

## APPENDIX IV

## STATUTORY AND GENERAL INFORMATION

### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation

Our Company was incorporated in the Cayman Islands on April 30, 2019 as an exempted company with limited liability. Our registered office address is at the offices of PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. Accordingly, our Company’s corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of the relevant laws and regulations of the Cayman Islands and of the Memorandum and Articles of Association is set out in the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law” in Appendix III to this Document.

We have established our principal place of business in Hong Kong at 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong, and registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 30, 2023 under the same address. Mr. CHUNG Ming Fai (鍾明輝) has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of the Company in Hong Kong. The address for service of process is 40th Floor, Dah Sing Financial Centre, No. 248 Queen’s Road East, Wanchai, Hong Kong.

As of the date of this Document, our Company’s head office was located at No. 30-4, Kaitai Avenue, Huangpu District, Guangzhou City, Guangdong Province, China.

#### 2. Changes in Share Capital

On June 30, 2022, the Company completed issuance of 1,479,337 Series A Preferred Shares of a par value of US\$0.0005 to DMR VENTURE FUND, a sub fund of InvesPedia VCC.

On July 1, 2022, the Company completed issuance of 2,348,153 Series A Preferred Shares of a par value of US\$0.0005 to Hongkong Pony AI Limited.

On September 30, 2022, the Company completed issuance of 2,348,153 Series A Preferred Shares of a par value of US\$0.0005 to Hongkong Pony AI Limited.

On March 6, 2023, the Company completed issuance of 17,258,940 Series A Preferred Shares of a par value of US\$0.0005 to GAIG.

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On May 9, 2023, the Company completed issuance of an aggregate of 15,656,323 Series A Preferred Shares of a par value of US\$0.0005 each to the following Shareholders:

<b>Shareholders</b>	<b>Date on which Series A Preferred Shares were issued</b>	<b>Number of Series A Preferred Shares issued</b>
Tencent Mobility Limited	May 9, 2023	7,396,688
Guangzhou Kechuang Hexing Equity Investment Partnership (Limited Partnership) (廣州科創合行股權投資合夥企業(有限合夥))	May 9, 2023	1,849,172
Guangzhou Kechuang Industrial Investment Fund Partnership (Limited Partnership) (廣 州科創產業投資基金合夥企業(有限合夥))	May 9, 2023	1,479,337
Guangzhou Guangshang Xinfu Industrial Investment Fund Partnership (Limited Partnership) (廣州廣商鑫富產業投資基金合 夥企業(有限合夥))	May 9, 2023	2,465,563
Guangzhou Industrial Control Mixed Reform Equity Investment Fund Partnership (Limited Partnership) (廣州工控混改股權投 資基金合夥企業(有限合夥))	May 9, 2023	2,465,563
<b>Total</b>		<u><u>15,656,323</u></u>

On June 20, 2023, the Company completed issuance of 4,696,306 Series A Preferred Shares of a par value of US\$0.0005 to Hongkong Pony AI Limited.

On September 26, 2023, the Company canceled 848,760 Ordinary Shares of a par value of US\$0.0005 originally held by Zhixing BVI.

On September 26, 2023, the Company completed issuance of an aggregate of 703,760 Ordinary Shares of a par value of US\$0.0005 to Zhixing Jovial I Limited and Zhixing Jovial II Limited.

On October 18, 2023, the Company completed issuance of an aggregate of 145,000 Ordinary Shares of a par value of US\$0.0005 to Ruqi Mobility(a) Limited, Ruqi Mobility(c) Limited, Ruqi Mobility(d) Limited and Ruqi Mobility(e) Limited.

On January 31, 2024, the Company completed issuance of 9,684,625 Series B Preferred Shares of a par value of US\$0.0005 to GAIG.

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On February 5, 2024, the Company completed issuance of 328,515 Series B Preferred Shares of a par value of US\$0.0005 to Foshan Kaisheng No. 1 Equity Investment Partnership (Limited Partnership).

On February 6, 2024, the Company completed issuance of an aggregate of 3,268,725 Series B Preferred Shares of a par value of US\$0.0005 each to the following Shareholders:

<b>Shareholders</b>	<b>Date on which Series B Preferred Shares were issued</b>	<b>Number of Series B Preferred Shares issued</b>
Guangmintou New Energy Equity Investment (Foshan) Partnership (Limited Partnership)	February 6, 2024	2,611,695
Guangzhou Development Zone Hydrogen City Growth Industry Investment Fund Partnership (Limited Partnership)	February 6, 2024	657,030
<b>Total</b>		<b>3,268,725</b>

On February 21, 2024, the Company completed issuance of an aggregate of 2,603,482 Series B Preferred Shares of a par value of US\$0.0005 each to the following Shareholders:

<b>Shareholders</b>	<b>Date on which Series B Preferred Shares were issued</b>	<b>Number of Series B Preferred Shares issued</b>
Guangzhou Chentu Huajie Venture Capital Fund Partnership (Limited Partnership)	February 21, 2024	2,135,348
Shaoguan Rongyu Enterprise Management Co., Ltd.	February 21, 2024	468,134
<b>Total</b>		<b>2,603,482</b>

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On March 6, 2024, the Company completed issuance of an aggregate of 4,294,479 Series B Preferred Shares of a par value of US\$0.0005 each to the following Shareholders:

<b>Shareholders</b>	<b>Date on which Series B Preferred Shares were issued</b>	<b>Number of Series B Preferred Shares issued</b>
Guangdong Ruihao No. 1 New Energy Equity Investment Partnership (Limited Partnership)	March 6, 2024	1,133,377
Guangdong Ruihao No. 2 New Energy Equity Investment Partnership (Limited Partnership)	March 6, 2024	377,792
Guangzhou Huiyin New Energy Equity Investment Partnership (Limited Partnership)	March 6, 2024	680,026
Guangzhou Jinglong Venture Capital Partnership (Limited Partnership)	March 6, 2024	657,030
Gongqingcheng Xinyi Ruian Investment Partnership (Limited Partnership)	March 6, 2024	927,201
Guangdong Hengxin Zhixing Equity Investment Partnership (Limited Partnership)	March 6, 2024	519,053
<b>Total</b>		<u><u>4,294,479</u></u>

On March 20, 2024, the Company completed issuance of an aggregate of 7,490,143 Series B Preferred Shares of a par value of US\$0.0005 each to the following Shareholders:

<b>Shareholders</b>	<b>Date on which Series B Preferred Shares were issued</b>	<b>Number of Series B Preferred Shares issued</b>
Shengrich Group Ltd	March 20, 2024	1,642,575
Chengdu Chiding Venture Capital Management Co., Ltd.	March 20, 2024	657,030
Hefei Gotion	March 20, 2024	<u>5,190,538</u>
<b>Total</b>		<u><u>7,490,143</u></u>

For more details, see “History, Reorganization and Corporate Structure”. Save as disclosed above, there has been no alteration in the authorized or issued share capital of our Company during the two years immediately preceding the date of this Document.

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### 3. Changes in the Share Capital of our Subsidiaries and Consolidated Affiliated Entities

A summary of the corporate information and the particulars of our principal subsidiaries are set out in note 1.3 to the Accountants’ Report as set out in Appendix I to this Document.

The following sets out the changes in the share capital of our subsidiaries and Consolidated Affiliated Entities that made a material contribution to our results of operations during the two years immediately preceding the date of this Document. For details of our major subsidiaries and Consolidated Affiliated Entities, see “History, Reorganization and Corporate Structure – Our Major Subsidiaries and Consolidated Affiliated Entities.”

#### *Chenqi Mobility*

On October 19, 2021, the registered capital of Chenqi Mobility was increased from US\$116,534,800 to US\$116,898,800.

On December 27, 2022, the registered capital of Chenqi Mobility was increased from US\$116,898,800 to US\$264,118,100.

On September 26, 2023, the registered capital of Chenqi Mobility was reduced from US\$264,118,100 to US\$263,754,100.

On November 8, 2023, the registered capital of Chenqi Mobility was increased from US\$263,754,100 to US\$300,000,000.

### 4. Resolutions of the Shareholders of our Company dated [●], 2024

[Resolutions were passed in the meeting of our Shareholders on [●], 2024, pursuant to which, among other things:

- (1) the Memorandum and Articles of Association were approved and adopted with effect from the [REDACTED];
- (2) conditional on: (a) the Listing Committee granting approval of the [REDACTED] of, and permission to deal in, the Shares in issue and to be issued as mentioned in this Document; (b) the [REDACTED] being duly determined among our Company and the [REDACTED] (for themselves and on behalf of the [REDACTED]); and (c) the obligations of the [REDACTED] under the [REDACTED] becoming unconditional and not being terminated in accordance with the terms of the [REDACTED] or otherwise, in each case on or before the dates as may be specified in the [REDACTED]:
  - (a) each of the issued and unissued Preferred Shares will be converted into one Ordinary Share of a par value US\$0.0005 each by re-designation and re-classification;

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- (b) the [REDACTED] was approved, and the proposed allotment and issue of the [REDACTED] under the [REDACTED] were approved, and the Directors were authorized to determine the [REDACTED] for, and to allot and issue the [REDACTED];
- (c) a general unconditional mandate was given to our Directors to exercise all powers of our Company to allot, issue and deal with Shares or securities convertible into Shares and to make or grant offers, agreements or options (including any warrants, bonds, notes and debentures conferring any rights to subscribe for or otherwise receive Shares) which might require Shares to be allotted and issued or dealt with subject to the requirement that the aggregate nominal value of the Shares so allotted and issued or agreed conditionally or unconditionally to be allotted and issued, otherwise than by way of the [REDACTED], rights issue or pursuant to the exercise of any subscription rights attaching to any warrants which may be allotted and issued by the Company from time to time or, pursuant to the exercise of any options which may be granted under the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association on a specific authority granted by our Shareholders in general meeting, shall not exceed 20% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED];
- (d) a general unconditional mandate (the "**Repurchase Mandate**") was given to our Directors to exercise all powers of our Company to repurchase on the Stock Exchange or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED]; and
- (e) the Repurchase Mandate was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (d) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED]).

