

**FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES****Incorporation**

Our Company was established as a limited liability company in the PRC on August 30, 2006 and was converted into a joint stock limited company on December 3, 2015 under the laws of the PRC. As of the Latest Practicable Date, the total share capital of the Company was RMB498,506,709 comprising 498,506,709 Shares of nominal value RMB1.00 each.

Our principal place of business in Hong Kong is at Unit 322, 3/F, 19W, Science Park West Avenue, Hong Kong Science Park, Pak Shek Kok, New Territories, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance with the Registrar of Companies in Hong Kong on March 6, 2024. Ms. YU Anne (余安妮) has been appointed as the authorized representative of our Company for the acceptance of service of process in Hong Kong whose address for service of process is 40/F Dah Sing Financial Centre, 248 Queen's Road East, Wanchai, Hong Kong.

As the Company was incorporated in the PRC, its operations are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in the section headed "Regulatory Overview" and Appendix V, respectively.

**Changes in Share Capital**

On August 30, 2006, our Company was incorporated with a registered capital of HKD7,000,000.

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

- (a) Pursuant to an agreement for asset purchase by share issue dated November 27, 2023, Yaoning Technology subscribed for 68,582,573 Shares in consideration of our acquisition in the 49.00% interest in Lynway Vision. As a result, our total share capital was increased to RMB480,078,011 on December 4, 2023. See "History, Development and Corporate Structure — Major Acquisitions, Disposals and Mergers";

- (b) Pursuant to a capital increase agreement dated December 4, 2023, Jingrui Investment and Jingshi Investment subscribed for an increased share capital of RMB5,279,328 and RMB6,581,700 at a total consideration of RMB11,614,521 and RMB14,479,740, respectively. As a result, our total share capital was increased to RMB491,939,039 on December 14, 2023. See “History, Development and Corporate Structure — Issue and Allotment of New Shares”;
- (c) Pursuant to a capital increase agreement dated December 8, 2023, Jingling Investment subscribed for an increased share capital of RMB6,567,670 at a total consideration of RMB17,075,942. As a result, our total share capital was increased to RMB498,506,709 on December 27, 2023. See “History, Development and Corporate Structure — Issue and Allotment of New Shares”;

Save as disclosed above, there has been no alteration in the share capital of the Company within two years immediately preceding the date of this prospectus.

#### **Resolutions of our Shareholders and Board members**

At the general meeting of the Shareholders held on January 19, 2024 and the Board meetings held on June 27, 2024 and October 21, 2024, respectively, the following resolutions, among other things, were duly passed:

- (a) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be listed on the Hong Kong Stock Exchange;
- (b) the number of H shares to be issued shall be no more than 25% of the total issued share capital of our Company as enlarged by the Global Offering, and the grant of the Offer Size Adjustment Option in respect of no more than 15% of the number of H Shares issued pursuant to the Global Offering;
- (c) subject to the CSRC’s approval, upon completion of the Global Offering, 215,506,643 Domestic Unlisted Shares will be converted into H Shares on a one-for-one basis;
- (d) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the Global Offering, the issue and the listing of H Shares on the Hong Kong Stock Exchange; and
- (e) subject to the completion of the Global Offering, the conditional adoption of the revised Articles of Association, which shall become effective on the Listing Date.

### Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in Note 1 to the Accountants' Report of the Group as set out in Appendix IA to this prospectus.

Guangzhou Lynway Automotive Lighting Co., Ltd. (廣州領為汽車照明有限公司), a wholly-owned subsidiary of our Company, was established in Guangdong Province, the PRC on October 24, 2022 with the registered capital of RMB10 million.

Lynway Vision (Guangzhou), a wholly-owned subsidiary of our Company, was established in Guangdong Province, the PRC on June 17, 2024 with the registered capital of RMB250 million.

Save as disclosed above, there has been no alteration in the share capital of the subsidiaries of the Company within two years immediately preceding the date of this prospectus.

### FURTHER INFORMATION ABOUT OUR BUSINESS

#### Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:





- (a) the equity transfer agreement dated May 5, 2023, and entered into among Shenzhen Guomin Innovation Venture Capital (L.P.) (深圳市國民創新創業投資企業(有限合夥)) (“**Publics Venture Capital**”), Ningbo Meishan Bonded Area Jiamu Ronghe Investment Partnership (Limited Partnership) (寧波梅山保稅港區嘉木融合投資合夥企業(有限合夥)) (“**Jiamu Ronghe**”), YE Zhiyu (葉志宇), YE Zhixiong (葉志雄) and the Company, pursuant to which Publics Venture Capital agreed to transfer (i) 9,488,486 Shares it held to Jiamu Ronghe at a consideration of RMB20,000,000.95, (ii) 9,393,602 Shares it held to YE Zhiyu at a consideration of RMB19,800,000.94 and (iii) 94,885 Shares it held to YE Zhixiong at a consideration of RMB200,000.01;
- (b) the equity transfer agreement dated June 2, 2023, and entered into among Ningbo Meishan Bonded Area Jiamu Ronghe Investment Partnership (Limited Partnership) (寧波梅山保稅港區嘉木融合投資合夥企業(有限合夥)) (“**Jiamu Ronghe**”), Shenzhen Shidiya Investment Co., Ltd. (深圳市仕地亞投資有限公司) (“**Shidiya**”) and the Company, pursuant to which Jiamu Ronghe agreed to transfer 7,000,000 Shares it held to Shidiya at a consideration of RMB27,230,000;

