

APPENDIX VI

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY AND OUR SUBSIDIARIES

1. Incorporation

Our Company was established as a limited liability company in the PRC on December 27, 2016, and further converted into a joint stock company with limited liability on December 29, 2022.

As of the date of this document, our registered office and head office are located at 19/F and 20/F, Building G2, 88 Jinji Lake Avenue, Suzhou Industrial Park, Suzhou, Jiangsu Province, the PRC. Accordingly, our Company’s corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant provisions of our Articles of Association is set out in “Appendix V — Summary of Articles of Association.” A summary of certain relevant aspects of the laws and regulations of the PRC is set out in “Appendix IV — Summary of Principal Legal and Regulatory Provisions.”

Our Company has established a principal place of business in Hong Kong at 40/F, Dah Sing Financial Centre, 248 Queen’s Road East, Wanchai, Hong Kong. We were registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on April 3, 2023. Mr. CHUNG Ming Fai has been appointed as the authorized representative of our Company for the acceptance of the service of process on behalf of the Company in Hong Kong. The address for the service of process is the same as our principal place of business in Hong Kong.

2. Changes in Share Capital of Our Company

Save as disclosed in “History and Corporate Structure — Corporate History — Establishment and Major Shareholding Changes of Our Company,” there has been no alteration in our share capital within two years immediately preceding the date of this document.

3. Changes in the Share Capital of Our Subsidiaries

Save as disclosed in “History and Corporate Structure — Corporate History — Our Subsidiaries,” there has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

4. Resolutions of Our Shareholders Dated March 23, 2023

At the general meeting of our Company held on March 23, 2023, among other things, the following resolutions were passed by the Shareholders:

- (i) the issuance by our Company of H Shares of the nominal value of RMB1.0 each and such H Shares be [REDACTED] on the Stock Exchange;

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- (ii) granting the [REDACTED] the [REDACTED] of no more than 15% of the number of H Shares to be issued pursuant to this resolution;
- (iii) subject to the completion of filing with the CSRC, upon completion of the [REDACTED], 79,487,685 Domestic Shares in aggregate held by our Shareholders will be converted into H Shares on a one-for-one basis;
- (iv) subject to the completion of the [REDACTED], the granting of a general mandate to the Board to allot and issue H Shares at any time within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which the Shareholders pass resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes and to such persons as the Board in their absolute discretion deem fit, and to handle the approval or filing of the CSRC, the Stock Exchange and/or other relevant regulatory authorities with respect to in the aforementioned general mandate in accordance with the relevant laws and regulations, provided that, the number of H Shares to be issued shall not exceed 20% of the number of H Shares in issue as at the [REDACTED] Date;
- (v) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED], and the Board has been authorized to amend the Articles of Association in accordance with any comments from the Stock Exchange and other relevant regulatory authorities;
- (vi) authorization of the Board and its authorized persons to amend the resolutions in accordance with the requirements of competent regulatory authorities, and deal with the specific implementation; and
- (vii) authorization of the Board and its authorized persons to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares.

5. Reorganization

We have not gone through any corporate reorganization for the purpose of the [REDACTED]. For details of the history and development of our Company, see "History and Corporate Structure."

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contract

The following contract (not being contract entered into in the ordinary course of business) has been entered into by members of our Group within the two years preceding the date of this document and is or may be material:

- (a) the [REDACTED].

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2. Intellectual Property Rights

(i) Trademarks


(a) Registered 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	Registered Owner	Class	Registered Number	Registered Expiry Date
1.	iMotion Automotive	PRC	Our Company	35	33077181	July 6, 2029
2.	iMotion Automotive	PRC	Our Company	42	33070904	May 13, 2029
3.		Hong Kong	Our Company	9, 12	306204195	March 26, 2033

(b) Trademarks under Application

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

No.	Trademark	Place of Registration	Applicant	Class	Application Number	Application Date
1.	iMotion	PRC	Our company	9	68885797	December 15, 2022
2.	iMotion	PRC	Our Company	35	68880782	December 15, 2022
3.	iMotion	PRC	Our Company	42	68875150	December 15, 2022
4.	知行	PRC	Our Company	9	68887142	December 15, 2022
5.	 知行	PRC	Our Company	12	68873250	December 15, 2022
6.	知行	PRC	Our Company	42	68881863	December 15, 2022