Each of the general mandates referred to in paragraphs (c), (d), and (e) above will remain in effect until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;

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- (ii) the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- (iii) the time when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.]

### 5. Repurchase of Our Own Securities

The following paragraphs include, among others, certain information required by the Stock Exchange to be included in this Document concerning the repurchase of our own securities.

#### (a) *Provisions of the Listing Rules*

The Listing Rules permit companies whose primary [REDACTED] is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important restrictions are summarized below:

##### (i) *Shareholders' approval*

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

Pursuant to a resolution passed by our Shareholders on [●], 2024, the Repurchase Mandate was given to our Directors authorizing them to exercise all the powers of our Company to repurchase Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, such number of Shares as will represent up to 10% of the total number of Shares in issue immediately following the completion of the [REDACTED], with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company, (ii) the expiration of the period within which the next annual general meeting of our Company is required to be held by any applicable law or the Articles of Association, and (iii) the date when it is revoked or varied by an ordinary resolution of our Shareholders in general meeting.

##### (ii) *Source of funds*

Repurchases must be funded out of funds legally available for the purpose in accordance with the Memorandum and Articles of Association and the applicable Laws of Hong Kong and the Cayman Islands. 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

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time. As a matter of Cayman Islands law, any repurchases by the Company may be made out of profits or out of the [REDACTED] of a new issue of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the repurchase over the par value of the shares to be repurchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so authorized by the Articles of Association and subject to the Cayman Companies Act.

### *(iii) Trading Restrictions*

The total number of shares which a listed company may repurchase on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not make a new issue of securities or announce a proposed new issue of securities for a period of 30 days immediately following a repurchase (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities, which were outstanding prior to such repurchase), without the prior approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is higher by 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange.

The Listing Rules also prohibit a listed company from repurchasing its securities on the Stock Exchange if the repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that any broker appointed by it to effect a repurchase of securities shall disclose to the Stock Exchange such information with respect to the repurchase made on behalf of the company as the Stock Exchange may require.

### *(iv) Status of Repurchased Shares*

The [REDACTED] of all securities which are repurchased by a listed company (whether on the Stock Exchange or otherwise) shall be automatically canceled upon repurchase and the certificates of those securities must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the repurchase the Directors of the Company resolve to hold the shares repurchased by the Company as treasury shares, shares repurchased by the Company shall be treated as canceled and the amount of the Company's issued share capital shall be diminished by the aggregate nominal or par value of those shares. However, the repurchase of shares will not be taken as reducing the amount of the authorized share capital under Cayman Islands law.



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*(v) Suspension of Repurchase*

A listed company may not make any repurchase of securities at any time after inside information has come to its knowledge until the information is made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company’s results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company’s results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), and ending on the date of the results announcement, the listed company may not repurchase its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a repurchase of securities on the Stock Exchange if a listed company has breached the Listing Rules.

*(vi) Reporting Requirements*

Certain information relating to repurchases of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company’s annual report is required to disclose details regarding repurchases of securities made during the year, including a monthly analysis of the number of securities repurchased, the purchase price per share or the highest and lowest price paid for all such repurchases, where relevant, and the aggregate prices paid.

*(vii) Core Connected Persons*

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his/her/its securities to the company on the Stock Exchange.

***(b) Reasons for repurchases***

Our Directors believe that it is in the best interests of our Company and Shareholders for our Directors to have a 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 where our Directors believe that such repurchases will benefit our Company and Shareholders.

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### *(c) Funding of repurchases*

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not repurchase the Shares 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. Subject to the foregoing, our Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or from sums standing to the credit of our share premium account or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the general mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for the Company.

### *(d) General*

The exercise in full of the Repurchase Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis immediately upon the completion of the [REDACTED]) could accordingly result in up to approximately [REDACTED] Shares being repurchased by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the time when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

None of our Directors nor, to the best of their knowledge having made all reasonable inquiries, any of their close associates currently intends to sell any Shares to our Company.

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 Listing Rules and the applicable laws in the Cayman Islands.

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If, as a result of any repurchase of Shares, a Shareholder’s proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes 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.

Any repurchase of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be granted other than in exceptional circumstances. Our Directors have no present intention to exercise the Repurchase Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

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

### 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) have been entered into by members of our Group within the two years preceding the date of this Document and are or may be material:

- (1) the series B preferred share and warrant subscription agreement dated September 30, 2022 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology, Guangzhou Hose Factory Co., Ltd. (廣州膠管廠有限公司), Guangzhou Development Zone Hydrogen City Growth Industry Investment Fund Partnership (Limited Partnership) (廣州開發區氫城成長產業投資基金合夥企業(有限合夥)), Jingtangshan Zhongqi Jiugao Equity Investment Partnership (Limited Partnership) (井岡山中汽九皋股權投資合夥企業(有限合夥)), Guangzhou Chentu Huajie Venture Capital Fund Partnership (Limited Partnership) (廣州辰途華傑創業投資基金合夥企業(有限合夥)), Guangzhou Jinglong Venture Capital Partnership (Limited Partnership) (廣州璟龍創業投資合夥企業(有限合夥)), Gongqingcheng Xinyi Ruian Investment Partnership (Limited Partnership) (共青城新意睿安投資合夥企業(有限合夥)), Chengdu Chiding Venture Capital Management Co., Ltd. (成都赤鼎創業投資管理有限公司), Shaoguan Rongyu Enterprise Management Co., Ltd. (韶關市融譽企業管理有限公司), Guangzhou Huiyin New Energy Equity Investment Partnership (Limited Partnership) (廣州匯垠新能源股權投資合夥企業(有限合夥)) and Foshan Kaisheng

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- No. 1 Equity Investment Partnership (Limited Partnership) (佛山凱盛壹號股權投資合夥企業(有限合夥)), pursuant to which our Company agreed to issue and sell certain warrants to purchase Series B Preferred Shares of our Company;
- (2) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Guangzhou Huiyin New Energy Equity Investment Partnership (Limited Partnership) (廣州匯垠新能源股權投資合夥企業(有限合夥)) (“**Guangzhou Huiyin New Energy**”), pursuant to which Guangzhou Huiyin New Energy agreed on the investment opportunity in our Company;
- (3) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Guangzhou Development Zone Hydrogen City Growth Industry Investment Fund Partnership (Limited Partnership) (廣州開發區氫城成長產業投資基金合夥企業(有限合夥)) (“**Guangzhou Development Zone Hydrogen City**”), pursuant to which Guangzhou Development Zone Hydrogen City agreed on the investment opportunity in our Company;
- (4) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Guangzhou Chentu Huajie Venture Capital Fund Partnership (Limited Partnership) (廣州辰途華傑創業投資基金合夥企業(有限合夥)) (“**Guangzhou Chentu Huajie**”), pursuant to which Guangzhou Chentu Huajie agreed on the investment opportunity in our Company;
- (5) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Guangzhou Hose Factory Co., Ltd. (廣州膠管廠有限公司) (“**Guangzhou Hose Factory**”), pursuant to which Guangzhou Hose Factory agreed on the investment opportunity in our Company;
- (6) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Guangzhou Jinglong Venture Capital Partnership (Limited Partnership) (廣州瓊瓏創業投資合夥企業(有限合夥)) (“**Guangzhou Jinglong**”), pursuant to which Guangzhou Jinglong agreed on the investment opportunity in our Company;
- (7) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Gongqingcheng Xinyi Ruian Investment Partnership (Limited Partnership) (共青城新意睿安投資合夥企業(有限合夥)) (“**Gongqingcheng Xinyi Ruian**”), pursuant to which Gongqingcheng Xinyi Ruian agreed on the investment opportunity in our Company;
- (8) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Chengdu Chiding Venture Capital Management Co., Ltd. (成都赤鼎創業投資管理有限公司) (“**Chengdu Chiding**”), pursuant to which Chengdu Chiding agreed on the investment opportunity in our Company;

