 22, 2021, the then Shareholders passed a resolution and approved the capitalization of the capital reserve of our Company by way of applying a total of RMB32,134,056 of our capital reserve to the then existing shareholders on a pro rata basis, upon the completion of registration of which the total registered capital of our Company increased from RMB12,865,944 to RMB45,000,000.

Upon completion of the above capital injection and capitalization, our Company’s shareholding structure became as follows:

Name of the Shareholder	Shares	Percentage of shareholding (approx. %)
Mr. Li Zhen	1,049,632	2.33
Mr. Li Yi	252,800	0.56
Backward Electronic	10,062,573	22.36
Backward Partnership	5,380,535	11.96
Rongxiang Venture	2,846,352	6.33
Yuanhe Puhua	2,718,339	6.04
Runke Investment	2,718,339	6.04
Guangfa Intelligent	2,265,399	5.03
Suzhou Technology Investment	2,059,740	4.58
Zhongke Quantum	2,041,553	4.54
Minyi Intelligent	1,807,563	4.02
Fengyuan Juxin	1,730,769	3.85
Shanghai Yucheng	1,359,170	3.02
Nantong Zhouzhou	1,270,680	2.82
Taiyou Venture	1,180,792	2.62
Anji Chenfeng	815,474	1.81
Guangfa Environmental	747,438	1.66
Huiyi Ruijin	724,704	1.61
Hejiuxin	672,939	1.50

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of the Shareholder	Shares	Percentage of shareholding (approx. %)
Heyuanxin	543,178	1.21
Jiangsu Huate	452,940	1.01
Nanjing Turing	452,940	1.01
Tsinghua Foundation	432,692	0.96
Taizhiyou	299,045	0.66
Xinyu Taiyi	299,045	0.66
Xinyu Jimu	271,841	0.60
Taisheng Technology	271,764	0.60
Huahui Taiyou	271,764	0.60
Total	45,000,000	100

Equity transfers in 2023

Pursuant to the equity transfer agreements dated June 20, 2023 entered into between (i) Backward Electronic and (ii) BYD Company Limited (比亞迪股份有限公司) (“**BYD**”) and Shenzhen Chuangqi Kaiying Venture Capital Partnership (Limited partnership) (深圳市創啟開盈創業投資合夥企業(有限合夥)) (“**Shenzhen Chuangqi**”), respectively, Backward Electronic agreed to transfer 4.81% and 0.02% of the equity interest in our Company to BYD and Shenzhen Chuangqi, respectively, at a consideration of RMB50 million and RMB250,000. The considerations were determined based on the historical financial performance and business prospects of our Company, taking into account the liquidity discount in relation to the transfer of existing Shares, after arm’s length negotiations between the relevant parties and were fully settled on June 21, 2023. As of the Latest Practicable Date, BYD does not hold any role in our Company other than being a Pre-[REDACTED] Investor. For further details of BYD and Shenzhen Chuangqi’s investments, see “– Pre-[REDACTED] Investments” below.

Upon completion of the above equity transfers, our Company’s shareholding structure became as follows:

Name of the Shareholder	Shares	Percentage of shareholding (approx. %)
Mr. Li Zhen	1,049,632	2.33
Mr. Li Yi	252,800	0.56
Backward Electronic	7,888,294	17.53
Backward Partnership	5,380,535	11.96
Rongxiang Venture	2,846,352	6.33
Yuanhe Puhua	2,718,339	6.04

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Name of the Shareholder	Shares	Percentage of shareholding (<i>approx. %</i>)
Runke Investment	2,718,339	6.04
Guangfa Intelligent	2,265,399	5.03
Suzhou Technology Investment	2,059,740	4.58
Zhongke Quantum	2,041,553	4.54
Minyi Intelligent	1,807,563	4.02
Fengyuan Juxin	1,730,769	3.85
BYD	2,163,462	4.81
Shanghai Yucheng	1,359,170	3.02
Nantong Zhouzhou	1,270,680	2.82
Taiyou Venture	1,180,792	2.62
Anji Chenfeng	815,474	1.81
Guangfa Environmental	747,438	1.66
Huiyi Ruijin	724,704	1.61
Hejiuxin	672,939	1.50
Heyuanxin	543,178	1.21
Jiangsu Huate	452,940	1.01
Nanjing Turing	452,940	1.01
Tsinghua Foundation	432,692	0.96
Taizhiyou	299,045	0.66
Xinyu Taiyi	299,045	0.66
Xinyu Jimu	271,841	0.60
Taisheng Technology	271,764	0.60
Huahui Taiyou	271,764	0.60
Shenzhen Chuangqi	10,817	0.02
Total	45,000,000	100

Divestment by Fengyuan Juxin in 2023

Due to changes in its own investment arrangements, pursuant to an equity transfer agreement dated July 21, 2023 entered into between Fengyuan Juxin and Backward Electronic, Fengyuan Juxin agreed to transfer 1.92% of the equity interest in our Company to Backward Electronic, at a consideration of approximately RMB28.85 million. The consideration was determined after arms’ length negotiations between the parties with reference to the cost per Share of Fengyuan Juxin’s initial investment and the cost per Share in respect of our recent Pre-[REDACTED] Investments and was fully settled on July 25, 2023.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Upon completion of the above equity transfer, our Company’s shareholding structure became as follows:

Name of the Shareholder	Shares	Percentage of shareholding (approx. %)
Mr. Li Zhen	1,049,632	2.33
Mr. Li Yi	252,800	0.56
Backward Electronic	8,753,678	19.45
Backward Partnership	5,380,535	11.96
Rongxiang Venture	2,846,352	6.33
Yuanhe Puhua	2,718,339	6.04
Runke Investment	2,718,339	6.04
Guangfa Intelligent	2,265,399	5.03
BYD	2,163,462	4.81
Suzhou Technology Investment	2,059,740	4.58
Zhongke Quantum	2,041,553	4.54
Minyi Intelligent	1,807,563	4.02
Shanghai Yucheng	1,359,170	3.02
Nantong Zhouzhou	1,270,680	2.82
Taiyou Venture	1,180,792	2.62
Fengyuan Juxin	865,385	1.92
Anji Chenfeng	815,474	1.81
Guangfa Environmental	747,438	1.66
Huiyi Ruijin	724,704	1.61
Hejiuxin	672,939	1.50
Heyuanxin	543,178	1.21
Jiangsu Huate	452,940	1.01
Nanjing Turing	452,940	1.01
Tsinghua Foundation	432,692	0.96
Taizhiyou	299,045	0.66
Xinyu Taiyi	299,045	0.66
Xinyu Jimu	271,841	0.60
Taisheng Technology	271,764	0.60
Huahui Taiyou	271,764	0.60
Shenzhen Chuangqi	10,817	0.02
Total	45,000,000	100

Our subsidiaries

Since the commencement of the Track Record Period and up to the Latest Practicable Date, our Company has not had any subsidiaries.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

ACQUISITION, MERGER AND DISPOSAL

Since the commencement of the Track Record Period and up to the Latest Practicable Date, we have not conducted any acquisitions, mergers or disposals.