- (c) the equity transfer agreement dated August 25, 2023, and entered into among Ningbo Fengyan Equity Investment Partnership (L.P.) (寧波豐衍股權投資合夥企業(有限合夥)) (“**Fengyan Investment**”), HUANG Dinghe (黃鼎賀) and the Company, pursuant to which Fengyan Investment agreed to transfer 0.2430% of then issued Shares of the Company (equivalent to the registered capital of the Company of RMB1,000,000) to HUANG Dinghe at a consideration of RMB3,000,000;
- (d) the agreement for asset purchase by share issue dated November 27, 2023, and entered into among the Company and Yaoning Technology, pursuant to which the Company agreed to issue 68,582,573 Shares to Yaoning Technology to acquire the 49.00% equity interest in Lynway Vision held by Yaoning Technology;
- (e) the capital increase and share capital enlargement agreement dated December 4, 2023, and entered into among the Company, Guangzhou Jingshi Investment Partnership (Limited Partnership) (廣州晶實投資合夥企業(有限合夥)) (“**Jingshi Investment**”) and Guangzhou Jingrui Investment Partnership (Limited Partnership) (廣州晶瑞投資合夥企業(有限合夥)) (“**Jingrui Investment**”), pursuant to which Jingshi Investment and Jingrui Investment agreed to subscribe for 11,861,028 new Shares (the newly increased registered capital of the Company of RMB11,861,028) at a total consideration of RMB26,094,261.60;
- (f) the capital increase and share capital enlargement agreement dated December 8, 2023, and entered into among the Company and Guangzhou Jingling Investment Partnership (Limited Partnership) (廣州晶領投資合夥企業(有限合夥)) (“**Jingling Investment**”), pursuant to which Jingling Investment agreed to subscribe for 6,567,670 new Shares (the newly increased registered capital of RMB6,567,670) at a consideration of RMB17,075,942.00; and
- (g) the Hong Kong Underwriting Agreement.







## Intellectual Property Rights

*Trademarks*

As at the Latest Practicable Date, we had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
1.		PRC	APT Electronics	11	7979534	April 6, 2031
2.		PRC	APT Electronics	42	7979567	January 20, 2032
3.		Malaysia	APT Electronics	9	2018053801	February 22, 2028
4.		Malaysia	APT Electronics	11	2018053802	February 22, 2028
5.		EU	APT Electronics	9, 11	017721333	January 22, 2028
6.		Mexico	APT Electronics	9	1877906	January 26, 2028
7.		Mexico	APT Electronics	11	1877908	January 26, 2028
8.		HK	APT Electronics	11	301321037AB	April 7, 2029
9.		HK	APT Electronics	11, 42	301514231	January 3, 2030

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
10.		US	APT Electronics	9, 11	6267052	February 8, 2031
11.		PRC	APT Electronics	11	7816732	March 20, 2031
12.		Malaysia	APT Electronics	9	2018053796	February 22, 2028
13.		Malaysia	APT Electronics	11	2018053798	February 22, 2028
14.		HK	APT Electronics	9, 11, 42	301483092	November 23, 2029
15.		US	APT Electronics	9	6102619	July 13, 2030
16.		EU	APT Electronics	9, 11	017721341	January 22, 2028
17.	LEDIS	PRC	APT Electronics	11	7877397	March 27, 2031
18.	联晶	PRC	APT Electronics	42	26461113	September 6, 2028
19.	联晶智能	PRC	APT Electronics	9	27884281	November 20, 2029
20.	联晶	PRC	APT Electronics	9	34091669	June 20, 2030
21.	LEDIS	PRC	APT Electronics	9, 11	41196983A	February 6, 2031
22.	LEDIS	PRC	APT Electronics	9	41196983	June 13, 2031
23.		Indonesia	APT Electronics	9	IDM000761806	January 15, 2028