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- (9) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Shaoguan Rongyu Enterprise Management Co., Ltd. (韶關市融譽企業管理有限公司) (“**Shaoguan Rongyu**”), pursuant to which Shaoguan Rongyu agreed on the investment opportunity in our Company;
- (10) the investment opportunity agreement dated September 30, 2022 entered into between Chenqi Mobility and Foshan Kaisheng No. 1 Equity Investment Partnership (Limited Partnership) (佛山凱盛壹號股權投資合夥企業(有限合夥)) (“**Foshan Kaisheng No. 1**”), pursuant to which Foshan Kaisheng No. 1 agreed on the investment opportunity in our Company;
- (11) the series B preferred share and warrant subscription agreement dated February 2, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology, Guangdong Ruihao No.1 New Energy Equity Investment Partnership (Limited Partnership) (廣東瑞浩一號新能源股權投資合夥企業(有限合夥)), Guangdong Ruihao No. 2 New Energy Equity Investment Partnership (Limited Partnership) (廣東瑞浩二號新能源股權投資合夥企業(有限合夥)) and Guangmintou New Energy Equity Investment (Foshan) Partnership (Limited Partnership) (廣民投新能源股權投資(佛山)合夥企業(有限合夥)), pursuant to which our Company agreed to issue and sell certain warrants to purchase Series B Preferred Shares of our Company;
- (12) the investment opportunity agreement dated February 2, 2023 entered into between Chenqi Mobility and Ruihao No. 1 New Energy Equity Investment Partnership (Limited Partnership) (廣東瑞浩一號新能源股權投資合夥企業(有限合夥)) (“**Guangdong Ruihao No. 1**”), pursuant to which Guangdong Ruihao No. 1 agreed on the investment opportunity in our Company;
- (13) the investment opportunity agreement dated February 2, 2023 entered into between Chenqi Mobility and Guangdong Ruihao No. 2 New Energy Equity Investment Partnership (Limited Partnership) (廣東瑞浩二號新能源股權投資合夥企業(有限合夥)) (“**Guangdong Ruihao No. 2**”), pursuant to which Guangdong Ruihao No. 2 agreed on the investment opportunity in our Company;
- (14) the investment opportunity agreement dated February 2, 2023 entered into between Chenqi Mobility and Guangmintou New Energy Equity Investment (Foshan) Partnership (Limited Partnership) (廣民投新能源股權投資(佛山)合夥企業(有限合夥)) (“**Guangmintou New Energy**”), pursuant to which Guangmintou New Energy agreed on the investment opportunity in our Company;
- (15) the series A preferred share subscription agreement dated April 23, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Hongkong Pony AI Limited, pursuant to which our Company agreed to issue and sell and Hongkong Pony AI Limited agreed to subscribe for and purchase 4,696,306 series A preferred shares;

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- (16) the series B preferred share and warrant subscription agreement dated April 28, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangdong Hengxin Zhixing Equity Investment Partnership (Limited Partnership) (廣東恒新智行股權投資合夥企業(有限合夥)), pursuant to which our Company agreed to issue and sell a warrant to purchase Series B Preferred Shares of our Company;
- (17) the investment opportunity agreement dated April 28, 2023 entered into between Chenqi Mobility and Guangdong Hengxin Zhixing Equity Investment Partnership (Limited Partnership) (廣東恒新智行股權投資合夥企業(有限合夥)) (“**Guangdong Hengxin Zhixing**”), pursuant to which Guangdong Hengxin Zhixing agreed on the investment opportunity in our Company;
- (18) the series B preferred share and warrant subscription agreement dated July 30, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and GAIG, pursuant to which our Company agreed to issue and sell a warrant to purchase Series B Preferred Shares of our Company;
- (19) the series B preferred share and warrant subscription agreement dated August 8, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Hefei Gotion High-Tech Power Energy Co., Ltd. (合肥國軒高科動力能源有限公司) (“**Hefei Gotion**”), pursuant to which our Company agreed to issue and sell a warrant to purchase Series B Preferred Shares of our Company;
- (20) the investment opportunity agreement dated August 8, 2023 entered into between Chenqi Mobility and Hefei Gotion, pursuant to which Hefei Gotion agreed on the investment opportunity in our Company;
- (21) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangzhou Hose Factory, pursuant to which the parties therein agreed on certain matters of the investment;
- (22) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangzhou Hose Factory, pursuant to which the parties therein agreed on certain matters of the investment;

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- (23) the second supplemental agreement to the investment opportunity agreement dated August 14, 2023 entered into between Chenqi Mobility, Guangzhou Hose Factory and Shenzhen Xinrui Fengsheng Management Consulting Partnership (Limited Partnership) (深圳市鑫睿豐盛管理諮詢合夥企業(有限合夥)) (“**Shenzhen Xinrui Fengsheng**”), pursuant to which the parties therein agreed on certain matters of the investment;
- (24) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangzhou Development Zone Hydrogen City, pursuant to which the parties therein agreed on certain matters of the investment;
- (25) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangzhou Development Zone Hydrogen City, pursuant to which the parties therein agreed on certain matters of the investment;
- (26) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangzhou Chentu Huajie, pursuant to which the parties therein agreed on certain matters of the investment;
- (27) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangzhou Chentu Huajie, pursuant to which the parties therein agreed on certain matters of the investment;
- (28) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangzhou Jinglong, pursuant to which the parties therein agreed on certain matters of the investment;
- (29) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangzhou Jinglong, pursuant to which the parties therein agreed on certain matters of the investment;
- (30) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Gongqingcheng Xinyi Ruian, pursuant to which the parties therein agreed on certain matters of the investment;

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- (31) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Gongqingcheng Xinyi Ruian, pursuant to which the parties therein agreed on certain matters of the investment;
- (32) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Chengdu Chiding, pursuant to which the parties therein agreed on certain matters of the investment;
- (33) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Chengdu Chiding, pursuant to which the parties therein agreed on certain matters of the investment;
- (34) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Shaoguan Rongyu, pursuant to which the parties therein agreed on certain matters of the investment;
- (35) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Shaoguan Rongyu, pursuant to which the parties therein agreed on certain matters of the investment;
- (36) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangzhou Huiyin New Energy, pursuant to which the parties therein agreed on certain matters of the investment;
- (37) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangzhou Huiyin New Energy, pursuant to which the parties therein agreed on certain matters of the investment;
- (38) the supplement to the series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Foshan Kaisheng No. 1, pursuant to which the parties therein agreed on certain matters of the investment;
- (39) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Foshan Kaisheng No. 1, pursuant to which the parties therein agreed on certain matters of the investment;



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- (40) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangdong Ruihao No. 1, pursuant to which the parties therein agreed on certain matters of the investment;
- (41) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangdong Ruihao No. 2, pursuant to which the parties therein agreed on certain matters of the investment;
- (42) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangdong Ruihao No. 2, pursuant to which the parties therein agreed on certain matters of the investment;
- (43) the supplement to series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangmintou New Energy, pursuant to which the parties therein agreed on certain matters of the investment;
- (44) the supplemental agreement to the investment opportunity agreement dated August 11, 2023 entered into between Chenqi Mobility and Guangmintou New Energy, pursuant to which the parties therein agreed on certain matters of the investment;
- (45) the supplemental agreement to the series B preferred share and warrant subscription agreement dated August 11, 2023 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology and Guangdong Ruihao No. 1, pursuant to which the parties therein agreed on certain matters of the investment;
- (46) the investment opportunity agreement dated August 14, 2023 entered into between Chenqi Mobility and GAIG, pursuant to which GAIG agreed on the investment opportunity in our Company;
- (47) the supplemental agreement to the investment opportunity agreement dated August 17, 2023 entered into between Chenqi Mobility and Guangdong Hengxin Zhixing, pursuant to which the parties agreed on certain matters of the investment;
- (48) the third amended and restated shareholders agreement of Chenqi Technology Limited dated March 29, 2024 entered into among our Company, Chenqi BVI, Chenqi Hong Kong, Chenqi Mobility, Chenqi Automobile, Qichen Technology, Zhixing On Time Limited, China Lounge, Tencent Mobility Limited, Guangzhou Public Transport Group Co., Ltd. (廣州市公共交通集團有限公司), Jovial Lane Limited, Redmount Investments Limited, Da Yi Investment Co., Limited, China Drive Investment Limited, GAIG, Zhixing On Time Limited, Zhixing Jovial I

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Limited, Zhixing Jovial II Limited, Ruqi Mobility(a) Limited, Ruqi Mobility(b) Limited, Ruqi Mobility(c) Limited, Ruqi Mobility(d) Limited, Ruqi Mobility(e) Limited, Han Feng, SMBC Trust Bank Ltd. acting as trustee of Mirai Creation Fund II, DMR VENTURE FUND, a sub fund of InvesPedia VCC, Guangzhou Kechuang Hexing, Guangzhou Kechuang Industrial, Guangzhou Guangshang Xinfu, Guangzhou Industrial Control, Hongkong Pony AI Limited, Guangzhou Development Zone Hydrogen City, Guangzhou Chentu Huajie, Guangzhou Jinglong, Gongqingcheng Xinyi Ruian, Chengdu Chiding, Shaoguan Rongyu, Guangzhou Huiyin New Energy, Foshan Kaisheng No.1, Guangdong Ruihao No.1, Guangdong Ruihao No.2, Guangmintou New Energy, Guangdong Hengxin Zhixing, Hefei Gotion and Shengrich, pursuant to which the parties thereto agreed on shareholders’ matters; and

(49) [REDACTED].

The following contracts under the Contractual Arrangements have been entered into by members of our Group:

- (1) the exclusive technical consultancy service agreement (獨家技術諮詢服務協議) dated July 10, 2019 entered into between Qichen Technology and Chenqi Mobility, details of which are provided in “Contractual Arrangements” of this Document;
- (2) the business operation agreement (業務經營協議) dated July 10, 2019 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (3) the exclusive option agreement (獨家購買權協議) dated July 10, 2019 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (4) the shareholder rights entrustment agreement (股東權利委託協議) dated July 10, 2019 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (5) the equity interest pledge agreement (股權質押協議) dated July 10, 2019 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (6) the supplemental agreement to the exclusive technical consultancy service agreement (獨家技術諮詢服務協議補充協議) dated August 11, 2023 entered into between Qichen Technology and Chenqi Mobility, details of which are provided in “Contractual Arrangements” of this Document;

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- (7) the supplemental agreement to the business operation agreement (業務經營協議補充協議) dated August 11, 2023 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (8) the supplemental agreement to the exclusive option agreement (獨家購買權協議補充協議) dated August 11, 2023 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document;
- (9) the supplemental agreement to the shareholder rights entrustment agreement (股東權利委託協議補充協議) entered dated August 11, 2023 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document; and
- (10) the supplemental agreement to the equity interest pledge agreement (股權質押協議補充協議) dated August 11, 2023 entered into between Chenqi Mobility, Qichen Technology and the Registered Shareholders, details of which are provided in “Contractual Arrangements” of this Document.