PRC REGULATORY REQUIREMENTS

Our PRC Legal Advisors have confirmed that we have obtained all necessary approvals from competent authorities or made all necessary registration or filings with the relevant local branch of SAMR in respect of all the aforesaid capital increases, equity transfers and conversion into a joint stock limited liability company.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

PRE-[REDACTED] INVESTMENTS

Overview

Our Company obtained several rounds of Pre-[REDACTED] Investments from the Pre-[REDACTED] Investors, details of which are set out below:

	Date of agreement	Shares subscribed/acquired ¹	Total Basis of consideration (RMB)	Date of settlement of consideration	Cost per Share paid (RMB)	Discount to the [REDACTED] ²	Use of [REDACTED]	Shareholding in our Company immediately after the [REDACTED] ⁶
Suzhou Technology Investment	September 11, 2013	2,059,740	1,500,000	January 15, 2021	0.73	[REDACTED]%	For our Company's daily expenses and	[REDACTED]%
Zhongke Quantum	August 26, 2015	1,049,632	4,000,000	May 8, 2015	3.81	[REDACTED]%	supplementing our working capital ³	[REDACTED]%
	April 28, 2017	448,393	3,000,000	June 29, 2017	6.69	[REDACTED]%	N/A ⁴	[REDACTED]%
	April 6, 2021	271,764	3,000,000	May 28, 2021	11.04	[REDACTED]%		[REDACTED]%
	May 6, 2021	271,764	3,000,000	May 28, 2021	11.04	[REDACTED]%		[REDACTED]%
Nantong Zhouzhou	August 26, 2015	262,320	1,000,000	September 11, 2015	3.81	[REDACTED]%	For our Company's daily expenses and	[REDACTED]%
	November 17, 2020	89,889	993,700	June 29, 2020	11.05	[REDACTED]%	supplementing our working capital ³	[REDACTED]%
	October 22, 2021	918,471	17,042,371	December 29, 2021	18.56	[REDACTED]%	N/A ⁴	[REDACTED]%
Taiyou Venture	August 26, 2015	1,180,792	4,500,000	September 11, 2015	3.81	[REDACTED]%	For our Company's daily expenses and	[REDACTED]%
Guangfa Environmental	April 28, 2017	747,438	5,000,000	June 1, 2017	6.69	[REDACTED]%	supplementing our working capital ³	[REDACTED]%
Hejuxin	April 28, 2017	672,939	4,500,000	June 2, 2017	6.69	[REDACTED]%		[REDACTED]%
Taizhiyou	April 28, 2017	299,045	2,000,000	June 22, 2017	6.69	[REDACTED]%		[REDACTED]%
Xinyu Taiyi	April 28, 2017	299,045	2,000,000	June 26, 2017	6.69	[REDACTED]%		[REDACTED]%
Minyi Intelligent	June 16, 2020	1,359,170	15,000,000	July 10, 2020	11.04	[REDACTED]%		[REDACTED]%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

	Date of agreement	Shares subscribed/acquired ¹	Total Basis of consideration (RMB)	Date of settlement of consideration	Cost per Share paid (RMB)	Discount to the (REDACTED) ²	Use of (REDACTED)	Shareholding in our Company immediately after the (REDACTED) ⁶
	September 25, 2021	448,393	8,320,000	September 28, 2021	18.56	(REDACTED)%	N/A ⁴	(REDACTED)%
Huiyi Ruijin	August 16, 2020	724,704	8,000,000	July 31, 2020	11.04	(REDACTED)%	For our Company's daily expenses and supplementing our working capital ³	(REDACTED)%
Heyuanxin	August 16, 2020	131,160	1,452,000	August 20, 2020	11.07	(REDACTED)%	N/A ⁴	(REDACTED)%
	August 16, 2020	412,018	4,548,000	August 25, 2020	11.04	(REDACTED)%	For our Company's daily expenses and supplementing our working capital ³	(REDACTED)%
Runke Investment	August 6, 2020	2,718,339	30,000,000	April 13, 2021	11.04	(REDACTED)%	For our Company's daily expenses and supplementing our working capital ³	(REDACTED)%
Jiangsu Huate	November 11, 2020	452,940	5,000,000	May 27, 2021	11.04	(REDACTED)%		(REDACTED)%
Taisheng Technology	November 17, 2020	271,764	3,000,000	December 23, 2020	11.04	(REDACTED)%		(REDACTED)%
Huahui Taiyou	November 17, 2020	271,764	3,000,000	December 17, 2020	11.04	(REDACTED)%		(REDACTED)%
Nanjing Turing	December 18, 2020	452,940	5,000,000	December 29, 2020	11.04	(REDACTED)%		(REDACTED)%
Guangfa Intelligent Yuanhe Puhua	June 16, 2020	2,265,399	25,000,000	June 22, 2020	11.04	(REDACTED)%		(REDACTED)%
	August 16, 2020	2,718,339	30,000,000	December 18, 2020	11.04	(REDACTED)%		(REDACTED)%
Anji Chenfeng	April 6, 2021	815,474	9,000,000	April 14, 2021	11.04	(REDACTED)%	N/A ⁴	(REDACTED)%
Xinyu Jimu	April 6, 2021	271,841	3,000,000	April 13, 2021	11.04	(REDACTED)%	N/A ⁴	(REDACTED)%
Tsinghua Foundation	July 16, 2021	432,692	Ni ⁵	N/A	N/A	N/A	N/A	(REDACTED)%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

	Date of agreement	Shares subscribed/acquired ¹	Total Basis of consideration (RMB)	Date of settlement of consideration	Cost per Share paid (RMB)	Discount to the (REDACTED) ²	Use of (REDACTED) ³	Shareholding in our Company immediately after the (REDACTED) ⁶
Shanghai Yucheng	November 17, 2020	1,359,170	15,000,000	May 28, 2021	11.04	(REDACTED)%	For our Company's daily expenses and supplementing our working capital ³	(REDACTED)%
Rongxiang Venture	October 19, 2021	2,846,352	52,814,477	November 17, 2021	18.56	(REDACTED)%	N/A ⁴	(REDACTED)%
Fengyuan Juxin ⁹	November 30, 2021	1,730,769	40,000,000	December 1, 2021	23.11	(REDACTED)%		(REDACTED)%
Mr. Wei Yong	February 17, 2023	N/A ⁷	10,002,000	March 26, 2023	N/A ⁷	N/A	N/A ⁸	N/A
Mr. Xiao Bin	February 17, 2023	N/A ⁷	10,002,000	March 24, 2023	N/A ⁷	N/A	N/A ⁸	N/A

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

	Date of agreement	Shares subscribed/acquired ¹	Total Basis of consideration (RMB)	Date of settlement of consideration	Cost per Share paid (RMB)	Discount to the (REDACTED) ² Use of (REDACTED) ⁶	Shareholding in our Company immediately after the (REDACTED) ⁶
BYD	June 20, 2023	2,163,462	50,000,000	June 21, 2023	23.11	(REDACTED)% N/A ⁴	(REDACTED)%
Shenzhen Chuangqi	June 20, 2023	10,817	250,000	June 21, 2023	23.11	(REDACTED)% N/A ⁴	(REDACTED)%

Notes:

