

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of Our Company

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability under the Companies Act on 12 January 2022.

As the Company was incorporated in the Cayman Islands, we operate subject to the relevant laws and regulations of the Cayman Islands and our constitution which comprises the Memorandum of Association and the Articles of Association. A summary of the Cayman Islands company law and of our Company’s constitution is set out in Appendix III to this document.

2. Changes in the Share Capital of Our Company

(a) *Changes in share capital*

- (i) As at the date of incorporation of our Company, the authorised share capital was US\$50,000.00 divided into 500,000,000 Shares having a par value of USD0.0001 each.
- (ii) Immediately following completion of the [REDACTED] and the [REDACTED] and upon the exercise of the [REDACTED], our authorised share capital will be US\$[REDACTED] divided into [REDACTED] Shares, of which [REDACTED] Shares will be [REDACTED] as fully paid or credited as fully paid, and [REDACTED] Shares will remain [REDACTED].
- (iii) Other than pursuant to the exercise of the [REDACTED], there is no present intention to [REDACTED] any of the authorised but [REDACTED] share capital of our Company and, without the prior approval of the Shareholders in general meeting, no issue of Shares will be made.

Save as disclosed herein and in “—Further Information About Our Group—3. Written Resolutions of our Shareholders passed on [●]” and “—Further Information About Our Group—4. Group reorganisation” of this Appendix, there has been no alteration in the share capital of our Company since its incorporation.

(b) *Founder shares*

Our Company has no founder shares, management shares or deferred shares.

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3. Written Resolutions of our Shareholders passed on [●]

Pursuant to written resolutions of our Shareholders passed on [●]:

- (a) our Company approved and adopted the Memorandum of Association and the Articles of Association conditionally upon the fulfillment of the conditions (as defined below) and with effect from the [REDACTED];
- (b) conditional on (aa) the Stock Exchange granting the [REDACTED] of, and permission to [REDACTED] in, the Shares in [REDACTED] and to be [REDACTED] as mentioned in this document, and such [REDACTED] and permission not having been subsequently revoked prior to the commencement of [REDACTED] in the Shares on the Stock Exchange; (bb) the [REDACTED] having been duly determined; (cc) the execution and delivery of the [REDACTED] Agreements; and (dd) the obligations of the [REDACTED] under each of the [REDACTED] Agreements becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) thereunder by the Sole Sponsor, on behalf of the [REDACTED]) and not being terminated in accordance with the respective terms of the [REDACTED] Agreements or otherwise (together the "Conditions"), in each case, on or before the day falling 30 days after the date of this document:
 - (i) the [REDACTED] and the grant of the [REDACTED] by our Company were approved and our Directors were authorised to [REDACTED] and [REDACTED] the [REDACTED] pursuant to the [REDACTED] and such number of Shares as may be [REDACTED] and [REDACTED] upon the exercise of the [REDACTED];
 - (ii) conditional on the share premium account of our Company having sufficient balance, or otherwise being credited as a result of the [REDACTED] and [REDACTED] of the [REDACTED] pursuant to the [REDACTED], our Directors were authorised to capitalise US\$[REDACTED] standing to the credit of the share premium account of our Company by applying that sum in paying up in full at par [REDACTED] Shares for [REDACTED] and [REDACTED] to the holders of Shares whose names appear on the register of members or principal share register of our Company at the close of business on the date which the said resolution is passed (or as they may direct) in proportion (as nearly as possible without involving fractions so that no fraction of a share shall be [REDACTED] and [REDACTED]) to their then existing respective shareholdings in our Company and so that the Shares to be [REDACTED] and [REDACTED] pursuant to this resolution shall rank *pari passu* in all respects with the then existing issued Shares and our Directors were authorised to give effect to such [REDACTED];

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- (iii) a general unconditional mandate was given to the Directors to allot, issue and deal with, otherwise than by way of rights issue, scrip dividend schemes or similar arrangements in accordance with the Articles of Association, or pursuant to exercise of rights of subscription or conversion attaching to any warrants of our Company or any securities which are convertible into Shares, or under the [REDACTED] or upon the exercise of the [REDACTED], an aggregate number of Shares not exceeding the sum of (aa) 20% of the aggregate number of Shares in issue immediately following completion of the [REDACTED] and the [REDACTED] but excluding any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED] and (bb) the aggregate number of Shares which may be purchased by us pursuant to the authority granted to the Directors as referred to in subparagraph (iv) below, until the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association, the Companies Act or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first;
- (iv) a general unconditional mandate (the "**Repurchase Mandate**") was given to the Directors to exercise all powers of our Company to purchase Shares on the Stock Exchange or on any other stock exchange on which the securities of our Company may be [REDACTED] or recognised by the SFC and the Stock Exchange for this purpose with an aggregate number of Shares not exceeding 10% of the aggregate number of Shares in issue immediately following the completion of the [REDACTED] and the [REDACTED] but excluding any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED] until the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association, the Companies Act or any applicable law to be held, or the passing of an ordinary resolution by the Shareholders revoking or varying the authority given to the Directors, whichever occurs first; and
- (v) the extension of the general mandate to allot, issue and deal with Shares to include the number of Shares which may be purchased or repurchased pursuant to paragraph (iv) above.

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4. Group reorganisation

The companies comprising our Group underwent a reorganisation to rationalise our Group’s structure in preparation for the [REDACTED] of the Shares on the Stock Exchange, details of which are set out in “History, Reorganisation and Corporate Structure—Reorganisation” in this document.

5. Changes in share capital of our subsidiaries

Our subsidiaries during the Track Record Period are listed in the Accountants’ Report set out in Appendix I to this document. Save for the subsidiaries mentioned in the Accountant’s Report, we do not have any other subsidiaries during the Track Record Period.

The following subsidiaries of our Group have been established subsequent to the end of the Track Record Period and within two years immediately preceding the date of this document:

<u>Name of Subsidiaries</u>	<u>Place of Establishment</u>	<u>Date of Establishment</u>
Lanzhou Dijia Auto Service Co., Ltd. (蘭州市嘀加汽車服務有限公司)	PRC	29 January 2024
Xining Dijia Auto Service Co., Ltd. (西寧嘀加汽車服務有限公司)	PRC	22 February 2024
Lanzhou Dike Auto Service Co., Ltd. (蘭州市嘀科汽車服務有限公司)	PRC	26 February 2024
Xinyang City Pingqiao District Dijia Auto Service Co., Ltd. (信陽市平橋區嘀加汽車服務 有限公司).	PRC	27 February 2024
Beihai Dijia Auto Technology Service Co., Ltd. (北海嘀加汽車技術服務有限公司)	PRC	28 February 2024
Beijing Dijia Auto Service Co., Ltd. (北京嘀加汽車服務有限公司)	PRC	8 March 2024
Zhengzhou Dike Auto Service Co., Ltd. (鄭州市嘀科汽車服務有限公司)	PRC	4 March 2024
Puyang Dike Auto Service Co., Ltd. (濮陽市嘀科汽車服務有限公司)	PRC	23 February 2024

Save as disclosed in “History, Reorganisation and Corporate Structure—Our Corporate Development” and “History, Reorganisation and Corporate Structure—Reorganisation” in this document, no alterations in the share capital of each of our Company’s principal subsidiaries took place within the two years immediately preceding the date of this document.