**2. Intellectual Property Rights**

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

*(a) Trademarks*

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

No.	Trademark	Registered owner	Class(es)	Place of registration	Registered number	Registration date	Expiry date
1.		Chenqi Mobility	39	PRC	36922393	February 7, 2020	February 6, 2030
2.		Chenqi Mobility	39	PRC	36941925	August 14, 2020	August 13, 2030
3.	如祺出行	Chenqi Mobility	9	PRC	39767313	June 14, 2020	June 13, 2030
4.	如祺出行	Chenqi Mobility	12	PRC	39777992	April 14, 2020	April 13, 2030
5.	如祺出行	Chenqi Mobility	36	PRC	39770789	April 14, 2020	April 13, 2030














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No.	Trademark	Registered owner	Class(es)	Place of registration	Registered number	Registration date	Expiry date
6.	如祺出行	Chenqi Mobility	39	PRC	39788554	October 21, 2020	October 20, 2030
7.	如祺出行	Chenqi Mobility	42	PRC	39790065	April 14, 2020	April 13, 2030
8.	如祺出行	Chenqi Mobility	45	PRC	39788562	April 14, 2020	April 13, 2030
9.	如祺出行	Chenqi Mobility	37	PRC	39770794	December 7, 2021	December 6, 2031
10.	如祺出行	Chenqi Mobility	38	PRC	39788550	December 7, 2021	December 6, 2031
11.	如祺出行	Chenqi Mobility	41	PRC	39781159	March 14, 2021	March 13, 2031
12.		Chenqi Mobility	9	PRC	39828894	June 21, 2021	June 20, 2031
13.	如祺车服	Chenqi Mobility	9	PRC	43731488	October 7, 2020	October 6, 2030
14.	如祺车服	Chenqi Mobility	12	PRC	43714565	September 21, 2020	September 20, 2030
15.		Chenqi Mobility	38	PRC	52831610	October 14, 2021	October 13, 2031
16.		Chenqi Mobility	45	PRC	52833119	October 28, 2021	October 27, 2031
17.		Chenqi Mobility	12	PRC	52856936	July 7, 2022	July 6, 2032
18.		Chenqi Mobility	36	PRC	52838835	August 14, 2022	August 13, 2032
19.		Chenqi Mobility	9	PRC	59230935	April 14, 2022	April 13, 2032
20.		Chenqi Mobility	12	PRC	59256401	March 14, 2022	March 13, 2032
21.		Chenqi Mobility	36	PRC	59256448	March 7, 2022	March 6, 2032
22.		Chenqi Mobility	37	PRC	59232398	March 7, 2022	March 6, 2032
23.		Chenqi Mobility	37	PRC	59247648	March 7, 2022	March 6, 2032
24.		Chenqi Mobility	38	PRC	59257276	March 7, 2022	March 6, 2032
25.		Chenqi Mobility	39	PRC	59240026	March 7, 2022	March 6, 2032

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No.	Trademark	Registered owner	Class(es)	Place of registration	Registered number	Registration date	Expiry date
26.		Chenqi Mobility	9	PRC	59259375	August 14, 2022	August 13, 2032
27.		Chenqi Mobility	36	PRC	59260583	August 7, 2022	August 6, 2032
28.		Chenqi Mobility	38	PRC	59235677	August 14, 2022	August 13, 2032
29.		Chenqi Mobility	39	PRC	59244637	September 7, 2022	September 6, 2032
30.		Chenqi Mobility	42	PRC	59232720	September 7, 2022	September 6, 2032
31.		Chenqi Mobility	42	PRC	59256035	September 7, 2022	September 6, 2032
32.		Chenqi Mobility	35	PRC	61451925	June 28, 2022	June 27, 2032
33.		Chenqi Mobility	41	PRC	61459765	July 7, 2022	July 6, 2032
34.		Chenqi Mobility	37	PRC	62348452	August 28, 2022	August 27, 2032
35.		Chenqi Mobility	12	PRC	59257626	December 7, 2022	December 6, 2032
36.		Chenqi Mobility	41	PRC	59254645	January 14, 2023	January 13, 2033
37.	如祺出行 美好总是如期而至	Chenqi Mobility	9	PRC	43794822	October 7, 2020	October 6, 2030
38.	如祺出行 美好总是如期而至	Chenqi Mobility	39	PRC	43804617	April 28, 2021	April 27, 2031
39.		Our Company	9, 39, 42	Hong Kong	306180912	March 1, 2023	February 28, 2033
40.		Our Company	9, 39, 42	Hong Kong	306180921	March 1, 2023	February 28, 2033

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No.	Trademark	Registered owner	Class(es)	Place of registration	Registered number	Registration date	Expiry date
41.		Our Company	9, 39, 42	Hong Kong	306180930	March 1, 2023	February 28, 2033
42.		Our Company	9, 39, 42	Hong Kong	306180949	March 1, 2023	February 28, 2033
43.		Chenqi Mobility	35	PRC	67794580	December 21, 2023	December 20, 2033
44.		Chenqi Mobility	36	PRC	67815149	December 21, 2023	December 20, 2033
45.		Chenqi Mobility	38	PRC	67811271	December 21, 2023	December 20, 2033
46.		Chenqi Mobility	39	PRC	67792392	December 21, 2023	December 20, 2033
47.		Chenqi Mobility	45	PRC	67811439	December 21, 2023	December 20, 2033

*[rider-trademark to be provided]*

As of 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	Applicant	Class(es)	Place of application	Application number	Application date
1.		Chenqi Mobility	9	PRC	67812726	October 18, 2022
2.		Chenqi Mobility	12	PRC	67808462	October 18, 2022
3.		Chenqi Mobility	41	PRC	67812744	October 18, 2022
4.		Chenqi Mobility	42	PRC	67812762	October 18, 2022
5.		Chenqi Mobility	25	PRC	71715118	May 22, 2023
6.		Chenqi Mobility	28	PRC	71728206	May 22, 2023

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**(b) Patents**

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

No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
1.	A method and system for visualizing the behavior of online car-hailing drivers (一種網約車司機行為可視化的方法和系統)	Invention patent	Chenqi Mobility	PRC	2020109564363	May 18, 2021	September 10, 2040
2.	A driver-passenger communication method and system based on personal privacy and confidentiality (一種基於個人隱私保密的司乘通訊方法及系統)	Invention patent	Chenqi Mobility	PRC	2020109554906	June 4, 2021	September 10, 2040
3.	Method and system for rounding corners of mobile images (一種移動端圖片圓角化處理的方法和系統)	Invention patent	Chenqi Mobility	PRC	202010956433X	February 8, 2022	September 10, 2040
4.	A method and system for navigating in a weak network environment based on intelligent dead reckoning (一種基於智能航跡推算的弱網環境導航的方法及系統)	Invention patent	Chenqi Mobility	PRC	2020109554982	November 4, 2022	September 10, 2040
5.	A method, system and storage medium for realizing virtual navigation through positioning interception (一種通過定位攔截實現虛擬導航的方法、系統及存儲介質)	Invention patent	Chenqi Mobility	PRC	2020110172118	June 24, 2022	September 23, 2040

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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
6.	A method and system for grayscale publishing through the cloud (一種通過雲端進行灰度發佈的方法和系統)	Invention patent	Chenqi Mobility	PRC	2020110488572	March 16, 2021	September 28, 2040
7.	A method, device and electronic equipment for detecting abnormal driving behavior of a driver (一種檢測司機異常駕駛行為的方法、裝置及電子設備)	Invention patent	Chenqi Mobility	PRC	2020110548817	September 30, 2022	September 28, 2040
8.	A method and system for intelligent monitoring of travel safety based on voice AI (一種基於語音AI的行程安全智能監控的方法及系統)	Invention patent	Chenqi Mobility	PRC	2020110699234	January 22, 2021	October 8, 2040
9.	A method and system for preventing Android applications from being hijacked by sandboxes (一種防止Android應用被沙盒劫持的方法及系統)	Invention patent	Chenqi Mobility	PRC	2020110698034	February 9, 2021	October 8, 2040
10.	A method and system for visualizing the supply and demand relationship of regional real-time orders and shipping capacity (一種區域實時訂單與運力的供需關係可視化方法和系統)	Invention patent	Chenqi Mobility	PRC	2020111305723	March 26, 2021	October 20, 2040
11.	A method and system for creating an order when the network is unstable (一種在網路不穩定時的訂單創建方法和系統)	Invention patent	Chenqi Mobility	PRC	2020111360218	February 2, 2021	October 21, 2040