No.	Trademark	Place of registration	Rights holder	Category	Registration number	Expiration date
24.		Indonesia	APT Electronics	11	IDM000761805	January 15, 2028
25.		Indonesia	APT Electronics	9	IDM000761775	January 15, 2028
26.		Indonesia	APT Electronics	11	IDM000761776	January 15, 2028
27.	联晶	PRC	Linlux	11	35361105	September 27, 2030
28.		PRC	Linlux	9	35352843	December 6, 2030
29.	<b>LYNWAY</b>	PRC	Lynway Vision	11	48678865	April 13, 2031
30.	<b>领为视觉</b>	PRC	Lynway Vision	11	49014669	April 20, 2031
31.		PRC	Lynway Vision	11	49032296	April 6, 2031
32.	<b>LYNWAY</b>	PRC	Lynway Vision	12	48671079	April 20, 2031
33.		PRC	Lynway Vision	12	49017717	April 6, 2031

*Patents*

As at the Latest Practicable Date, we had registered the following patents which we consider to be or may be material to our business:

No.	Patent Name	Category	Patentee	Place of registration	Patent number	Grant date
1.	Convex point light-emitting diodes and their manufacturing methods (凸點發光二極管及其製造方法)	Invention patent	APT Electronics	PRC	ZL200710029219.4	March 2, 2011
2.	Surface mounted LED structure and packaging method of integrating functional circuits on a silicon (一種硅基板集成有功能電路的LED表面貼裝結構及其封裝方法)	Invention patent	APT Electronics	US	US 13/024,083 & US 8 138 515 B2	March 20, 2012
3.	Light emitting device and TV back-light module with wide color gamut (廣色域LED光器件及其背光元件)	Invention patent	APT Electronics	US	US 14/584,482 & US 9496 464 B2	November 15, 2016
4.	High-reliability LED bracket and its LED devices (一種高可靠性LED支架及其LED器件)	Invention patent	APT Electronics	PRC	ZL201310317058.4	April 27, 2016
5.	Chip-level LED light source module and its projection and production method (一種晶片級LED光源模組及其投製作方法)	Invention patent	APT Electronics	PRC	ZL201510617715.6	June 12, 2018
6.	Flip-chip white LED device and its production method (一種倒裝白光LED器件及其製作方法)	Invention patent	APT Electronics	PRC	ZL201510733494.9	August 31, 2018
7.	LED packaging device with deep ultraviolet lamps and its preparation method (一種深紫外燈LED封裝器件及其製備方法)	Invention patent	APT Electronics	PRC	ZL201611228510.X	July 19, 2019



No.	Patent Name	Category	Patentee	Place of registration	Patent number	Grant date
8.	Red luminophor, LED device and method for making the LED device (一種紅色發光體、LED 器件及其製作方法)	Invention patent	APT Electronics	US	US 16/934,312 & US 11271142 B2	March 8, 2022
9.	White light emitting diode and backlight module (白光發光二極體及背光模組)	Invention patent	APT Electronics	US	US 16/884,087 & US 11367811 B2	June 21, 2022
10.	LCD devices and driving methods based on Mini LED backlight and local dimming (基於Mini LED背光源及局部調光的液晶顯示裝置及驅動方法)	Invention patent	APT Electronics	PRC	ZL202111683264.8	June 30, 2023
11.	Packaging substrate and semiconductor device and its production method (一種封裝基板、半導體器件及其製作方法)	Invention patent	APT Electronics	PRC	ZL201811433165.2	November 3, 2023
12.	Light guide element and vehicle with irregular-shaped automotive lamps (一種異形車燈光導組件和車輛)	Invention patent	Lynway Vision	PRC	ZL202310952218.6	December 15, 2023
13.	Uniform light-guiding automotive signal light and automobile (一種均勻性光導的汽車信號燈和汽車)	Invention patent	Lynway Vision	PRC	ZL202310952209.7	October 31, 2023
14.	Automatic gluing assembly line and gluing assembly method for automotive lamps (一種車燈的自動塗膠裝配線及塗膠裝配方法)	Invention patent	Lynway Vision	PRC	ZL201810260399.5	July 28, 2020

**Domain names**

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

<b>No.</b>	<b>Domain names</b>	<b>Obligee</b>	<b>Expiration date</b>
1.	apt-hk.com . . . . .	Our Company	September 14, 2026
2.	apt-hk.com.cn . . . . .	Our Company	March 31, 2026
3.	apt-hk.net . . . . .	Our Company	March 31, 2026
4.	apt-hk.net.cn . . . . .	Our Company	March 31, 2026
5.	apte.xyz. . . . .	Our Company	February 1, 2026
6.	廣東晶科.cn . . . . .	Our Company	February 2, 2026
7.	廣東晶科.com . . . . .	Our Company	February 2, 2026
8.	廣東晶科.中國. . . . .	Our Company	February 2, 2026
9.	廣東晶科.公司. . . . .	Our Company	February 2, 2026
10.	晶科電子.cn . . . . .	Our Company	March 31, 2026
11.	晶科電子.com . . . . .	Our Company	April 11, 2026
12.	晶科電子.中國. . . . .	Our Company	March 31, 2026
13.	linlux-hk.com . . . . .	Linlux	April 16, 2025
14.	lynway.cn . . . . .	Lynway Vision	July 22, 2030
15.	lynway.net. . . . .	Lynway Vision	August 24, 2030
16.	lynway.com.cn. . . . .	Lynway Vision	August 24, 2030