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6. Repurchase by our Company of our own securities

This paragraph includes information required by the Stock Exchange to be included in this document concerning the repurchase by our Company of our own securities.

(a) Shareholders' approval

All proposed repurchases of securities (which must be fully paid up in the case of shares) by a company [REDACTED] on the Stock Exchange must be approved in advance by an ordinary resolution of the shareholders, either by way of general mandate or by specific approval of a particular transaction.

Pursuant to a resolution in writing passed by our Shareholders on [●], the Repurchase Mandate was given to our Directors authorising any repurchase by us of Shares on the Stock Exchange or any other stock exchange on which our securities may be [REDACTED] and which is recognised by the SFC and the Stock Exchange for this purpose, of up to 10% of the number of Shares in issue immediately following completion of the [REDACTED] but excluding any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED], such mandate to expire at the conclusion of our next annual general meeting, or the date by which our next annual general meeting is required by the Articles of Association or applicable law to be held, or the passing of an ordinary resolution by Shareholders in general meeting revoking or varying the authority given to our Directors, whichever occurs first.

(b) Source of funds

Repurchases must be paid out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Island. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. Under the Companies Act, any repurchases by our Company may be made out of our Company's profits, out of our Company's share premium account, or out of the proceeds of a issue of Shares made for the purpose of the repurchase or, if so authorised by the Articles of Association and subject to the Companies Act, out of capital. Any premium payable on a repurchase over the par value of the Shares to be repurchased must be provided for out of either of both our Company's profits or our Company's share premium account before or at time the Shares are repurchased, or, if authorised by the Articles of Association and subject to the provisions of the Companies Act, out of capital.

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(c) *Reasons for repurchases*

Our Directors believe that it is in the best interest of our Company and the Shareholders for our Directors to have general authority from the Shareholders to enable our Company to repurchase Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made if our Directors believe that such repurchases will benefit our Company and our Shareholders as a whole.

(d) *Impact of repurchases*

On the basis of our current financial position as disclosed in this document and taking into account our current working capital position, our Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on our working capital and/or our gearing position as compared to the position disclosed in this document. However, our Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on our working capital requirements or our gearing levels which, in the opinion of our Directors, are from time to time appropriate for us.

(e) *General*

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately after the [REDACTED], would result in up to [REDACTED] Shares being repurchased by us during the period in which the Repurchase Mandate remains in force.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands.

If, as a result of a securities repurchase, a Shareholder's proportionate interest in the voting rights of our Company is increased, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of our Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

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Our Directors will not exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may be prescribed as the minimum public shareholding under the Listing Rules).

No core connected person of our Company has notified us that he/she/it has a present intention to sell Shares to our Company, or has undertaken not to do so if the Repurchase Mandate is exercised.

7. Registration under Part 16 of the Companies Ordinance

Our principal place of business in Hong Kong for the purpose of registration under Part 16 of the Companies Ordinance at 46/F, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong. Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on 31 May 2023. Ms. Cheung Lai Ha (張麗霞), a joint company secretary of our Company, has been appointed as the agent of our Company for the acceptance of service of process in Hong Kong.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) the Reorganisation Framework Agreement;
- (b) the Share Subscription Agreement
- (c) the Shareholders’ Agreement
- (d) the Exclusive Business Cooperation Agreement (獨家業務合作協議);
- (e) the Exclusive Option Agreement (獨家購買權協議);
- (f) the Shareholders’ Rights Proxy Arrangement (股東表決權委託協議);
- (g) the Equity Pledge Agreements (股份質押協議);
- (h) the Spousal Undertakings (配偶承諾函);
- (i) the Hong Kong [REDACTED] Agreement; and
- (j) the Deed of Indemnity.

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2. Our Material Intellectual Property Rights

As of the Latest Practicable Date, we have registered the following intellectual property rights which are material in relation to our business.

(a) Trademarks

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

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
1	 广联赛讯	9	Guanglian Saixun	PRC	22583865	13 February 2028
2	 广联赛讯	36	Guanglian Saixun	PRC	22586070	20 November 2028
3	 广联赛讯	37	Guanglian Saixun	PRC	22586174	06 April 2028
4	 广联赛讯	42	Guanglian Saixun	PRC	22586442	27 January 2029
5	广联赛讯	9	Guanglian Saixun	PRC	22583702	13 February 2028
6	广联赛讯	35	Guanglian Saixun	PRC	22585103	27 January 2029
7	广联赛讯	36	Guanglian Saixun	PRC	22586279	06 March 2028
8	广联赛讯	37	Guanglian Saixun	PRC	22586208	06 April 2028
9	广联赛讯	39	Guanglian Saixun	PRC	22586275	06 April 2028
10	广联赛讯	42	Guanglian Saixun	PRC	22586878	13 April 2029
11	 啮加	12	Guanglian Shuke	PRC	60767578	13 May 2032
12	 啮加	36	Guanglian Shuke	PRC	60775485	13 May 2032
13	 啮加	37	Guanglian Shuke	PRC	60767624	13 May 2032
14	 啮加	39	Guanglian Shuke	PRC	60792441	13 May 2032








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No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
15	广联数科	37	Guanglian Saixun	PRC	66423954	20 February 2033
16	广联数科	42	Guanglian Saixun	PRC	66435039	13 February 2033
17	嘀嘀虎	9	Guanglian Saixun	PRC	66673801	13 February 2033
18	嘀嘀虎	37	Guanglian Saixun	PRC	66683542	06 February 2033
19	嘀加	9	Guanglian Shuke	PRC	60787840	27 July 2032
20	嘀加	42	Guanglian Shuke	PRC	60778021	20 July 2032
21	嘀加	35	Guanglian Shuke	PRC	60780704	27 July 2032
22	嘀加	16	Guanglian Shuke	Hong Kong	305830858	13 December 2031
23	嘀嘀虎	9	Guanglian Saixun	PRC	21036786	13 October 2027
24	嘀嘀虎	12	Guanglian Saixun	PRC	21037690	13 October 2027
25	嘀嘀虎	17	Guanglian Saixun	PRC	54227167	06 October 2031
26	嘀嘀虎	36	Guanglian Saixun	PRC	21036186	27 August 2028
27	嘀嘀虎	39	Guanglian Saixun	PRC	21040032	13 October 2027
28	嘀嘀虎	42	Guanglian Saixun	PRC	21040756	20 February 2029
29		9	Guanglian Saixun	PRC	21036255	13 October 2027
30		12	Guanglian Saixun	PRC	21037491	13 October 2028
31		35	Guanglian Saixun	PRC	21037949	13 October 2027
32		36	Guanglian Saixun	PRC	21036037	13 October 2027