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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
12.	A method and device for correcting recommended points for getting on and off the car based on the sound of closing the car door (一種基於關閉車門聲音進行上下車推薦點校正的方法及裝置)	Invention patent	Chenqi Mobility	PRC	2021103129885	October 18, 2022	March 23, 2041
13.	A Data Access Method Based on Array Linked List Queue Structure (一種基於數組鏈表式隊列結構的數據存取方法)	Invention patent	Chenqi Mobility	PRC	2021103304719	July 20, 2021	March 28, 2041
14.	An interface-integrated driver identity authentication method and device (一種接口整合的駕駛員身份認證方法及裝置)	Invention patent	Chenqi Mobility	PRC	2021103420141	December 6, 2022	March 29, 2041
15.	A dynamic update method and system for boarding points in public places (一種用於公共場所上車點的動態的更新方法及系統)	Invention patent	Chenqi Mobility	PRC	2021103524653	September 2, 2022	March 30, 2041
16.	A method, system, storage medium and electronic device for recommending a car-hailing drop-off point (一種網約車下車點的推薦方法、系統、存儲介質及電子設備)	Invention patent	Chenqi Mobility	PRC	2021104773348	March 25, 2022	April 28, 2041

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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
17.	A method, device, and electronic device for recommending a better boarding point based on current positioning (一種基於當前定位的更優上車點推薦方法、裝置及電子設備)	Invention patent	Chenqi Mobility	PRC	202110579413X	December 20, 2022	May 25, 2041
18.	A statistical storage method, device and application of regional orders and driver heat (一種區域訂單和司機熱力的統計儲存方法、裝置及應用)	Invention patent	Chenqi Mobility	PRC	2021105966244	May 3, 2022	May 30, 2041
19.	A dynamic index-based high-performance fence judgment method, device and electronic equipment for travel business (一種針對出行業務的基於動態索引的高性能圍欄判斷方法、裝置及電子設備)	Invention patent	Chenqi Mobility	PRC	2021106056068	February 8, 2022	May 30, 2041
20.	A data synchronization verification method and device (一種數據同步校驗方法、裝置)	Invention patent	Chenqi Mobility	PRC	2021106165811	October 22, 2021	June 2, 2041
21.	A method and device for efficiently synchronizing real-time data to ClickHouse based on flink (基於flink的高效同步實時數據到ClickHouse的方法及裝置)	Invention patent	Chenqi Mobility	PRC	2021113090152	June 3, 2022	November 4, 2041

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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
22.	A method and device for processing unstructured data based on ClickHouse (一種基於ClickHouse的非結構化數據的處理方法和裝置)	Invention patent	Chenqi Mobility	PRC	202210232023X	June 3, 2022	March 9, 2042
23.	A method and system for improving the utilization rate of online car-hailing capacity (一種提升網約車的運力利用率的方法及系統)	Invention patent	Chenqi Mobility	PRC	2022102439709	August 5, 2022	March 13, 2042
24.	A method and device for online car-hailing multi-level downgrade billing (一種網約車多級兜底降級計費的方法及裝置)	Invention patent	Chenqi Mobility	PRC	2022102439554	June 17, 2022	March 13, 2042
25.	Advertisement pushing method and device and electronic equipment (一種廣告推送方法、裝置及電子設備)	Invention patent	Chenqi Mobility	PRC	202010956419X	January 24, 2023	September 10, 2040
26.	Adaptive adsorption method and system for recommending boarding points (一種自適應的推薦上車點的吸附方法及系統)	Invention patent	Chenqi Mobility	PRC	2021103501702	May 26, 2023	March 30, 2041
27.	Charging station grouping query method and system based on navigation distance sorting (一種基於導航距離排序的充電站分組查詢方法及系統)	Invention patent	Chenqi Mobility	PRC	2021103524738	May 23, 2023	March 30, 2041

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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
28.	Method and system for mobile terminal to call module through routing protocol (一種移動端通過路由協議進行模塊調用的方法和系統)	Invention patent	Chenqi Mobility	PRC	2020109555241	June 23, 2023	September 10, 2040
29.	Method and system for enhancing stability of network vehicle-closing wind control system (一種增強網約車風控系統穩定性的方法及系統)	Invention patent	Chenqi Mobility	PRC	2021115448754	June 23, 2023	December 15, 2041
30.	Elasticsearch and MySQL combined query method and device (一種Elasticsearch與MySQL的聯合查詢方法和裝置)	Invention patent	Chenqi Mobility	PRC	2021113722307	May 12, 2023	November 17, 2041
31.	Matching method and system for windward orders (一種順風車訂單的撮合方法、系統)	Invention patent	Chenqi Mobility	PRC	2022106457956	April 7, 2023	June 8, 2042
32.	Method and device for monitoring and avoiding road abnormality in real time, storage medium and electronic equipment (一種道路異常的實時監測與規避的方法、裝置、存儲介質及電子設備)	Invention patent	Chenqi Mobility	PRC	2021103085355	August 1, 2023	March 22, 2041
33.	A method and device for converting a third-party interface into a system standard interface (一種將第三方接口轉化為系統標準接口的方法及裝置)	Invention patent	Chenqi Mobility	PRC	2022106029173	August 22, 2023	May 29, 2042

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No.	Patent name	Type	Patentee	Place of registration	Patent number	Grant date	Expiry date
34.	An intelligent scheduling method and system for alleviating congestion during peak hours (一種緩解高峰期擁堵的智能調度方法及系統)	Invention patent	Chenqi Mobility	PRC	2021103085548	December 19, 2023	March 22, 2041
35.	A method and device for recommending disembarkation points based on specific scenarios (一種基於特定場景的下車點推薦方法及裝置)	Invention patent	Chenqi Mobility	PRC	2021103042720	December 22, 2023	March 21, 2041
36.	A method and system for mobile web requests with redundant function variable names (一種具有備用域名的移動端網絡請求的方法和系統)	Invention patent	Chenqi Mobility	PRC	2020109555129	September 5, 2023	September 10, 2040
37.	A method and system for recognizing the location of street view and obtaining panoramic pictures (一種街景識別定位並獲取全景圖片的方法及系統)	Invention patent	Chenqi Mobility	PRC	2020109555148	December 22, 2023	September 10, 2040
38.	A method and system for uploading files based on a complex network architecture (一種基於複雜網絡架構的文件上傳的方法及系統)	Invention patent	Chenqi Mobility	PRC	2020109555114	September 29, 2023	September 10, 2040

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**(c) Copyrights**

As of the Latest Practicable Date, we had registered the following software copyrights which we consider to be or may be material to our business.

No.	Copyright	Version	Place of registration	Registration number	Registration date
1.	Qiyuan vehicle management system (祺源車務管理系統)	V1.0	PRC	2020SR1593516	November 17, 2020
2.	Qiyuan management system (祺源司管系統)	V1.0	PRC	2020SR1593515	November 17, 2020
3.	Saas franchisee operation management system (Saas加盟商運營管理系統)	V1.0	PRC	2020SR1593517	November 17, 2020
4.	Ruqi Mobility Mini Program Software (如祺出行小程序軟件)	V1.6.3	PRC	2020SR1593514	November 17, 2020
5.	Ruqi Mobility marketing system (如祺出行營銷系統)	V1.0	PRC	2020SR1590358	November 17, 2020
6.	Franchise management system (加盟商管理系統)	V1.0	PRC	2020SR1590359	November 17, 2020
7.	Ruqi Mobility (Enterprise Edition) self-service car management platform (如祺出行(企業版)用車自助管理平臺)	V1.7	PRC	2021SR0291983	February 24, 2021
8.	Ruqi Mobility (Enterprise Edition) hailing software (如祺出行(企業版)打車軟件)	V1.7	PRC	2021SR0315301	March 1, 2021
9.	Ruqi Mobility Enterprise Edition (IOS) (如祺出行企業版(IOS))	V1.0.0	PRC	2019SRE020738	October 9, 2019
10.	Ruqi Mobility Enterprise Edition (Android) (如祺出行企業版(安卓))	V1.0.0	PRC	2019SRE020724	October 9, 2019
11.	Ruqi Mobility driver terminal IOS (如祺出行司機端IOS)	V1.0	PRC	2019SRE012772	April 24, 2019
12.	Ruqi Mobility IOS (如祺出行IOS)	V1.0	PRC	2019SRE012768	April 24, 2019
13.	Ruqi Mobility driver terminal (如祺出行司機端)	V1.0	PRC	2019SRE012766	April 24, 2019
14.	Ruqi Mobility (如祺出行)	V1.0	PRC	2019SRE012763	April 24, 2019
15.	Ruqi Qixiao DevOps platform (如祺祺效DevOps平臺)	V1.0	PRC	2023SR0771026	June 30, 2023
16.	Robotaxi operation supervision platform (Robotaxi運營監管平臺)	V1.0	PRC	2023SR1077044	September 15, 2023

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No.	Copyright	Version	Place of registration	Registration number	Registration date
17.	Ruqi selected driver terminal (如祺特選司機端APP)	V1.0	PRC	2023SR1681183	December 19, 2023
18.	Ruqi invoice management system (如祺發票管理系統)	V1.0	PRC	2023SR0936281	August 15, 2023
19.	Ruqi Mobility chauffeur driver terminal (如祺代駕司機軟件)	V1.0	PRC	2022SR1108984	August 12, 2022

**3. Domain names**

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

No.	Domain name	Registered owner	Registration date	Expiry date
1.	ruqimobility.cn	Qichen Technology	March 2, 2019	March 2, 2025
2.	ruqimobility.com	Qichen Technology	January 21, 2019	January 21, 2025
3.	xmsxx.com	Xiamen Suixiang	February 21, 2023	February 21, 2025

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

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

**1. Disclosure of Interests**

Save as disclosed below, immediately following completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis immediately upon the completion of the [REDACTED]), so far as our Directors are aware, none of the Directors or chief executive of the Company has any interests or short positions in the Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange once the Shares are listed thereon.