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No.	Trademark	Place of Registration	Applicant	Class	Application Number	Application Date
7.		PRC	Our Company	9	68874960	December 15, 2022
8.		PRC	Our Company	12	68877299	December 15, 2022
9.		PRC	Our Company	35	68880774	December 15, 2022
10.		PRC	Our Company	42	68873522	December 15, 2022

(ii) Patents

(a) Registered 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	Place of registration	Patent Number	Owner	Expiration date	Products applied to
<i>Invention patent</i>						
1.	A target tracking method, device, equipment and medium (一種目標跟蹤方法、裝置、設備及介質)	PRC	202310293456.0	Our Company	March 23, 2043	iDC products
2.	A target post-processing method, appliance, device and storage medium for cylinder chart detection frame (針對柱面圖檢測框的目標後處理方法、裝置、設備和存儲介質)	PRC	202211587715.2	Our Company	December 11, 2042	iDC products
3.	An environment model-based advanced driving assistance system (一種基於環境模型的汽車高級輔助駕駛系統)	PRC	202110480419.1	Our Company	April 29, 2041	iDC and iFC products

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No.	Patent	Place of registration	Patent Number	Owner	Expiration date	Products applied to
4.	A method, device and storage medium for vehicle control (車輛控制方法、裝置及存儲介質)	PRC	202110133550.0	Our Company	January 31, 2041	iDC and iFC products
5.	A method, device and storage medium for intersection recognition (路口識別方法、裝置及存儲介質)	PRC	202010434240.8	Our Company	May 20, 2040	iDC and iFC products
6.	A method and device for emergency lane keeping of vehicles (車輛緊急車道保持方法及裝置)	PRC	202010962248.1	Our Company	September 13, 2040	iDC and iFC products
7.	A multi-sensor based data fusion method, device and storage medium (基於多傳感器的數據融合方法、裝置及存儲介質)	PRC	202110110114.1	Our Company	January 26, 2041	iDC and iFC products
8.	A method, device, equipment and medium for camera online self-calibration (一種攝像頭在線自校準方法、裝置、設備及介質)	PRC	202310443686.0	Our Company	April 23, 2043	iDC and iFC products
<i>Utility Model</i>						
9.	A domain controller for vehicle and its anti-electromagnetic interference (一種車輛及其抗電磁干擾域控制器)	PRC	20223500422.4	Our Company	December 26, 2032	iDC products
<i>Appearance design</i>						
10.	A display screen panel with vehicle radar shield presentation user interfaces (帶車輛雷達盾牌展示圖形用戶界面的顯示屏幕面板)	PRC	202230860636.9	Our Company	December 25, 2037	iDC products
11.	An intelligent vehicle front domain controller (車輛前視智能控制器)	PRC	202230806962.1	Our Company	November 30, 2037	iFC products
12.	A front camera (前視攝像頭)	PRC	202230765165.3	Our Company	November 15, 2037	iFC products

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No.	Patent	Place of registration	Patent Number	Owner	Expiration date	Products applied to
13.	Air-cooled domain controller (風冷域控制器)	PRC	202330137000.6	Our Company	March 20, 2038	iDC products
14.	Domain controller (域控制器)	PRC	202330136997.3	Our Company	March 20, 2038	iDC products

(b) Patents under Application

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

No.	Patent	Place of Registration	Application Number	Applicant	Application Date	Products applied to
<i>Invention patent</i>						
1.	A method, device, equipment and medium for detecting obstacles around a target object (一種目標物體周圍的障礙物檢測方法、裝置、設備及介質)	PRC	202211725687.6	Our Company	December 30, 2022	iDC and iFC products
2.	A generation method, system, device, medium and vehicle for vehicle tracks (一種車輛軌跡的生成方法、系統、裝置、介質及車輛)	PRC	202211633984.8	Our Company	December 19, 2022	iDC and iFC products
3.	A method, device and readable storage medium for vehicle steering control (一種車輛轉向控制方法、裝置、設備及可讀存儲介質)	PRC	202211625061.8	Our Company	December 16, 2022	iDC and iFC products
<i>Appearance design</i>						
4.	Domain controller (域控制器)	PRC	202330337155.4	Our Company	June 2, 2023	iDC products