- Having taken into account the capitalization of capital reserve of the Company in 2021.
- The discount to the (REDACTED) is calculated based on the assumption that the (REDACTED) is HK\$(REDACTED) per Share, being the mid-point of the indicative (REDACTED) range of HK\$(REDACTED) to HK\$(REDACTED) per Share.
- As at the Latest Practicable Date, all the proceeds had been fully utilized.
- Effected by way of acquisition of existing Shares, and therefore no proceeds were received by our Company.
- The underlying 123,711 Shares were transferred to Tsinghua Foundation as an alumni donation made by Mr. Li Zhen and Mr. Zhang Guangping at nil consideration for charitable purpose.
- Assuming that the (REDACTED) is not exercised.
- On February 17, 2023, Backward Partnership entered into an investment agreement with, among others, Mr. Xiao Bin and Mr. Wei Yong, respectively, pursuant to which each of Mr. Xiao Bin and Mr. Wei Yong agreed to subscribe for the increased registered capital of Backward Partnership as limited partners at a subscription price of RMB10,002,000, of which RMB6,700 was contributed to the registered capital of Backward Partnership, and the remaining was treated as contribution to the capital reserve of Backward Partnership. Pursuant to the investment agreements, each of Mr. Xiao Bin and Mr. Wei Yong would hold 5.38% of the equity interest in Backward Partnership, equivalent to indirect interest in approximately 300,000 Shares of our Company, respectively.
- Effected by way of subscribing for interests in Backward Partnership, and therefore no proceeds were received by our Company.
- Due to changes in its own investment arrangements, pursuant to an equity transfer agreement dated July 21, 2023 entered into between Fengyuan Juxin and Backward Electronic, Fengyuan Juxin agreed to transfer 1.92% of the equity interest in our Company to Backward Electronic, at a consideration of approximately RMB28.85 million. For further details of such equity transfer, see “— Divestment by Fengyuan Juxin in 2023”, above.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Use of [REDACTED]

The [REDACTED] received from each of the Pre-[REDACTED] Investors were used for our Company’s daily expenses and supplementing our working capital and has been fully utilized as of the Latest Practicable Date (except for transactions in which our Company did not receive any [REDACTED], such as the involving transfer of existing Shares or equity interests in entities holding our Shares.)

Strategic Benefits

Our Directors are of the view that our Company would benefit from the additional capital provided by our Pre-[REDACTED] Investors for our daily operations, and the synergy generated by combining the resources and expertise of the Pre-[REDACTED] Investors. Our Pre-[REDACTED] Investors include a listed company and professional institutional investors covering not only the Analog IC industry but also automobile, information technology, manufacturing, marketing and public relationship industries, who could share their experience in market expansion and their insight on business strategies, as well as provide us with advice on our Company’s corporate governance, financial reporting and internal control. Moreover, the Pre-[REDACTED] Investments have broadened our shareholder base, demonstrating the Pre-[REDACTED] Investors’ confidence in the capabilities and prospects of our Company.

Special Rights

Pursuant to the terms of their respective investments, certain of the Pre-[REDACTED] Investors were granted certain special rights in relation to our Company, including, among others, performance commitments, repurchase rights, preferential dividend distribution rights and anti-dilution rights. Such special rights were terminated with immediate effect pursuant to the supplemental agreement entered into, among others, our Company and the relevant Pre-[REDACTED] Investors dated December 22, 2021. See “Financial Information – Discussion of Certain Items of Statements of Financial Position – Financial Instruments Issued to Investors” for details.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Background information of our Pre-[REDACTED] Investors

The background information of our Pre-[REDACTED] Investors is set out below:

Pre-[REDACTED] Investor	Background
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Rongxiang Venture	
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Rongxiang Venture is a limited partnership established in the PRC on September 16, 2021. It is a private equity fund primarily engaged in venture capital investment in the PRC. Rongxiang Venture has previously invested in companies primarily engaged in manufacturing industry such as Shanghai Yingshuang Electric Machinery Co., Ltd. (上海贏雙電機科技股份有限公司) and wholesale and retail trade industry such as Beijing Winner Microelectronics Co., Ltd. (北京聯盛德微電子有限責任公司). As of the Latest Practicable Date, Rongxiang Venture was owned as to (i) 4.10% by 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) as general partner, which was ultimately controlled by Mr. Kong Jianhua, one of our non-executive Directors, and (ii) 59.01% by Suzhou Hi-tech Venture Capital Group Co., Ltd. (蘇州高新創業投資集團有限公司), as limited partner which was ultimately controlled by Suzhou Huqiu District People’s Government (蘇州市虎丘區人民政府) and (iii) 32.79% by Suzhou High-tech Investment Management Co., Ltd. (蘇州高新投資管理有限公司), which as ultimately controlled by Suzhou New District Hi-tech Industrial Co., Ltd (蘇州新區高新技術產業股份有限公司), a company listed on the Shanghai Stock Exchange (stock code: 600736.SH), and 4.10% by Ms. Qiu Yuefang (邱玥芳), as limited partners. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Rongxiang Venture.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Yuanhe Puhua

Yuanhe Puhua is a limited partnership established in the PRC on January 25, 2018. It is a private equity fund primarily engaged in equity investment in the PRC. Yuanhe Puhua has previously invested in companies primarily engaged in wholesale and retail trade industry such as Shenzhen Longsys Electronics Co., Ltd. (深圳市江波龍電子股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301308.SZ), information transmission, software, and information technology services industry such as JADARD TECHNOLOGY INC (深圳天德鈺科技股份有限公司), a company listed on the Science and Technology Innovation Board (stock code: 688252.SH), scientific research and technical services industry such as Empyrean Technology Co., Ltd. (北京華大九天科技股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 301269.SZ). As of the Latest Practicable Date, Yuanhe Puhua was owned as to (i) 0.91% by Suzhou Zhixin Fangwei Investment Management Partnership (Limited Partnership) (蘇州致芯方維投資管理合夥企業(有限合夥)) as general partner, which was ultimately controlled by Ms. Liu Yue (劉越), an Independent Third Party, and (ii) 99.09% by other nine limited partners, with their respective shareholding in Yuanhe Puhua ranging from 1.33% to 24.39%. Suzhou Asian Investment Rongji Equity Investment Center (Limited partnership) (蘇州亞投榮基股權投資中心(有限合夥)), the largest limited partner holding 24.39% interests in Yuanhe Puhua, was owned as to (i) 0.02% by Suzhou Yinsheng Investment Management Co., Ltd. (蘇州銀晟投資管理有限公司) as general partner, which was ultimately controlled by Mr. Huang Hao (黃浩) and Mr. Huang Chi (黃遲), both Independent Third Parties, and (ii) 99.98% by Asia Investment Yinxin (Xiamen) Investment Management Co., Ltd. (亞投銀欣(廈門)投資管理有限公司) as limited partner, which was ultimately controlled by Mr. Zhong Zhen (仲貞) and Mr. Huang Jiangzhen (黃江圳), both Independent Third Parties. To the best of our Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Yuanhe Puhua.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Runke Investment