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*(i) Interest in Shares of our Company*

<b>Name of Director</b>	<b>Nature of interest<sup>(1)</sup></b>	<b>Number of securities immediately after the [REDACTED]</b>	<b>Approximate percentage of interest in our Company immediately after the [REDACTED]<sup>(2)</sup></b>
Mr. Jiang	Beneficial owner	880,000 <sup>(3)</sup>	[REDACTED]%

*Notes:*

- (1) All interests stated are long position.
- (2) Assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Ordinary Shares on a one-to-one basis.
- (3) The interest comprises 660,000 underlying Shares in respect of the Options granted pursuant to the [REDACTED] Equity Incentive Plan, as well as 110,000 Shares and 110,000 underlying Shares in respect of the Restricted Stock granted pursuant to the [REDACTED] Equity Incentive Plan. Details of the Options and Restricted Stock granted to Mr. Jiang are set out in “ – D. Share Incentive Scheme”.

**2. Substantial Shareholders**

For information on the persons who will, immediately following the completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis immediately upon the completion of the [REDACTED]), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, please refer to the section headed “Substantial Shareholders” in this Document.

Save as set out above, so far as is known to any Director or chief executive of the Company, no other person (other than a Director or chief executive of the Company) will, immediately following completion of the [REDACTED], have interests or short positions in the Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, 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 member of the Group.

**3. Directors’ Service Contracts and Appointment Letters**

*Executive Directors*

Each of our executive Directors has entered into a service contract with our Company. Pursuant to this agreement, [they agreed to act as executive Directors for an initial term of three years with effect from the date the appointment is approved by the



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Board or until the third annual general meeting of our Company after the [REDACTED] (whichever is earlier). Either party has the right to give not less than three months’ written notice to terminate the agreement.] Details of the Company’s remuneration policy are set out in the section headed “Directors and Senior Management – Remuneration of Our Directors and Senior Management”.

### *Non-executive Directors*

Each of our non-executive Directors has entered into an appointment letter with our Company. [Their appointment as a Director shall continue for three years after or until the third annual general meeting of the Company after the [REDACTED], whichever is earlier (subject to retirement as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months’ prior notice in writing. Under the appointment letter, the non-executive Directors are not entitled to receive annual salaries in their capacity as non-executive Director.]

### *Independent Non-executive Directors*

Each of our independent non-executive Directors has entered into an appointment letter with our Company. [The initial term of their appointment shall be three years from the date of this Document or until the third annual general meeting of the Company after the [REDACTED], whichever is earlier (subject to retirement as and when required under the Articles of Association) until terminated in accordance with the terms and conditions of the appointment letter or by either party giving to the other not less than three months’ prior notice in writing.]

## **4. Directors’ Remuneration**

The remuneration of our Directors is paid in the form of fees, salaries, allowances, other benefits, discretionary bonuses, retirement scheme contributions and equity-settled share-based payments. The aggregate amount of remuneration (including fees, salaries, allowances, other benefits, discretionary bonuses, retirement scheme contributions and equity-settled share-based payments) of our Directors for the years ended December 31, 2021, 2022 and 2023 was RMB8.9 million, RMB7.9 million and RMB5.9 million, respectively.

Under the arrangement currently in force, the total remuneration (including fees, salaries, allowances, other benefits, discretionary bonuses, retirement scheme contributions and equity-settled share-based payments) payable to our Directors for the year ending December 31, 2024 is estimated to be RMB3.6 million.

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

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### 5. Disclaimers

Save as disclosed in this Document:

- (a) there are no existing or proposed service contracts (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation)) between the Directors and any member of the Group;
- (b) none of the Directors or the experts named in the section headed “— E. Other Information – 8. Qualifications and Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this Document, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (c) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any Shares in or debentures of the Company within the two years ended on the date of this Document; and
- (d) none of the Directors is materially interested in any contract or arrangement subsisting at the date of this Document which is significant in relation to the business of the Group taken as a whole.

### D. SHARE INCENTIVE SCHEME

#### (a) Summary

The following is a summary of the principal terms of the [REDACTED] Equity Incentive Plan of our Company approved by the Board on July 14, 2021 and as amended from time to time. The terms of the [REDACTED] Equity Incentive Plan are not subject to the provisions of Chapter 17 of the Listing Rules as it will not involve the grant of awards by us after the [REDACTED].

#### (b) Purpose

The purpose of the [REDACTED] Equity Incentive Plan is to attract, retain and motivate the officers, directors and employees of our Group, and to promote the success of our Group’s business by providing them with appropriate incentives and rewards either through a proprietary interest in the long-term success of our Group or compensation based on fulfilling certain performance goals.

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### (c) Administration

The executive committee designated by the Board to administer the [REDACTED] Equity Incentive Plan (“**Committee**”) shall have full power to interpret and administer the [REDACTED] Equity Incentive Plan and full authority to select the Directors and the key management officers or other employees (“**Employee(s)**”) of our Group. All actions taken and all interpretations and determinations made by the Committee shall be final and binding upon the Participants, our Company and all other interested individuals. To the extent permitted by the applicable laws, the Committee may from time to time delegate to one or more directors or officers of Zhixing BVI the authority to grant or amend awards (“**Award(s)**”) or to take other administrative actions pursuant to this paragraph. Any delegation hereunder shall be subject to the restrictions and limits that the Committee specifies at the time of such delegation, and the Committee may at any time rescind the authority so delegated or appoint a new delegate.

### (d) Eligibility and Participation

#### (i) Eligibility

Participants (“**Participant(s)**”) will consist of such Employees and Directors as the Committee in its sole discretion determines and whom the Committee may designate from time to time to receive Awards under the [REDACTED] Equity Incentive Plan, provided that the Board shall determine the eligibility of the Participant if such Participant is a member of the Committee.

#### (ii) Type of Award

Awards under the [REDACTED] Equity Incentive Plan may be granted in any one or a combination of: (a) options granted from time to time under the [REDACTED] Equity Incentive Plan as set out in paragraph (f) (“**Option**”); (b) Awards granted under the [REDACTED] Equity Incentive Plan as set out in paragraph (g) (“**Restricted Stock**”); and (c) rights granted under the [REDACTED] Equity Incentive Plan as set out in paragraph (h) (“**Other Stock-Based Awards**”). Awards granted under the [REDACTED] Equity Incentive Plan shall be evidenced by an award agreement (which need not be identical, “**Award Agreement(s)**”) that provide additional terms and conditions associated with such Awards, as determined by the Committee in its sole discretion; provided, however, that in the event of any conflict between the provisions of the [REDACTED] Equity Incentive Plan and any such Award Agreement, the provisions of the [REDACTED] Equity Incentive Plan shall prevail.

### (e) Shares Subject to the [REDACTED] Equity Incentive Plan and Maximum Awards

#### (i) Number of Shares Available for Awards

Subject to adjustment as provided in the [REDACTED] Equity Incentive Plan, the maximum number of Shares available for issuance to Participants pursuant to Awards under the [REDACTED] Equity Incentive Plan shall be 10,000,000 Shares.

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In the event that any outstanding Award expires, is forfeited, canceled or otherwise terminated without consideration (i.e., Shares or cash) therefor, the Shares subject to such Award, to the extent of any such forfeiture, cancelation, expiration, termination or settlement for cash, shall again be available for Awards under the [REDACTED] Equity Incentive Plan. If the Committee authorizes the assumption under the [REDACTED] Equity Incentive Plan, in connection with any merger, consolidation, acquisition of property or stock, or reorganization, of awards granted under another plan, such assumption shall not reduce the maximum number of Shares available for issuance under the [REDACTED] Equity Incentive Plan.

### *(ii) Terms of Awards*

The term of each Award shall be stated in the Award Agreement; provided, that the term shall be no more than twelve (12) years from the date of grant thereof.

### **(f) Options**

#### *(i) Grant of Options*

The Committee is authorized to grant Options to Participants. Each Option shall permit a Participant to purchase from our Company a stated number of Shares at a purchase price per Share subject to an Option (“**Option Price**”) established by the Committee, subject to the terms and conditions described in the [REDACTED] Equity Incentive Plan and to such additional terms and conditions, as established by the Committee, in its sole discretion, that are consistent with the provisions of the [REDACTED] Equity Incentive Plan. Options shall be designated as either Options that is not a qualified US stock option (“**Incentive Stock Option(s)**”) or Options intended to meet the requirements of an incentive stock option as defined in Section 422 of the U.S. Internal Revenue Code of 1986, as amended from time to time and designated as a qualified US stock option in accordance with the [REDACTED] Equity Incentive Plan.

#### *(ii) Terms of Option Grant*

Unless otherwise determined by the Committee, the Option Price to any Participant who becomes an Employee or Director of any company of our Group before our Company’s execution of the definitive share subscription agreement or similar agreement in connection with its first equity financing after the Effective Date (the “**Current Participant(s)**”) shall be RMB10.00 per Share and that to any Participant who is not a Current Participant shall be determined by the Committee in its sole discretion.

#### *(iii) Vesting Schedule*

Unless otherwise determined by the Committee at its sole discretion and provided in the Award Agreements, (a) the Shares underlying an Option granted to a Participant whose service begins on or after January 1, 2020 shall vest in equal installments on the first anniversary of the date of grant and each of the second, third and fourth anniversaries of the date of grant; and

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(b) with respect to the Option granted to a Participant whose service began before January 1, 2020, 50% of the Shares underlying an Option shall vest on the first anniversary of the date of grant and the remaining 50% of the Shares underlying an Option shall vest in equal installments on the second and third anniversaries of the date of grant, respectively.

### *(iv) Exercise of Options*

Options granted under the [REDACTED] Equity Incentive Plan shall be exercisable at such times and be subject to such restrictions and conditions as the Board or the Committee shall in each instance approve, which terms and restrictions need not be the same for each grant or for each Participant. Unless an Award Agreement otherwise permits, Options shall not be exercisable until and upon the consummation of the first bona fide firm commitment [REDACTED] of Shares which is approved in accordance with the terms of the shareholders agreement dated May 16, 2019 and our Company's memorandum and articles of association and the Shares are listed on The Nasdaq Stock Market, the New York Stock Exchange, the Stock Exchange, or such other recognized stock exchange outside of or in the PRC ("[REDACTED]") of our Company.

### *(v) Termination*

The Committee shall establish and set forth in the applicable Award Agreement the terms and conditions upon which an Option shall remain exercisable, if at all, following termination of a Participant's continued service, which provisions may be waived or modified by the Board at any time. To the extent that an Award Agreement does not specify the terms and conditions upon which an Option shall terminate upon termination of a Participant's continuous service, the following provisions shall apply:

- (a) **Termination other than for Cause.** In the event of termination of a Participant's continued service (including as a result of such Participant's disability, death or retirement, and, in respect of the chief executive officer of the Group, resignation as requested by his appointing parent company) other than under the circumstances set forth in subsections (b) through (c) below, such Participant's may exercise any outstanding vested Option at any time within sixty (60) months following such termination (or such later date as the Board may determine), provided that if no [REDACTED] shall have been consummated by expiration of the aforesaid sixty (60) months, all of the outstanding vested Options shall have been forfeited and canceled without consideration; and all of the unvested Options shall be immediately terminated, forfeited and canceled without consideration upon such termination.

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- (b) **Termination for Cause.** In the event of termination of a Participant's continued service for the Participant's refusal or failure to perform any of his or her duties and responsibilities as determined from time to time by the applicable Group Company ("**Cause**"), any outstanding Option (vested or not) held by such Participant shall immediately terminate in its entirety upon first notification to the Participant of termination of his or her continued service for Cause. If a Participant's continued service is suspended pending an investigation of whether his or her continued service will be terminated for Cause, all of the Participant's rights under any Option, including the right to exercise the Option, shall be suspended during the investigation period. Nothing in this paragraph shall in any way limit our Company's right to forfeit vested Shares issued upon exercise of an Option as set forth in the applicable Award Agreement.
  
- (c) **Voluntary Termination.** In the event of voluntary termination of a Participant's continued service and the period of his or her continued service from the date of the grant of the Award is less than two (2) years, any outstanding Option (vested or not) held by such Participant shall immediately terminate in its entirety upon the notice by the Participant of termination of his or her continued service. In the event of voluntary termination of a Participant's continued service and the period of his or her continued service from the date of the grant of the Award is longer than two (2) years, such Participant's may exercise any outstanding vested Option at any time within thirty-six (36) months following such termination (or such later date as the Board may determine), provided that if no [REDACTED] shall have been consummated by expiration of the aforesaid thirty-six (36) months, all of the outstanding vested Options shall have been forfeited and canceled without consideration; and all of the unvested Options shall be immediately terminated, forfeited and canceled without consideration upon such termination.
  
- (d) **Termination upon Liquidation of our Company.** In the event of the [REDACTED] Equity Incentive Plan is terminated upon liquidation or dissolution of our Company, any outstanding Option (vested or not) granted under the [REDACTED] Equity Incentive Plan shall immediately terminate in its entirety at the time as determined by the Board in its sole discretion.

(v) *Method of Exercise*

Except as otherwise provided in the [REDACTED] Equity Incentive Plan or in an Award Agreement, an Option may be exercised for all, or from time to time any part, of the Shares for which it is then exercisable.

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### **(g) Restricted Stock**

#### ***(i) Grant of Restricted Stock***

The Board is authorized to grant Restricted Stock to Participants. An Award of Restricted Stock is a grant by the Board of a specified number of Shares to the Participant, which Shares are subject to forfeiture upon the occurrence of specified events. Current Participants shall be awarded Restricted Stock in exchange for consideration of RMB10.00 per Share and the Participants who are not Current Participants shall be awarded Restricted Stock in exchange for consideration determined by the Board at its sole discretion.

#### ***(ii) Terms of Restricted Stock Awards***

Each Award Agreement evidencing a Restricted Stock grant shall specify the period during which Restricted Stock awarded under the [REDACTED] Equity Incentive Plan is restricted ("Restriction Period(s)"), the number of Shares of Restricted Stock subject to the Award, the purchase price, if any, of the Restricted Stock, the performance, employment, or other conditions (including the termination of a Participant's service whether due to death, disability or other reason) under which the Restricted Stock may be forfeited to our Company and such other provisions as the Board shall determine.

#### ***(iii) Voting and Dividend Rights***

The Board shall determine and set forth in a Participant's Award Agreement whether or not a Participant holding Restricted Stock granted hereunder shall have the right to exercise voting rights with respect to the Restricted Stock during the Restriction Period (the Board may require a Participant to grant an irrevocable proxy and power of substitution under the relevant grant agreement to the effect that the voting rights in respect of the Shares underlying the unvested Restricted Stock shall be granted to and exercised by the Board or any person designated by the Board) and/or have the right to receive dividends on the Restricted Stock during the Restriction Period (and, if so, on what terms).

#### ***(iv) Performance Goals***

The Board may condition the grant of Restricted Stock or the expiration of the Restriction Period upon the Participant's achievement of one or more performance goal(s) specified in the Award Agreement. If the Participant fails to achieve the specified performance goal(s), the Board shall not grant the Restricted Stock to such Participant or the Participant shall forfeit the Award of Restricted Stock to our Company, as applicable.

### **(h) Other Stock-Based Awards**

The Board, in its sole discretion, may grant Awards of Shares and Awards that are valued, in whole or in part, by reference to, or are otherwise based on the fair market value of, Shares, including without limitation, restricted stock units, dividend equivalent rights, and other phantom awards.

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### (i) Adjustments

#### (i) *Adjustments in Authorized Shares*

In the event of any corporate event or transaction involving our Company and/or a subsidiary of our Company such as a merger, consolidation, reorganization, recapitalization, separation, stock dividend, stock split, reverse stock split, split up, spin-off, combination of Shares, exchange of Shares, dividend in kind, extraordinary cash dividend, amalgamation, or other like change in capital structure (other than normal cash dividends to shareholders of our Company), or any similar corporate event or transaction, the Board, to prevent dilution or enlargement of Participants' rights under the [REDACTED] Equity Incentive Plan, shall substitute or adjust, in its sole discretion, the number and kind of Shares or other property that may be issued under the [REDACTED] Equity Incentive Plan or under particular forms of Awards, the number and kind of Shares or other property subject to outstanding Awards, the Option Price, grant price or purchase price applicable to outstanding Awards, the annual award limits, and/or other value determinations (including performance conditions) applicable to the [REDACTED] Equity Incentive Plan or outstanding Awards.

### (j) Duration; Amendment, Modification, Suspension and Termination

#### (i) *Duration of Plan*

The [REDACTED] Equity Incentive Plan shall become effective on July 14, 2021 (the "**Effective Date**") after approved by the shareholders of our Company. Unless sooner terminated as provided in sub-paragraph (ii) below, the [REDACTED] Equity Incentive Plan shall terminate on the twelfth anniversary of the Effective Date.

#### (ii) *Amendment, Modification, Suspension and Termination of Plan*

Subject to the terms of the [REDACTED] Equity Incentive Plan, the Board may amend, alter, suspend, discontinue or terminate the [REDACTED] Equity Incentive Plan or any portion thereof or any Award (or Award Agreement) hereunder or approve a subplan pursuant to the terms of the [REDACTED] Equity Incentive Plan at any time, in its sole discretion, provided, that, no action taken by the Committee shall adversely affect in any material respect the rights granted to any Participant under any outstanding Awards (other than pursuant to paragraph(i)) without the approval of the Board.



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**(k) Details of the Option and Restricted Stock awarded or granted under the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date**

As of the Latest Practicable Date, the maximum number of Shares underlying the [REDACTED] Equity Incentive Plan is 10,000,000 Shares, representing approximately 5.68% of the issued share capital of our Company as at the Latest Practicable Date and approximately [REDACTED]% of the total issued share capital of our Company immediately following the completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis). Any number of Shares underlying the Options and Restricted Stocks which have not been awarded or granted under the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date shall be awarded or granted before [REDACTED].

Application has been made to the Stock Exchange for the listing of and permission to deal in the 10,000,000 Shares that will be allotted and issued pursuant to the [REDACTED] Equity Incentive Plan.

**(i) *Details of the Option granted under the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date***

As of the Latest Practicable Date, Options to subscribe for an aggregate of 7,383,288 Shares, representing approximately 4.20% of the issued share capital of our Company as at the Latest Practicable Date and approximately [REDACTED]% of the total issued share capital of our Company immediately following the completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis), had been granted to 203 grantees. As of the Latest Practicable Date, no Options granted under the [REDACTED] Equity Incentive Plan have been exercised.

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

Details of the Options granted pursuant to the [REDACTED] Equity Incentive Plan to our Directors and senior management (no Options under the [REDACTED] Equity Incentive Plan have been granted to other connected persons of our Company) as of the Latest Practicable Date are set out below:

Name	Address	Position(s) held within our Group	Date of grant	Exercise price (RMB)	Vesting period <sup>(1)</sup>	Number of Shares underlying the Options as of the Latest Practicable Date	Approximate percentage of enlarged issued share capital of our Company immediately after completion of the [REDACTED] <sup>(2)</sup>
Mr. Jiang Hua (蔣華)	Room 903, No. 51 Yongsheng Street, Yuexiu District, Guangzhou City, Guangdong Province, China	Executive Director and chief executive officer	July 21, 2021	10.00	B	660,000	[REDACTED]%
Dr. Song Deqiang (宋德強)	Room 2101, Unit 2, 18th Floor, Building 5, Donghuwan East, No. 6 Lize West Street, Chaoyang District, Beijing, China	Chief technology officer	July 21, 2022	20.2794	A	266,280	[REDACTED]%
Mr. Han Feng	Yixin Garden, Xinghewan, Dashi Street, Panyu District, Guangzhou City, Guangdong Province, China	Chief operating officer	July 21, 2021	10.00	B	540,000	[REDACTED]%
Mr. Sun Lei (孫雷)	Room 1702, Building B, Hua Biao Tao Jing Wan, Binjiang Street Road, Haizhu District, Guangzhou City, Guangdong Province, China	Vice president	July 21, 2021	10.00	A	360,000	[REDACTED]%
<b>Total</b>						<b>1,826,280</b>	<b>[REDACTED]%</b>

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As of the Latest Practicable Date, Options to subscribe for an aggregate of 5,557,008 Shares had been granted to [199] grantees, including [179] employees and [20] former employees of our Company, who are not Directors, senior management nor connected persons of our Company (the “**Other Grantees**”). We set forth below the information on the Options granted to the Other Grantees under the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date.

Range of Shares underlying the Options granted under the [REDACTED] Equity Incentive Plan	Total number of grantees	Dates of grant	Exercise price (RMB)	Vesting period <sup>(1)</sup>	Number of Shares underlying the Options as of the Latest Practicable Date	Approximate percentage of enlarged issued share capital of our Company immediately after completion of the [REDACTED] <sup>(2)</sup>
1 to 9,999	63	July 21, 2021 to July 21, 2023	10.00 to 30.44	A	248,807	[REDACTED]%
10,000 to 99,999	123	July 21, 2021 to May 20, 2024	10.00 to 30.44	A; B	3,126,851	[REDACTED]%
100,000 or above	13	July 21, 2021 to May 20, 2024	10.00 to 30.44	A; B	2,181,350	[REDACTED]%
<b>Total</b>	<b>199</b>				<b>5,557,008</b>	<b>[REDACTED]%</b>

Notes:

(1) Please refer to different categories of vesting schedules below:

Category	Vesting schedule
A	The Shares underlying the Option shall vest in equal installments on the first anniversary of the date of grant and each of the second, third and fourth anniversaries of the date of grant
B	50% of the Shares underlying the Option shall vest on the first anniversary of the date of grant and the remaining 50% of the Shares underlying an Option shall vest in equal installments on the second and third anniversaries of the date of grant respectively

(2) Assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis immediately upon the completion of the [REDACTED].

There is no potential dilution effect on the shareholding as the Shares underlying the Options granted under the [REDACTED] Equity Incentive Plan are already in issue. The effect of the exercise of such Options on earnings per Share would be anti-dilutive as our Group recorded net loss during the Track Record Periods.

**APPENDIX IV STATUTORY AND GENERAL INFORMATION**

*(i) Details of the Restricted Stock awarded under the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date*

As of the Latest Practicable Date, the aggregate number of Shares underlying the granted Restricted Stock is 781,260, representing approximately 0.53% of the issued share capital of our Company as at the Latest Practicable Date and approximately [REDACTED]% of the total issued share capital of our Company immediately following the completion of the [REDACTED] (assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis).

Details of the Restricted Stock awarded to a total of 6 awardees pursuant to the [REDACTED] Equity Incentive Plan as of the Latest Practicable Date are set out below:

Name	Address	Position(s) held within our Group	Date of grant	Consideration (RMB)	Number of Shares underlying the Restricted Stock awarded as of the Latest Practicable Date	Approximate percentage of enlarged issued share capital of our Company immediately after completion of the [REDACTED] <sup>(1)</sup>
Mr. JIANG Hua (蔣華)	Room 903, No. 51 Yongsheng Street, Yuexiu District, Guangzhou City, Guangdong Province, China	Executive Director and chief executive officer	July 21, 2021	10.00	220,000	[REDACTED]%
Dr. SONG Deqiang (宋德強)	Room 2101, Unit 2, 18th Floor, Building 5, Donghuwan East, No. 6 Lize West Street, Chaoyang District, Beijing, China	Chief technology officer	July 21, 2022	20.2794	88,760	[REDACTED]%
Mr. HAN Feng	Yixin Garden, Xinghewan, Dashi Street, Panyu District, Guangzhou City, Guangdong Province, China	Chief operating officer	July 21, 2021	10.00	180,000	[REDACTED]%
Mr. SUN Lei (孫雷)	Room 1702, Building B, Hua Biao Tao Jing Wan, Binjiang Street Road, Haizhu District, Guangzhou City, Guangdong Province, China	Vice president	July 21, 2021	10.00	120,000	[REDACTED]%
2 other awardees	-	-	July 21, 2021	10.00	172,500	[REDACTED]%
<b>Total</b>					<b>781,260</b>	<b>[REDACTED]%</b>

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## APPENDIX IV STATUTORY AND GENERAL INFORMATION

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*Notes:*

- (1) Assuming the Share Cancellation has been completed and all Preferred Shares have been converted into the Shares on a one-to-one basis immediately upon the completion of the [REDACTED].
- (2) The Shares underlying the Restricted Stock shall vest in equal installments on the first anniversary of the date of grant and each of the second, third and fourth anniversaries of the date of grant.

### 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, 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 the Directors to be pending or threatened by or against our Group, that would have a material adverse effect on our business, finance condition or results of operations.

#### 3. Joint Sponsors

Each of Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of RMB3 million for acting as the sponsors for the [REDACTED].

[REDACTED]

#### 4. Preliminary Expenses

The Company did not incur any material preliminary expenses.

#### 5. No Material Adverse Change

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

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### 6. Promoters

Our Company has no promoter for the purpose of the Listing Rules. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this Document within the two years immediately preceding the date of this Document.

### 7. Taxation of Holders of Shares

#### *Hong Kong*

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty. The current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

#### *Cayman Islands*

No stamp duty is payable in the Cayman Islands on the transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

#### *Consultation with professional advisors*

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, our Directors or the other parties involved in the [REDACTED] can accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

### 8. Qualifications and Consents of Experts

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

<b>Name</b>	<b>Qualification</b>
China International Capital Corporation Hong Kong Securities Limited	A licensed corporation under the SFO for type 1 (dealing in securities), type 2 (dealing in futures contracts), type 4 (advising on securities), type 5 (advising on futures contracts) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO

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<b>Name</b>	<b>Qualification</b>
Huatai Financial Holdings (Hong Kong) Limited	A licensed corporation under the SFO for 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
ABCI Capital Limited	A licensed corporation under the SFO for type 1 (dealing in securities) and type 6 (advising on corporate finance) of the regulated activities as defined under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Haiwen & Partners	Legal advisors as to PRC law to our Company
King & Wood Mallesons	Legal advisors as to PRC data compliance law to our Company
Maples and Calder (Hong Kong) LLP	Legal advisors as to Cayman Islands laws to our Company
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

Each of the experts named above has given and has not withdrawn its consent to the issue of this Document with the inclusion of its report, letter, and/or legal opinion (as the case may be) and references to its name included in the form and context in which it respectively appears.

**9. Binding Effect**

This Document shall have the effect, if an application is made pursuant to 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 Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong). In the event of any discrepancies between the English language version and the Chinese language version of this Document, the English language version shall prevail.

### 11. Miscellaneous

- (a) Save as disclosed in this Document, within the two years immediately preceding the date of this Document:
  - (i) neither we nor any of our major 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 major subsidiaries and operating entities is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no commission, discounts, brokerage or other special terms have been granted in connection with the issuance or sale of any shares or loan capital of any major subsidiary and operating entities; and
  - (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 major subsidiaries and operating entities.
  
- (b) Save as disclosed in this Document:
  - (i) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued;
  - (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;



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- (iii) the principal register of members of our Company will be maintained in the Cayman Islands by [REDACTED] and a branch register of members of our Company will be maintained in Hong Kong by the [REDACTED]. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Company’s share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to [REDACTED];
- (iv) no company within our Group is presently listed on any stock exchange or traded on any trading system;
- (v) our Company has no outstanding convertible debt securities or debentures;
- (vi) there is no arrangement under which future dividends are waived or agreed to be waived;
- (vii) none of the persons whose names are listed in the paragraph headed “— E. Other Information – 8. Qualifications and Consents of Experts” above is interested beneficially or non-beneficially in any shares in any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for, any securities in any member of our Group; and
- (viii) there is no restriction affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong.