

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Predecessor Company was established as a limited liability company under the laws of the PRC on 28 May 2018 under the name of “Anhui Conch New Materials Technology Co., Ltd.”* (安徽海螺新材料科技有限公司) with an initial registered capital of RMB100,000,000. On 15 July 2022, our Predecessor Company was converted into a joint stock company with limited liability and its Chinese name was renamed from “安徽海螺新材料科技有限公司” to “安徽海螺材料科技股份有限公司”. Our registered office is at No. 1-301, G Zone, Jiangbei New District Construction Headquarters, Wuhu City, 150 Meters South of Tongjiang Avenue, Wanjiang Jiangbei Emerging Industry Concentration Zone (except the Trusteeship Area), Wuhu City, Anhui Province, the PRC (中國安徽省蕪湖市皖江北新區產業集中區(除托管區域外)通江大道南側150米蕪湖市江北新區建設指揮部G區1-301號). Our Company has established a place of business in Hong Kong at Room 1920, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and have been registered with the [REDACTED] as a non-Hong Kong company under Part 16 of the Companies Ordinance on 6 December 2023. Mr. Lee Leong Yin has been appointed as the authorised representatives of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong. The address for service of process on our Company in Hong Kong is the same as its principal place of business in Hong Kong as set out above.

As a company incorporated in the PRC, our operations, corporate structure and Articles of Association are subject to the relevant PRC laws and regulations. A summary of the relevant provisions of our Articles of Association is set out in Appendix III.

2. Changes in share capital of our Company

Upon the establishment of our Predecessor Company under the laws of the PRC on 28 May 2018, our initial registered capital was RMB100,000,000, which has been fully paid up. Set out below are the changes of our registered capital/share capital since the date of incorporation up to the date of this document:

- (a) pursuant to a capital injection agreement dated 28 October 2018, the registered capital of our Predecessor Company was increased from RMB100,000,000 to RMB138,000,000, where Hubei Xintongling contributed RMB38,000,000;
- (b) on 15 July 2022, our Predecessor Company was converted from a limited liability company into a joint stock company with limited liability with a registered capital of RMB361,560,000 divided into 361,560,000 Shares of RMB1.00 per Share;

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- (c) pursuant to a capital injection agreement dated 13 January 2023, our Company issued and allotted a total of 73,360,000 Shares with a nominal value of RMB1.00 each to Kegai Ceyuan LP, CCB Financial Asset Investment, Anhui Huiyuan LP, Anhui Zhongan LP, Wuhu Industrial Fund and Wuhu Longmen LP and hence the total issued share capital of our Company was increased to RMB434,920,000 divided into 434,920,000 Shares;

Upon completion of the [REDACTED] and assuming that the [REDACTED] is not exercised, our total issued share capital will be [REDACTED] Shares, consisting of [REDACTED] Unlisted Shares and [REDACTED] H Shares, which represent approximately [REDACTED] and [REDACTED] of our total issued share capital, respectively.

Upon completion of the [REDACTED] and assuming that the [REDACTED] is fully exercised, our total issued share capital will be [REDACTED] Shares, consisting of [REDACTED] Unlisted Shares and [REDACTED] H Shares, which represent approximately [REDACTED] and [REDACTED] of our total issued share capital, respectively.

For further details, see “History and Corporate Development” in this document. Save as disclosed above, there has been no alteration in our share capital since our establishment.

3. Resolutions of our Shareholders passed at our Company’s extraordinary general meeting

At the extraordinary general meeting held on 15 November 2023, among other things, the following resolutions were passed by our Shareholders:

- (a) the issue by our Company of not more [REDACTED] H Shares with a nominal value of RMB1.0 each (representing approximately [REDACTED] of the total number of issued Shares of our Company immediately following the completion of the [REDACTED]) and the granting of the [REDACTED] in respect of no more than [REDACTED] H Shares (representing [REDACTED] of the number of H Shares issued as abovementioned), and the [REDACTED] of such H Shares on the Main Board of the Stock Exchange;
- (b) subject to CSRC’s notification on completion of filing procedure, upon completion of the [REDACTED], the conversion of [REDACTED] Unlisted Shares held by our existing Shareholders into H Shares and the [REDACTED] of such H Shares on the Main Board of the Stock Exchange;
- (c) subject to the completion of the [REDACTED], the Articles has been approved and adopted with effect from the [REDACTED], and our Board be authorised to amend our Articles in accordance with any comments from the Stock Exchange and the relevant PRC regulatory authorities;

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- (d) subject to the completion of the [REDACTED], our Board has been granted a general mandate to allot and issue H Shares at anytime within a period up to the date of the conclusion of the next annual general meeting of the Shareholders or the date on which our Shareholders pass a resolution to revoke or change such mandate, whichever is earlier, upon such terms and conditions and for such purposes as our Board in their absolute discretion deem fit, provided that, the number of H Shares to be issued shall not exceed [REDACTED] of the number of H Shares in issue as at the [REDACTED]; and
- (e) our Board be and was thereby authorised to handle all relevant matters relating to, among other things, the issue and [REDACTED] of the H Shares.

4. Change in share capital of our subsidiaries

Our subsidiaries are referred to in the Accountants’ Report set out in Appendix I to this document and “History and Corporate Development” in this document.

On 6 June 2023, the registered capital of Xianyang Conch increased from RMB15 million to RMB30 million.