Runke Investment is a limited partnership established in the PRC on August 28, 2019. It is a private equity fund primarily engaged in venture capital investment, equity investment, investment management and provision of investment-related consultancy services in the PRC. Runke Investment has previously invested in companies primarily engaged in manufacturing industry such as Shanghai Orient-chip Technology Co., Ltd. (上海燦瑞科技股份有限公司), a company listed on the Science and Technology Innovation Board (stock code: 688061.SH), Wuxi SI-POWER MICRO-ELECTRONICS Co., Ltd. (無錫硅動力微電子股份有限公司) and Guangdong MISUN Technology Co., Ltd. (廣東美信科技股份有限公司). As of the Latest Practicable Date, Runke Investment was owned as to (i) 0.50% by Runke Investment Management (Shanghai) Co., Ltd. (潤科投資管理(上海)有限公司) as general partner, which was owned as to 51.00% by China Resources Microelectronics Limited (華潤微電子有限公司), a company listed on Shanghai Stock Exchange (stock code: 688396.SH) and an Independent Third Party, and (ii) 99.50% by other seven limited partners, with their respective shareholding in Runke Investment ranging from 0.30% to 24.24%. Hanwei Huade (Tianjin) Investment Consulting Co., Ltd. (漢威華德(天津)投資諮詢有限公司), the largest limited partner holding 24.24% interests in Runke Investment, was wholly owned by China Resources Investment and Entrepreneurship (Tianjin) Co., Ltd. (華潤投資創業(天津)有限公司) which was ultimately controlled by State-owned Assets Supervision and Administration Commission of the State Council (國務院國有資產監督管理委員會), an Independent Third Party. To the best of our Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Runke Investment.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Guangfa Intelligent

Guangfa Intelligent is a limited partnership established in the PRC on January 10, 2018. It is a private equity fund primarily engaged in equity investment in the PRC. Guangfa Intelligent has previously invested in companies primarily engaged in information transmission, software, and information technology services industry such as Guangdong Weide Information Technology Co., Ltd. (廣東緯德信息科技股份有限公司), a company listed on the Science and Technology Innovation Board (stock code: 688171.SH). As of the Latest Practicable Date, Guangfa Intelligent was owned as to (i) 20.00% by GF Xinde Investment Management Co., Ltd. (廣發信德投資管理有限公司) (“**GF Xinde**”) as general partner, which was ultimately controlled by GF Securities Co., Ltd. (廣發証券股份有限公司) (stock code: 000776.SZ), an Independent Third Party, and (ii) 80.00% by other 17 limited partners, with their respective shareholding in Guangfa Intelligent ranging from 3.56% to 8.89%. Hangzhou Yishang Huanrui Investment Management Co., Ltd. (杭州易尚寰睿投資管理有限公司), the largest limited partner holding 8.89% interests in Guangfa Intelligent, was owned as to 60.67% by Mr. Shen Chuhe (沈楚鶴), 32.67% by Mr. Shen Hongyu (沈泓宇) and 6.67% by Mr. Xie Jiangpei (謝江佩). All of Mr. Shen Heming, Mr. Shen Hongyu and Mr. Xie Jiangpei were Independent Third Parties. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Guangfa Intelligent.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Guangfa Environmental

Guangfa Environmental is a limited partnership established in the PRC on September 22, 2015. It is a private equity fund primarily engaged in environmental industrial investment, equity investment and provision of equity investment-related consultancy services in the PRC. Guangfa Environmental has previously invested in companies primarily engaged in hydraulic engineering, environment and public facilities management industry such as Qiaoyin City Management Co., Ltd. (僑銀城市管理股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002973.SZ) and information transmission, software, and information technology services industry such as Wuxi Guoxin Microelectronics System Co., Ltd. (無錫國芯微電子系統有限公司). As of the Latest Practicable Date, Guangfa Environmental was owned as to (i) 16.11% by GF Xinde as general partner, (ii) 34.64% by Shangpu Industrial Investment Development (Hengqin) Co., Ltd. (尚浦產投發展(橫琴)有限公司) as limited partner, which was ultimately controlled by Mr. Liu Xiangdong (劉響東), an Independent Third Party, and (iii) 49.25% by other 11 limited partners, with their respective shareholding in Guangfa Environmental ranging from 1.73% to 10.74%. Zhongshan Public Environmental Protection Industry Investment Co., Ltd. (中山公用環保產業投資有限公司), the largest limited partner holding 10.74% interests in Guangfa Environmental, was wholly owned by Zhongshan Public Utilities Group Co., Ltd. (中山公用事業集團股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 000685.SZ), which was ultimately controlled by State-owned Assets Supervision and Administration Commission of Zhongshan Municipal People’s Government (中山市人民政府國有資產監督管理委員會), an Independent Third Party. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Guangfa Environmental.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Minyi Intelligent

Minyi Intelligent is a limited partnership established in the PRC on January 23, 2018. It is a private equity fund primarily engaged in equity investment and industrial investment in the PRC. Minyi Intelligent has previously invested in companies primarily engaged in scientific research and technical services industry such as Shanghai Guoli Automotive Technology Co., Ltd. (上海果栗自動化科技有限公司) and Beijing Qingying Machine Vision Technology Co., Ltd. (北京清影機器視覺技術有限公司). As of the Latest Practicable Date, Minyi Intelligent was owned as to (i) 0.80% by Shanghai Guanrong Enterprise Management Co., Ltd. (上海冠融企業管理有限公司) as general partner, which was ultimately controlled by Mr. Wu Naiqi (吳乃奇), an Independent Third Party, (ii) 79.20% by Mr. Wu Naiqi as limited partner, and (iii) 20.00% by Tianjin Getu Enterprise Management Consulting Partnership (Limited Partnership) (天津格圖企業管理諮詢合夥企業(有限合夥)), which was owned as to 99.00% by Mr. Yu Minhong (俞敏洪) and 1.00% by Mr. Gu Xianhao (顧顯灝), both Independent Third Parties. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, the limited partner was an Independent Third Party.

Taiyou Venture

Taiyou Venture is a limited partnership established in the PRC on July 28, 2014. It is a private equity fund primarily engaged in venture capital investment and provision of related consultancy services in the PRC. Taiyou Venture has previously invested in companies primarily engaged in scientific research and technical services industry such as Jiangsu Auto Electronic Control System Technology Co., Ltd. (江蘇奧易克斯汽車電子科技股份有限公司) and Hangzhou Enter Electronic Technology Co., Ltd. (杭州回車電子科技有限公司). As of the Latest Practicable Date, Taiyou Venture was owned as to (i) 0.95% by Beijing Taiyou Investment Management Co., Ltd. (北京泰有投資管理有限公司) (“**Taiyou Investment**”) as general partner, which was ultimately controlled by Ms. Li Yifang (李意芳), an Independent Third Party, (ii) 46.18% by Taisheng Technology as limited partner, and (iii) 52.87% by other nine individuals as limited partners, with their respective shareholding in Taiyou Venture ranging from 1.64% to 14.20%, respectively. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Taiyou Venture.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Taizhiyou

Taizhiyou is a limited partnership established in the PRC on March 29, 2016. It is a private equity fund primarily engaged in venture capital investment and the provision of related consultancy services in the PRC. Taizhiyou has previously invested in companies primarily engaged in scientific research and technical services industry such as Heneng Habitat Technology (Tianjin) Group Co., Ltd. (和能人居科技(天津)集團股份有限公司), Jiangsu Auto Electronic Control System Technology Co., Ltd. (江蘇奧易克斯汽車電子科技股份有限公司) and manufacturing industry such as Suzhou Huayang Scientific Instrument Co., Ltd. (蘇州華楊科學儀器有限公司). As of the Latest Practicable Date, Taizhiyou was owned as to (i) 0.51% by Beijing Taiyouxi Venture Capital Management Co., Ltd. (北京泰有系創業投資管理有限公司) (“**Taiyouxi Venture**”) as general partner, which was owned as to 43% and 34% by Mr. Yu Longwen (余龍文) and Ms. Yu Binyan (余彬燕), respectively. Both Mr. Yu Longwen and Ms. Yu Binyan are Independent Third Parties, (ii) 25.64% by Tsinghua Foundation and (iii) 73.85% by other 19 limited partners, with their respective shareholding in Taizhiyou ranging from 2.56% to 8.72%. The largest limited partner of Taizhiyou is Ms. Yu Binyan, who held 8.72% interests in Taizhiyou. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Taizhiyou.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Xinyu Taiyi

Xinyu Taiyi is a limited partnership established in the PRC on May 3, 2016. It is a private equity fund primarily engaged in assets management, investment management, project investment and provision of investment consultancy services in the PRC. Xinyu Taiyi has previously invested in companies primarily engaged in scientific research and technical services industry such as Heneng Habitat Technology (Tianjin) Group Co., Ltd. (和能人居科技(天津)集團股份有限公司) and Jiangsu Auto Electronic Control System Technology Co., Ltd. (江蘇奧易克斯汽車電子科技股份有限公司). As of the Latest Practicable Date, Xinyu Taiyi was owned as to (i) 0.72% by Beijing Taiyi Investment Management Co., Ltd. (北京泰益投資管理有限公司) (“**Taiyi Investment**”) as general partner, which was controlled by Taiyouxi Venture, and (ii) 99.28% by other 11 limited partners, with their respective shareholding in Xinyu Taiyi ranging from 3.61% to 17.33%. The largest limited partner of Xinyu Taiyi is Mr. Zeng Fang (曾鋤), an Independent Third Party, who held 17.33% interests in Xinyu Taiyi. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Xinyu Taiyi.

Taisheng Technology

Taisheng Technology is a limited partnership established in the PRC on March 31, 2017. It is primarily engaged in technology development and services, corporate management and market research services in the PRC. As of the Latest Practicable Date, Taisheng Technology was owned as to (i) 10% by Ms. Yu Zhaoxia (喻朝霞), an Independent Third Party, as general partner, and (ii) 48.50% by Ms. Yu Binyan and 41.50% by Mr. Yu Tianyi (余天一) as limited partners. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Huahui Taiyou

Huahui Taiyou is a limited partnership established in the PRC on April 30, 2020. It is a private equity fund primarily engaged in venture capital investment, industrial investment and equity investment in the PRC. Huahui Taiyou has previously invested in companies primarily engaged in information transmission, software, and information technology services industry such as Zongmu Technology (Shanghai) Co., Ltd. (縱目科技(上海)股份有限公司) and Beijing Yunzhi Soft Communication Information Technology Co., Ltd. (北京雲智軟通信息技術有限公司), and scientific research and technical services industry such as Jiangsu Huaxing Laser Technology Co., Ltd. (江蘇華興激光科技有限有限公司). As of the Latest Practicable Date, Huahui Taiyou was owned as to (i) 1.43% by Tianjin Haihe Huahui Taiyou Enterprise Management Partnership (Limited Partnership) (天津市海河華慧泰有企業管理合夥企業(有限合夥)) as general partner, the general partner of which was Taiyouxi Venture, (ii) 39.73% by Tianjin Haihe Industrial Fund Partnership (Limited Partnership) (天津市海河產業基金合夥企業(有限合夥)) as limited partner, which was ultimately controlled by Tianjin Municipal People’ Government, and (iii) 58.84% by other seven limited partners, with their respective shareholding in Huahui Taiyou ranging from 1.43% to 19.62%. Hainan Huaqing Taiyou Technology Partnership (Limited Partnership) (海南華清泰有科技合夥企業(有限合夥)) (“**Hainan Huaqing**”), the largest limited partner holding 19.62% interests in Huahui Taiyou, was owned as to (i) 40.00% by Mr. Li Wei (李偉), an Independent Third Party, as general partner, and (ii) 60.00% by the other eight limited partners with their respective shareholding in Hainan Huaqing ranging from 1.82% to 18.18%. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Huahui Taiyou.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Suzhou Technology Investment

Suzhou Technology Investment is a limited liability company established in the PRC on March 3, 2003. It is a private equity fund primarily engaged in high-tech industry and project investment, mergers and acquisition and management consultancy in the PRC. Suzhou Technology Investment has previously invested in companies primarily engaged in scientific research and technical services industry such as Jiangsu University of Technology Collaborative Medical Robot Co., Ltd. (江蘇工大協同醫療機器人有限公司) and Suzhou Wanmuchun Biotechnology Co., Ltd. (蘇州萬木春生物技術有限公司). As of the Latest Practicable Date, Suzhou Technology Investment was owned as to 57.93% by Suzhou Overseas Students Entrepreneurship Park Co., Ltd. (蘇州留學人員創業園有限公司) as controlling shareholder, which was ultimately controlled by Suzhou Huqiu District People’s Government, an Independent Third Party.

Zhongke Quantum

Zhongke Quantum is a limited partnership established in the PRC on February 18, 2014. It is primarily engaged in investment, investment management and investment consultancy in the PRC. Zhongke Quantum has previously invested in companies primarily engaged in information transmission, software, and information technology services industry such as Beijing Intergreen Microelectronic Technology Co., Ltd. (北京英特格靈微電子技術有限公司). As of the Latest Practicable Date, Zhongke Quantum was owned as to (i) 87.34% by Mr. Ma Guolin (馬國琳), an Independent Third Party as general partner, who also owned 20% of Shanghai Yucheng as limited partner, and (ii) 12.66% by other three individuals as limited partners, with their respective shareholding in Zhongke Quantum ranging from 2.66% to 7.34%. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Zhongke Quantum.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Fengyuan Juxin

Fengyuan Juxin is a limited partnership established in the PRC on February 2, 2021. It is a private equity fund primarily engaged in equity investment, investment management and assets management in the PRC. Fengyuan Juxin has previously invested in companies primarily engaged in scientific research and technical services industry such as Jiangsu Tianxinwei Semiconductor Equipment Co., Ltd. (江蘇天芯微半導體設備有限公司) and information transmission, software, and information technology services industry such as MeetFuture Technology (Shanghai) Co., Ltd. (彌費科技(上海)股份有限公司). As of the Latest Practicable Date, Fengyuan Juxin was owned as to (i) 0.17% by Fengyuan (Ningbo) Private Equity Management Co., Ltd. (馮源(寧波)私募基金管理有限公司) as general partner, which was ultimately controlled by Ms. Tang Zhilan (唐志蘭), an Independent Third Party, and (ii) 99.83% by other 36 limited partners, with their respective shareholding in Fengyuan Juxin ranging from 0.16% to 19.10%, respectively. The largest limited partner of Fengyuan Juxin was Ms. Yu Han (虞晗), an Independent Third Party, who held 19.10% interests in Fengyuan Juxin. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Fengyuan Juxin.

Shanghai Yucheng

Shanghai Yucheng is a limited partnership established in the PRC on August 25, 2020. It is primarily engaged in management consultancy, marketing and public relationship services and technology consultancy in the PRC. As of the Latest Practicable Date, Shanghai Yucheng was owned as to (i) 2.00% by Ms. Zhu Shiqi (朱史琦), an Independent Third Party, as general partner, and (ii) 98.00% by other seven individuals as limited partners, with their respective shareholding in Shanghai Yucheng ranging from 6.67% to 23.33%. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Shanghai Yucheng.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

**Pre-[REDACTED]
Investor**

Background

Nantong Zhouzhou

Nantong Zhouzhou is a limited partnership established in the PRC on July 21, 2015. It is primarily engaged in equity investment, industrial investment and provision of investment consultancy services in the PRC. As of the Latest Practicable Date, Nantong Zhouzhou was owned as to (i) 99.00% by Ms. Zhou Liping (周麗萍), an Independent Third Party, as general partner, and (ii) 1.00% by an individual as limited partner, who was an Independent Third Party.

Anji Chenfeng

Anji Chenfeng is a limited partnership established in the PRC on March 3, 2021. It is primarily engaged in enterprise management consultancy in the PRC. As of the Latest Practicable Date, Anji Chenfeng was owned as to (i) 0.03% by Anji Qiushi Enterprise Management Co., Ltd. (安吉秋實企業管理有限責任公司) as general partner, which was ultimately controlled by Ms. Wang Hua (王華), an Independent Third Party, and (ii) 99.97% by Anji Lixin Business Management Partnership (Limited Partnership) (安吉勵欣企業管理合夥企業(有限合夥)) as limited partner, an Independent Third Party which was ultimately controlled by Ms. Wang Hua.

Huiyi Ruijin

Huiyi Ruijin is a limited partnership established in the PRC on July 13, 2020. It is a private equity fund primarily engaged in venture capital investment and business management in the PRC. As of the Latest Practicable Date, Huiyi Ruijin was owned as to (i) 1.00% by Suzhou Huiyi Equity Investment Management Partnership (Limited Partnership) (蘇州匯毅股權投資管理合夥企業(有限合夥)) as general partner, which was ultimately controlled by Mr. Yin Qulin (殷瞿林), an Independent Third Party, (ii) 55.25% by Ms. Lu Tian (陸甜), 37.5% by Jiaxing Qigang Jinhong Equity Investment Partnership (Limited Partnership) (嘉興棲港津鴻股權投資合夥企業(有限合夥)) which was ultimately controlled by Mr. Tang Liangxing (唐亮星), as limited partners, and (iii) 6.25% by an individual as limited partner. To the best of our Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Hejiuxin and Heyuanxin

Hejiuxin is a limited partnership established in the PRC on March 21, 2017. It is primarily engaged in venture capital investment and management, financial and information consultancy in the PRC. As of the Latest Practicable Date, Hejiuxin was owned as to (i) 0.11% by Suzhou Yihe Venture Capital Co., Ltd. (蘇州意合創業投資有限公司) (“**Suzhou Yihe**”) as general partner, which was ultimately controlled by Mr. Jing Yufei (景雨霏), an Independent Third Party, and (ii) 55.44% by Mr. Yang Fan (楊凡) and 44.44% by Ms. Lv Yunhong (呂雲紅), as limited partners. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties.

Heyuanxin is a limited partnership established in the PRC on July 30, 2020. It is primarily engaged in venture capital investment in the PRC. As of the Latest Practicable Date, Heyuanxin was owned as to (i) 20.00% by Suzhou Yihe as general partner, which was ultimately controlled by Mr. Jing Yufei, and (ii) 53.33% by Ms. Chen Xinmei (陳心美) and 26.67% by Ms. Ye Fengqiu, respectively, as limited partners. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties.

As confirmed by each of Hejiuxin and Heyuanxin, they are parties acting in concert in respect of the interests in our Company.

Jiangsu Huate

Jiangsu Huate is a joint stock limited liability company established in the PRC on May 11, 2017. It is primarily engaged in integrated circuit manufacture in the PRC. As of the Latest Practicable Date, Jiangsu Huate was owned as to (i) 95.20% by Mr. Xu Jun (許軍), an Independent Third Party, as controlling shareholder, and (ii) 4.08% and 0.72% by Mr. Li Zhen and Mr. Li Yi, respectively.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Nanjing Turing

Nanjing Turing is a limited partnership established in the PRC on March 13, 2019. It is a private equity fund primarily engaged in equity investment in the PRC. Nanjing Turing has previously invested in companies primarily engaged in information transmission, software, and information technology services industry such as Hunan Shibite Robot Co., Ltd. (湖南視比特機器人有限公司) and Shirui (Hangzhou) Information Technology Co., Ltd. (視睿(杭州)信息科技有限公司). As of the Latest Practicable Date, Nanjing Turing was owned as to (i) 0.19% by IMO Ventures (深圳市艾莫私募股權投資基金管理有限公司) as general partner, which was ultimately controlled by Mr. Liu Hai (劉海) and Mr. Yao Xiaochao (姚曉潮), both Independent Third Parties, and (ii) 99.81% by other 14 limited partners, with their respective shareholding in Nanjing Turing ranging from 0.81% to 22.41%. Ningbo Meishan Bonded Logistics Park Tengyunyuansheng Equity Investment Partnership (Limited Partnership) (寧波梅山保稅港區騰雲源晟股權投資合夥企業(有限合夥)), one of the largest limited partners holding 22.41% interests in Nanjing Turing, was owned as to (i) 1.00% by Century Tengyun Investment Management Co., Ltd. (世紀騰雲投資管理有限公司) as general partner, which was ultimately controlled by Mr. Huang Tao (黃濤), an Independent Third Party, and (ii) 99.00% by Tibet Tengyun Investment Management Co., Ltd. (西藏騰雲投資管理有限公司) as limited partner, which was ultimately controlled by Mr. Huang Tao. Nanjing Industrial Development Fund Co., Ltd. (南京市產業發展基金有限公司), the other largest limited partner holding 22.41% interests in Nanjing Turing, was wholly owned by the Finance Bureau of Nanjing Municipal Government (南京市財政局), an Independent Third Party. To the best of our Directors' knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Nanjing Turing.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Tsinghua Foundation

Tsinghua Foundation is a national non-public foundation as initiated by the Ministry of Education of the People’s Republic of China (中華人民共和國教育部) (the “**Ministry of Education**”), approved by the People’s Bank of China and registered by the Ministry of Civil Affairs of the People’s Republic of China (中華人民共和國民政部) in the PRC on January 25, 1994. Tsinghua Foundation is a charitable foundation managed by the Ministry of Education with a purpose to promote the development of national education. As of December 31, 2021, Tsinghua Foundation had established 20 special funds covering, among others, scholarships, environmental protection and public welfare.

Xinyu Jimu

Xinyu Jimu is a limited partnership established in the PRC on June 28, 2020. It is a private equity fund primarily engaged in investment management, assets management, projects and industrial investment and investment consultancy in the PRC. Xinyu Jimu has previously invested in companies primarily engaged in manufacturing industry, such as Wuhan Yunling Optoelectronics Co., Ltd. (武漢雲嶺光電股份有限公司) and Suzhou Lieqi Intelligent Equipment Co., Ltd. (蘇州獵奇智能設備有限公司), and information transmission, software, and information technology services industry such as Dongfang Weiyin Technology Co., Ltd. (東方微銀科技股份有限公司). As of the Latest Practicable Date, Xinyu Jimu was owned as to (i) 0.02% by Hainan Xinhe Private Equity Fund Management Partnership (Limited Partnership) (海南芯禾私募基金管理合夥企業(有限合夥)) as general partner, which was ultimately controlled by Ms. Yang Jingting (楊景婷), an Independent Third Party, and (ii) 53.32% by Ms. Yang Jingting, and (iii) 46.66% by other five individuals as limited partners, with their respective shareholding in Xinyu Jimu ranging from 5.00% to 20.00%. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, save as disclosed above, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Xinyu Jimu.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Mr. Xiao Bin (肖斌)

Mr. Xiao Bin is an individual investor and has extensive investment experience in high-tech companies such as Sichuan Convenient Power Semiconductor Co., Ltd. (四川易冲科技有限公司), Xin Lian Environmental Protection Technology Co., Ltd. (鑫聯環保科技股份有限公司) and Nanjing Zhipu Technology Co., Ltd. (南京智譜科技有限公司). He is currently the legal representative and manager of Gain Supply Chain (Tianjin) Co., Ltd. (增益供應鏈(天津)有限公司), an investment holding company principally engaged in supply chain management. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, as of the Latest Practicable Date, Mr. Xiao Bin was an Independent Third Party.

Mr. Wei Yong (韋勇)

Mr. Wei Yong is the executive director of Suzhou Yongxin Holding Group Co., Ltd. (蘇州永鑫控股集團有限公司), a company principally engaged in investment management and relevant consulting services, and asset management. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, as of the Latest Practicable Date, Mr. Wei Yong was an Independent Third Party.

BYD

BYD is a joint stock company established in the PRC on February 10, 1995. It is principally engaged in automobile business which mainly includes new energy vehicles, handset components and assembly services, rechargeable batteries and photovoltaics business. It is dually listed on the Stock Exchange (stock code: 01211.HK) and the Shenzhen Stock Exchange (stock code: 002594.SZ). To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, as of the Latest Practicable Date, both BYD and Mr. Wang Chuanfu (王傳福), the controlling shareholder of BYD, were Independent Third Parties.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Pre-[REDACTED]

Investor

Background

Shenzhen Chuangqi

Shenzhen Chuangqi is a limited partnership established in the PRC on September 8, 2020. It is principally engaged in investment activities in the PRC. As of the Latest Practicable Date, Shenzhen Chuangqi was owned as to (i) 3.3337% by Shenzhen Chuangqi Kaiying Business Service Co., Ltd. (深圳市創啟開盈商務服務有限公司) as general partner, which was ultimately controlled by Ms. Li Lu (李路) and Ms. Li Min (李敏), both Independent Third Parties, and (ii) 96.6663% by other ten individuals as limited partners, with their respective shareholding in Shenzhen Chuangqi ranging from 6.67% to 10.00%, respectively. As confirmed by Shenzhen Chuangqi, Shenzhen Chuangqi is an employee co-investment platform of BYD. To the best of our Directors’ knowledge, information and belief having made all reasonable enquiries, all of such limited partners were Independent Third Parties and none of them held more than one-third of the interest in Shenzhen Chuangqi.

To the best of our Directors’ knowledge and belief after making due and careful enquiries, save for its/his Pre-[REDACTED] Investment and as disclosed above, each of the Pre-[REDACTED] Investors does not have any other relationship with our Company or any connected persons of our Company. Each of the Pre-[REDACTED] Investors was an Independent Third Party except Rongxiang Venture, the general partner of which was ultimately controlled by Mr. Kong Jianhua, one of our non-executive Directors. To the best of our knowledge and belief after making due and careful enquiries, neither our Company nor our Shareholders or their respective directors, supervisors and senior management have been holding Shares in the form of trust, entered into any shareholding entrustment agreement or other side arrangement of similar nature verbally or in writing.

Compliance with Interim Guidance and Guidance Letters

On the basis that (i) the consideration for each of the Pre-[REDACTED] Investments was fully and irrevocably settled more than 120 clear days before the [REDACTED], and (ii) the special rights granted to certain Pre-[REDACTED] Investors were terminated with immediate effect pursuant to the supplemental agreement dated December 22, 2021, the Sole Sponsor has confirmed that, the Pre-[REDACTED] Investments are in compliance with the Interim Guidance on Pre-[REDACTED] Investments issued by the Stock Exchange in January 2012 and updated in March 2017, the Guidance Letter HKEx-GL43-12 issued by the Stock Exchange in October 2012 and updated in July 2013 and March 2017, and the Guidance Letter HKEx-GL44-12 issued by the Stock Exchange in October 2012 and updated in March 2017.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

LOCK-UP PERIOD AND PUBLIC FLOAT

Pursuant to applicable PRC Laws, within the 12 months following the [REDACTED], all Shareholders immediately prior to the [REDACTED] (including relevant Pre-[REDACTED] Investors) could not dispose of any Shares held by them.

All of the Unlisted Domestic Shares held by the existing Shareholders (representing [REDACTED]% of our Shares in issue immediately following the completion of the [REDACTED] (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED])) will not be converted into H Shares and will not be [REDACTED] following the completion of the [REDACTED], and thus will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules. As such, immediately after the [REDACTED] (without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED]), [REDACTED]% of the total issued Shares will be held by the public in accordance with Rule 8.08(1)(a) of the Listing Rules.

GUIDANCE RECEIVED FOR POTENTIAL [REDACTED]

To explore the opportunity of establishing a capital market platform in the A-share market in the PRC, in 2022, we entered into a guidance agreement (the “**2022 Guidance Agreement**”) with China Securities Co., Ltd. (中信建投證券股份有限公司), a qualified A-share sponsor to receive guidance on A-share listing in the PRC (the “**A-share Listing Guidance**”). We made a preliminary A-share Listing Guidance filing (上市輔導備案申請) with the Jiangsu Regulatory Bureau of CSRC (中國證券監督管理委員會江蘇監管局) (“**CSRC Jiangsu**”) on January 20, 2022. Subsequently, CSRC Jiangsu issued a letter on October 28, 2022 confirming the completion of its review and acceptance process of our A-share Listing Guidance. The above preparation for seeking A-share listing was made simultaneously considering the overall market condition in Hong Kong back then, and was later suspended during the course of our preparation for the [REDACTED] while the overall market condition in Hong Kong gradually improved, as our Directors believe that the [REDACTED] will be in the interest of our Company’s business development strategies, and would be beneficial to us and our Shareholders as a whole for the following reasons:

- (i) the Stock Exchange, as a leading player of the international financial markets, could offer us a direct access to the international capital markets, enhance our fundraising capabilities and broaden our fundraising channels;
- (ii) the [REDACTED] would give us a better platform to further develop our business; and
- (iii) the [REDACTED] will further raise our brand awareness, business profile and thus, enhance our corporate image.

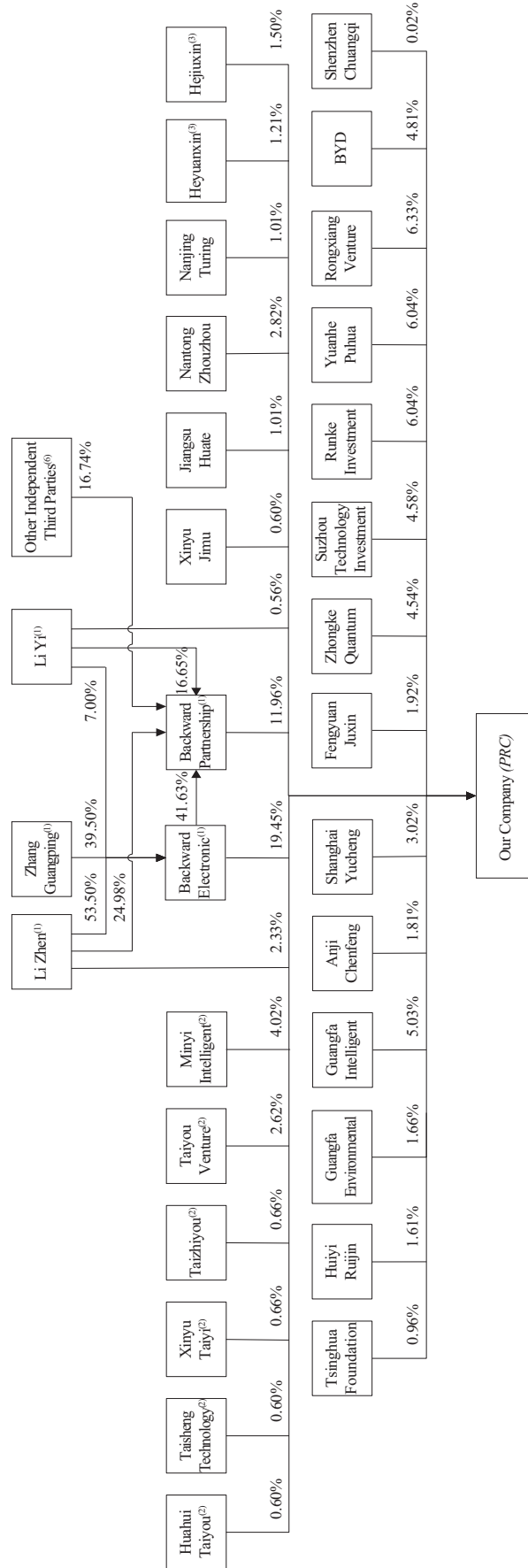
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Since the execution of the 2022 Guidance Agreement and up to the Latest Practicable Date, our Company had not submitted any A-share listing application to the CSRC or any stock exchanges in the PRC and therefore had not received any comments or inquiries from the relevant regulators, including the CSRC, any stock exchanges in the PRC and/or their respective local offices. To the best of our Directors’ knowledge and belief, our Directors are not aware of any other material matters relating to the A-share Listing Guidance stated above that might potentially affect the suitability of the Company to be [REDACTED] on the Stock Exchange. Based on the independent due diligence work performed by the Sole Sponsor and the information and representation given to the Sole Sponsor, nothing has come to the Sole Sponsor’s attention that could cast doubts on the Directors’ views set out above.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE STRUCTURE IMMEDIATELY BEFORE THE [REDACTED]

The following diagram illustrates our shareholding structure immediately prior to the [REDACTED]:



HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

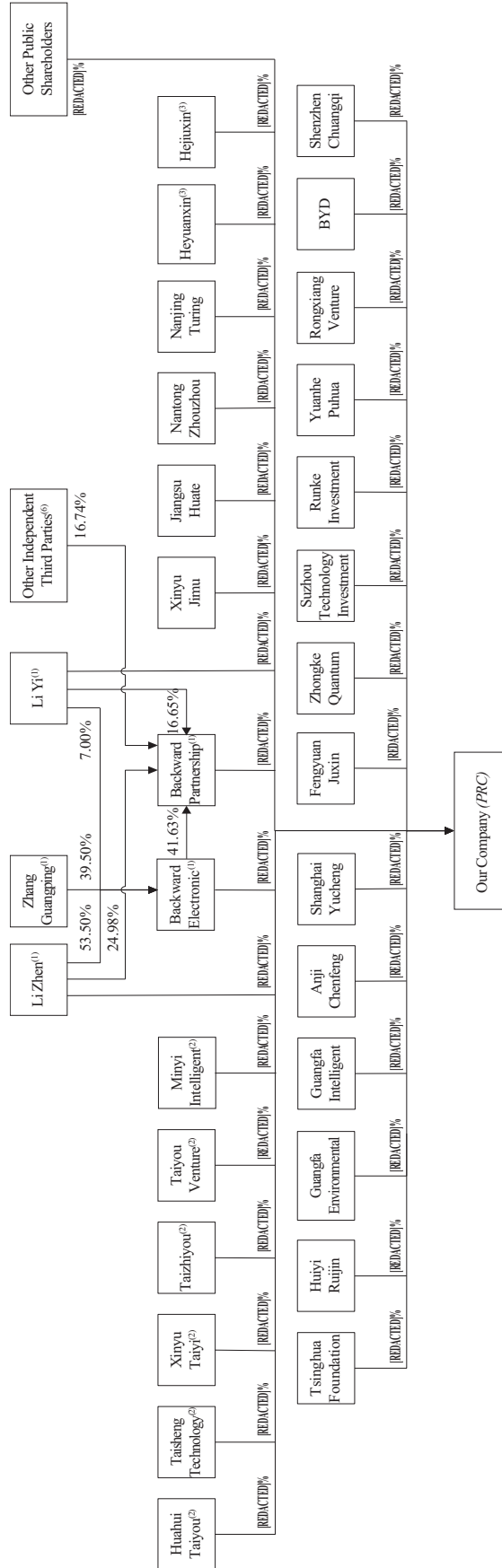
Notes:

- (1) On March 31, 2022, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi entered into the Concert Party Agreement, pursuant to which the Concert Parties 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.
- (2) As confirmed by each of Minyi Intelligent, Taiyou Venture, Taizhiyou, Xinyu Taiyi, Taisheng Technology and Huahui Taiyou, they are parties acting in concert in respect of the interests in our Company.
- (3) As confirmed by each of Hejiuxin and Heyuanxin, they are parties acting in concert in respect of the interests in our Company.
- (4) See “– Pre-[REDACTED] Investments” above for details of the background of the Pre-[REDACTED] Investors.
- (5) Share capital percentages may not add up to 100% due to rounding.
- (6) Such Independent Third Parties include Mr. Shi Chao, Mr. Xiao Bin and Mr. Wei Yong.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE STRUCTURE IMMEDIATELY AFTER THE [REDACTED]

The following diagram illustrates our shareholding structure immediately following the [REDACTED] (assuming the [REDACTED] is not exercised):



HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) On March 31, 2022, Mr. Li Zhen, Mr. Zhang Guangping and Mr. Li Yi entered into the Concert Party Agreement, pursuant to which the Concert Parties 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.
- (2) As confirmed by each of Minyi Intelligent, Taiyou Venture, Taizhiyou, Xinyu Taiyi, Taisheng Technology and Huahui Taiyou, they are parties acting in concert in respect of the interests in our Company.
- (3) As confirmed by each of Hejiuxin and Heyuanxin, they are parties acting in concert in respect of the interests in our Company.
- (4) See “– Pre-[REDACTED] Investments” above for details of the background of the Pre-[REDACTED] Investors.
- (5) Share capital percentages may not add up to 100% due to rounding.
- (6) Such Independent Third Parties include Mr. Shi Chao, Mr. Xiao Bin and Mr. Wei Yong.