

**FURTHER INFORMATION ABOUT OUR GROUP****Incorporation**

The Company was established as a limited liability company under the laws of the PRC on September 15, 2014 and was converted into a joint stock company with limited liability on November 12, 2019. The Company completed the listing of A Shares on the Shenzhen Stock Exchange (stock code: 300919) in December 2020. As of the Latest Practicable Date, the registered capital of the Company was RMB938,028,458.

The Company has established a place of business in Hong Kong at Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong. The Company was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on May 7, 2025, with Ms. Wong Wai Yee, Ella of Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong being appointed as the Hong Kong authorized representative of the Company for acceptance of the service of process and any notices required to be served on the Company in Hong Kong.

As the Company was incorporated in the PRC, its corporate structure and Articles of Association are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and the Articles of Association is set out in “Regulatory Overview” and “Appendix V — Summary of Articles of Association” in this Prospectus, respectively.

**Changes in the Share Capital of the Company**

On October 13, 2023, the Company completed the cancellation of 809,473 restricted Shares repurchased under its 2022 Restricted Share Incentive Scheme. Following this cancellation, the total number of Shares decreased from 670,633,576 to 669,824,103.

On May 29, 2024, the Company implemented its 2023 annual dividend distribution (the “**2023 Annual Dividend Distribution**”), capitalizing capital reserve to issue 4 new Shares for every 10 Shares held by Shareholders (excluding 3,885,100 repurchased Shares). The 2023 annual dividend distribution resulted in a total increase of 266,375,601 Shares, which increased the total number of Shares from 669,824,103 to 936,199,704.

On July 10, 2024, the Company completed the cancellation of 1,636,045 restricted Shares repurchased under its 2022 Restricted Share Incentive Scheme. Following this cancellation, the total number of Shares decreased from 936,199,704 to 934,563,659.

On August 28, 2024, the Company’s total number of Shares increased from 934,563,659 to 937,089,814, upon the vesting of 2,526,155 restricted Shares previously granted under the 2023 Restricted Share Incentive Scheme.

On July 2, 2025, the Company completed the cancellation of 1,840,211 restricted Shares repurchased under its 2022 Restricted Share Incentive Scheme. Following this cancellation, the total number of Shares decreased from 937,089,814 to 935,249,603.

On July 11, 2025, the Company’s total number of Shares increased from 935,249,603 to 938,028,458, upon the vesting of 2,778,855 restricted Shares previously granted under the 2023 Restricted Share Incentive Scheme.

A repurchase mandate for the repurchase of A Shares for the purpose of our Company’s share incentive or employee stock ownership plan was approved by the Board on August 24, 2023 (the “**2023 Repurchase Mandate**”). The 2023 Repurchase Mandate was valid for 12 months from the date of approval of the

repurchase mandate by the Board. As of August 16, 2024, the repurchase of A Shares was completed under the 2023 Repurchase Mandate with a total of 6,873,880 A Shares repurchased pursuant to transactions conducted between August 25, 2023 and August 16, 2024. Upon repurchase, the repurchased A Shares are held under our Company stock repurchase account and do not carry any shareholders' rights, including but not limited to voting rights at the Shareholders' meeting and dividend rights. Any repurchased A Shares not granted to employees within 36 months after the completion of the repurchase shall be canceled.

A repurchase mandate for the repurchase of A Shares for the purpose of our Company's share incentive or employee stock ownership plan was approved by the Board on November 4, 2024 (the "**2024 Repurchase Mandate**"). The 2024 Repurchase Mandate was valid for 12 months from the date of approval of the repurchase mandate by the Board. As of the Latest Practicable Date, the Company has repurchased a total of 22,958,992 A Shares under the 2024 Repurchase Mandate. Upon repurchase, the repurchased A Shares are held under our Company stock repurchase account and do not carry any shareholders' rights, including but not limited to voting rights at the Shareholders' meeting and dividend rights. Any repurchased A Shares not granted to employees within 36 months after the completion of the repurchase shall be canceled. As of the Latest Practicable Date, the Company held 29,832,872 repurchased A Shares in total.

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

### **Our Subsidiaries**

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

On July 6, 2023, the registered share capital of Hunan Zhongwei New Energy increased from RMB3,832,500,000 to RMB4,197,500,000. On March 27, 2025, the registered share capital of Hunan Zhongwei New Energy increased from RMB4,197,500,000 to RMB4,816,631,300.

On September 20, 2023, the registered share capital of Guizhou Zhongwei Xingyang increased from RMB1,875,000,000 to RMB3,125,000,000.

On October 27, 2023, the registered share capital of Guizhou Zhongwei Resources Recycling increased from RMB681,743,500 to RMB721,379,750.

On December 28, 2023, the issued share capital of CNGR Hong Kong increased from HK\$3,500,000,000 to HK\$3,700,000,000.

On February 29, 2024, the registered share capital of Guangxi Zhongwei New Energy increased from RMB4,900,000,000 to RMB6,100,445,435. On July 6, 2024, the registered share capital of Guangxi Zhongwei New Energy increased from RMB6,100,445,435 to RMB6,373,273,943.

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

### **Resolutions Passed by Our Shareholders' General Meeting of Our Company in Relation to the Global Offering**

At the general meeting of the Shareholders held on April 17, 2025, the following resolutions, among other things, were duly passed:

- (i) the issue by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares will be listed on the Hong Kong Stock Exchange;

- (ii) the number of H shares to be offered shall be no more than 15% of the total issued share capital of our Company as enlarged by the Global Offering, and the grant of the Over-allotment Option in respect of no more than 15% of the number of H Shares to be offered initially under the Global Offering;
- (iii) authorization of the Board and its authorized individuals to handle all matters relating to, among other things, the Global Offering, the issue and listing of H Shares on the Hong Kong Stock Exchange; and
- (iv) subject to the completion of the Global Offering, the conditional adoption of the revised Articles of Association, which shall become effective on the Listing Date, and the authorization to the Board and its authorized individuals to amend the Articles of Association in accordance with the requirements of the relevant laws and regulations and the Listing Rules, and upon the request from the Hong Kong Stock Exchange and relevant PRC regulatory authorities.

## **FURTHER INFORMATION ABOUT OUR BUSINESS**

### **Summary of Material Contract**

The Group has entered into the following contract (not being a contract entered into in the ordinary course of business) within the two years immediately preceding the date of this Prospectus that is or may be material:

- (a) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, Guizhou New Industrialization Development Equity Investment Fund Partnership (Limited Partnership), Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of RMB700 million;
- (b) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, Pointer Investment (Hong Kong) Limited, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of RMB200 million;
- (c) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, CALB Group Co., Ltd., Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$20 million;
- (d) the cornerstone investment agreement dated November 5, 2025 entered into among the Company, Guotai Junan Investments (Hong Kong) Limited, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited, ABCI Capital Limited and ICBC International Securities Limited, pursuant to which Guotai Junan Investments (Hong Kong) Limited has agreed to subscribe for Offer Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$15 million and hold such Offer Shares on a non-discretionary basis to

hedge a series of cross-border delta-one OTC swap transactions entered into by Guotai Junan Investments (Hong Kong) Limited, Guotai Haitong Securities Co., Ltd and Dongsheng Pulead Technology Industry Co., Ltd. (東聖先行科技產業有限公司);

- (e) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, NR 1 SP, a segregated portfolio of North Rock SPC, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of US\$15 million;
- (f) a cornerstone investment agreement dated November 6, 2025 entered into among the Company, Huatai Capital Investment Limited, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, pursuant to which Huatai Capital Investment Limited has agreed to subscribe for Offer Shares at the Offer Price in the aggregate amount of Hong Kong dollar equivalent of US\$11 million and hold such Offer Shares on a non-discretionary basis to hedge a series of cross-border delta-one OTC swap transactions entered into by Huatai Capital Investment Limited, Huatai Securities Co., Ltd. and Shanghai Gaoyi Asset Management Partnership (Limited Partnership) as investment manager for and on behalf of an investment fund;
- (g) a cornerstone investment agreement dated November 4, 2025 entered into among the Company, Hunan Xingxiang Emerging Industry Investment Fund Partnership (Limited Partnership), Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of US\$10 million;
- (h) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, Lens International (HK) Limited, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of US\$10 million;
- (i) a cornerstone investment agreement dated November 5, 2025 entered into among the Company, Sunwoda Treasury (Hong Kong) Limited, Morgan Stanley Asia Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited and ABCI Capital Limited, with respect to a subscription of the Offer Shares at the Offer Price in the aggregate amount of the Hong Kong dollar equivalent of RMB50 million; and
- (j) the Hong Kong Underwriting Agreement.

**Intellectual Property**

As at the Latest Practicable Date, the following intellectual property rights are or may be material to the Group's business.

**Trademarks**

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

| No. | Trademark                                                                           | Class | Registered Owner | Place of Registration | Registration Number | Expiry Date       |
|-----|-------------------------------------------------------------------------------------|-------|------------------|-----------------------|---------------------|-------------------|
| 1.  | 中伟                                                                                  | 1     | the Company      | PRC                   | 15258275            | October 13, 2035  |
| 2.  | 中伟                                                                                  | 1     | the Company      | PRC                   | 18760669            | May 20, 2027      |
| 3.  | CNGR中伟                                                                              | 1     | the Company      | PRC                   | 62118355            | July 13, 2032     |
| 4.  |    | 1     | the Company      | PRC                   | 39555608            | February 27, 2030 |
| 5.  |   | 9     | the Company      | PRC                   | 39567182            | February 27, 2030 |
| 6.  |  | 12    | the Company      | PRC                   | 39547293            | February 27, 2030 |
| 7.  |  | 39    | the Company      | PRC                   | 39558382            | February 27, 2030 |
| 8.  |  | 40    | the Company      | PRC                   | 39549529            | February 27, 2030 |
| 9.  |  | 6     | the Company      | PRC                   | 55651327            | November 20, 2031 |
| 10. |  | 9     | the Company      | PRC                   | 55684070            | November 20, 2031 |
| 11. |  | 16    | the Company      | PRC                   | 55648747            | November 20, 2031 |
| 12. |  | 18    | the Company      | PRC                   | 55659485            | November 20, 2031 |
| 13. |  | 28    | the Company      | PRC                   | 55684552            | November 20, 2031 |

**Domain Name**

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

| <b>No.</b> | <b>Domain Name</b> | <b>Registered Owner</b> | <b>Expiry Date</b> |
|------------|--------------------|-------------------------|--------------------|
| 1.         | www.cngrgf.com.cn  | the Company             | May 21, 2029       |

**Patents**

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

| <b>No</b> | <b>Patent Name</b>                                                                                                                                                                   | <b>Type</b> | <b>Patent Holder</b> | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 1.        | Sodium-ion Battery Precursor and Its Preparation Method, Sodium-ion Battery Cathode Material, Sodium-ion Battery, and Electrical Equipment (鈉離子電池正極材料前驅體及其製備方法、鈉離子電池正極材料、鈉離子電池及涉電設備) | Invention   | the Company          | PRC                                 | 202211188250.3       | September 28, 2022         | September 27, 2042 |
| 2.        | Nickel-Cobalt-Manganese Precursors and Cathode Materials Based on Core-Shell Structures and Their Preparation Methods (基於殼核結構的鎳鈷錳前驅體、正極材料及其製備方法)                                     | Invention   | the Company          | PRC                                 | 202210761463.4       | June 29, 2022              | June 28, 2042      |

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| <b>No</b> | <b>Patent Name</b>                                                                                                                                                            | <b>Type</b> | <b>Patent Holder</b> | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 3.        | Method for Recovering Manganese and Zinc from Metal-Containing Slag (從含金屬渣中回收錳、鋅的方法)                                                                                          | Invention   | the Company          | PRC                                 | 202210690888.0       | June 17, 2022              | June 16, 2042      |
| 4.        | Ternary Cathode Material Precursor and Its Preparation Method, Ternary Cathode Material, Lithium-ion Battery, and Electrical Equipment (三元正極材料前驅體及其製備方法、三元正極材料、鋰離子電池及正極和涉電設備) | Invention   | the Company          | PRC                                 | 202210101448.7       | January 27, 2022           | January 26, 2042   |
| 5.        | A Ternary Cathode Material Precursor and Its Preparation Method, Ternary Cathode Material, and Lithium-ion Battery (一種三元正極材料前驅體及其製備方法、三元正極材料及鋰離子電池)                           | Invention   | the Company          | PRC                                 | 202111658218.2       | December 30, 2021          | December 29, 2041  |

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| <b>No</b> | <b>Patent Name</b>                                                                                                                                                                                                | <b>Type</b> | <b>Patent Holder</b> | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|----------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 6.        | A Single-Crystal Ternary Cathode Material and Its Preparation Method, and Lithium-ion Batteries (一種單晶三元正極材料及其製備方法、鋰離子電池)                                                                                          | Invention   | the Company          | PRC                                 | 202111627186.X       | December 28, 2021          | December 27, 2041  |
| 7.        | Ternary Cathode Material Precursors and Their Preparation Methods, Cathode Materials, Cathode Slurries, Lithium-ion Batteries, and Cathodes and Electric-Related Devices (三元正極材料前驅體及製備方法、正極材料、正極漿料、鋰離子電池及正極和涉電設備) | Invention   | the Company          | PRC                                 | 202111623510.0       | December 28, 2021          | December 27, 2041  |

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| No  | Patent Name                                                                                                                                                                             | Type      | Patent Holder             | Jurisdiction of Registration | Patent Number  | Date of Application | Expiry Date        |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|---------------------------|------------------------------|----------------|---------------------|--------------------|
| 8.  | Cobalt Composite Hydroxide and Its Preparation Method, Cathode Materials for Lithium-ion Batteries, and Lithium-ion Batteries (鈷複合氫氧化物及其製備方法、鋰離子電池正極材料及鋰離子電池)                           | Invention | the Company               | PRC                          | 202111610311.6 | December 27, 2021   | December 26, 2041  |
| 9.  | A Cobalt Carbonate Material Doped with Aluminum and Its Preparation Method, Cobalt Oxide Doped with Aluminum, and Lithium Cobaltate Cathode Materials (一種摻鋁碳酸鈷材料及其製備方法、摻鋁四氧化三鈷及鋰鈷酸正極材料) | Invention | Hunan Zhongwei New Energy | PRC                          | 202111570481.6 | December 21, 2021   | December 20, 2041  |
| 10. | Amorphous Cobalt Hydroxide with High Aluminum Doping and Its Preparation Method and Applications (無定型高摻鋁氫氧化鈷及其製備方法和應用)                                                                  | Invention | Hunan Zhongwei New Energy | PRC                          | 202111158863.8 | September 30, 2021  | September 29, 2041 |

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| <b>No</b> | <b>Patent Name</b>                                                                                                                                     | <b>Type</b> | <b>Patent Holder</b>                 | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 11.       | A Method for Pre-treatment of Ternary Cathode Sheets to be Recycled (一種預處理待回收三元正極片的方法)                                                                 | Invention   | Guizhou Zhongwei Resources Recycling | PRC                                 | 202111155018.5       | September 29, 2021         | September 28, 2041 |
| 12.       | Cobalt Oxide and Its Preparation Method, and Lithium-ion Batteries (一種四氧化三鈷及其製備方法和鋰離子電池)                                                               | Invention   | Hunan Zhongwei New Energy            | PRC                                 | 202110997578.9       | August 27, 2021            | August 26, 2041    |
| 13.       | A High-Grade Nickel Matte Atmospheric Leaching Method and Nickel Sulfate (一種高冰鎳常壓浸出方法及硫酸鎳)                                                             | Invention   | Hunan Zhongwei New Energy            | PRC                                 | 202110863150.5       | July 29, 2021              | July 28, 2041      |
| 14.       | Ternary Precursors and Their Preparation Methods, Cathode Materials for Lithium-ion Batteries, and Lithium-ion Batteries (三元前驅體及其製備方法、鋰離子電池正極材料及鋰離子電池) | Invention   | the Company                          | PRC                                 | 202011535743.0       | December 23, 2020          | December 22, 2040  |

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| <b>No</b> | <b>Patent Name</b>                                                                                                                                                                         | <b>Type</b> | <b>Patent Holder</b>                 | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 15.       | Cathode Material Coating Agent and Its Preparation Method, Cathode Materials for Lithium-ion Batteries, Lithium-ion Batteries, and Electrical Devices (正極材料包覆劑及其製備方法、鋰離子電池正極材料、鋰離子電池及用電設備) | Invention   | the Company                          | PRC                                 | 202011071680.8       | October 9, 2020            | October 8, 2040    |
| 16.       | Treatment Methods of Nickel-Cobalt-Manganese Ternary Waste Materials (鎳鈷錳三元廢料的處理方法)                                                                                                        | Invention   | Guizhou Zhongwei Resources Recycling | PRC                                 | 202010962154.4       | September 14, 2020         | September 13, 2040 |
| 17.       | Cobalt Hydroxide Oxide and Its Preparation Method, Lithium Cobaltate, Electrodes, and Lithium-Ion Batteries (羥基氧化鈷及其製備方法、鋰鈷酸、電極及鋰離子電池)                                                     | Invention   | Hunan Zhongwei New Energy            | PRC                                 | 201911066875.0       | November 4, 2019           | November 3, 2039   |

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| <b>No</b> | <b>Patent Name</b>                                                                                                   | <b>Type</b> | <b>Patent Holder</b>                 | <b>Jurisdiction of Registration</b> | <b>Patent Number</b> | <b>Date of Application</b> | <b>Expiry Date</b> |
|-----------|----------------------------------------------------------------------------------------------------------------------|-------------|--------------------------------------|-------------------------------------|----------------------|----------------------------|--------------------|
| 18.       | A Smelting Furnace for Nickel Matte Smelting and a Method for Producing Low-Grade Nickel Matte (用於冶煉冰鎳的熔煉爐及低冰鎳的生產方法) | Invention   | the Company                          | PRC                                 | 202111293657.8       | November 3, 2021           | November 2, 2041   |
| 19.       | A Method for Producing Low-Grade Nickel Matte by Smelting and Sulfurizing Nickel Oxide Ore (一種氧化鎳礦熔融還原硫化生產低冰鎳的方法)    | Invention   | the Company                          | PRC                                 | 202110604271.8       | May 31, 2021               | May 30, 2041       |
| 20.       | A Leaching Method for Sulfide Minerals (一種硫化礦物的浸出方法)                                                                 | Invention   | Guizhou Zhongwei Resources Recycling | PRC                                 | 202211737833.7       | December 31, 2022          | December 30, 2042  |

***Software copyrights***

As of the Latest Practicable Date, the Group had registered the following software copyrights which are material to its business:

| <b>No</b> | <b>Software Name</b>                            | <b>Registrant</b> | <b>Registration Number</b> | <b>Date of Registration</b> |
|-----------|-------------------------------------------------|-------------------|----------------------------|-----------------------------|
| 1.        | Laboratory Management System V1.0 (實驗室管理系統V1.0) | the Company       | 2019SR0730185              | July 16, 2019               |
| 2.        | Material Search System V1.0 (找料系統V1.0)          | the Company       | 2019SR0730176              | July 16, 2019               |
| 3.        | Production Planning System V1.0 (生產計劃系統V1.0)    | the Company       | 2019SR0730677              | July 16, 2019               |
| 4.        | Quality Management System V1.0 (質量管理系統V1.0)     | the Company       | 2019SR0730169              | July 16, 2019               |
| 5.        | Equipment Management System V1.0 (設備管理系統V1.0)   | the Company       | 2019SR0731870              | July 16, 2019               |

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| <b>No</b> | <b>Software Name</b>                                                                                                                       | <b>Registrant</b>                    | <b>Registration Number</b> | <b>Date of Registration</b> |
|-----------|--------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|----------------------------|-----------------------------|
| 6.        | Intelligent Control Software for Producing Battery-Grade Manganese Sulfate from Metallic Manganese V1.0 (用金屬錳製電池級硫酸錳的智能控制軟件V1.0)           | Guizhou Zhongwei Resources Recycling | 2018SR583660               | July 25, 2018               |
| 7.        | Intelligent Control Software for Producing Battery-Grade Cobalt Sulfate from Metallic Cobalt V1.0 (用金屬鈷製電池級硫酸鈷的智能控制軟件V1.0)                 | Guizhou Zhongwei Resources Recycling | 2018SR583660               | July 25, 2018               |
| 8.        | Intelligent Control System for Laser Cutting of Used Lithium Battery Module Housings V1.0 (激光切割廢舊鋰電池模組外殼智能控制系統V1.0)                        | Guizhou Zhongwei Resources Recycling | 2018SR583664               | July 25, 2018               |
| 9.        | Automatic Control System for Producing Battery-Grade Nickel Sulfate from Nickel Briquette and Nickel Powder V1.0 (鎳豆、鎳粉製電池級硫酸鎳的自動控制系統V1.0) | Guizhou Zhongwei Resources Recycling | 2018SR580995               | July 25, 2018               |
| 10.       | Automated Control Software for Dismantling Used Lithium Batteries V1.0 (廢舊鋰電池拆解自動化控制軟件V1.0)                                                | Guizhou Zhongwei Resources Recycling | 2018SR335586               | May 14, 2018                |
| 11.       | Intelligent Control Software for Hydrometallurgical Recycling of Used Power Lithium Batteries V1.0 (濕法回收廢舊動力鋰電池智能控制軟件V1.0)                 | Guizhou Zhongwei Resources Recycling | 2018SR323770               | May 10, 2018                |
| 12.       | Automatic Control System for Purification, Extraction, and Separation in the Recycling of Power Batteries V1.0 (回收動力電池淨化萃取分離自動控制系統V1.0)    | Guizhou Zhongwei Resources Recycling | 2018SR323754               | May 10, 2018                |
| 13.       | Automated Control System for Recycling Lithium Iron Phosphate from Used Lithium Batteries V1.0 (廢舊鋰電池回收磷酸鐵鋰自動控制系統V1.0)                     | Guizhou Zhongwei Resources Recycling | 2018SR323742               | May 10, 2018                |
| 14.       | Ion Exchange Recycling System for Used Power Lithium Batteries V1.0 (廢舊動力鋰電池離子交換法回收系統V1.0)                                                 | Guizhou Zhongwei Resources Recycling | 2018SR324639               | May 10, 2018                |
| 15.       | Laboratory Management System V1.0 (實驗室管理系統V1.0)                                                                                            | the Company                          | 2019SR0730185              | July 16, 2019               |
| 16.       | Material Search System V1.0 (找料系統V1.0)                                                                                                     | the Company                          | 2019SR0730176              | July 16, 2019               |
| 17.       | Production Planning System V1.0 (生產計劃系統V1.0)                                                                                               | the Company                          | 2019SR0730677              | July 16, 2019               |

**APPENDIX VI****STATUTORY AND GENERAL INFORMATION**

| <b>No</b> | <b>Software Name</b>                                                                                                                                                 | <b>Registrant</b>         | <b>Registration Number</b> | <b>Date of Registration</b> |
|-----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|----------------------------|-----------------------------|
| 18.       | Quality Management System V1.0 (質量管理系統V1.0)                                                                                                                          | the Company               | 2019SR0730169              | July 16, 2019               |
| 19.       | Equipment Management System V1.0 (設備管理系統V1.0)                                                                                                                        | the Company               | 2019SR0731870              | July 16, 2019               |
| 20.       | Workshop Batch Management System V1.1 (車間批次管理系統V1.1)                                                                                                                 | Hunan Zhongwei New Energy | 2023SR1657028              | December 18, 2023           |
| 21.       | Zhongwei Big Data Management System V1.0 (中偉大數據管理系統V1.0)                                                                                                             | Hunan Zhongwei New Energy | 2023SR1708724              | December 21, 2023           |
| 22.       | Workshop Formulation Management System V2.0 (車間配方管理系統V2.0)                                                                                                           | Hunan Zhongwei New Energy | 2023SR1710625              | December 21, 2023           |
| 23.       | Energy Data Acquisition System V1.0 (能源數據採集系統V1.0)                                                                                                                   | Hunan Zhongwei New Energy | 2023SR1711013              | December 21, 2023           |
| 24.       | Workshop Data Acquisition System V1.1 (車間數據採集系統V1.1)                                                                                                                 | Hunan Zhongwei New Energy | 2023SR1711871              | December 21, 2023           |
| 25.       | Pyrometallurgical Data Acquisition and Monitoring System (Abbreviated: Pyrometallurgical Data Acquisition) V1.0 (火法數據採集與監控系統 (簡稱：火法數據採) V1.0)                        | the Company               | 2025SR0117385              | January 17, 2025            |
| 26.       | Automated Stereoscopic Warehouse WMS and ERP Integration System (Abbreviated: WMS and ERP Integration System) V1.0 (自動化立體倉庫 WMS 與 ERP 集成系統 (簡稱：WMS 與 ERP 集成系統) V1.0) | the Company               | 2025SR0117567              | January 17, 2025            |

## DISCLOSURE OF INTERESTS

## Disclosure of Interests of Directors and Chief Executive of the Company

Immediately following the completion of the Global Offering (assuming the Over-allotment Option is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing Date), so far as our Directors are aware, the interests and/or short positions (as applicable) of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company and any interests and/or short positions (as applicable) in shares, underlying shares or debentures of any of the Company's associated corporations (within the meaning of Part XV of the SFO) which (1) will have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (2) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (3) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange, will be as follows:

*Interests/Short Positions in the Company*

| Name of Shareholder | Nature of Interest                                    | Type of Shares | Number of Shares Held or Interested | Approximate Percentage of interest in A Shares of our Company immediately after the Global Offering | Approximate Percentage of interest in Shares of our Company immediately after the Global Offering |
|---------------------|-------------------------------------------------------|----------------|-------------------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| Mr. Deng            | Beneficial owner                                      | A Shares       | 29,570,194                          | 3.15%                                                                                               | 2.84%                                                                                             |
|                     | Interest in controlled corporations <sup>(1)(2)</sup> | A Shares       | 528,484,872                         | 56.34%                                                                                              | 50.71%                                                                                            |
| Mr. Tao Wu          | Beneficial owner <sup>(3)</sup>                       | A Shares       | 1,141,343                           | 0.12%                                                                                               | 0.11%                                                                                             |
| Mr. Liao Hengxing   | Beneficial owner <sup>(4)</sup>                       | A Shares       | 637,058                             | 0.07%                                                                                               | 0.06%                                                                                             |
| Mr. Li Weihua       | Beneficial owner <sup>(5)</sup>                       | A Shares       | 822,979                             | 0.09%                                                                                               | 0.08%                                                                                             |

*Notes:*

- (1) As at the Latest Practicable Date, Zhongwei Holding was held by Mr. Deng as to 65% and by Ms. Wu as 35%, and Hongxin Chengda was owned as to 1% by Ms. Wu as the general partner and as to 99% by Mr. Deng as the limited partner. Mr. Deng and Ms. Wu are husband and wife. Zhongwei Holding directly held 481,600,000 A Shares and Hongxin Chengda directly held 17,052,000 A Shares. Therefore, Mr. Deng is deemed to be interested in all the A Shares held by Zhongwei Holding and Hongxin Chengda under the SFO, which is 498,652,000 A Shares in total.
- (2) As at the Latest Practicable Date, there were 29,832,872 A Shares repurchased and held in the Company's stock repurchase account as treasury shares. Mr. Deng and Ms. Wu, through Zhongwei Holding and Hongxin Chengda, directly and indirectly controls more than one-third of the voting power at the general meetings of the Company and would be taken to have an interest in such repurchased A Shares held by the Company under the SFO.

- (3) As of the Latest Practicable Date, Mr. Tao Wu was interested in 1,141,343 A Shares held by him and 33,942 A Shares held under the Restricted Share Incentive Schemes.
- (4) As of the Latest Practicable Date, Mr. Liao Hengxing was interested in 637,058 A Shares held by him and 26,416 A Shares held under the Restricted Share Incentive Schemes.
- (5) As of the Latest Practicable Date, Mr. Li Weihua was interested in 822,979 A Shares held by him and 33,942 A Shares held under the Restricted Share Incentive Schemes.
- (6) All interests stated above are long position.

***Interests/Short Positions in the Associated Corporations***

| <b>Name of Director</b> | <b>Name of Associated Corporation</b>                          | <b>Nature of Interest</b>           | <b>Percentage of Interest</b> |
|-------------------------|----------------------------------------------------------------|-------------------------------------|-------------------------------|
| Mr. Deng                | Zhongwei Holding <sup>(1)</sup>                                | Beneficial owner                    | 65%                           |
|                         |                                                                | Interest of spouse                  | 35%                           |
| Mr. Deng                | Hunan Rongrun Gongmao Co., Ltd.<br>(湖南融潤工貿有限公司) <sup>(2)</sup> | Beneficial owner                    | 5%                            |
|                         |                                                                | Interest in controlled corporations | 95%                           |

*Notes:*

- (1) As at the Latest Practicable Date, Zhongwei Holding was held by Mr. Deng as to 65% and by Ms. Wu as 35%. Mr. Deng and Ms. Wu are husband and wife. Zhongwei Holding is a limited liability company incorporated in the PRC and does not issue any shares.
- (2) As of the Latest Practicable Date, Hunan Rongrun Gongmao Co., Ltd. was held by Mr. Deng as to 5% and by Zhongwei Holding as to 95%. Hunan Rongrun Gongmao Co., Ltd. is a limited liability company incorporated in the PRC and does not issue any shares.

Save as disclosed above, none of the Directors or the chief executive of the Company will, immediately following the completion of the Global Offering, have an interest and/or short position (as applicable) in the Shares, underlying shares or debentures of the Company or any interests and/or short positions (as applicable) in the shares, underlying shares or debentures of the Company's associated corporations (within the meaning of Part XV of the SFO) which (i) will have to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO), (ii) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (iii) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Hong Kong Stock Exchange.

**Disclosure of Interests of Substantial Shareholders**

Save as disclosed below and the disclosure in the section headed “Substantial Shareholders”, our Directors are not aware of any other person who will, immediately following completion of the Global Offering (assuming the Over-allotment Option is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the Listing Date), have an interest or short position in our Shares or underlying Shares which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, will be, directly or indirectly, interested in 10% or more of the issued voting shares of our Company or any other member of our Group:

| Subsidiary of our Company                                                  | Registered Capital/<br>Issued Share Capital | Name of the Shareholder                                                                                                                         | Approximate percentage of Interest |
|----------------------------------------------------------------------------|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|
| Guizhou Zhongwei Resources Recycling                                       | RMB721,379,750                              | Guizhou Ecological Environmental Protection Development Equity Investment Fund Partnership (Limited Partnership)<br>(貴州省生態環保發展股權投資基金合夥企業(有限合夥)) | 11.58%                             |
| Guizhou Zhongwei New Energy Technology Company Limited*<br>(貴州中偉新能源科技有限公司) | RMB1,875,000,000                            | Guizhou New Industrialization Development Equity Investment Fund Partnership (Limited Partnership)<br>(貴州省新型工業化發展股權投資基金合夥企業(有限合夥))              | 21.3%                              |
| Guizhou Zhongwei Xingyang                                                  | RMB3,125,000,000                            | Guizhou New Industrialization Development Equity Investment Fund Partnership (Limited Partnership)<br>(貴州省新型工業化發展股權投資基金合夥企業(有限合夥))              | 48%                                |
| DNI                                                                        | IDR1,403,752,000,000                        | Debonair Nickel Private Limited                                                                                                                 | 49.9%                              |
| PT Jade Bay Metal Industry                                                 | IDR971,809,965,000                          | Debonair Nickel Private Limited                                                                                                                 | 49.9%                              |
| NNI                                                                        | IDR3,772,548,000,000                        | Jiangsu Delong Nickel Industry Co., Ltd. (江蘇德龍鎳業有限公司)                                                                                           | 33%                                |
| PT Zhongtsing                                                              | IDR1,994,604,000,000                        | Rigqueza International Pte., Ltd.                                                                                                               | 30%                                |
| Innovation West Mantewe PTE. LTD.                                          | SGD100 and USD13,000,000                    | Walsin Lihwa Corporation                                                                                                                        | 20%                                |
| CNP Advanced Material Technology Co., Ltd.                                 | KRW14,170,400,000                           | POSCO Future M Co., Ltd.                                                                                                                        | 20%                                |
| PT Anugerah Barokah Cakrawala                                              | IDR743,750,000,000                          | PT Puusuli Laronanga Sukses                                                                                                                     | 49%                                |

| Subsidiary of our Company   | Registered Capital/<br>Issued Share Capital | Name of the Shareholder          | Approximate percentage of Interest |
|-----------------------------|---------------------------------------------|----------------------------------|------------------------------------|
| PT CNGR Xing Xin New Energy | IDR71,855,000,000                           | Rigueza International Pte., Ltd. | 30%                                |
| PT CNGR Xingqiu New Energy  | IDR114,968,000,000                          | Rigueza International Pte., Ltd. | 30%                                |
| PT CNGR Xingquan New Energy | IDR71,855,000,000                           | Rigueza International Pte., Ltd. | 30%                                |
| PT BUMI HALTENG MINING      | IDR12,335,000,000                           | IRAWAN TANTO                     | 33.51%                             |
| PT HARUM SUKSES MINING      | IDR47,923,000,000                           | IRAWAN TANTO                     | 35.83%                             |

## FURTHER INFORMATION ABOUT OUR DIRECTORS

### Particulars of the Service Contracts

Each of our Directors has entered into a service contract with our Company. The principal particulars of these service contracts comprise (a) the term of the service; (b) termination provisions; and (c) dispute resolution provision. The service contracts may be renewed in accordance with our Articles of Association and the applicable laws, rules and regulations from time to time.

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

### Remuneration of Directors

For details of the remuneration of Directors, see “Directors and Senior Management — Remuneration of Our Directors and Senior Management” and Note 8 in “Appendix I — Accountants’ Report”.

### Disclaimers

- Save as disclosed in this Prospectus, none of the Directors or any of the experts referred to in “Other Information — Qualifications and Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this Prospectus, acquired or disposed of by, or leased to, any member of the Group, or are proposed to be acquired or disposed of by, or leased to, any member of the Group.
- Save as disclosed in this Prospectus, none of the Directors or any of the experts referred to in “Other Information — Qualifications and Consents of Experts” below, is materially interested in any contract or arrangement subsisting at the date of this Prospectus which is significant in relation to the business of the Group.
- Save as disclosed in this Prospectus, none of our Directors is a director or employee of a company that has an interest in the share capital of our Company which, once the H Shares are listed on the Hong Kong Stock Exchange, would have to be disclosed pursuant to Divisions 2 and 3 of Part XV of the SFO.
- Within two years immediately preceding the date of this Prospectus, no cash, securities or other benefit has been paid, allotted or given nor is proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this Prospectus.
- So far as is known to the Directors, none of the Directors or their close associates or any Shareholders who are expected to be interested in 5% or more of the issued share capital of the Company has any interest in the five largest customers or the five largest suppliers of the Group.

**SHARE SCHEMES****Employee Stock Ownership Scheme**

Our Company adopted the Employee Stock Ownership Scheme in November 2022, which was terminated as of the Latest Practicable Date. Given the Employee Stock Ownership Scheme does not involve issue of new Shares by our Company, the terms of the Employee Stock Ownership Scheme are not subject to the provisions of Chapter 17 of the Listing Rules.

*(i) Participants of the scheme*

The participants of the Employee Stock Ownership Scheme include directors (excluding independent directors), supervisors, senior management, key management personnel, core employees, and other personnel deemed by the Board as requiring incentives, of our Company and its subsidiaries and branches.

*(ii) Source of shares and participants' interest in the scheme*

The designated account of the Employee Stock Ownership Scheme has purchased 7,778,037 A Shares from the open market at the price as set out under the Employee Stock Ownership Scheme. Each participant of the Employee Stock Ownership Scheme holds a certain percentage of interest in the scheme.

*(iii) Administration of the scheme*

The Employee Stock Ownership Scheme is subject to the approval of the Shareholders. Such scheme is administered by a committee (the “**Scheme Management Committee**”), the members of which are elected by the participants of the Employee Stock Ownership Scheme. The Scheme Management Committee oversees the day-to-day management of the Employee Stock Ownership Scheme and exercise shareholders' rights on behalf of the participants.

*(iv) Term of the scheme*

The Employee Stock Ownership Scheme is valid for a term of 24 months commencing from the date of announcement of the last transfer of the relevant A Shares to the designated account of the Employee Stock Ownership Scheme (the “**Commencement Date**”), which may be extended upon approval by the Scheme Management Committee and the Board. In February 2025, the Board approved to extend the term of the Employee Stock Ownership Scheme to May 29, 2027.

*(v) Lock-up of the shares*

The A Shares held by the Employee Stock Ownership Scheme are subject to a lock-up period of 12 months, commencing from the Commencement Date. After the expiry of the forgoing lock-up period, the Scheme Management Committee may sell the A Shares held by the Employee Stock Ownership Scheme and distribute the proceeds to the participants proportionately pursuant to the terms of the Employee Stock Ownership Scheme.

*(vi) Total number of shares held by the scheme*

As of the Latest Practicable Date, no A shares were held by the Employee Stock Ownership Scheme.

**Restricted Share Incentive Schemes**

The following is a summary of the principal terms of the Restricted Share Incentive Schemes. The terms of Restricted Share Incentive Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve any further grant of restricted Shares by our Company after our Listing. Save as otherwise disclosed, the terms of each of the Restricted Share Incentive Schemes are substantially similar and are summarized below.

***(i) Purpose***

The purpose of the Restricted Share Incentive Schemes is to further improve our Company's long-term incentive mechanism, attract and retain outstanding talents, effectively align the interests of our Shareholders, our Company and our employees, and ensure that all parties jointly focus on our Company's sustainable growth. The Restricted Share Incentive Schemes are implemented to align the interests of the Shareholders with the interests of the Group and employee which will benefit the sustained development of our Group.

***(ii) Administration***

The Restricted Share Incentive Schemes are subject to the approval of the Shareholders' meeting, administration of the Board and the supervision of the board of supervisors and independent Directors of our Company.

***(iii) Participants***

The participants of the Restricted Share Incentive Schemes include directors, senior management, core technical personnel, and other personnel deemed by the board of directors as requiring incentives, of our Company and its subsidiaries. The scope of participants excludes independent directors, supervisors and shareholders or actual controller who individually or collectively hold 5% or more of the Shares of our Company and their spouse, parents and children.

*(iv) Source and total number of Shares*

Each restricted Share granted under the Restricted Share Incentive Schemes represents the right to receive one A Share at the grant price, which will be satisfied by A Shares issued by our Company. In May 2022, 3,993,835 A Shares (which was adjusted to 5,591,369 due to 2023 Annual Dividend Distribution) were issued by the Company for the 2022 Restricted Share Incentive Scheme. In July 2024, 2,526,155 A Shares were issued by the Company for the 2023 Restricted Share Incentive Scheme. The total number of Shares may be issued under each of the Restricted Share Incentive Schemes are as follows:

| <b>Restricted Share Incentive Scheme</b>         | <b>Total number of Shares which may be issued under the respective scheme<sup>(1)</sup></b> |
|--------------------------------------------------|---------------------------------------------------------------------------------------------|
| 2022 Restricted Share Incentive Scheme . . . . . | 5,591,369 <sup>(2)</sup>                                                                    |
| 2023 Restricted Share Incentive Scheme . . . . . | 13,777,918                                                                                  |

*Notes:*

- (1) All the share numbers in this table were adjusted due to 2023 Annual Dividend Distribution.
- (2) According to the terms of the 2022 Restricted Share Incentive Scheme, the restricted Shares may be granted in batches and any further grant of restricted Shares shall be determined by the Board within 12 months following the approval of the 2022 Restricted Share Incentive Scheme by the Shareholders' meeting. Our Company granted the first batch of 3,993,835 restricted Shares in April 2022 and did not grant any further restricted Shares within the 12-month period under the 2022 Restricted Share Incentive Scheme. Therefore, the total number of Shares which could be issued under the 2022 Restricted Share Incentive Scheme is 3,993,835 (which was adjusted to 5,591,369 due to 2023 Annual Dividend Distribution).

*(v) Date of grant and duration of the schemes*

The first grant of restricted Shares shall be implemented, registered and announced within 60 days following the approval of the respective Restricted Share Incentive Schemes by the Shareholders' meeting. The further grant of restricted Shares shall be determined by the Board within 12 months following the approval of the respective Restricted Share Incentive Scheme by the Shareholders' meeting. The Restricted Share Incentive Schemes shall be effective from the date of completion of registration of the first grant of restricted Shares up to the date when all the restricted Shares granted under the respective Restricted Share Incentive Schemes are unlocked or vested or have been canceled or lapsed, provided that the term of the Restricted Share Incentive Schemes shall not exceed 60 months.

*(vi) Restriction on Directors and the senior management team*

If the grantee is a Director or a senior management of our Company, during the period of his or her term of employment, the Shares to be transferred in each year shall not exceed 25% of the total Shares he or she holds. No share held by such Director or senior management can be transferred within six months after termination of his or her employment. If the grantee is a Director or senior management of our Company or their spouse, parents or children, any income gained through sale of Shares within six months of purchase or purchase of Shares within six months of sale shall belong to our Company and will be forfeited by the Board. If there is any change in the applicable laws and regulations on the foregoing restriction requirements, the grantee shall comply with the amended laws and regulations.

*(vii) Conditions to the grant of restricted Shares*

The restricted Shares under the Restricted Share Incentive Schemes will only be granted to selected participants if the following conditions are fulfilled:

- (a) with respect to our Company, none of the following circumstances having occurred: (1) an audit report with an adverse opinion or a disclaimer of opinion has been issued by the reporting accountant with respect to our Company's accountant's report for the most recent fiscal year; (2) an audit report with an

adverse opinion or a disclaimer of opinion has been issued by the reporting accountant with respect to the internal control in financial report for the most recent fiscal year; (3) our Company has not distributed dividends in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing of A Shares; (4) applicable laws and regulations prohibit the implementation of any share incentive; or (5) any other circumstances determined by the CSRC.

(b) with respect to a grantee, none of the following circumstances having occurred: (1) the grantee has been regarded as an inappropriate person by any stock exchange within the last 12 months; (2) the grantee has been regarded as an inappropriate person by the CSRC or its local office within the last 12 months; (3) the grantee has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material breach of laws and regulations within the last 12 months; (4) the grantee is not qualified to serve as a director or senior management according to the PRC Company Law; (5) the grantee is prohibited from participating in any share incentive of listed companies according to laws and regulations; or (6) any other circumstances determined by the CSRC.

***(viii) Unlocking and vesting of restricted Shares***

The lock-up or vesting period for restricted Shares commences from date of grant of restricted Shares and the period between the date of completion of registration of the grant and the date of unlocking or vesting of the restricted Shares shall be 12 to 36 months. During the lock-up or vesting period, the restricted Shares granted to the grantee shall not be transferred, used as guarantee or for repayment of debt. In addition, the restricted Shares will only be unlocked or vested when (i) the conditions set out under paragraph (vii) above are fulfilled; and (ii) the annual assessment and performance targets as set out under the Restricted Share Incentive Schemes are achieved. The restricted Shares will be unlocked or vested after the lock-up or vesting period in accordance with the unlocking or vesting schedule as set out under the Restricted Share Incentive Schemes as follows:

- (a) unlock or vested as to (i) 30% in the period between the first trading day following the 12-month anniversary of the grant registration date and the last trading day up to the 24-month anniversary of the grant registration date, (ii) 30% in the period between the first trading day following the 24-month anniversary of the grant registration date and the last trading day up to the 36-month anniversary of the grant registration date, and (iii) 40% in the period between the first trading day following the 36-month anniversary of the grant registration date and the last trading day up to the 48-month anniversary of the grant registration date; or
- (b) unlock or vested as to (i) 50% in the period between the first trading day following the 12-month anniversary of the grant registration date and the last trading day up to the 24-month anniversary of the grant registration date, and (ii) 50% in the period between the first trading day following the 24-month anniversary of the grant registration date and the last trading day up to the 36-month anniversary of the grant registration date.

The grantees shall pay the grant price upon fulfillment of all the conditions of the restricted Shares to receive the A Shares. The number of restricted Shares granted and/or the grant prices will be adjusted upon the occurrence of certain events, including capitalization of capital reserves, issue of bonus shares, share splits and consolidations and rights issues. The restricted Shares may be canceled by our Company or lapse upon occurrence of certain events as set out in the Restricted Share Incentive Schemes, including but not limited to the change of the positions of the grantee or termination of employment.

***(ix) Dividend and voting rights***

Upon issuance of the A Shares by our Company, the grantees of restricted Shares will be entitled to exercise the right of Shareholders, including but not limited to the right to receive dividends and voting rights.

*(x) Outstanding restricted Shares*

As of the Latest Practicable Date, the number of outstanding restricted Shares granted under the Restricted Share Incentive Schemes was 4,268,494, representing approximately 0.410% of the issued Shares immediately following the completion of the Listing (assuming that no changes are made to the issued share capital of the Company between the Latest Practicable Date and the Listing Date).

The following table sets forth the number of outstanding restricted Shares granted to Directors, senior management and connected persons of our Company under the Restricted Share Incentive Schemes as of the Latest Practicable Date:

| Name of the grantee     | Position                                                 | Date of grant | Number of outstanding restricted Shares | Grant price | Lock-up or vesting period | Approximate percentage of issued Shares immediately after the Global Offering <sup>(1)</sup> |
|-------------------------|----------------------------------------------------------|---------------|-----------------------------------------|-------------|---------------------------|----------------------------------------------------------------------------------------------|
| Tao Wu . . . . .        | Executive<br>Director and<br>Senior<br>Vice President    | July 3, 2023  | 33,942                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Liao Hengxing . . . . . | Executive<br>Director and<br>Executive<br>Vice President | July 3, 2023  | 26,416                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Li Weihua . . . . .     | Executive<br>Director and<br>Chief Expert                | July 3, 2023  | 33,942                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Liu Xingguo . . . . .   | Executive<br>Director and<br>Vice President              | July 3, 2023  | 33,942                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Zhu Zongyuan . . . . .  | Finance Director<br>and Vice<br>President                | July 3, 2023  | 31,942                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Tang Huateng . . . . .  | Board Secretary                                          | July 3, 2023  | 10,142                                  | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |
| Zou Chang . . . . .     | Supervisor of<br>Guangxi<br>Zhongwei<br>New Energy       | July 3, 2023  | 19,706                                  | RMB30.78    | 1-3 years                 | 0.002%                                                                                       |
| Li Ningzhen . . . . .   | Supervisor of<br>Hunan<br>Zhongwei<br>New Energy         | July 3, 2023  | 9,436                                   | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |
| Yang Bo . . . . .       | Supervisor of<br>Hunan<br>Zhongwei<br>New Energy         | July 3, 2023  | 11,340                                  | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |

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| Name of the grantee      | Position                                                                                            | Date of grant | Number of outstanding restricted Shares | Grant price | Lock-up or vesting period | Approximate percentage of issued Shares immediately after the Global Offering <sup>(1)</sup> |
|--------------------------|-----------------------------------------------------------------------------------------------------|---------------|-----------------------------------------|-------------|---------------------------|----------------------------------------------------------------------------------------------|
| Chen Hailei . . . . .    | Director of DNI and NNI                                                                             | July 3, 2023  | 23,184                                  | RMB30.78    | 1-3 years                 | 0.002%                                                                                       |
| Li Cheng . . . . .       | Director of Hunan Zhongwei Zhengyuan and Guizhou Zhongwei New Material                              | July 3, 2023  | 28,946                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Luo Yao . . . . .        | Supervisor of Hunan Zhongwei Zhengyuan                                                              | July 3, 2023  | 22,024                                  | RMB30.78    | 1-3 years                 | 0.002%                                                                                       |
| Dong Bengang . . . . .   | General manager of Hunan Zhongwei New Energy                                                        | July 3, 2023  | 15,748                                  | RMB30.78    | 1-3 years                 | 0.002%                                                                                       |
| Liu Yi . . . . .         | Director of Hunan Zhongwei New Energy and Guangxi Zhongwei New Energy                               | July 3, 2023  | 26,790                                  | RMB30.78    | 1-3 years                 | 0.003%                                                                                       |
| Zhou Wenxing . . . . .   | Director of Hunan Zhongwei New Energy                                                               | July 3, 2023  | 9,660                                   | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |
| Fu Peiwen . . . . .      | Director of DNI                                                                                     | July 3, 2023  | 13,396                                  | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |
| Huang Xing . . . . .     | Supervisor of Hunan Zhongwei New Energy, Hunan Zhongwei Zhengyuan and Guizhou Zhongwei New Material | July 3, 2023  | 7,728                                   | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |
| Wang Jianqiang . . . . . | Supervisor of Hunan Zhongwei New Energy                                                             | July 3, 2023  | 5,796                                   | RMB30.78    | 1-3 years                 | 0.001%                                                                                       |

## APPENDIX VI

## STATUTORY AND GENERAL INFORMATION

| Name of the grantee   | Position                                | Date of grant | Number of outstanding restricted Shares | Grant price | Lock-up or vesting period | Approximate percentage of issued Shares immediately after the Global Offering <sup>(1)</sup> |
|-----------------------|-----------------------------------------|---------------|-----------------------------------------|-------------|---------------------------|----------------------------------------------------------------------------------------------|
| Xiao Huishu . . . . . | Director of Guangxi Zhongwei New Energy | June 20, 2024 | 14,000                                  | RMB21.16    | 1-2 years                 | 0.001%                                                                                       |
| Jiao Hua . . . . .    | Director of Guangxi Zhongwei New Energy | June 20, 2024 | 14,000                                  | RMB21.16    | 1-2 years                 | 0.001%                                                                                       |

*Note:*

- (1) The calculation is based on the assumption that the Over-allotment Option is not exercised and no other changes are made to the issued share capital of the Company between the Latest Practicable Date and the Listing Date.

The table below sets forth the details of outstanding restricted Shares granted to other grantees (excluding Directors, senior management and connected persons of our Company) under the Restricted Share Incentive Schemes as of the Latest Practicable Date:

| Restricted Share Incentive Scheme                | Number of grantees | Date of grant | Number of outstanding restricted Shares | Grant price | Lock-up or vesting period | Approximate percentage of issued Shares immediately after the Global Offering <sup>(1)</sup> |
|--------------------------------------------------|--------------------|---------------|-----------------------------------------|-------------|---------------------------|----------------------------------------------------------------------------------------------|
| 2023 Restricted Share Incentive Scheme . . . . . | 1,030              | July 3, 2023  | 3,314,258                               | RMB30.78    | 1-3 years                 | 0.32%                                                                                        |
|                                                  | 105                | June 20, 2024 | 954,236                                 | RMB21.16    | 1-2 years                 | 0.09%                                                                                        |

*Note:*

- (1) The calculation is based on the assumption that the Over-allotment Option is not exercised and no other changes are made to the issued share capital of the Company between the Latest Practicable Date and the Listing Date.

## OTHER INFORMATION

### Estate Duty

The Directors have been advised that no material liability for estate duty is likely to fall upon the Group.

### Litigation

As of the Latest Practicable Date, so far as the Directors are aware, there is no litigation or claims of material importance pending or threatened against any member of the Group.

### Joint Sponsors

Each of the Joint Sponsors satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Each of the Joint Sponsors will receive a fee of US\$500,000 for acting as a sponsor of our Company in connection with the proposed listing on the Hong Kong Stock Exchange.

### Qualifications and Consents of Experts

The qualifications of the experts which have given opinions or advice which are contained, or referred to, in this Prospectus are as follows:

| <b>Name of Expert</b>                                   | <b>Qualifications</b>                                                                                                                                                                                                                                                                                                                                |
|---------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Morgan Stanley Asia Limited . . . . .                   | A corporation licensed to conduct type 1 (dealing in securities), type 4 (advising on securities), type 5 (advising on futures contracts), type 6 (advising on corporate finance) and type 9 (asset management) of the regulated activities under the SFO                                                                                            |
| Huatai Financial Holdings (Hong Kong) Limited . . . . . | A corporation licensed to conduct type 1 (dealing in securities), type 2 (dealing in futures contracts), type 3 (leveraged foreign exchange trading), 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 under the SFO |
| Ernst & Young . . . . .                                 | Certified Public Accountants under the Professional Accountants Ordinance (Cap. 50) and Registered Public Interest Entity Auditor under the Financial Reporting Council Ordinance (Cap. 588)                                                                                                                                                         |
| CM Law Firm . . . . .                                   | Company's PRC Legal Adviser                                                                                                                                                                                                                                                                                                                          |
| Santoso, Martinus and Muliawan Advocates . . . . .      | Company's Indonesian Legal Adviser                                                                                                                                                                                                                                                                                                                   |
| Lee & Ko . . . . .                                      | Company's Korean Legal Adviser                                                                                                                                                                                                                                                                                                                       |
| Asafo & Co. . . . .                                     | Company's Morocco Legal Adviser                                                                                                                                                                                                                                                                                                                      |
| Frost & Sullivan . . . . .                              | Independent industry consultant                                                                                                                                                                                                                                                                                                                      |

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

None of the experts named above has any shareholding interest in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group save in connection with the Hong Kong Underwriting Agreement and the International Underwriting Agreement.

### Binding Effect

This Prospectus shall have the effect, if an application is made pursuant to this Prospectus, 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 so far as applicable.

**Bilingual Prospectus**

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

**Compliance Adviser**

The Company has appointed Somerley Capital Limited as its compliance adviser in compliance with Rule 3A.19 of the Listing Rules.

**Preliminary Expenses**

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

**No Material Adverse Change**

Our Directors confirm that there has been no material adverse change in our financial or trading position since June 30, 2025, being the end of the period reported on in the Accountants' Report in Appendix I to this Prospectus, and up to the date of this Prospectus.

**Promoters**

The promoters of our Company are all of the 19 then shareholders of our Company immediately before our conversion into a joint stock company with limited liability. Save as disclosed in this Prospectus, within the two years immediately preceding the date of this Prospectus, no cash, securities, or other benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the Global Offering.

**Taxation of Holders of H Shares**

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

**Miscellaneous**

Save as disclosed in this Prospectus:

- (a) Within the two years preceding the date of this Prospectus, (i) no share or loan capital of the Company or any of its subsidiary has been issued or has been agreed to be issued fully or partly paid either for cash or for a consideration other than cash; and (ii) no commissions, discounts, brokerage fee or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share or loan capital of our Company or any of its subsidiaries.
- (b) No share or loan capital of the Company or any of its subsidiary is under option or is agreed conditionally or unconditionally to be put under option.
- (c) There are no founder, management or deferred shares in our Company or any of its subsidiaries.

- (d) Our Company has no outstanding convertible debt securities or debentures.
- (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 the Group which may have or has had a significant effect on the financial position of the Group in the 12 months preceding the date of this Prospectus.
- (g) Save for A Shares that are listed on the Shenzhen Stock Exchange and H Shares to be issued in connection with the Global Offering, none of the equity securities of the Company is listed or dealt in on any other stock exchange nor is any listing or permission to deal being or proposed to be sought.