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(iii) Copyrights

As at the Latest Practicable Date, we owned the following copyrights, which we consider to be or may be material to our business:

<u>No.</u>	<u>Copyright</u>	<u>Place of Registration</u>	<u>Registered Owner</u>	<u>Registered Number</u>	<u>Registration Date</u>
1.	iMO	PRC	Our Company	國作登字-2023- F-00050563	March 24, 2023
2.	iMO	PRC	Our Company	國作登字-2023- F-00050564	March 24, 2023

(iv) Domain Names

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

<u>No.</u>	<u>Domain Name</u>	<u>Registered Owner</u>	<u>Expiry Date</u>
1.	www.imotion.ai	Our Company	September 14, 2025

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

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

1. Directors and Supervisors

(i) Disclosure of Interests of Our Directors, Supervisors and Chief Executive

Immediately following completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the interests or short positions of our Directors, Supervisors and chief executive in the 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 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 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 (for this purpose, the relevant provision of the SFO will be interpreted as if they apply to the Supervisors), will be as follows:

<u>Name</u>	<u>Position</u>	<u>Nature of Interests</u>	<u>Number of Shares Held Immediately Following the Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</u>	<u>% in the Total Issued Share Capital of Our Company Immediately Following the Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</u>
Mr. SONG Yang	Executive Director and chief executive officer	Beneficial owner	48,815,280	[REDACTED]%
		Interest in controlled corporation	32,666,740	[REDACTED]%
Mr. LI Shuangjiang	Executive Director	Beneficial owner	14,238,460	[REDACTED]%
Mr. LU Yukun	Executive Director	Interest in controlled corporation ⁽¹⁾	20,595,520	[REDACTED]%

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<u>Name</u>	<u>Position</u>	<u>Nature of Interests</u>	<u>Number of Shares Held Immediately Following the Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</u>	<u>% in the Total Issued Share Capital of Our Company Immediately Following the Completion of the [REDACTED] (assuming the [REDACTED] is not exercised)</u>
Mr. LUO Hong	Chairman of the Board of Supervisors and Supervisor	Beneficial owner	2,921,460	[REDACTED]%

Note:

- (1) As of the Latest Practicable Date, Lanchi Platform was owned as to 37.1% by Mr. LU Yukun as its limited partner. Therefore, Mr. LU Yukun is deemed to be interested in Shares held by Lanchi Platform under the SFO.

(ii) Particulars of Service Contracts

Each of our Directors and Supervisors [has entered into] a service contract with our Company. The principal particulars of these service agreements are: (a) each of the agreements is for a term of three years following their respective appointment date; and (b) each of the agreements is subject to termination in accordance with their respective terms. The service agreements may be renewed in accordance with our Articles of Association and the applicable rules.

Save as disclosed above, our Company has not entered, and does not propose to enter, into any service contracts with any of the Directors or Supervisors in their respective capacities as Directors or Supervisors (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

(iii) Directors’ and Supervisors’ Remuneration

For details of the Directors’ and Supervisors’ remuneration, see “Directors, Supervisors and Senior Management — Remuneration of Directors, Supervisors and Five Highest Paid Individuals” of this document and Note 37 to the Accountant’s Report as set out in Appendix I to this document.

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2. Substantial Shareholders

(i) *Interest in the Shares of Our Company*

For information on the persons (other than our Directors, Supervisors or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), 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 under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting Shares of any other member of our Company, see “Substantial Shareholders” of this document.

Save as disclosed in the section headed “Substantial Shareholders” in this document, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), having or be deemed or taken to the beneficial interests or short position in our Shares or underlying Shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the issued voting Shares of any member of our Group or had option in respect of such capital.

(ii) *Interest in the Shares of Our Company’s Subsidiaries*

Immediately following the completion of the [REDACTED], assuming (i) the [REDACTED] has become unconditional and all [REDACTED] have been issued pursuant to the [REDACTED]; and (ii) the [REDACTED] have not been exercised, all member companies of our Group (other than our Company) are wholly owned by our Company.

As such, no person (other than our Company) will be interested, directly or indirectly, in 10% or more in any Share class with the right to, in any event, vote at the general meeting of any other member (other than our Company) of our Group.

3. Disclaimers

- (i) Save as disclosed in “History and Corporate Structure” and this section, none of our Directors, Supervisors or any of the parties listed in “— E. Other Information — 7. Consents of Experts” in this section:
 - (a) is interested in our promotion, or in any assets which, within the two years immediately preceding the date of this document, have been acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to our Company; or
 - (b) is materially interested in any contract or arrangement subsisting at the date of this document that is significant in relation to our business;

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- (ii) Save in connection with the [REDACTED] and the [REDACTED], none of the parties listed in “— E. Other Information — 7. Consents of Experts” in this section:
 - (a) is interested legally or beneficially in any Shares in any member of our Group;
or
 - (b) has any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of our Group;
- (iii) None of our Directors or Supervisors or their close associates or any Shareholders of our Company who, to the knowledge of our Directors, owns more than 5% of our issued share capital has any interest in our top five customers or suppliers; and
- (iv) Save as disclosed in “Substantial Shareholders”, none of our Directors or Supervisors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are [REDACTED] on the Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.

D. EMPLOYEE INCENTIVE SCHEME

The Employee Incentive Scheme was adopted on April 25, 2019 and further revised on December 24, 2021. Two employee incentive platforms, namely LanChi Platform and Zichi Platform, were established by Mr. SONG Yang to implement the Employee Incentive Scheme. As of the Latest Practicable Date, the two employee incentive platforms, in aggregate, held 27,978,820 Shares transferred from Mr. SONG Yang, representing 13.7% of the share capital of our Company, of which a total of 24,248,960 Shares are to implement the Employee Incentive Scheme and the remaining 3,729,860 Shares are Mr. SONG Yang’s personal interests in his controlled entities which are not subject to the Employee Incentive Scheme. For details of our employee incentive platforms, see “History and Corporate Structure — Corporate History — Employee Incentive Platforms.”

1. Purpose

For the purpose of establishing and improving long-term incentive mechanism of our Company, attracting and retaining high-end talents, fully mobilizing the enthusiasm of our Directors, senior management and other core employees, our Company adopted the Employee Incentive Scheme.

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2. Administration

The general meeting of our Company (the “**General Meeting**”) shall be responsible for considering and approving the adoption, alteration and termination of the Employee Incentive Scheme.

The Board shall be responsible for formulating Employee Incentive Scheme and managing and implementing the Employee Incentive Scheme under the authorization of the General Meeting.

3. Participants

The participants include the core managerial and technical personnel of our Company or any of our subsidiaries, or other core employees who shall be deemed by the General Meeting to have material influence on the operating performance and future development of our Company (the “**Participants**”).

4. Total Number of the Underlying Shares of the Incentive Awards

Participants shall be interested in a total of 24,248,960 Shares through holding the limited partnerships (the “**Incentive Awards**”) in the employee incentive platforms, the underlying Shares of which were corresponding to the share capital of our Company of RMB24.2 million and representing 11.9% of the share capital of our Company in issue immediately prior to the [REDACTED].

As of the date of this document, all Incentive Awards have been granted and vested.

5. Subscription Price of the Incentive Awards

The subscription price of the Incentive Awards is determined on comprehensive consideration of factors, including the Participants’ contribution to our Company and their respective professional and technical competence. It is specified in the relevant share incentive agreement or share transfer agreement. The subscription proceeds shall be made to and kept by Mr. SONG Yang as the transferor of the Incentive Awards.

6. Form of the Employee Incentive Scheme

The Participants, as partners of the employee incentive platforms, which are in the form of limited partnerships, shall subscribe for the limited partnership interests from Mr. SONG Yang who is the general partner of the employee incentive platforms, thereby indirectly holding the Shares of our Company by virtue of their capacity as a limited partner of the relevant employee incentive platform.

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All Participants agree that Mr. SONG Yang, the general partner of the employee incentive platforms, shall exercise the voting rights attaching to the Shares held by the employee incentive platforms.

7. Grant of the Incentive Awards

Mr. SONG Yang is entitled to determining the identities of Participants and number of Incentive Awards granted to each Participant, while The Board is responsible for the specific grant of the Incentive Awards and supervising the Participants to sign Share transfer agreements with Mr. SONG Yang, the general partner of the employee incentive platforms, within the specified time and make the corresponding payment as agreed.

The Participants shall actively cooperate with the Board to sign relevant documents and pay the consideration in a timely manner.

8. Redemption of the Incentive Awards

After the Company is listed and the lock-up period of the employee incentive platforms expires, the Participants may request the general partner to facilitate the redemption of the limited partnership interest by selling the Company’s Shares held by the employee incentive platforms. To realize the limited partnership interests that they hold, the limited partners shall submit a written application (the “**Redemption Application**”) to the general partner 15 business days prior to the exit window (i.e. the first business day in January and July each year), specifying the amount of limited partnership interests to be redeemed. Within 15 business days of receiving the Redemption Application, the general partner will examine whether the Redemption Application complies with the terms of the Employee Incentive Scheme and relevant applicable laws and regulations. In the event it is compliant, the general partner shall sell the corresponding Company’s Shares for the amount of the limited partnership interests to be redeemed, and the proceeds based on the actual sale price, after deducting taxes and fees, will be used to realize the limited partnership interests.

9. Adjustment to the Employee Incentive Scheme

During the term of the Employee Incentive Scheme, if our Company has capital reserve or undistributed profit that are converted into the share capital or dividends *pari passu*, the partnership interests in the employee incentive platforms held by the Participants will remain still, while the number of Shares in our Company indirectly held by the Participants through employee incentive platforms shall change accordingly. If our Company issues new Shares, the number of Shares indirectly held by the Participants through the employee incentive platforms in our Company will remain still.

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10. Mandatory Repurchase of the Incentive Awards

Where any of the following events occurs, the general partner of the employee incentive platforms, Mr. SONG Yang, has the right to repurchase all Incentive Awards held by the Participant(s) with his own funds:

- (i) the employment relationship between the Participant and our Group is terminated due to the Participant's voluntary resignation (including early termination of the employment contract) or mandatory retirement pursuant to applicable laws and regulations;
- (ii) the Participant dies, or is declared dead or missing by the people's courts of the PRC;
- (iii) the Participant loses the civil capability or labor capability;
- (iv) the employment relationship between the Participant and our Group is terminated due to non-fault dismissal or lay-off;
- (v) the employment relationship between the Participant and our Group is terminated due to mutual agreement through negotiations;
- (vi) the employment relationship between the Participant and our Group is terminated due to the expiration of the employment contract;
- (vii) the employment relationship between the Participant and our Group is terminated due to the Participant's violation of the laws and regulations or rules of our Company;
- (viii) the Participant is no longer qualified as an eligible Participant according to the provisions of the Employee Incentive Scheme;
- (ix) the Participant violates its obligations stipulated in the Employee Incentive Scheme; and
- (x) Other circumstances that the Board determines will cause negative impact on our Company.

Prior to the [REDACTED], where any of the above events occurs, the general partner of the employee incentive platforms has the right to repurchase all Incentive Awards held by the Participants at the actual consideration the Participant paid. After the [REDACTED], where any of the events stipulated in the above paragraphs (v) to (x) occurs, the general partner has the right to repurchase all Incentive Awards held by the Participants at the actual consideration the Participant paid; where any of the events stipulated in the above paragraphs (i) to (iv) occurs, the general partner could repurchase the Incentive Awards held by Participants in accordance with paragraph 10 below.

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For the avoidance of doubt, Mr. SONG Yang will continue to be the beneficial owner of any repurchased Incentive Awards after the repurchase caused by any of the events stipulated in the above paragraph (i) to (x).

11. Voluntary Withdraw by the Participants

Except for events stipulated in the above paragraph 10 occurs, the Participants have the right to withdraw from the employee incentive platforms by ways of transfer or withdrawal in accordance with the provisions of this Employee Incentive Scheme or with the consent of the Chairman.

Prior to the [REDACTED], the Participants shall not transfer their partnership interests in the employee incentive platforms or withdraw from the employee incentive platforms. However, the Participants may transfer the partnership interests to other limited partners or other employees of our Company or any of our subsidiaries with the consent of the Chairman, and the consideration shall be negotiated by the transferors and the transferees. If no person aforementioned agrees to acquire the partnership interests, the general partner shall be qualified as a transferee. The consideration shall be calculated as follows: the actual amount of capital contribution corresponding to the partnership interests of the employee incentive platforms held by the transferor \times (1+10% annualized interest rate \times the holding period) (where "the holding period" refers to the number of days from the date of grant to the date of deciding transfer divided by 365 days, capped at three years). If the Participant withdraws from the partnership with the consent of the Chairman, the consideration of such withdrawal shall be determined according to the actual consideration of all the Incentive Awards the Participants paid.

After the [REDACTED], while the Shares held by the employee incentive platforms are still in the lock-up period:

- (i) where any of the events stipulated in sub-paragraph (i) to (iv) of paragraph 10 occurs, and the Participants transfer the partnership interests held by them, the consideration shall be negotiated between the transferors and the transferees; however, under the same conditions, the general partner enjoys the right of first refusal. If no person agrees to acquire, the general partner shall be qualified as a transferee at a consideration calculated as follows: actual amount of capital contribution corresponding to the partnership interests of the employee incentive platforms held by the transferor \times (1+10% annualized interest rate \times the holding period) (where "the holding period" refers to the number of days from the date of grant to the date of deciding transfer divided by 365 days, capped at three years);
- (ii) the consideration of the transfer could be negotiated between the transferors and the transferees under the special consent of the Chairman; and
- (iii) in case of withdrawal, the consideration shall be determined according to the resolution of the partners' meeting of the employee incentive platforms at that time.

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After the [REDACTED] and the Shares held by the employee incentive platforms have exceeded the lock-up period, the general partner could exit through sale of the Shares through the employee incentive platforms, and the proceeds shall be realized at the price corresponding to the Shares indirectly held by the exiting limited partners that are actually sold by the employee incentive platforms, after deduction of relevant taxes and fees.

12. Others

In principle, the exit window of the employee incentive platforms opens once every six months, which is the first business day of January and the first business day of July every year. If any of the events stipulated in paragraph 10 occurs to the Participants, they are not subject to the aforementioned exit window period.

13. Merger, Division and Change of Actual Controller of Our Company

If the actual controller of our Company changes or our Company is merged or divided for any reason, the partnership interests of our Company indirectly held by the Participants through the employee incentive platforms shall remain still. The Participants may not therefore request an accelerated withdrawal.

14. Details of the Incentive Awards Granted Under the Employee Incentive Scheme

As of the Latest Practicable Date, all Incentive Awards under the Employee Incentive Scheme were granted. Details of the Incentive Awards granted to Directors, Supervisors, senior management or connected persons under the Employee Incentive Scheme are set out below:

<u>Name</u>	<u>Position/Connected Relationship</u>	<u>Relevant Employee Incentive Platforms</u>	<u>Approximate Partnership Interests of the Employee Incentive Platforms</u>	<u>Approximate Number of Shares Corresponding to the Incentive Awards held by the Participant</u>	<u>Approximate Shareholding Percentage Corresponding to the Incentive Awards held by the Participant in the Total Number of Shares in Issue Immediately Prior to the [REDACTED]</u>
Mr. LU Yukun	Executive Director and chief technical officer	Lanchi Platform	37.1%	7,647,100	3.7%

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<u>Name</u>	<u>Position/Connected Relationship</u>	<u>Relevant Employee Incentive Platforms</u>	<u>Approximate Partnership Interests of the Employee Incentive Platforms</u>	<u>Approximate Number of Shares Corresponding to the Incentive Awards held by the Participant</u>	<u>Approximate Shareholding Percentage Corresponding to the Incentive Awards held by the Participant in the Total Number of Shares in Issue Immediately Prior to the [REDACTED]</u>
Mr. LUO Hong	Chairman of the Board of Supervisors and Supervisor	Lanchi Platform	3.0%	612,260	0.3%
Mr. ZHU Qinghua	Supervisor	Lanchi Platform	8.0%	1,651,200	0.8%
Mr. WANG Bingjie	Supervisor	Lanchi Platform	7.7%	1,578,940	0.8%
Ms. LIU Fang	Chief financial officer	Lanchi Platform	1.9%	400,000	0.2%

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

As of the Latest Practicable Date, we were not engaged in any litigation, arbitration or claim of material importance and no 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 us, that would have a material adverse effect on our financial condition or results of operations.

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3. Joint Sponsors

The Joint Sponsors have made an application on behalf of our Company to the Listing Committee for the [REDACTED] of, and permission to [REDACTED], the H Shares to be converted from Domestic Shares and the H Shares to be issued pursuant to the [REDACTED] (including the additional H Shares which may be issued pursuant to the exercise of the [REDACTED]). All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED].

The Joint Sponsors satisfy the independence criteria as set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will be paid by our Company a fee of US\$600,000 in aggregate to act as sponsors to our Company in connection with the [REDACTED].

4. Compliance Advisor

Our Company has appointed Quam Capital Limited as our Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules.

5. Preliminary Expenses

We have not incurred any material preliminary expenses in relation to the incorporation of our Company.

6. Taxation of holder of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer are effected on the H Share register of members of our Company, including in circumstances where such transaction is effected on the Stock Exchange. The current rate of Hong Kong stamp duty for such sale, purchase and transfer is a 0.1% of the consideration or, if higher, the fair value of the H Shares being sold or transferred.

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7. Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document 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.

<u>Name</u>	<u>Qualification</u>
Citigroup Global Markets Asia Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 5 (advising on futures contracts), Type 6 (advising on corporate finance) and Type 7 (providing automated trading services) regulated activities under the SFO
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation to conduct Type 1 (Dealing in securities), Type 2 (Dealing in futures contracts), Type 4 (Advising on securities), Type 6 (Advising on corporate finance), Type 7 (Providing automated trading services) and Type 9 (Asset management) of the regulated activities as defined under the SFO
CCB International Capital Limited	A licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) of regulated activities as defined under the SFO
Jingtian & Gongcheng	PRC legal advisors to our Company
PricewaterhouseCoopers	Certified Public Accountants under Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong) and Registered Public Interest Entity Auditor under Accounting and Financial Reporting Council Ordinance (Chapter 588 of the Laws of Hong Kong)
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant
Hogan Lovells	Legal advisor as to U.S. export control law to our Company

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.

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8. Promoters

The promoters of our Company are all of the 32 Shareholders of our Company as of December 29, 2022.

- (i) SONG Yang (宋陽)
- (ii) LI Shuangjiang (李雙江)
- (iii) LUO Hong (羅紅)
- (iv) Suzhou Lanchi Management Consulting Partnership (L.P.) (蘇州藍馳管理諮詢企業(有限合夥))
- (v) Jiaxing Zizhi No. 1 Equity Investment Partnership (L.P.) (嘉興自知一號股權投資合夥企業(有限合夥))
- (vi) Beijing CHJ Automotive Co., Ltd. (北京車和家信息技術有限公司)
- (vii) Shenzhen Guozhong SME Development Private Equity Investment Fund Partnership (L.P.) (深圳國中中小企業發展私募股權投資基金合夥企業(有限合夥))
- (viii) Suzhou Industrial Park Yuandian Zhengze No. 2 Venture Capital Partnership (L.P.) (蘇州工業園區原點正則貳號創業投資企業(有限合夥))
- (ix) CCBI Tech Venture (Suzhou) Combined Debt & Equity Private Equity Fund (L.P.) (建銀科創(蘇州)投貸聯動股權投資基金(有限合夥))
- (x) Guangdong Yuecai Small and Medium-sized Enterprises Equity Investment Fund Partnership (L.P.) (廣東粵財中小企業股權投資基金合夥企業(有限合夥))
- (xi) Zhuhai Hengqin Yixingbanyue Investment Partnership (L.P.) (珠海橫琴依星伴月投資合夥企業(有限合夥))
- (xii) Suzhou Zichi Management Consulting Partnership (L.P.) (蘇州紫馳管理諮詢合夥企業(有限合夥))
- (xiii) Suzhou Hongchi Management Consulting Partnership (L.P.) (蘇州紅馳管理諮詢合夥企業(有限合夥))
- (xiv) Guiyang Zhongtian Jiachuang Investment Co., Ltd. (貴陽中天佳創投資有限公司)
- (xv) Shenzhen Jiahui Chuangyao Investment Partnership (L.P.) (深圳市佳匯創耀投資合夥企業(有限合夥))
- (xvi) Shanghai Yaoyu Enterprise Management Consulting Partnership (L.P.) (上海瑤宇企業管理諮詢合夥企業(有限合夥))

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- (xvii) China State-owned Enterprise Mixed Ownership Reform Fund Co., Ltd. (中國國有企業混合所有制改革基金有限公司)
- (xviii) Pingyang Kunyi Equity Investment Partnership (L.P.) (平陽昆毅股權投資合夥企業(有限合夥))
- (xix) Taicang Yanying No. 2 Biomedical Investment Management Center (L.P.) (太倉衍盈貳號生物醫藥投資管理中心(有限合夥))
- (xx) Suzhou Yongxin Ronghui Venture Capital Partnership (L.P.) (蘇州永鑫融慧創業投資合夥企業(有限合夥))
- (xxi) Iflytek Haihe (Tianjin) AI Venture Capital Fund Partnership (L.P.) (訊飛海河(天津)人工智能創業投資基金合夥企業(有限合夥))
- (xxii) Hefei Lianshan Innovation Industry Investment Fund Partnership (L.P.) (合肥連山創新產業投資基金合夥企業(有限合夥))
- (xxiii) XU Jingming (徐景明)
- (xxiv) Yangfan Zhiyuan Industrial Investment Fund (Suzhou) Partnership (L.P.) (揚帆致遠產業投資基金(蘇州)合夥企業(有限合夥))
- (xxv) Shenzhen China Merchants StartUP Capital Partnership (L.P.) (深圳招商啟航資本合夥企業(有限合夥))
- (xxvi) Suzhou Yafeng Phase II Equity Investment Partnership (L.P.) (蘇州雅楓二期股權投資合夥企業(有限合夥))
- (xxvii) Suzhou Industrial Park Science and Technology Innovation Investment Partnership (L.P.) (蘇州工業園區科技創新投資合夥企業(有限合夥))
- (xxviii) HL Klemove Electronics (Suzhou) Co., Ltd. (漢拿科銳動電子(蘇州)有限公司)
- (xxix) Suzhou Luchi Management Consulting Partnership (L.P.) (蘇州綠馳管理諮詢合夥企業(有限合夥))
- (xxx) Suzhou Qianrong Tairun Venture Capital Partnership (L.P.) (蘇州乾融泰潤創業投資合夥企業(有限合夥))
- (xxx1) Shaanxi Dechuang Smart Car Venture Capital Fund Partnership (L.P.) (陝西德創智能汽車創業投資基金合夥企業(有限合夥))
- (xxxii) Suzhou Yafeng Phase III Equity Investment Partnership (L.P.) (蘇州雅楓三期股權投資合夥企業(有限合夥))

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

9. 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

10. Binding Effect

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

11. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in our financial, trading position or prospects since June 30, 2023, being the date of our combined financial statements as set out in “Appendix I — Accountant’s Report” of this document, up to the date of this document.

12. Miscellaneous

- (i) Save as disclosed in “History and Corporate Structure” and in connection with the [REDACTED], within the two years immediately preceding the date of this document
 - (a) we have not issued nor agreed to issue any Share or loan capital fully or partly paid either for cash or for a consideration other than cash; and
 - (b) no commissions, discounts, brokerage fee 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 our subsidiaries.
- (ii) Save as the [REDACTED] in connection with the [REDACTED], no Share or loan capital of our Company is under option or is agreed conditionally or unconditionally to be put under option;

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- (iii) We have not issued nor agreed to issue any founder shares, management shares or deferred shares;
- (iv) There are no arrangements under which future dividends are waived or agreed to be waived;
- (v) There are no procedures for the exercise of any right of pre-emption or transferability of subscription rights;
- (vi) There have been no interruptions in our business which may have or have had a significant effect on our financial position in the last 12 months;
- (vii) There are no restrictions affecting the remittance of profits or repatriation of capital by us into Hong Kong from outside Hong Kong;
- (viii) No part of the equity or debt securities of our Company, if any, is currently listed on or dealt in on any stock exchange or trading system, and no such listing or permission to list on any stock exchange other than the [REDACTED] is currently being or agreed to be sought; and
- (ix) Our Company has no outstanding convertible debt securities or debentures.