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No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
33		37	Guanglian Saixun	PRC	21038498	13 October 2027
34		38	Guanglian Saixun	PRC	21039392	13 October 2027
35		39	Guanglian Saixun	PRC	21039838	13 October 2027
36		42	Guanglian Saixun	PRC	21040517	13 October 2027
37		35	Guanglian Saixun	PRC	21038003	13 October 2027
38		36	Guanglian Saixun	PRC	21036106	13 October 2027
39		37	Guanglian Saixun	PRC	21038798	13 October 2027
40		39	Guanglian Saixun	PRC	21040045	13 October 2027
41		42	Guanglian Saixun	PRC	23831653	13 April 2028
42		9	Guanglian Saixun	PRC	25083997	27 June 2028
43		35	Guanglian Saixun	PRC	25084003	06 July 2028
44		42	Guanglian Saixun	PRC	25084009	06 July 2028
45	DIDIHU	9	Guanglian Saixun	PRC	33208926	27 May 2029
46	DIDIHU	12	Guanglian Saixun	PRC	33208927	27 May 2029
47	DIDIHU	36	Guanglian Saixun	PRC	33208924	27 May 2029
48	DIDIHU	39	Guanglian Saixun	PRC	33208923	27 May 2029
49	DIDIHU	42	Guanglian Saixun	PRC	33208922A	06 August 2029

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No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Registration Expiry Date
50		42	Guanglian Shuke	PRC	23831605	20 April 2029
51		9	Guanglian Shuke	PRC	36345909	06 November 2029
52		37	Guanglian Shuke	PRC	64591844	06 January 2033
53		42	Guanglian Shuke	PRC	64619242	06 January 2033
54		9	Guanglian Saixun	PRC	66423949	06 May 2033
55		17	Carlink HK	PRC	65803943	13 January 2033

(b) Patents

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

No.	Patent Name	Patent Type	Registered Owner	Place of Registration	Registration Number	Registration Date	Registration Expiry Date
1	Tsp program interaction method based on WinCE system and vehicle equipment (基於WinCE系統的Tsp程序交互方法及車載設備)	Invention	Guanglian Saixun	PRC	ZL201410788215.4	17 December 2014	16 December 2034
2	Installation and testing methods, servers and systems for GPS terminals (GPS終端的安裝測試方法、服務器及系統)	Invention	Guanglian Saixun	PRC	ZL201610292811.2	04 May 2016	03 May 2036
3	Vehicle permanent location analysis method (車輛常駐地分析方法)	Invention	Guanglian Saixun	PRC	ZL201610216718.3	08 April 2016	07 April 2036

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No.	Patent Name	Patent Type	Registered Owner	Place of Registration	Registration Number	Registration Date	Registration Expiry Date
4	Method and system for establishing base station location database based on vehicle-mounted equipment (基於車載設備的基站位置庫建立方法及系統)	Invention	Guanglian Saixun	PRC	ZL201710045485.X	20 January 2017	19 January 2037
5	Method and device for determining attribution place of vehicle (確定車輛歸屬地的方法和裝置)	Invention	Guanglian Saixun	PRC	ZL201710180087.9	21 March 2017	20 March 2037
6	Method and device for filtering abnormal GPS data (異常GPS數據的過濾方法和裝置)	Invention	Guanglian Saixun	PRC	ZL201710180088.3	21 March 2017	20 March 2037
7	Method, device and computer-readable storage medium for determining attribution place of vehicle (確定車輛歸屬地的方法、裝置及計算機可讀存儲介質)	Invention	Guanglian Saixun	PRC	ZL201710896704.5	27 September 2017	26 September 2037
8	GPS data information query method and system based on shared memory (基於共享內存的GPS數據信息查詢方法及系統)	Invention	Guanglian Saixun	PRC	ZL201710171845.0	21 March 2017	20 March 2037
9	Method, system and computer readable storage medium for monitoring abnormal gathering places of vehicles (車輛異常聚集地監控方法及系統、計算機可讀存儲介質)	Invention	Guanglian Saixun	PRC	ZL201711170017.1	21 November 2017	20 November 2037

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No.	Patent Name	Patent Type	Registered Owner	Place of Registration	Registration Number	Registration Date	Registration Expiry Date
10 ...	Power-off alarm verification method, device and computer-readable storage medium (斷電報警驗證方法、設備及計算機可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL201711101605.X	08 November 2017	07 November 2037
11 ...	Vehicle remote diagnosis terminal (Jiobao) (車輛遠程診斷終端 (駕寶))	Design	Guanglian Saixun	PRC	ZL201530239370.6	07 July 2015	06 July 2025
12 ...	OBD-based vehicle damage evaluation method and device (基於OBD的車損度評估方法及裝置)	Invention	Guanglian Shuke	PRC	ZL201610481753.8	27 June 2016	26 June 2036
13 ...	Method and device for calibrating relationship between vehicle-mounted equipment (車載設備關係校對方法及裝置)	Invention	Guanglian Shuke	PRC	ZL201510969640.8	22 December 2015	21 December 2035
14 ...	Message push method and device (消息推送方法及裝置)	Invention	Guanglian Shuke	PRC	ZL201611041773.X	21 November 2016	20 November 2036
15 ...	Method, system and computer-readable storage medium for judging ignition and flameout status of vehicle (車輛點熄火狀態的判斷方法及系統、計算機可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL201711371514.8	18 December 2017	17 December 2037
16 ...	Vehicle-mounted smart terminals (車載智能終端)	Design	Guanglian Saixun	PRC	ZL201930360435.0	08 July 2019	07 July 2029
17 ...	Network flow control method and device (網絡流量控制方法及裝置)	Invention	Guanglian Shuke	PRC	ZL201610701581.0	22 August 2016	21 August 2036
18 ...	Vehicle-mounted smart terminals (車載智能終端)	Design	Guanglian Saixun	PRC	ZL201930534384.9	27 September 2019	26 September 2029

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No.	Patent Name	Patent Type	Registered Owner	Place of Registration	Registration Number	Registration Date	Registration Expiry Date
19 ...	Vehicle travel calculation method, device and readable storage medium based on vehicle-mounted devices (基於車載設備的車輛行程計算方法、裝置和可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL201710583362.1	17 July 2017	16 July 2037
20 ...	Data processing method, device and computer-readable storage medium (數據處理方法、裝置及計算機可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL201711154277.X	17 November 2017	16 November 2037
21 ...	Smart vehicle-mounted charger (智能車載充電器)	Design	Guanglian Saixun	PRC	ZL202030496257.7	26 August 2020	25 August 2030
22 ...	Method, device and computer-readable storage medium for monitoring Internet of thing network card traffic pool (物聯網卡流量池監控方法、設備及計算機可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL201711136247.6	15 November 2017	14 November 2037
23 ...	Prediction method, network terminal and storage medium for prepaid card residual flow (預付卡剩餘流量預測方法、網絡終端和存儲介質)	Invention	Guanglian Shuke	PRC	ZL201711439119.9	26 December 2017	25 December 2037
24 ...	Identification method and terminal equipment for malicious removal of vehicle positioning equipment (車載定位設備被惡意拆除的識別方法以及終端設備)	Invention	Guanglian Saixun	PRC	ZL202010044604.1	15 January 2020	14 January 2040

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No.	Patent Name	Patent Type	Registered Owner	Place of Registration	Registration Number	Registration Date	Registration Expiry Date
25 ...	Method, device, equipment and computer-readable storage medium for monitoring vehicle collision (車輛碰撞監測方法、裝置、設備及計算機可讀存儲介質)	Invention	Guanglian Shuke	PRC	ZL202110066589.5	18 January 2021	17 January 2041
26	Method for UBI scoring - UBI scoring device and readable storage medium (UBI評分方法、UBI評分裝置及可讀存儲介質)	Invention	Guanglian Saixun	PRC	ZL202010016302.3	7 January 2020	6 January 2040
27	Method, terminal and storage medium for data enquiry based on data caching (基於數據緩存的查詢方法、終端及存儲介質)	Invention	Guanglian Saixun	PRC	ZL201911370778.0	25 December 2019	24 December 2039
28	Methods of testing, terminal equipment and storage medium for highly risky locations for vehicles (車輛高危地點的檢測方法、終端設備及存儲介質)	Invention	Guanglian Saixun	PRC	ZL202010080223.9	4 February 2020	3 February 2040

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(c) Copyrights

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

(i) Software

No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
1	Didihu WeChat Official Account Application Platform (Abbreviation: Didihu WeChat) (嘀嗒虎微信公眾號應用平台(簡稱:嘀嗒虎微信))	Guanglian Saixun	PRC	2016SR264678	01 June 2016
2	Guanglian Shuke Behavioral Tracking Point Server Software (Abbreviation: Tracking Point Server) (廣聯數科行為埋點服務器軟件(簡稱:行為埋點服務器))	Guanglian Shuke	PRC	2018SR1035341	20 November 2018
3	Guanglian Shuke Didihu AI Data Platform (Abbreviation: Didihu AI Data Platform) (廣聯數科嘀嗒虎AI數據平台(簡稱:嘀嗒虎AI數據平台))	Guanglian Shuke	PRC	2018SR1036868	15 November 2018
4	Guanglian Shuke Maintenance Loss Warning Function Server Software (Abbreviation: Maintenance Loss Warning Function Service) (廣聯數科保養流失預警功能服務器軟件(簡稱:保養流失預警服務))	Guanglian Shuke	PRC	2018SR1036876	24 October 2018
5	Guanglian Shuke Vehicle Electric Fence Monitoring Software (Abbreviation: Vehicle Electric Fence Monitoring) (廣聯數科車輛電子圍欄監控軟件(簡稱:車輛電子圍欄監控))	Guanglian Shuke	PRC	2018SR1040211	15 November 2018

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
6	Guanglian Shuke Internet of Vehicles Value-added Service System Software (Central Control Version) (Abbreviation: Guanglian Shuke Central Control Version) (廣聯數科車聯網增值服務系統軟件(中控版)(簡稱:廣聯數科中控版))	Guanglian Shuke	PRC	2019SR0733012	08 May 2019
7	Guanglian Didihu Connected Car Entertainment System (廣聯嘀嗒虎互聯車娛樂系統)	Guanglian Saixun	PRC	2015SR130083	27 March 2015
8	Didihu Open Cloud Platform Device Management Report System (Abbreviation: Didihu Open Cloud Platform) (嘀嗒虎開放雲平台設備管理報表系統(簡稱:嘀嗒虎開放雲平台))	Guanglian Saixun	PRC	2016SR156676	20 January 2016
9	Guanglian Saixun Didihu Android Smart Driving System (Abbreviation: Didihu) (廣聯賽訊嘀嗒虎 Android智能行車系統(簡稱: 嘀嗒虎))	Guanglian Saixun	PRC	2016SR101648	22 February 2016
10 ..	(Guanglian Shuke Didihu Android Smart Rear-view Mirror Driving System (Abbreviation: Didihu Android Smart Rear-view Mirror)) (廣聯數科嘀嗒虎 Android智能後視鏡行車系統(簡稱: 嘀嗒虎 安卓智能後視鏡))	Guanglian Shuke	PRC	2022SR0788234	25 February 2016
11 ..	Didihu Access Platform Device Access System (Abbreviation: Didihu Access Platform) (嘀嗒虎接入平台設備接入系統(簡稱: 嘀嗒虎接入平台))	Guanglian Shuke	PRC	2022SR0334633	01 July 2016
12 ..	Guanglian Vehicle Permanent Location Offset Analysis Software (廣聯車輛常駐地偏移分析軟件)	Guanglian Shuke	PRC	2022SR1152452	15 February 2016

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
13 ..	Guanglian DidiHu Internet of Vehicles Service System In-vehicle Software (Abbreviation: DidiHu) (廣聯滴滴虎車聯網服務系統車機軟件(簡稱:滴滴虎))	Guanglian Saixun	PRC	2016SR359228	02 March 2016
14 ..	Didihu Audi A4L Connected Car Entertainment System (Abbreviation: DidiHu Connected Car Entertainment System) (滴滴虎奧迪A4L互聯車娛樂系統(簡稱:滴滴虎互聯車娛樂系統))	Guanglian Saixun	PRC	2017SR084139	18 January 2017
15 ..	Guanglian Data Traffic Card Management Platform System (Abbreviation: Data Traffic Management Platform) (廣聯流量卡管理平台系統(簡稱:流量管理平台))	Guanglian Shuke	PRC	2022SR1091871	07 July 2017
16 ..	Didihu News Push Platform Software System (Abbreviation: News Push) (滴滴虎消息推送平台軟件系統(簡稱:消息推送))	Guanglian Saixun	PRC	2017SR493292	20 January 2017
17 ..	Didihu Daily Insurance UBI Auto Insurance Platform (Abbreviation: Daily Insurance) (滴滴虎按天保UBI車險平台(簡稱:按天保))	Guanglian Saixun	PRC	2017SR493371	29 June 2017
18 ..	Didihu Vehicle Behavior Risk Assessment Software (滴滴虎車輛行為風險評估軟件)	Guanglian Shuke	PRC	2022SR1091872	30 August 2017
19 ..	Guanglian Risk Management Vehicle Positioning System Software (Abbreviation: FRMS Vehicle Positioning System Software) (廣聯風控管理車機定位系統軟件(簡稱:FRMS車機定位系統軟件))	Guanglian Saixun	PRC	2017SR578458	30 June 2017

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
20 ..	Guanglian Financial Risk Management Platform WeChat Vehicle Tracking System (Abbreviation: WVTS) (廣聯金融風控管理平台微信追車系統(簡稱:WVTS))	Guanglian Saixun	PRC	2017SR682976	07 September 2017
21 ..	HuGe e-Shield API Standard Interface System (Abbreviation: API Standard Interface System) (虎哥e盾API標準接口系統(簡稱:API標準接口系統))	Guanglian Saixun	PRC	2018SR811113	09 August 2018
22 ..	HuGe e- Shield Vehicle Risk Management System (Abbreviation: HuGe e-Shield) (虎哥e盾車輛風控系統(簡稱:虎哥e盾))	Guanglian Shuke	PRC	2022SR1152453	27 September 2018
23 ..	HuGe e-Shield Mini Program Software (Abbreviation: HuGe e-Shield Mini Program) (虎哥E盾小程序軟件(簡稱:虎哥E盾小程序))	Guanglian Saixun	PRC	2019SR0166417	20 September 2018
24 ..	Guanglian Saixun & HuGe e-Shield Vehicle Risk Management System Software on Mobile (Abbreviation: HuGe e-Shield app) (廣聯賽訊虎哥E盾車輛風控系統手機版軟件(簡稱:虎哥E盾app))	Guanglian Saixun	PRC	2019SR0166404	04 July 2018
25 ..	Guanglian Dijia Internet of Vehicles Value-added Service Platform (Abbreviation: Dijia Internet of Vehicles Value-added Service Platform) (廣聯嗒加車聯網增值服務平台(簡稱:嗒加車聯網增值服務平台))	Guanglian Shuke	PRC	2022SR1091870	30 November 2018

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
26 ..	Car Bodyguard Cloud Platform (Abbreviation: Car Bodyguard) (愛車保鏢雲平台(簡稱:愛車保鏢))	Guanglian Shuke	PRC	2022SR1091869	22 March 2019
27 ..	Parade Car Online Appointment Platform Background Management System (Abbreviation: Parade Car Management System) (巡遊車網約化平台後台管理系統(簡稱:巡遊車管理系統))	Guanglian Saixun	PRC	2019SR0474914	26 March 2019
28 ..	E-hailing APP Driver-end System (網約車APP司機端系統)	Guanglian Saixun	PRC	2019SR0477775	26 March 2019
29 ..	E-hailing APP Passenger-end System (網約車APP乘客端系統)	Guanglian Saixun	PRC	2019SR0477970	12 March 2019
30 ..	Central Procurement Electronic Catalog Management Module Software (Abbreviation: Electronic Catalog) (集採電子目錄管理模塊軟件(簡稱:電子目錄))	Guanglian Saixun	PRC	2019SR0627373	14 March 2019
31 ..	Didihu AI Internet of Vehicles Location Service System Software (Abbreviation: FRMS System) (滴滴虎AI車聯網位置服務系統軟件(簡稱:FRMS系統))	Guanglian Saixun	PRC	2019SR0686238	20 March 2019
32 ..	Dijia Internet of Vehicles Value-added Service System Software (Pantilt and Lens Edition) (Abbreviation: Dijia- Pantilt and Lens Edition) (嘀加車聯網增值服務系統軟件(雲鏡版)(簡稱:嘀加-雲鏡版))	Guanglian Saixun	PRC	2019SR0686248	10 April 2019

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
33 ..	Intelligent AI Voice Assistant Service Software (Abbreviation: AI Voice Assistant) (智能AI語音助理服務軟件(簡稱:AI語音助理))	Guanglian Shuke	PRC	2022SR1091868	02 March 2019
34 ..	Guanglian HuGe e-Shield Data Dashboard Software (Abbreviation: HuGe e-Shield Data Dashboard) (廣聯虎哥e盾數據看板軟件(簡稱:虎哥e盾數據看板))	Guanglian Saixun	PRC	2019SR0778113	12 April 2019
35 ..	Guanglian Storefront Upgrade Recharge Card Software (Abbreviation: Upgrade Recharge Card) (廣聯店面升級充值卡軟件(簡稱:升級充值卡))	Guanglian Saixun	PRC	2019SR0778121	15 April 2019
36 ..	Guanglian Cloud Anti-Theft Activation Early Warning System (Abbreviated: Cloud Anti-Theft) (廣聯雲防盜啟動預警系統(簡稱:雲防盜))	Guanglian Saixun	PRC	2019SR0778585	06 May 2019
37 ..	Guanglian Internet of Vehicles Value-added Service System Software (Navigation Version) (Abbreviation: Guanglian Navigation Version) (廣聯車聯網增值服務系統軟件(導航版)(簡稱:廣聯導航版))	Guanglian Shuke	PRC	2022SR1091867	05 July 2019
38 ..	Dijia Smart Store Service System Software (GPS Version) (嘀加智慧門店服務系統軟件(GPS版))	Guanglian Shuke	PRC	2022SR1091866	22 July 2019
39 ..	Didihu AI Internet of Vehicles Service System Software (Rear-view Mirror Version) (嘀嗒虎AI車聯網服務系統軟件(後視鏡版))	Guanglian Shuke	PRC	2022SR1091865	15 July 2019

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No.	Copyright	Owner	Place of Registration	Registration Number	First Release Date
40 ..	Didihu Driving Assistant APP (Abbreviation: Didihu) (滴滴虎行车助手APP(简称:滴滴虎))	Guanglian Saixun	PRC	2020SR1507906	09 September 2020
41 ..	Guanglian Change Vehicle Operation Management Platform (广联换车运营管理平台)	Guanglian Saixun	PRC	2020SR1238361	30 July 2020
42 ..	Didihu AI Smart Car Life APP (Abbreviation: Smart Car Life) (滴滴虎AI智享车生活APP(简称:智享车生活))	Guanglian Shuke	PRC	2022SR0430605	13 June 2020
43 ..	Hanhuaxing In-Vehicle Speech Recognition Platform System (Abbreviation: In-Vehicle Speech Recognition Platform System) (瀚华兴车载语音识别平台系统(简称:车载语音识别平台系统))	Hanhuaxing Technology	PRC	2018SR791084	15 June 2018
44 ..	Hanhuaxing Financial Risk Management (FRMS) System (Abbreviated: FRMS System) (瀚华兴金融风险管理(FRMS)系统(简称:FRMS系统))	Hanhuaxing Technology	PRC	2019SR0170344	15 May 2018
45 ..	Didihu AI Internet of Vehicles In-Vehicle Software (滴滴虎AI车联网车载软件)	Tianjin Chejia	PRC	2020SR1071617	28 May 2020
46 ..	Chejia Internet Intelligent Network System In-Vehicle Software (车家互联智能网联系统车载软件)	Tianjin Chejia	PRC	2021SR0169918	20 August 2020
47 ..	Chejia Internet APP (Abbreviation: Chejia Internet) (车家互联APP(简称:车家互联))	Tianjin Chejia	PRC	2021SR0382638	29 December 2020

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(ii) *Works*

No.	Copyrights	Owner	Place of Registration	Registration Number	Registration Date
1.....	Didihu (滴滴虎)	Guanglian Saixun	PRC	Guo Zuo Deng Zi-2013-F-00101773 (國作登字-2013-F-00101773)	28 August 2013
2.....	Didihu League LOGO (滴滴虎同盟會標識)	Guanglian Saixun	PRC	Guo Zuo Deng Zi-2019-F-00714583 (國作登字-2019-F-00714583)	23 January 2019
3.....	Didihu Cartoon Image (Xiaodi) (滴滴虎卡通形象(小滴))	Guanglian Saixun	PRC	Guo Zuo Deng Zi-2016-F-00295085 (國作登字-2016-F-00295085)	04 August 2016
4.....	Didihu Brand LOGO (滴滴虎品牌LOGO)	Guanglian Saixun	PRC	Guo Zuo Deng Zi-2016-F-00336355 (國作登字-2016-F-00336355)	05 December 2016
5.....	Didihu Internet of Vehicles Service LOGO (滴滴虎車聯網服務LOGO)	Guanglian Saixun	PRC	Guo Zuo Deng Zi-2016-F-00336358 (國作登字-2016-F-00336358)	05 December 2016
6.....	Di + Smart Car Life (滴+智享車生活)	Guanglian Shuke	PRC	Guo Zuo Deng Zi-2022-F-10170433 (國作登字-2022-F-10170433)	18 August 2022

(d) *Domain Names*

As of the Latest Practicable Date, we have registered the following domain names which are material in relation to our business:

No.	Domain name	Registrant	Registration Date	Expiry Date
1	didihu.com.cn	Guanglian Saixun	01 April 2012	01 April 2025
2	glsx.com.cn	Guanglian Saixun	22 May 2012	22 May 2024
3	weienkeji.com.cn	Guanglian Saixun	11 October 2013	11 October 2024
4	hugeepay.com	Guanglian Saixun	10 February 2017	10 February 2025
5	baohuogan.com.cn	Guanglian Saixun	21 November 2018	21 November 2024
6	weientechnology.com.cn	Guanglian Shuke	3 March 2014	03 March 2025
7	glshuke.com	Guanglian Shuke	27 June 2022	27 June 2024
8	hhxtechnology.com	Hanhuaxing Technology	20 July 2022	20 July 2024
9	gldijia.com.cn	Dijia Smart Cloud	25 April 2023	25 April 2024
10 ..	dijiashop.com.cn	Dijia Smart Cloud	25 July 2023	25 July 2024

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Save as aforesaid, as at the Latest Practicable Date, there were no other intellectual property rights which were material in relation to our Group's business.

3. Related party transactions

Save as disclosed in Note 36 to the Accountants' Report, the text of which is set out in Appendix I to this document, during the two years immediately preceding the date of this document, we have not engaged in any other material related party transactions.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Directors

(a) *Particulars of Directors' service contracts*

Each of our executive Directors has entered into a service contract with our Company pursuant to which they agreed to act as executive Directors for an initial term of three years with effect from the [REDACTED] which may be terminated by either party by giving not less than three months' written notice. The term of service contract shall be renewed and extended automatically for successive terms of one year upon expiry of the then current term until terminated by either party by giving not less than three months' written notice to the other.

During the term of the service contract, each of these executive Directors is entitled to the respective basic salary set out below (excluding any discretionary bonus).

In addition, during the term of the service contract, each of the executive Directors is also entitled to a discretionary management bonus in such sum as the Board may in its absolute discretion determine.

An executive Director may not vote on any resolution of the Directors regarding the amount of management bonus payable to him. The current basic annual salaries of the executive Directors payable under their service contracts are as follows:

Name	Annual salary (RMB'000)
Mr. Zhu Lei (朱雷)	408
Mr. Jiang Zhongyong (蔣忠永)	76
Mr. Zhao Zhan (趙展)	946

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Each of our non-executive Directors and our independent non-executive Directors has been appointed for an initial term of three years commencing from the [REDACTED] which may be terminated by either party by giving not less than three months' written notice. The term of appointment shall be renewed and extended automatically for successive terms of two years upon expiry of the then current term until terminated by either party giving not less than three months' written notice to the other. The appointments are subject to the provisions of the Articles of Association with regard to vacation of office of Directors, removal and retirement by rotation of Directors. Each of our non-executive directors of the Company do not receive remuneration from the Company for their position as directors. Each of our independent non-executive Director is entitled to a director's fee of RMB20,000 per month with effect from the [REDACTED]. Save for directors' fees (as the case may be), none of the independent non-executive Directors is expected to receive any other remuneration for holding their office as an independent non-executive Director.

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

(b) Remuneration of Directors

- (i) The aggregate emoluments paid and benefits in kind granted by our Group to our Directors in respect of the three years ended 31 December 2021, 2022 and 2023 were approximately RMB1.6 million, RMB1.5 million and RMB1.5 million, respectively.
- (ii) Under the arrangements currently in force, the aggregate emoluments (excluding discretionary bonus) payable by our Group to and benefits in kind receivable by our Directors (including our independent non-executive Directors) for the year ending 31 December 2024, are expected to be approximately RMB1.7 million.
- (iii) None of our Directors or any past directors of any member of our Group has been paid any sum of money for each of the three years ended 31 December 2021, 2022 and 2023 as (i) an inducement to join or upon joining our Company; or (ii) for loss of office as a director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.
- (iv) There has been no arrangement under which a Director has waived or agreed to waive any emoluments for each of the three years ended 31 December 2021, 2022 and 2023.

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(c) *Interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company and our associated corporations following the [REDACTED]*

Immediately following completion of the [REDACTED] and the [REDACTED] and taking no account of any Shares which may be [REDACTED] and [REDACTED] pursuant to the exercise of the [REDACTED], the interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company or our 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 they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company *and the* Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, once the Shares are [REDACTED], will be as follows:

Name of Director or Chief Executive	Name of Group member/ associated corporation	Capacity/Nature of interest	Number of Shares held/ interested	Approximate percentage of shareholding in the Total Issued Share Capital ⁽²⁾
Mr. Zhu Lei.....	ZL-expectations Future Expectations	Beneficial owner Interests held jointly with another person ⁽³⁾	[REDACTED] [REDACTED]	[REDACTED]% [REDACTED]%
		Interest through voting rights entrustment arrangement ⁽⁴⁾	[REDACTED]	[REDACTED]%
Mr. Jiang.....	J-Visionary Visionary Leader	Beneficial owner Interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED]% [REDACTED]%
Mr. Zhao	ZZ-Intelligent Intelligent Leader	Beneficial owner Interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED]% [REDACTED]%
		Rongying BVI	Interest in controlled corporation	[REDACTED] [REDACTED]%

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Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] Shares in [REDACTED] immediately following the completion of [REDACTED] and the [REDACTED] and without taking into account any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED].
- (3) Pursuant to the Acting in Concert Confirmation, Mr. Zhu Hui and Mr. Zhu Lei agreed to vote in concert for all operational and financial matters at shareholders’ meetings of our Company. For further details, see “Relationship with our Controlling Shareholders Group”. By virtue of the SFO, Mr. Zhu Hui and Mr. Zhu Lei are deemed to be interested in our Shares in which each other is interested.
- (4) Pursuant to the Voting Rights Entrustment Agreement, Mr. Zhu Lei and Mr. Zhu Hui were entrusted by, among others, J-Visionary, ZZ-Intelligent and Rongying BVI to exercise the voting rights attached to approximately [REDACTED] of the total [REDACTED] share capital of the Company, following the completion of the [REDACTED] and the [REDACTED] and without taking into account any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED].

2. Interest discloseable under the SFO and substantial shareholders

(a) Substantial shareholders of Guanglian Saixun, our Consolidated Affiliated Entity

<u>Name of Directors</u>	<u>Nature of Interest</u>	<u>Associated corporation</u>	<u>Approximate amount of contribution to registered capital</u>	<u>Approximately percentage of shareholding in associated corporation</u>
Mr. Zhu Lei....	Nominee shareholder whose shareholders’ rights are subject to contractual arrangements	Guanglian Saixun	RMB6,599,333.84	21.22%
Mr. Jiang.....	Nominee shareholder whose shareholders’ rights are subject to contractual arrangements	Guanglian Saixun	RMB5,188,673.65	16.68%

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<u>Name of Directors</u>	<u>Nature of Interest</u>	<u>Associated corporation</u>	<u>Approximate amount of contribution to registered capital</u>	<u>Approximately percentage of shareholding in associated corporation</u>
Mr. Zhao	Nominee shareholder whose shareholders' rights are subject to contractual arrangements	Guanglian Saixun	RMB2,943,511.53	9.46%

(b) Substantial shareholders of other members of our Group

<u>Name of subsidiary of the Company</u>	<u>Name of shareholder</u>	<u>Approximate percentage of interest in our subsidiary immediately following the completion of the [REDACTED]</u>
Hantu Dijia	Shaanxi Hantu Lingyu Technology Co., Ltd. (陝西悍途領馭科技有限公司)	49.00%

So far as is known to the Directors, immediately following completion of the [REDACTED] and the [REDACTED] (but without taking account of any Shares which may be taken up or acquired under the [REDACTED] and any Shares which may be [REDACTED], and [REDACTED] upon the exercise of the [REDACTED]), our Directors are not aware of any person who will have an interest or a short position in the shares of other members of our Group under the provisions of Divisions 2 and 3 of Part XV of the SFO other than Directors or chief executive of our Company whose interests are disclosed under “—Further Information About Our Directors And Substantial Shareholders—1. Directors—(c) Interests and short positions of our Directors and the chief executive of our Company in the shares, underlying shares or debentures of our Company and our associated corporations following the [REDACTED]” above and “— 2. Interest discloseable under the SFO and substantial shareholders— (a) Substantial Shareholders of Guanglian Saixun, our Consolidated Affiliated Entity” above. For the information on persons who will have an interest or a short position in the Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, please refer to the section headed “Substantial Shareholders”.

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3. Disclaimers

Save as disclosed in this document:

- (a) none of our Directors or chief executive of our Company has any interests or short positions in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which he is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Hong Kong Stock Exchange, once the Shares are [REDACTED] on the Hong Kong Stock Exchange;
- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and underlying Shares which would fall to be disclosed to our Company and the Hong Kong Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group;
- (c) none of our Directors nor any of the persons listed in "Other Information—8. Qualification of Experts" below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, 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;
- (d) none of our Directors nor any of the persons listed in "—D. Other Information—8. Qualification of Experts" below is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (e) save in connection with [REDACTED] Agreements, none of the persons listed in "—D. Other Information—8. Qualification of Experts" below has any shareholding in any member of our Group 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;

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- (f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (g) save as contemplated under the [REDACTED] Agreements, none of our Directors, their respective associates (as defined under the Hong Kong Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company's five largest customers and five largest suppliers.

D. OTHER INFORMATION

1. Litigation

As of the Latest Practicable Date, no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against our Group, that would have a material adverse effect on its business, financial condition or results of operations.

2. Preliminary expenses

The preliminary expenses of our Company were approximately RMB69,000 and has been paid by our Company.

3. Promoter

- (a) Our Company does not have any promoter.
- (b) Within the two years preceding the date of this document, no amount or benefit has been paid or given to any promoters of our Company in connection with the [REDACTED] or the related transactions described in this document.

4. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since 31 December 2023 (being the date to which the latest audited consolidated financial statements of our Group were prepared).

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5. Tax and other indemnities

(a) *Tax on Dividend*

No tax is payable in Hong Kong in respect of dividend paid by us.

(b) *Profits Tax*

No tax is imposed in Hong Kong in respect of capital gains from the sale of property such as the Shares. Trading gains from the sale of property by persons carrying on a trade, profession or business in Hong Kong where such gains are derived from or arise in Hong Kong from such trade, profession or business will be chargeable to Hong Kong profit tax, which is currently imposed at the rate of 16.5% on corporations and at a rate of 15.0% on unincorporated businesses. Gains from sales of the Shares effected on the Stock Exchange will be considered to be derived from or arise in Hong Kong. Liability for Hong Kong profits tax would thus arise in respect of trading gains from sales of the Shares realised by persons carrying on a business of trading or dealing in securities in Hong Kong.

(c) *Stamp Duty*

Hong Kong stamp duty will be payable by the purchaser on every purchase and by the seller on every sale of the Shares. The duty is charged at the current rate of 0.2% of the consideration or, if higher, the fair value of the Shares being sold or transferred (the buyer and seller each paying half of such stamp duty). In addition, a fixed duty of HK\$5 is currently payable on any instrument of transfer of shares.

(d) *Estate Duty*

There is no estate duty in Hong Kong.

(e) *Deed of Indemnity*

Pursuant to the Deed of Indemnity given by our Controlling Shareholders Group in favour of our Company (and its subsidiaries) and conditional on the fulfilment of the conditions stated in "Structure of the [REDACTED]" in this document, each member of our Controlling Shareholders Group has unconditionally and irrevocably, jointly and severally covenanted, agreed and undertaken to indemnify and keep each of the members of our Group indemnified at all times on demand from and against any taxation falling on any members of our Group resulting from or by reference to any revenue (including any form of government financial assistance, subsidy or rebate), income, profits or gains granted, earned, accrued, received or made (or deemed to be so granted, earned, accrued, received or made) on or before the [REDACTED] or any event, transaction, act or omission occurring or deemed to occur on or before the [REDACTED] whether alone or in conjunction with any other event, act or omission

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occurring or deemed to occur on or before the [REDACTED] and whether or not such taxation is chargeable against or attributable to any other person, firm or company. For the avoidance of doubt, the aforesaid provision shall require each member of our Controlling Shareholders Group to indemnify and at all times keep each member of our Group indemnified, in each case, in respect of any additional taxation which may fall on our Company or any other members of our Group in respect of a taxation claim resulting from a reassessment or similar action by a taxation authority against any member of our Group of taxation due and whether or not such reassessment is effected in respect of taxation which our Company or any other members of our Group had previously reached agreement with a taxation authority.

Under the Deed of Indemnity, the members of our Controlling Shareholders Group have also unconditionally and irrevocably, jointly and severally agreed and undertaken to indemnify and keep each of members of our Group indemnified at all times on demand from and against all sums, outgoing, fees, demands, claims, damages, losses, costs, charges, liabilities, fines, penalties, orders and expenses incurred or suffered or loss of profits, benefits or other commercial advantages suffered by our Company and/or any members of our Group resulting from (i) the Reorganisation; (ii) any litigation, arbitration, claims (including counter-claims), complaints, demands and/or legal proceedings, whether of criminal, administrative, contractual, tortious or otherwise nature instituted by or against our Company and/or any members of our Group in relation to events occurred on or before the [REDACTED]; and (iii) any and all of the non-compliances with the applicable laws, rules or regulations, by our Company and/or any members of our Group in their respective place of incorporations or operation which has occurred at any time on or before the [REDACTED].

However, the indemnities given by our Controlling Shareholders Group under the Deed of Indemnity do not cover, and our Controlling Shareholders Group shall be under no liability in respect of, any liability on taxation and taxation claim:

- (i) to the extent that provision has been made for such taxation or taxation claim in the audited consolidated accounts of our Group or the audited accounts of any of the members of our Group for an accounting period ended on or before 31 December 2023; or
- (ii) to the extent that such liability arises or is incurred as a consequence of any change in the law, rules or regulations, or the interpretation or practice thereof by any statutory or governmental authority (in Hong Kong, the PRC or elsewhere), including without limitation the Inland Revenue Department and the tax bureau of the PRC, having

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retrospective effect coming into force after the [REDACTED] or to the extent that such liability arises or is increased by an increase in rates of taxation or other penalties after the [REDACTED] with retrospective effect; or

- (iii) falling on any members of our Group in respect of any accounting period commencing on or after 31 December 2023 unless such liability would not have arisen but for some act or omission of, or transaction entered into by, our Controlling Shareholders Groups or any members of our Group (whether alone or in conjunction with some other act, omission or transaction, whenever occurring), otherwise than:
 - (1) in the ordinary course of business, or in the ordinary course of acquiring or disposing of capital assets, on or before the [REDACTED]; or
 - (2) pursuant to a legally binding commitment created on or before the date of the Deed of Indemnity or pursuant to any statement of intention made in this document; or
- (iv) to the extent that such liability is discharged by another person who is not a member of our Group and that none of the member's of our Group is required to reimburse such person in respect of the discharge of such liability; or
- (v) to the extent of any provision or reserve made for such liability in the audited accounts referred to in paragraph (i) above which is finally established to be an overprovision or an excessive reserve provided that the amount of any such provision or reserve applied to reduce our Controlling Shareholders Groups liability in respect of such liability shall not be available in respect of any such liability arising thereafter.

6. The Sole Sponsor

The Sole Sponsor has made an [REDACTED] on behalf of our Company to the Stock Exchange for [REDACTED] of, and permission to [REDACTED] in, the Shares in issue and to be [REDACTED] as mentioned in this document and any Shares which may be [REDACTED] upon the exercise of the [REDACTED], on the Stock Exchange. All necessary arrangements have been made to enable the securities to be admitted into CCASS.

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

The sponsor's fees payable (or paid) by us in respect of the Sole Sponsor's services as sponsor for the [REDACTED] is HK\$5.00 million.

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7. Qualification of Experts

The following are the qualifications of the experts (as defined under the Hong Kong Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

<u>Name</u>	<u>Qualification</u>
CCB International Capital Limited	Licensed corporation under the SFO to conduct type 1 (dealing in securities), type 4 (advising on securities), and type 6 (advising on corporate finance) regulated activities as defined under the SFO
Deloitte Touche Tohmatsu ..	Certified Public Accountants and Registered Public Interest Entity Auditors
Appleby	Legal adviser of our Company as to the laws of the Cayman Islands
Fangda Partners	Legal adviser as to PRC law
China Insights Industry Consultancy Limited	Industry consultant

8. Consents of Experts

Each of the experts as referred to in “—D. Other Information—7. Qualification of Experts” in this Appendix has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters and/or legal opinion (as the case may be) and references to their names included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

9. Binding Effect

This document shall have the effect, if an [REDACTED] is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

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10. Bilingual Document

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

This document is written in the English language and contains a Chinese translation for information purpose only. Should there be any discrepancy between the English language of this document and the Chinese translation, the English language version of this document shall prevail.

11. Miscellaneous

- (a) Save as disclosed in this document,
 - (i) within the two years immediately preceding the date of this document, neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
 - (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;
 - (iii) within the two years immediately preceding the date of this document, no commissions, discounts, brokerage or other special terms have been granted in connection with the [REDACTED] or sale of any shares or loan capital of any member of our Group;
 - (iv) no commission has been paid or payable (except commission to [REDACTED]) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;
 - (v) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
 - (vi) there is no arrangement under which future dividends are waived or agreed to be waived.

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- (b) Our Directors confirm that:
- (i) since 31 December 2023 (being the date on which the latest audited consolidated financial statements of our Group were made up), there has been no material adverse change in our financial or trading position or prospects;
 - (ii) there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document; and
 - (iii) our Company and other members of our Group have no outstanding convertible debt securities or debentures.