On 16 January 2024, the registered capital of Kunming Conch increased from RMB24 million to RMB30 million.

Saved as disclosed above, there has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

B. FURTHER INFORMATION ABOUT THE BUSINESS OF OUR GROUP

1. Summary of material contracts

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

- (a) a capital increase agreement dated 13 January 2023 entered into among our Company, Conch Tech Innovation, Hubei Xintongling and Linyi Haihong and Anhui Zhongan LP, CCB Financial Asset Investment, Anhui Huiyuan LP, Kegai Ceyuan LP, Wuhu Industrial Fund and Wuhu Longmen LP and our Company, pursuant to which Anhui Zhongan LP, CCB Financial Asset Investment, Anhui Huiyuan LP, Kegai Ceyuan LP, Wuhu Industrial Fund and Wuhu Longmen LP subscribed for 10,000,000, 17,290,000, 12,000,000, 18,070,000, 8,000,000 and 8,000,000 Shares with a consideration of RMB27,657,000, RMB47,818,953, RMB33,188,400, RMB49,976,199, RMB22,125,600 and RMB22,125,600, respectively;

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- (b) a share equity transfer agreement dated 28 February 2023 entered into between Anhui Conch Formulation Engineering Technology Co., Ltd.* (安徽海螺製劑工程技術有限公司) and our Company, pursuant to which, Anhui Conch Formulation Engineering Technology Co., Ltd.* (安徽海螺製劑工程技術有限公司) transferred 100% equity interest in Anhui Haicui to our Company at a consideration determined with reference to Anhui Haicui’s then valuation of RMB15,055,053.83;
- (c) a share equity transfer agreement dated on 31 July 2023 entered into between our Company and Hainan Qingyuan Corporate Management Centre (Limited Partnership)* (海南清源企業管理中心(有限合夥)), pursuant to which, Hainan Qingyuan Corporate Management Centre (Limited Partnership)* (海南清源企業管理中心(有限合夥)) transferred 17% equity interest in Huludao Haizhong to our Company at a consideration of RMB4,250,000;
- (d) [REDACTED];
- (e) [REDACTED];
- (f) [REDACTED];
- (g) [REDACTED];
- (h) [REDACTED];

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- (i) [REDACTED];
- (j) the Deed of Non-Competition;
- (k) the Deed of Indemnity; and
- (l) the [REDACTED].

2. Material intellectual property rights

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

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Expiry Date
1	 HONGYI	1	Our Company	The PRC	6842869	13 June 2030
2	 HONGYI TECHNOLOGY	1	Our Company	The PRC	6842851	13 July 2030
3.	 Hongyi 宏艺	1	Our Company	The PRC	1496096	27 December 2030

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As at the Latest Practicable Date, our Group was granted a licence by Conch Holdings to use the following trademarks:

No.	Trademark	Class	Registered Owner	Place of Registration	Registration Number	Date of Registration	Expiry Date
1.	CONCH ⁽¹⁾	1	Conch Holdings	The PRC	1612021	7 August 2001	6 August 2031
2.	海螺	1	Conch Holdings	The PRC	54807092A	7 March 2022	6 March 2032
3.		1	Conch Holdings	The PRC	936016	28 January 1997	27 January 2027
4.		1	Conch Holdings	The PRC	54772513	21 February 2022	20 February 2032
5.	CONCH ⁽¹⁾	1	Conch Holdings	The PRC	54777870	21 January 2022	20 January 2032
6.	海螺新材料	1	Conch Holdings	The PRC	54784234A	7 March 2022	6 March 2032
7.	HAILUO	1	Conch Holdings	The PRC	54805762	28 October 2021	27 October 2031
8.		1	Conch Holdings	The PRC	54792970A	7 March 2022	6 March 2032
9.	海螺科技 ⁽¹⁾	1	Conch Holdings	Hong Kong	306350922	15 September 2023	14 September 2033
10.	海螺	1	Conch Holdings	Hong Kong	306350913	15 September 2023	14 September 2033
11.	CONCH ⁽¹⁾	1	Conch Holdings	Hong Kong	306350904	15 September 2023	14 September 2033

Note:

1. The trademark is material to our business.

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(b) Domain Name

As at the Latest Practicable Date, we had registered the following domain name which is material to our business:

No.	Domain Name	Registration Number	Registered owner	Expiry date
1	www.conchmst.com	皖ICP備2023027221號-1	Our Company	11 October 2028

(c) Patents

As at the Latest Practicable Date, we had registered the following patents which are material to our business:

No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
1	A preparation method for liquid cement grinding aids (一種液體水泥助磨劑的製備方法)	Our Company	201010136641.1	The PRC	29/03/2010	28/03/2030
2	A cement grinding aid (一種水泥助磨劑)	Our Company	201010571258.9	The PRC	03/12/2010	02/12/2030
3	A preparation method for enhanced fly-ash cement grinding aids (一種增強型粉煤灰水泥助磨劑的製備方法)	Our Company	201010585447.1	The PRC	10/12/2010	09/12/2030
4	A fire coal combustion improver (一種燃煤助燃劑)	Our Company	201110215082.8	The PRC	29/07/2011	28/07/2031
5	The cement grinding aid enhancer and its preparation method (水泥助磨增強劑及其製備方法)	Our Company	201110353937.3	The PRC	09/11/2011	08/11/2031
6	The cement dechromisation grinding aid and its preparation method (水泥除鉻助磨劑及其製備方法)	Our Company	201110404406.2	The PRC	07/12/2011	06/12/2031

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
7	The steel slag grinding aid and its preparation method (鋼渣助磨劑及其製備方法)	Our Company	201110459096.4	The PRC	31/12/2011	30/12/2031
8	A macromolecule synthetic cement grinding aid (一種高分子合成水泥助磨劑)	Our Company	201210443448.1	The PRC	08/11/2012	07/11/2032
9	A concrete water reducing admixture and its preparation method (一種混凝土減水劑及其製備方法)	Linyi Conch	201210513902.6	The PRC	04/12/2012	03/12/2032
10	A retarded grinding aid for retarded cement and its preparation method (一種用於緩凝水泥的緩凝助磨劑及其製備方法)	Linyi Conch	201210512511.2	The PRC	04/12/2012	03/12/2032
11	A modified anolamine and its preparation method (一種改性醇胺及其製備方法)	Our Company	201310225868.7	The PRC	07/06/2013	06/06/2033
12	The method for concurrent production of isopropanolamine (聯合生產異丙醇胺的方法)	Our Company	201410132525.0	The PRC	02/04/2014	1/04/2034
13	A cement grinding aid and its preparation method (一種水泥助磨劑及其製備方法)	Linyi Conch	201410508148.6	The PRC	28/09/2014	27/09/2034
14	An enhanced cement grinding aid (一種增強型水泥助磨劑)	Linyi Conch	201410755667.2	The PRC	11/12/2014	10/12/2034
15	A grinding aid for vertical mill grinding steel slag (一種用於立磨粉磨鋼渣的助磨劑)	Linyi Conch	201510108385.8	The PRC	12/03/2015	11/03/2035

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
16	The production method for triisopropanolamine (三異丙醇胺的生產方法)	Our Company and Xiangyang Conch	201510220328.9	The PRC	04/05/2015	03/05/2035
17	A high-alkali cement grinding aid and its preparation method (一種高鹼水泥助磨劑及其製備方法)	Meishan Conch	201510220330.6	The PRC	04/05/2015	03/05/2035
18	The reaction device for producing cement grinding aids (生產水泥助磨劑的反應裝置)	Our Company and Xiangyang Conch	201520318586.6	The PRC	18/05/2015	17/05/2025
19	The production equipment for cement grinding aids (水泥助磨劑的生產設備)	Our Company and Xiangyang Conch	201520318569.2	The PRC	18/05/2015	17/05/2025
20	The production equipment for cement grinding aids (水泥助磨劑的生產設備)	Our Company and Xiangyang Conch	201520318652.X	The PRC	18/05/2015	17/05/2025
21	The equipment for preparing polycarboxylate macromonomers (製備聚羧酸酯類大單體的設備)	Meishan Conch	201520908663.3	The PRC	13/11/2015	12/11/2025
22	The method of preparing polycarboxylate macromonomers (製備聚羧酸酯類大單體的方法)	Meishan Conch	201510780537.9	The PRC	13/11/2015	12/11/2035
23	A cement grinding aid and its preparation method (一種水泥助磨劑及其製備方法)	Linyi Conch	201610001031.8	The PRC	04/01/2016	03/01/2036
24	A cement grinding aid dosing device (一種水泥助磨劑配料裝置)	Linyi Conch	201620232604.3	The PRC	24/03/2016	23/03/2026

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
25	The method of dehydrating polyether initiator (聚醚起始劑脫水的方法)	Meishan Conch	201610325341.5	The PRC	17/05/2016	16/05/2036
26	A method of producing diethanol monoisopropanolamine (一種生產二乙醇單異丙醇胺的方法)	Our Company	201610413071.3	The PRC	14/06/2016	13/06/2036
27	The general equipment for producing triisopropanolamine and trolamine (生產三異丙醇胺、三乙醇胺的通用設備)	Our Company and Xiangyang Conch	201620694114.5	The PRC	05/07/2016	04/07/2026
28	A permeable concrete additive and its preparation method (一種透水混凝土添加劑及其製備方法)	Linyi Conch	201610859361.0	The PRC	28/09/2016	27/09/2036
29	A modified propanolamine production device and its production method (一種改性丙醇胺生產裝置及其生產方法)	Our Company and Xiangyang Conch	201711463094.6	The PRC	28/12/2017	27/12/2037
30	A reduced hexavalent chromium type grinding aid and its preparation method (一種還原六價鉻型助磨劑及其製備方法)	Our Company	201810817548.3	The PRC	24/07/2018	23/07/2038
31	A preparation method for the slump retaining polycarboxylic acid water reducing admixture mother liquor (一種保坍型聚羧酸減水劑母液的製備方法)	Our Company and Xiangyang Conch	201811330921.9	The PRC	09/11/2018	08/11/2038
32	A preparation method for the early-strength alkali-free liquid accelerator (一種早強型無鹼液體速凝劑的製備方法)	Linyi Conch	201811492517.1	The PRC	07/12/2018	06/12/2038

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
33	A liquid cement dechromisation grinding aid and its preparation method (一種液體水泥除銘助磨劑及其製備方法)	Linyi Conch	201811492520.3	The PRC	07/12/2018	06/12/2038
34	A ceramic ball grinding cement grinding aid and its preparation method (一種陶瓷球粉磨水泥助磨劑及其製備方法)	Linyi Conch	201811633679.2	The PRC	29/12/2018	28/12/2038
35	A liquid cement dechromisation grinding aid (一種液體水泥除銘助磨劑)	Linyi Conch	201811636276.3	The PRC	29/12/2018	28/12/2038
36	A special grinding aid for phosphorus slag cement and its preparation method (一種磷渣水泥專用助磨劑及其製備方法)	Linyi Conch	201811633455.1	The PRC	29/12/2018	28/12/2038
37	A high-alkali cement excitant and its preparation method (一種高鹼水泥激發劑及其製備方法)	Linyi Conch	201811633501.8	The PRC	29/12/2018	28/12/2038
38	An active excitation type of grinding aid for vertical mill grinding slag (一種立磨粉磨礦渣用活性激髮型助磨劑)	Our Company and Linyi Conch	201910589860.6	The PRC	02/07/2019	01/07/2039
39	A cement grinding aid and its preparation method (一種水泥助磨劑及其製備方法)	Our Company and Linyi Conch	201910590342.6	The PRC	02/07/2019	01/07/2039
40	A low-dosage cement dechromisation grinding aid and its preparation method (一種低摻量水泥除銘助磨劑及其製備方法)	Our Company and Linyi Conch	201910871054.8	The PRC	16/09/2019	15/09/2039
41	The production system of polyether (聚醚的生產系統)	Our Company	201921646084.0	The PRC	29/09/2019	28/09/2029

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
42	The preparation and application for 2, 2'[(2-hydroxy ethyl)-amino] dicyclohexanol (2, 2'-[(2-羥基乙基)-氨基]二環己醇的製備及應用)	Our Company	201910936986.6	The PRC	29/09/2019	28/09/2039
43	A nickel iron slag masonry cement and its preparation method (一種鎳鐵渣砌築水泥及其製備方法)	Our Company	201911319221.4	The PRC	19/12/2019	18/12/2039
44	A cement raw material additive (一種水泥生料外加劑)	Our Company and Linyi Conch	201911331697.X	The PRC	21/12/2019	20/12/2039
45	A liquid cement grinding aid storage tank (一種液體水泥助磨劑儲存罐)	Our Company	202020211230.3	The PRC	26/02/2020	25/02/2030
46	The cement grinding aid loading device (水泥助磨劑裝車裝置)	Our Company and Linyi Conch	202020375229.4	The PRC	23/03/2020	22/03/2030
47	A silicon ether-terminated polyether and its preparation method, an efficient anti-clay water reducing admixture (一種硅醚封端的聚醚及其製備方法、一種高效抗泥型減水劑)	Our Company	202010245021.5	The PRC	31/03/2020	30/03/2040
48	The preparation method and application for alcohol amine compounds which can improve the early strength of cement (具有提高水泥早期強度的醇胺化合物的製備方法及應用)	Our Company and Xiangyang Conch	202010327064.8	The PRC	23/04/2020	22/04/2040
49	A continuous synthesis device (一種連續合成裝置)	Our Company and Xiangyang Conch	202021079038.X	The PRC	11/06/2020	10/06/2030

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50	A chromium-reducing cement grinding aid and its preparation method (一種降鉻型水泥助磨劑及其製備方法)	Our Company and Meishan Conch	202010544593.3	The PRC	15/06/2020	14/06/2040
51	A composite reducing chromium-reducing cement grinding aid and its preparation method (一種複合降鉻型水泥助磨劑及其製備方法)	Our Company and Meishan Conch	202010543412.5	The PRC	15/06/2020	14/06/2040
52	A polycarboxylic acid water reducing admixture and its preparation method (一種聚羧酸減水劑及其製備方法)	Our Company and Linyi Conch	202010582568.4	The PRC	23/06/2020	22/06/2040
53	The preparation method for nano-ettringite particles and modified nano-ettringite particles and their application in polyurethane films (納米鈣礬石顆粒與改性納米鈣礬石顆粒的製備方法及其在聚氨酯薄膜中的應用)	Our Company	202010626607.6	The PRC	01/07/2020	30/06/2040
54	A preparation method for diethanol monoisopropanolamine (一種二乙醇單異丙醇胺的製備方法)	Our Company and Xiangyang Conch	202010801247.9	The PRC	11/08/2020	10/08/2040
55	A super early-strength concrete admixture and its preparation method (一種超早強型混凝土外加劑及其製備方法)	Our Company and Meishan Conch	202010941333.X	The PRC	09/09/2020	08/09/2040

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56	The preparation method and application for the special polycarboxylic acid water reducing admixture for pipe piles (一種管樁用聚羧酸減水劑及其製備方法與應用)	Our Company and Xiangyang Conch	202011016273.7	The PRC	24/09/2020	23/09/2040
57	A preparation method for the ethanol diisopropanolamine using chloropropanol as the raw material (一種以氯丙醇為原料的羥乙基二異丙醇胺的製備方法)	Our Company	202011079805.1	The PRC	10/10/2020	09/10/2040
58	The coal burning additive for cement clinker calcination and its preparation method (水泥熟料鍛燒燃煤助劑及其製備方法)	Our Company	202011139593.1	The PRC	22/10/2020	21/10/2040
59	A cement raw material additive with both grinding and decomposition promoting effects (一種兼具助磨、分解促進作用的水泥生料外加劑)	Our Company and Linyi Conch	202011621301.8	The PRC	31/12/2020	30/12/2040
60	A high-strength cement-based inorganic nano repair material and its preparation method (一種高強度水泥基無機納米修復材料及其製備方法)	Our Company and Linyi Conch	202011616813.5	The PRC	31/12/2020	30/12/2040
61	A salt erosion resistant marine concrete admixture and its preparation method (一種抗鹽侵蝕的海工混凝土外加劑及其製備方法)	Our Company and Linyi Conch	202011621292.2	The PRC	31/12/2020	30/12/2040
62	An environmentally friendly cement and its preparation method (一種環保型水泥及其製備方法)	Our Company and Linyi Conch	202011621346.5	The PRC	31/12/2020	30/12/2040

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
63	A preparation method for the early strength polycarboxylic acid water reducing admixture (一種早強型聚羧酸減水劑的製備方法)	Our Company	202110144243.2	The PRC	02/02/2021	01/02/2041
64	A production device with the continuous cement additive process (一種連續性水泥外加劑工藝生產裝置)	Our Company and Linyi Conch	202121413489.7	The PRC	24/06/2021	23/06/2031
65	A stabiliser for the vertical mill grinding abrasive layer and its preparation method and application (一種立磨粉磨料層穩定劑及其製備方法和應用)	Our Company and Ningbo Conch	202110772268.7	The PRC	08/07/2021	07/07/2041
66	A special grinding aid for vertical mill grinding cement and its application (一種立磨粉磨水泥專用助磨劑及其應用)	Our Company and Ningbo Conch	202111248862.2	The PRC	26/10/2021	25/10/2041
67	A steel slag activator and its preparation method and application (一種鋼渣活化劑及其製備方法和應用)	Our Company and Xiangyang Conch	202111363140.1	The PRC	17/11/2021	16/11/2041
68	A reinforcing admixture for high-strength and wear-resistant permeable concrete, high-strength and wear-resistant permeable concrete and its preparation method and application (一種高強度耐沖磨透水混凝土用增強劑、高強度耐沖磨透水混凝土及其製備方法和應用)	Our Company and Xiangyang Conch	202111360875.9	The PRC	17/11/2021	16/11/2041

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
69	The preparation method for the ecological concrete water reducing admixture (一種生態型混凝土減水劑的製備方法)	Our Company and Linyi Conch	202111549316.2	The PRC	17/12/2021	16/12/2041
70	An admixture for producing cement with the vertical mill final grinding process and its preparation method (一種立磨終粉磨工藝生產水泥用外加劑及其製備方法)	Our Company and Linyi Conch	202111577592.X	The PRC	22/12/2021	21/12/2041
71	A cement strength anti-attenuating admixture and its preparation method and application (一種水泥強度抗衰減劑及其製備方法和應用)	Our Company	202210374429.1	The PRC	11/04/2022	10/04/2042
72	A fluorine-free and alkali-free liquid accelerator with resistance to chloride ion permeation and its preparation method (一種抗氯離子滲透型無氣無鹼液體速凝劑及其製備方法)	Our Company	202210740664.6	The PRC	27/06/2022	26/06/2042
73	A material compounding system (一種物料復配系統)	Our Company and Linyi Conch	202223001947.3	The PRC	10/11/2022	09/11/2032
74	A cement grinding and strengthening agent and its preparation method (一種水泥助磨增強劑及其製備方法)	Our Company and Linyi Conch	202211606622.X	The PRC	14/12/2022	13/12/2042
75	A pre-treatment device for the moisture detection of ethylene oxide (一種環氧乙烷水分檢測的前處理裝置)	Our Company and Ningbo Conch	202321629104.X	The PRC	26/06/2023	25/06/2033

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No.	Patent	Registered Owner	Registration Number	Place of Registration	Date of Filing (dd/mm/yyyy)	Expiry Date (dd/mm/yyyy)
76	An automatic spray device for slowing down the decomposition of hydrogen peroxide in the storage tank (一種用於減緩儲罐中雙氧水分解的自動噴淋裝置)	Our Company and Guigang Conch	202320803406.8	The PRC	12/04/2023	11/04/2033
77	A catalyst for synthesizing cyclic carbonate and its preparation method and application (一種合成環狀碳酸酯用催化劑及其製備方法和應用)	Our Company	202410607160.6	The PRC	16/05/2024	15/05/2044
78	A viscosity reducing polycarboxylic acid water reducing admixture for high-strength concrete and its preparation method (一種高強混凝土用降粘型聚羧酸減水劑及其製備方法)	Our Company and Xiangyang Conch	202110913998.4	The PRC	10/08/2021	09/08/2041
79	An early strength water reducing admixture and its preparation method and application (一種早強減水劑及其製備方法和應用)	Our Company	202111543480.2	The PRC	16/12/2021	15/12/2041
80	Device used for the synthesis and dropping of polycarboxylic acid mother liquor (用於聚羧酸母液的合成滴料裝置)	Our Company and Guigang Conch	202321069772.1	The PRC	06/05/2023	05/05/2033
81	A shrinkage reducing admixture and its preparation method and application (一種減縮劑及其製備方法和應用)	Our Company	202211217936.0	The PRC	30/09/2022	29/09/2042
82	A solid polycarboxylic acid water reducing admixture and its preparation method and application (一種固體聚羧酸減水劑及其製備方法和應用)	Our Company	202410795994.4	The PRC	20/06/2024	19/06/2044

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As at the Latest Practicable Date, we have filed the following patent applications which are pending, published and material to our business:

No.	Patent	Applicant	Place of Application	Application Number	Filing Date (dd/mm/yyyy)
1.	A universal high-performance polycarboxylic acid concrete water reducing admixture and its preparation method (一種通用型高性能聚羧酸混凝土減水劑及其製備方法)	Our Company	The PRC	202111636748.7	29/12/2021
2.	A reactor for the synthesis of polycarboxylic acid water reducing admixture (一種聚羧酸減水劑合成反應釜)	Our Company	The PRC	202211211150.8	30/09/2022
3.	A detection method for cement admixture based on near infrared spectrum (一種基於近紅外光譜的水泥外加劑檢測方法)	Our Company and Ningbo Conch	The PRC	202211212115.8	30/09/2022
4.	A polycarboxylic acid water reducing admixture and its preparation method (一種聚羧酸減水劑及其製備方法)	Our Company and Ningbo Conch	The PRC	202211212188.7	30/09/2022
5.	A grind auxiliary agent and its preparation method (一種研磨助劑及其製備方法)	Anhui Haicui	The PRC	202211525222.6	30/11/2022
6.	A solid polycarboxylic acid water reducing admixture and its preparation method (一種固體聚羧酸減水劑及其製備方法)	Our Company and Ningbo Conch	The PRC	202310352672.8	04/04/2023

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No.	Patent	Applicant	Place of Application	Application Number	Filing Date (dd/mm/yyyy)
7.	A polyether macromonomer, its preparation method, and its application in the polycarboxylic acid water reducing admixture (一種聚醚大單體、製備方法及其在聚羧酸減水劑中的應用)	Our Company and Ningbo Conch	The PRC	202310352667.7	04/04/2023
8.	A polyether macromonomer and its preparation method (一種聚醚大單體及其製備方法)	Our Company and Ningbo Conch	The PRC	202310371917.1	04/04/2023
9.	A slump retaining polycarboxylic acid water reducing admixture with high steric hindrance effect and its preparation method (一種具有高空間位阻效應的保坍型聚羧酸減水劑及其製備方法)	Our Company and Tongling Conch	The PRC	202310758933.6	26/06/2023
10.	A viscosity reducing polycarboxylic acid water reducing admixture and its preparation method (一種降黏型聚羧酸減水劑及其製備方法)	Our Company and Ningbo Conch	The PRC	202311143576.9	05/09/2023
11.	A long-acting water retaining admixture and its preparation method (一種長效保水劑及其製備方法)	Our Company and Ningbo Conch	The PRC	202311137679.4	05/09/2023

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No.	Patent	Applicant	Place of Application	Application Number	Filing Date (dd/mm/yyyy)
12.	Purification system used for electronic grade ethylene carbonate and the preparation method for the ethylene carbonate (電子級碳酸乙烯酯用提純系統以及碳酸乙烯酯製備方法)	Our Company and Ningbo Conch	The PRC	202311165694.X	11/09/2023
13.	A new cement grinding aid (一種新型水泥助磨劑)	Linyi Conch and Our Company	The PRC	202311226455.0	22/09/2023
14.	A concrete reinforcing admixture with Janus structure and its preparation method and application (一種Janus結構混凝土增強劑及其製備方法和應用)	Our Company and Tongling Conch	The PRC	202311251552.5	26/09/2023
15.	A cement grinding aid and its preparation method (一種水泥助磨劑及其製備方法)	Linyi Conch and Our Company	The PRC	202410667794.0	28/05/2024
16.	A mud-resisting and viscosity-reducing polycarboxylic acid water reducing admixture and its preparation method (一種抗泥降粘型聚羧酸減水劑及其製備方法)	Linyi Conch and Our Company	The PRC	202410799282.X	20/06/2024
17.	A concrete water retaining admixture containing cyclic aromatic amide and its preparation method and application (一種含環芳醯胺的混凝土保水劑及其製備方法和應用)	Our Company and Meishan Conch	The PRC	202410828394.3	25/06/2024

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No.	Patent	Applicant	Place of Application	Application Number	Filing Date (dd/mm/yyyy)
18.	An automatic production monitoring system for cement grinding aids (一種水泥助磨劑自動生產監控系統)	Linyi Conch and Our Company	The PRC	202421464849.X	25/06/2024
19.	An excitant for cements containing high-volume slag and its preparation method (一種大摻量礦渣水泥用激發劑及其製備方法)	Linyi Conch and Our Company	The PRC	202410843506.2	27/06/2024
20.	A viscosity reducer synthesized at room temperature for concretes and its preparation method (一種常溫合成的混凝土降粘劑及其製備方法)	Our Company and Guigang Conch	The PRC	202410859066.X	28/06/2024
21.	A method for preparing manufactured sand concrete and workability regulator (一種機制砂混凝土和易性調節劑的製備方法)	Our Company and Guigang Conch	The PRC	202410859061.7	28/06/2024
22.	A cement activator and its preparation method, use method and application (一種水泥活化劑及其製備方法、使用方法和應用)	Our Company	The PRC	202410999042.4	24/07/2024
23.	A new composite cement grinding aid and its preparation method (一種新型複合水泥助磨劑及其製備方法)	Linyi Conch and our Company	The PRC	202411027016.1	30/07/2024
24.	Catalysts for synthesizing cyclic carbonates, preparation methods and uses thereof (一種合成環狀碳酸酯用催化劑及其製備方法與應用)	Our Company	The U.S.	18/809,602	20/08/2024

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

1. Disclosure of interests

(a) *Interests and short positions of our Directors, Supervisors and chief executive of our Company in the share capital of our Company*

Immediately following completion of the [REDACTED] and the conversion of our Unlisted Shares to H Shares (assuming the [REDACTED] is not exercised), the interests and short positions of our Directors, Supervisors and chief executive of our Company in our Shares, underlying Shares or debentures of our Company or any of our associated corporations (within the meaning of Part XV of the SFO) (i) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions in which they are taken or deemed to have under such provisions of the SFO), or (ii) which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (iii) which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers contained in the Listing Rules, in each case once our Shares are listed on the Stock Exchange:

(i) *Interests in the Shares*

Name of Director/chief executive	Capacity/Nature of interest	Description of Shares ⁽¹⁾	Number of Shares Held or Interested	Approximate percentage of shareholding in the Unlisted Shares/ H Shares ⁽¹⁾	Approximate percentage of shareholding in the total issued share capital of our Company ⁽²⁾
Mr. Feng ⁽³⁾	Interest in controlled corporations	Unlisted Shares	96,101,600	[REDACTED]	[REDACTED]
		H Shares	8,698,400	[REDACTED]	
Mr. Zhao ⁽⁴⁾	Interest in controlled corporations	Unlisted Shares	64,661,600	[REDACTED]	[REDACTED]
		H Shares	8,698,400	[REDACTED]	

Notes:

- The calculation is based on the total number of 394,523,200 Unlisted Shares and [REDACTED] H Shares in issue immediately after the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised).
- The calculation is based on the total number of [REDACTED] Shares in issue immediately after the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised).

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3. As at the Latest Practicable Date, Hubei Xintongling was owned as to 60% by Mr. Feng and 40% by Mr. Ming Jinlong. By virtue of the SFO, Mr. Feng are deemed to be interested in the Shares held by Hubei Xintongling.
4. As at the Latest Practicable Date, Linyi Haihong was owned as to 88% by Mr. Zhao and 12% by Mr. Chen Jun. By virtue of the SFO, Mr. Zhao is deemed to be interested in the Shares held by Linyi Haihong.

(b) Interests of the substantial shareholders in the Shares and underlying shares of our Company or any member of our Group

Save as disclosed in “Substantial Shareholders” in this document, our Directors are not aware of any other person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following the completion of the [REDACTED] and assuming no exercise of the [REDACTED], have an interest and/or short position in our Shares, underlying shares which would fall to be disclosed to us and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of our Company or any other member of our Group.

2. Particulars of service contract

Each of our Directors and Supervisors has entered into a service contract with our Company in respect of, among others, compliance of relevant laws and regulations, observations of the Articles of Association and provision on arbitration.

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

3. Directors’ and Supervisors’ remuneration

The aggregate amounts of remuneration (including fees, salaries, contributions to pension schemes, discretionary bonuses, housing and other allowances and other benefits in kind) paid to our Directors and Supervisors for FY2021, FY2022, FY2023 and 6M2024 were approximately RMB1.8 million, RMB4.4 million, RMB3.4 million and RMB1.2 million respectively. None of our Directors or Supervisors had waived any remuneration during the same period.

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Save as disclosed above, no other payments have been made or are payable in respect of the three years ended 31 December 2023 and the six months ended 30 June 2024 by any member of our Group to any of our Directors or Supervisors.

During the Track Record Period, no remuneration was paid to our Directors or Supervisors as an inducement to join, or upon joining, our Group. No compensation was paid to, or receivable by, our Directors, or our Supervisors for the Track Record Period for the loss of office as director or supervisor of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group.

Under the arrangements currently in force, we estimate the aggregate remuneration, excluding discretionary bonus, of our Directors and Supervisors for the years ending 31 December 2024 to be approximately RMB3.0 million, respectively.

4. Agency Fees or commissions paid or payable

Save as disclosed in “[REDACTED]” in this document, no commissions, discounts, agency fee, brokerages or other special terms in connection with the issue or sale of any capital of our Company or any of our subsidiaries have been granted within two years immediately preceding the issue of this document.

5. Disclaimers

- (a) None of our Directors, Supervisors nor any of the parties listed in “— D. Other information — 7. Qualifications of experts” below has any direct or indirect interest in the promotion of any member of our Group 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 our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group.
- (b) Save in connection with the [REDACTED] Agreements, none of our Directors nor Supervisors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole.
- (c) Save as disclosed in “Substantial Shareholders” and “— C. Further Information about our Directors, Supervisors, Chief Executives and Substantial Shareholders” above, none of our Directors or Supervisors is aware of any person (not being a Director, Supervisor or chief executive of our Company) who will, immediately following completion of the [REDACTED], have an interest and/or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO.

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D. 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. Tax and Other Indemnities

Conch Tech Innovation and Conch Holdings (being our controlling shareholders) (the “**Indemnifying Shareholders**”) have entered into the Deed of Indemnity with our Company (for itself and the other members of our Group) (being a contract referred to in the paragraph headed “B. Further Information about the Business of Our Group — 1. Summary of materials contracts” above). Under the Deed of Indemnity, the Indemnifying Shareholders will jointly and severally indemnify and keep indemnified our Company (for itself and the other members of our Group) against, among other things, (i) all taxation falling on any member of our Group resulting from, or relating to, or in consequence of, or by reference to any income, profits or gains earned, accrued or received (or deemed to be so earned, accrued or received) and/or assets acquired by any member of our Group on or before the date on which the [REDACTED] becomes unconditional (the “**Effective Date**”); and (ii) any loss or expense that may be incurred by our Group as a result of certain non-compliance incidents as set out in “Business — Legal Non-compliance and Proceedings — Non-compliance” in this document.

The Indemnifying Shareholders will, however, not be liable under the Deed of Indemnity where, among other things, (a) specific provision or reserve has been made for such liability in the Accountants’ Report set out in Appendix I to this document; or (b) the liability arises or is increased as a result only of a retrospective change in law or a retrospective increase in tax rates coming in force after the Effective Date; or (c) the liability would not have arisen but for any voluntary act of any member of our Group after the Effective Date which the relevant member of our Group ought reasonably to have known would give rise to such liability; or (d) in respect of any liability under the taxation indemnity given, and any claim in relation to taxation as specified under the Deed of Indemnity, the liability arises in the ordinary course of business of our Group after 30 June 2024 and up to the Effective Date.

3. Litigation

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

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4. Sole Sponsor’s fees

The Sole Sponsor is China Securities (International) Corporate Finance Company Limited. The Sole Sponsor satisfies the criteria of independence applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor has made an application on our behalf to the [REDACTED] Committee of the Stock Exchange for a [REDACTED], and [REDACTED], the H shares to be issued as mentioned in this document. Our Company has agreed to pay the Sole Sponsor a fee of HK\$5.0 million to act as sponsor in connection with the [REDACTED].

5. Compliance Adviser

Our Company has appointed Somerley Capital Limited as the compliance adviser effective upon the [REDACTED] in compliance with Rules 3A.19 and 19A.05 of the Listing Rules.

6. Preliminary Expenses

Our Company did not incur any material preliminary expenses.

7. Qualification of experts

The qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in, or referred to in this document, (the “**Experts**”) are set out below:

Name	Qualifications
China Securities (International) Corporate Finance Company Limited	Licensed to conduct Type 1 (dealing in securities), and Type 6 (advising on corporate finance) of the regulated activities under the SFO
KPMG	<i>Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance</i>
Grandway Law Offices	PRC legal advisers
Frost & Sullivan (Beijing) Inc.	Industry consultant

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8. Consents of experts

Each of the Experts has given and has not withdrawn its consent to the issue of this document with the inclusion of its report and/or letter and/or legal opinion (as the case may be), all of which are dated the date of this document and made for incorporation in this document, and references to its name included in the form and context in which it respectively appears.

9. Promoter

The promoter of our Company are Conch Tech Innovation, Linyi Haihong and Hubei Xintongling.

Save as disclosed in “History and Corporate Development” in this document, no cash, securities or other benefit has been paid, allotted or given or is proposed to be paid, allotted or given to any promoter within the two years immediately preceding the date of this document in connection with the [REDACTED] or the related transactions described in this document.

10. Taxation of H Shares Holders

Dealings in H Shares registered on our Company’s H Shares register of members will be subject to Hong Kong stamp duty. Intending holders of H Shares are recommended to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or dealing in H Shares. It is emphasised that none of our Company, Directors, Supervisors or the other parties involved in the [REDACTED] can accept responsibility for any tax effect on, or liabilities of, holders of H Shares resulting from their subscription for, purchase, holding or disposal of or dealing in H Shares.

Profits from dealings in H Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty, the current rate charged on each purchaser and seller is 0.10% of the consideration or, if higher, the value of the H Shares being sold or transferred.

11. Binding effect

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

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12. Bilingual document

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

13. Miscellaneous

- (a) Save as disclosed in “History and Corporate Development” in this document and “— A. Further Information about Our Group — 2. Changes in share capital of our Company” and “4. Changes in share capital of our subsidiaries” above, within the two years immediately preceding the date of this document, (i) no share or loan capital of any member of our Group has been issued or agreed to be issued or is proposed to be fully or partly paid either for cash or a consideration other than cash; (ii) no commissions, discount, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share of our Group; and (iii) no commissions has been paid or payable to any person subscribing, agreeing to subscribe, or procuring or agreeing to procure subscription, for any shares in or debentures of our Group.
- (b) No founder, management or deferred shares of our Group or any of our Subsidiaries have been issued or agreed to be issued.
- (c) Our Group has no outstanding convertible debt securities or debentures.
- (d) No share or loan capital of our Group, if any, is under option or agreed conditionally or unconditionally to be put under option.
- (e) There is no arrangement under which future dividends are waived or agreed to be waived.
- (f) There has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months immediately preceding the date of this document.
- (g) No part of the equity and debt securities of our Company, if any, is currently listed on or dealt in on any other stock exchange or trading system nor is any listing or permission to list on any stock exchange other than the Stock Exchange is currently being or agreed to be sought.
- (h) There has been no material adverse change in the financial or trading position of our Group since 30 June 2024 (being the date to which the latest audited consolidated financial statements of our Group were made up).