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

**FURTHER INFORMATION ABOUT OUR DIRECTORS, SUPERVISORS, MANAGEMENT AND SUBSTANTIAL SHAREHOLDERS****Particulars of the Service Contracts**

We have entered into a contract with each of our Directors and Supervisors in respect of, among other things (i) compliance of relevant laws and regulations, (ii) observance of the Articles of Association, and (iii) provisions on dispute resolution.

Save as disclosed above, none of the Directors or Supervisors has entered into any service contracts as a director or supervisor with any member of the Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)).

**Directors' and Supervisors' Remuneration**

The Directors and Supervisors receive remuneration in the forms of salaries, allowances and benefits in kind, performance related bonuses, share-based payment expenses, and pension scheme contributions.

The aggregate amount of remuneration (including salaries, allowances and benefits in kind, performance related bonuses, share-based payment expenses, and pension scheme contributions) paid to our Directors and Supervisors for the three years ended December 31, 2021, 2022 and 2023 and the five months ended May 31, 2024 were approximately RMB4.1 million, RMB3.8 million, RMB5.0 million and RMB2.4 million, respectively.

**Disclosure of interests**

Immediately following completion of the Global Offering (assuming the Offer Size Adjustment Option is not exercised), the interests and/or short positions of our Directors, Supervisors and chief executive in our Shares, underlying shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO, which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded 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 Companies contained in the Listing Rules, will be as follows:

*Interest in Shares*

Name of Director, Supervisor or Chief Executive	Nature of Interests	Number and Description of Shares <sup>(1)</sup>	Approximate percentage of Shareholding following the completion of the Global Offering (%)	
			In the Domestic Unlisted Shares/ H Shares	In the total issued share capital of our Company
Mr. Xiao <sup>(2)(3)(4)</sup> . . . . .	Interest held jointly with other persons	171,316,739 Domestic Unlisted Shares	60.54	32.20
		63,524,835 H Shares	25.50	11.94
Mr. Chan <sup>(2)(3)(5)</sup> . . . . .	Interest held jointly with other persons	171,316,739 Domestic Unlisted Shares	60.54	32.20
		63,524,835 H Shares	25.50	11.94
Mr. Yuan <sup>(2)(3)</sup> . . . . .	Interest held jointly with other persons	171,316,739 Domestic Unlisted Shares	60.54	32.20
		63,524,835 H Shares	25.50	11.94
Mr. HOU Yu <sup>(6)</sup> . . . . .	Interest of spouse	3,500,000 Domestic Unlisted Shares	1.24	0.66
		1,500,000 H Shares	0.60	0.28

*Notes:*

- (1) All interests are long positions.
- (2) As of the Latest Practicable Date, Advanced Photoelectronic was held as to (i) 10.50% by Mr. Xiao, (ii) 17.76% by APTESS, which is wholly owned by Mr. Xiao, (iii) 32.02% by Giant Power Limited, which is wholly owned by Mr. Yuan, (iv) 3.78% by Mr. Chan, (v) 1.62% by Ms. Loh, spouse of Mr. Chan, and (vi) 34.32% by other shareholders, none of which held more than one third therein.
- (3) Pursuant to the acting-in-concert agreement dated January 1, 2021, Mr. Xiao, Mr. Chan, Mr. Yuan, APTESS and Giant Power Limited are parties acting in concert in respect of their shareholding interests in Advanced Photoelectronic and/or our Company. Therefore, each of Mr. Xiao, Mr. Chan, Mr. Yuan, APTESS and Giant Power Limited is deemed to be interested in the interest of each other under the SFO.
- (4) As of the Latest Practicable Date, Mr. Xiao was the general partner of Jingyu Investment, Jingling Investment, Jingrui Investment and Jingshi Investment. Therefore, Mr. Xiao is deemed to be interested in the 14,105,000, 6,567,670, 5,279,328 and 6,581,700 Shares held by each of Jingyu Investment, Jingling Investment, Jingrui Investment and Jingshi Investment in the Company. Pursuant to the acting-in-concert agreement dated December 8, 2023, Advanced Photoelectronic, Jingyu Investment, Jingling Investment, Jingrui Investment and Jingshi Investment are parties acting in concert. Therefore, each of Advanced Photoelectronic, Jingyu Investment, Jingling Investment, Jingrui Investment and Jingshi Investment is deemed to be interested in the interest of each other under the SFO.

- (5) Mr. Chan and Ms. Loh are spouses, and hence are deemed to be interested in the interest of each other under the SFO.
- (6) Mr. HOU Yu and Ms. GAO Tao are spouses, and hence are deemed to be interested in the interest of each other under the SFO.

Save as disclosed above, none of the Directors, Supervisors or the chief executive officer of the Company will, immediately following completion of the Global Offering, has any interests and/or short positions in the Shares, underlying Shares and debentures of our Company's associated corporations (within the meaning of Part XV of the SFO), which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she is taken or deemed to have under such provisions of the SFO), or which will be required, pursuant to section 352 of the SFO, to be recorded 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 Companies contained in the Listing Rules.

### **Substantial Shareholders**

For information on the persons who will, immediately following the completion of the Global Offering, having or be deemed or taken to have beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, see the section headed "Substantial Shareholders" in this prospectus.

Save as disclosed herein, our Directors are not aware of any other person who will, immediately following the Global Offering and the Conversion of Domestic Unlisted Shares into H Shares (and the offering of any additional H Shares pursuant to the Offer Size Adjustment Option), have an interest or short position in Shares or underlying Shares of the Company, which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or will, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of the Group.

### **Share Incentive Schemes**

#### ***A. Share Incentive Scheme I***

The following is a summary of the principal terms of the Share Incentive Scheme I adopted on May 31, 2019 and renewed on December 8, 2023. Under the Share Incentive Scheme I, the eligible participants as approved may indirectly hold our Company's interest by holding

partnership interest in our employee shareholding platform, namely, Jingyu Investment. As of the Latest Practicable Date, Jingyu Investment directly held 14,105,000 Shares. For details, see “History, Development and Corporate Structure” in this prospectus. The Share Incentive Scheme I is not subject to the provisions of Chapter 17 of the Listing Rules.

*(a) Purposes*

The purpose of the Share Incentive Scheme I is to further establish and improve the Company’s long-term incentive mechanism, attract and retain talents, fully promote the positivity of the Directors, senior management, middle-level management and core employees of the Company, and direct the focus of all parties to the Company’s long-term development by effectively combining the interests of the Shareholders, the Company and core individuals.

*(b) The Number and Price of Shares*

A total of 14,105,000 restricted shares, with grant price per restricted share of RMB1.85 were granted under the Share Incentive Scheme I, representing approximately 2.83% of the share capital in issue of the Company immediately prior to the completion of the Global Offering and approximately 2.65% of the share capital in issue of the Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option is not exercised).

*(c) Participants*

The participants under the Share Incentive Scheme I shall be our regular employees (the “**Participants**”), who are formally registered with the Company for 12 months or more, and are ranked above deputy manager as of December 31, 2018, as determined by the Board.

Restricted share unit(s) is/are granted under the Share Incentive Scheme I to the Participants as an award. The award incentive shares are directly held by Jingyu Investment. After the grant of the awards, the Participants have become limited partners of Jingyu Investment and are indirectly interested in the incentive shares under the terms and conditions contained in relevant agreements of Share Incentive Scheme I.

*(d) Administration*

The Share Incentive Scheme I is managed and executed by the Board subject to the authorization by the Shareholders and the supervision by the Supervisory Committee.

*(e) Rights and Restrictions as Attached in the Award*

The awards are subject to regulatory lock-up requirement and a stipulated lock-up period commencing from the grant date until two years after listing of the Company. During the lock-up period of the Share Incentive Scheme I, the Participants shall not dispose of, or request to dispose of, or transfer to external parties or the other Participants under the Share Incentive Scheme I, their limited partnership interests in Jingyu Investment.

After the expiration of the lock-up period of the Share Incentive Scheme I, the Participants are entitled to dispose of their limited partnership interests in Jingyu Investment in the following two methods: (1) by applying to the general partner of Jingyu Investment (the “**General Partner**”), namely Mr. Xiao, for disposal of such interests and, upon the approval by the General Partner, transfer such interests to the General Partner or third party Participants as designated by the General Partner or other third party Participants, subject to the Share Incentive Scheme I and the laws and regulations of the place where the Shares are listed; or (2) by applying to Jingyu Investment for the reduction of the corresponding Shares held by Jingyu Investment, the proceeds of which will be distributed to the applying Participants.

*(f) Lapse of the Award*

The Participants may be required to withdraw from the Share Incentive Scheme I and reduce all of the limited partnership interests held by them under certain circumstances, including but not limited to (1) inability to perform the employment contract (for instance, incapacity for work) prior to the Listing; and (2) resignation or dismissal due to personal reasons (for instance, violation of the Company’s stipulations) within the lock-up period.

*(g) Details of the Awards Granted*

As of the Latest Practicable Date, details of the awards granted under the Share Incentive Scheme I are set out as below.

Name of grantees	Position held in our Group	Number of incentive shares held	Approximate percentage of shareholding immediately following the completion of the Global Offering	
			Assuming the Offer Size Adjustment Option is not exercised	Assuming the Offer Size Adjustment Option is exercised in full
<i>Connected Persons and Senior Management</i>				
Mr. Xiao . . . . .	Chairperson of the Board, executive Director and chief strategic officer of our Company	3,920,000	0.74%	0.73%
Mr. HOU Yu (侯宇) . . . . .	President of our Company, the general manager of Linlux and the supervisor of Lynway Vision (Guangzhou)	1,800,000	0.34%	0.34%
Mr. ZENG Zhaoming (曾照明) . . . . .	Vice president of our Company	1,590,000	0.30%	0.30%
Ms. ZHOU Baiyun (周白雲) . . . . .	Vice president and financial controller of our Company and supervisor of Lynway Vision	1,550,000	0.29%	0.29%
Mr. OU Weineng (區偉能) . . . . .	Supervisor of our Company	540,000	0.10%	0.10%
<i>Others</i>				
28 qualified Participants . . . . .		4,705,000	0.88%	0.88%

***B. Share Incentive Scheme II***

The following is a summary of the principal terms of the Share Incentive Scheme II adopted on December 4, 2023. Under the Share Incentive Scheme II, the eligible participants as approved may indirectly hold our Company's interest by holding partnership interest in our employee shareholding platforms. The Share Incentive Scheme II is not subject to the provisions of Chapter 17 of the Listing Rules.



As of the Latest Practicable Date, our Company have established two employee shareholding platforms under the Share Incentive Scheme II, namely Jingrui Investment and Jingshi Investment, which in aggregate directly held 11,861,028 Shares. For details, see “History, Development and Corporate Structure” in this prospectus.

*(a) Purposes*

The purpose of the Share Incentive Scheme II is to further establish and improve the Company’s long-term incentive mechanism, attract and retain talents, fully promote the positivity of the Directors, senior management, middle-level management and core employees of the Company, and direct the focus of all parties to the Company’s long-term development by effectively combining the interests of the Shareholders, the Company and core individuals.

*(b) The Number and Price of Shares*

A total of 11,861,028 restricted shares, with grant price per restricted share of RMB2.20 were granted under the Share Incentive Scheme II, representing approximately 2.38% of the share capital in issue of the Company immediately prior to the completion of the Global Offering and approximately 2.23% of the share capital in issue of the Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option is not exercised).

*(c) Participants*

The participants under the Share Incentive Scheme II (the “**Participants**”) shall be regular employees, who are formally registered with the Company for 12 months or more, and are ranked above deputy manager as of December 31, 2023, as determined by the Board.

Restricted share unit(s) is/are granted under the Share Incentive Scheme II to the Participants as an award. The award incentive shares are directly held by Jingrui Investment and Jingshi Investment as to 5,279,328 and 6,581,700 Shares, respectively. After the grant of the awards, the Participants have become limited partners of Jingrui Investment or Jingshi Investment and are indirectly interested in the incentive shares under the terms and conditions contained in relevant agreements of Share Incentive Scheme II.

*(d) Administration*

The Share Incentive Scheme II is managed and executed by the Board subject to the authorization by the Shareholders and the supervision by the Supervisory Committee.

*(e) Rights and Restrictions as Attached in the Award*

The awards are subject to regulatory lock-up requirement and a stipulated lock-up period commencing from the grant date until two years after listing of the Company. During the lock-up period of the Share Incentive Scheme II, the Participants shall not dispose of, or request to dispose of, or transfer to external parties or the other Participants under the Share Incentive Scheme II, their limited partnership interests in the employee shareholding platforms.

After the expiration of the lock-up period of the Share Incentive Scheme II, the Participants are entitled to dispose of their limited partnership interests in the employee shareholding platforms in the following two methods: (1) by applying to the general partner of the employee shareholding platforms (the “**General Partner**”), namely Mr. Xiao, for disposal of such interests and, upon the approval by the General Partner, transfer such interests to the General Partner or third party Participants as designated by the General Partner or other third party Participants, subject to the Share Incentive Scheme II and the laws and regulations of the place where the Shares are listed; or (2) by applying to the employee shareholding platforms for the reduction of the corresponding Shares held by the employee shareholding platforms, the proceeds of which will be distributed to the applying Participants.

*(f) Lapse of the Award*

The Participants may be required to withdraw from the Share Incentive Scheme II and reduce all of the limited partnership interests held by them under certain circumstances, including but not limited to (1) inability to perform the employment contract (for instance, incapacity for work) prior to the Listing; and (2) resignation or dismissal due to personal reasons (for instance, violation of the Company’s stipulations) within the lock-up period.

*(g) Details of the Awards Granted*

As of the Latest Practicable Date, details of the awards granted under the Share Incentive Scheme II are set out as below.

Name of grantees	Position held in our Group	Number of incentive shares held	Approximate percentage of shareholding immediately following the completion of the Global Offering	
			Assuming the Offer Size Adjustment Option is not exercised	Assuming the Offer Size Adjustment Option is exercised in full
<i>Connected Persons and Senior Management</i>				
Mr. Xiao . . . . .	Chairperson of the Board, executive Director and chief strategic officer of our Company	3,500,500	0.66%	0.65%
Mr. HOU Yu (侯宇) . . . . .	President of our Company, general manager of Linlux and the supervisor of Lynway Vision (Guangzhou)	400,000	0.08%	0.07%
Mr. ZENG Zhaoming (曾照明) . . . . .	Vice president of our Company	600,000	0.11%	0.11%
Ms. ZHOU Baiyun (周白雲) . . . . .	Vice president and financial controller of our Company and supervisor of Lynway Vision	400,000	0.08%	0.07%
Mr. ZHENG Longfeng (鄭龍鋒) . . . . .	Board secretary of our Company	700,000	0.13%	0.13%
<i>Others</i>				
53 qualified Participants . . . . .		6,260,528	1.18%	1.17%

*C. Share Incentive Scheme III*

The following is a summary of the principal terms of the Share Incentive Scheme III adopted on December 8, 2023. Under the Share Incentive Scheme III, the eligible participants as approved may indirectly hold our Company's interest by holding partnership interest in our employee shareholding platform, namely, Jingling Investment. As of the Latest Practicable Date, Jingling Investment directly held 6,567,670 Shares. For details, see "History, Development and Corporate Structure" in this prospectus. The Share Incentive Scheme III is not subject to the provisions of Chapter 17 of the Listing Rules.

*(a) Purposes*

The purpose of the Share Incentive Scheme III is to further establish and improve the Company's long-term incentive mechanism, attract and retain talents, fully promote the positivity of the Directors, senior management, middle-level management and core employees of Lynway Vision, and direct the focus of all parties to the Company's long-term development by effectively combining the interests of the Shareholders, the Company and core individuals.

*(b) The Number and Price of Shares*

A total of 6,567,670 restricted shares, with grant price per restricted share of RMB2.60 were granted under the Share Incentive Scheme III, representing approximately 1.32% of the share capital in issue of the Company immediately prior to the completion of the Global Offering and approximately 1.23% of the share capital in issue of the Company immediately following the completion of the Global Offering (assuming the Offer Size Adjustment Option is not exercised).

*(c) Participants*

The participants under the Share Incentive Scheme III shall be key management members of Lynway Vision as considered and approved by the Board of the Company (the "**Participants**") based on the terms and indexes as specified in the Share Incentive Scheme III.

Restricted share unit(s) is/are granted under the Share Incentive Scheme III to the Participants as an award. The award incentive shares are directly held by Jingling Investment. After the grant of the awards, the Participants have become limited partners of Jingling Investment and are indirectly interested in the incentive shares under the terms and conditions contained in relevant agreements of Share Incentive Scheme III.

*(d) Administration*

The Share Incentive Scheme III is managed and executed by the Board subject to the authorization by the Shareholders and the supervision by the Supervisory Committee.

*(e) Rights and Restrictions as Attached in the Award*

The awards are subject to regulatory lock-up requirement and a stipulated lock-up period commencing from the grant date until two years after listing of the Company. During the lock-up period of the Share Incentive Scheme III, the Participants shall not dispose of, or request to dispose of, or transfer to external parties or the other Participants under the Share Incentive Scheme III, their limited partnership interests in Jingling Investment.

After the expiration of the lock-up period of the Share Incentive Scheme III, the Participants are entitled to dispose of their limited partnership interests in Jingling Investment in the following two methods: (1) by applying to the general partner of Jingling Investment (the “**General Partner**”), namely Mr. Xiao, for disposal of such interests and, upon the approval by the General Partner, transfer such interests to the General Partner or third party Participants as designated by the General Partner or other third party Participants, subject to the Share Incentive Scheme III and the laws and regulations of the place where the Shares are listed; or (2) by applying to Jingling Investment for the reduction of the corresponding Shares held by Jingling Investment, the proceeds of which will be distributed to the applying Participants.

*(f) Lapse of the Award*

The Participants may be required to withdraw from the Share Incentive Scheme III and reduce all of the limited partnership interests held by them under certain circumstances, including but not limited to (1) inability to perform the employment contract (for instance, incapacity for work) prior to the Listing; and (2) resignation or dismissal due to personal reasons (for instance, violation of the Company’s stipulations) within the lock-up period.

*(g) Details of the Awards Granted*

As of the Latest Practicable Date, details of the awards granted under the Share Incentive Scheme III are set out as below.

Name of grantees	Position held in our Group	Number of incentive shares held	Approximate percentage of shareholding immediately following the completion of the Global Offering	
			Assuming the Offer Size Adjustment Option is not exercised	Assuming the Offer Size Adjustment Option is exercised in full
<i>Connected Persons and Senior Management</i>				
Mr. Xiao . . . . .	Chairperson of the Board, executive Director and chief strategic officer of our Company	656	0.0001%	0.0001%
Mr. LIU Tie (劉鐵) . . . . .	General manager of Lynway Vision and the executive director and manager of Lynway Vision (Guangzhou)	1,075,615	0.2021%	0.2002%
<i>Others</i>				
14 qualified Participants . . . . .		5,491,399	1.0320%	1.0223%

**Disclaimers**

- (a) Save as disclosed in the section headed “History, Development and Corporate Structure,” none of the Directors nor any of the experts referred to in “— Other Information — Qualifications and Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- (b) Save in connection with the Underwriting Agreements, none of the Directors nor any of the experts referred to in “— Other Information — Qualifications and Consents of Experts” below, is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of the Group.

- (c) No cash, securities or other benefit has been paid, allotted or given within the two years preceding the date of this prospectus to any promoter of the Company nor is any such cash securities or benefit intended to be paid, allotted or given on the basis of the Global Offering or related transactions as mentioned.

## **OTHER INFORMATION**

### **Estate Duty**

Our Directors have been advised that no material liability for estate duty is likely to fall on our Group.

### **Litigation**

Save as disclosed in this prospectus, to the knowledge of our Directors, there was no other litigation, arbitration or administrative proceeding pending or threatened against us or any of our Directors that could cause a material and adverse effect on our business, financial conditions or results of operations during the Track Record Period and up to the Latest Practicable Date.

### **Sole Sponsor**

The Sole Sponsor has made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, our Shares in issue, our Shares to be issued pursuant to the Global Offering (including any Shares which may fall to be issued pursuant to the exercise of the Offer Size Adjustment Option).

CITIC Securities (Hong Kong) Limited satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between the Company and the Sole Sponsor, we have agreed to pay the Sole Sponsor a fee of US\$600,000 to act as the sponsor of our Company in connection with the proposed listing on the Hong Kong Stock Exchange.

### **Qualifications and Consents of Experts**

The following experts have each given and have not withdrawn their respective written consents to the issue of this prospectus with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

Name	Qualification
CITIC Securities (Hong Kong) Limited . . .	Licensed corporation to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
Ernst & Young . . . . .	Certified Public Accountants and Registered Public Interest Entity Auditor
AllBright Law Offices . . . .	PRC legal advisor
China Insights Industry Consultancy Limited . . . .	Independent industry consultant

As of the Latest Practicable Date, none of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

#### **BINDING EFFECT**

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

#### **BILINGUAL PROSPECTUS**

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

#### **PROMOTERS**

The promoters of our Company comprised all of the five then shareholders of our Company as of December 3, 2015 before our conversion into a joint stock limited liability company.

No.	Name
1 . . . . .	Advanced Photoelectronic
2 . . . . .	Guangdong Yueke Finance Investment Co., Ltd.



<b>No.</b>	<b>Name</b>
3. ....	Shenzhen Guomin Innovation Venture Capital (L.P.)
4. ....	Episky Corporation (Xiamen) Ltd.
5. ....	Jiangyin Haohan Photoelectronic Technology Co., Ltd.

Within the two years immediately preceding the date of this prospectus, no cash, securities or benefit has been paid, allotted or given, or is proposed to be paid, allotted or given to the promoters named above in connection with the Global Offering or the related transactions described in this prospectus.

### **PRELIMINARY EXPENSES**

The Company did not incur material preliminary expenses for the purpose of the Listing Rules.

### **MISCELLANEOUS**

- (a) Save as disclosed in “Changes in Share Capital” above, within the two years immediately preceding the date of this prospectus:
- (i) no share or loan capital or debenture of our Company or any of our subsidiaries has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
  - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option; and
  - (iii) 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 or any of our subsidiaries.
- (b) there are no founder, management or deferred shares nor any debentures in our Company or any of our subsidiaries.
- (c) no share or loan capital or debenture of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option.

- (d) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries by our Company for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any shares in or debentures of our Company or any of our subsidiaries.
- (e) Save as disclosed in the paragraph headed “Further Information about our Business–Summary of Material Contracts” in this section, none of our Directors or proposed Directors or experts (as named in this prospectus), have any interest, direct or indirect, in any assets which have been, within the two years immediately preceding the date of this prospectus, acquired or disposed of by or leased to, any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group. Save as disclosed in this prospectus, no equity or debt securities of any company within our Group is presently listed on any stock exchange or traded on any trading system nor is any listing or permission to deal being or proposed to be sought.
- (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) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus.