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Application Proof of

Zhejiang Meorient Commerce & Exhibition Inc.*

浙江米奧蘭特商務會展股份有限公司

(the “Company”)

(A joint stock company incorporated in the People’s Republic of China with limited liability)

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Zhejiang Meorient Commerce & Exhibition Inc.*

浙江米奧蘭特商務會展股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

[REDACTED]

Number of [REDACTED] under : [REDACTED] H Shares (subject to the [REDACTED])
the [REDACTED]
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to [REDACTED] and the [REDACTED])
Maximum [REDACTED] : HK\$[REDACTED] per H Share plus brokerage of 1%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value : RMB1.00 per H Share
[REDACTED] : [REDACTED]

Sole Sponsor, [REDACTED] [REDACTED], [REDACTED], [REDACTED] and [REDACTED]



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The [REDACTED] is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and us on or around [REDACTED] (Hong Kong time), and, in any event, not later than [REDACTED] (Hong Kong time). If, for any reason, the [REDACTED] is not agreed by [REDACTED] (Hong Kong time) between the [REDACTED] (for itself and on behalf of the [REDACTED]) and us, the [REDACTED] will not proceed and will lapse. The [REDACTED] will be no more than HK\$[REDACTED] per [REDACTED] and is currently expected to be not less than HK\$[REDACTED] unless otherwise announced. Applicants for [REDACTED] are required to pay, on application, the [REDACTED] of HK\$[REDACTED] for each [REDACTED] together with brokerage fee of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015%, subject to refund if the [REDACTED] as finally determined is less than HK\$[REDACTED].

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, where considered appropriate and with our consent, reduce the number of [REDACTED] being [REDACTED] under the [REDACTED] and/or the [REDACTED] range below that stated in this document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. See “Structure of the [REDACTED]” and “How to Apply for [REDACTED]” for further details.

The obligations of the [REDACTED] under the [REDACTED] are subject to termination by the [REDACTED] (for itself and on behalf of the [REDACTED]) if certain grounds arise prior to 8:00 a.m. on the [REDACTED]. See “[REDACTED] — [REDACTED] — [REDACTED] — [REDACTED]” for further details.

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The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities laws of the United States and may not be [REDACTED] or sold within or to the United States, or to or for the account or benefit of any U.S. person (as defined in Regulation S), except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] are being [REDACTED] and sold outside the United States in offshore transactions in accordance with Regulation S.

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EXPECTED TIMETABLE

[REDACTED]

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read the entire document before you decide to [REDACTED] in the [REDACTED].

There are risks associated with any [REDACTED]. Some of the particular risks in [REDACTED] in the [REDACTED] are set out in the section headed “Risk Factors”. You should read that section carefully before you decide to [REDACTED] in the [REDACTED].

OVERVIEW

Who we are

We are an established exhibition service provider. We primarily serve as an exhibition organizer offering comprehensive services including exhibition management, booth sales and other exhibition related services, and the venues of our organized exhibitions span multiple countries and regions across five continents such as the UAE, Indonesia, Japan, Mexico, Brazil, Vietnam, Chinese Mainland, Poland and Egypt. According to Frost & Sullivan, we ranked No.1 among all overseas exhibition institutions based in the PRC in terms of both the number and area of overseas exhibitions organized in 2024. During the Track Record Period, we have successfully organized 77 exhibitions, attracting over tens of thousands of exhibitors participating in our exhibitions. We focus on offering exhibition solutions for various industries and have incubated over ten industry-specific exhibition brands, covering home furnishing, consumer electronics, textiles and industrial machinery, etc.

We have been committed to supporting Chinese enterprises in their global expansion and providing online-and-offline exhibition services suitable for Chinese exhibitors’ expansion demands. According to Frost & Sullivan, we are one of the first batch of enterprises worldwide to provide digitalized exhibition services. Leveraging our technology capability, we enhance the experience of offline exhibition for both visitors and exhibitors and expand our service to both pre-exhibition stage and post-exhibition stage.

Our long-term dedication to exhibition services is well recognized in the market. In particular, we were recognized as one of the Best Case Practice (最佳案例實踐) by the Inter-ministerial Joint Conference on Service Trade of the State Council (國務院服務貿易發展部際聯席會議辦公室) for the attributes of our innovative business model, which differentiates itself by leveraging our digital intelligence capabilities to facilitate transaction matchmaking before exhibition and provide exhibition related services after the exhibition. We were also honored as a Leading Enterprise in the Chinese Exhibition Industry (中國會展行業領軍企業) in both 2024 and 2025. Furthermore, we received the title of the National Science and Technology-based Small and Medium-sized Enterprises (國家科技型中小企業) and served as one of the key drafting members in formulating the Online Exhibition Services Standard (《線上展會服務規範》) being a national benchmark of the exhibition industry. For more information, see “Business — Awards and Recognitions”.

OUR BUSINESS

Our services can be primarily divided into three types in terms of their nature, namely exhibition organization services, exhibition agency services and others. During the Track Record Period, we primarily offer exhibition organization services, for which we lead the whole process of the exhibitions as the organizer including exhibition preparation, exhibition implementation, on-site operation and post-exhibition services. For our exhibition agency services, we purchase booths from the organizers of the exhibitions and resell to exhibitors, and generally provide related services such as arranging for their

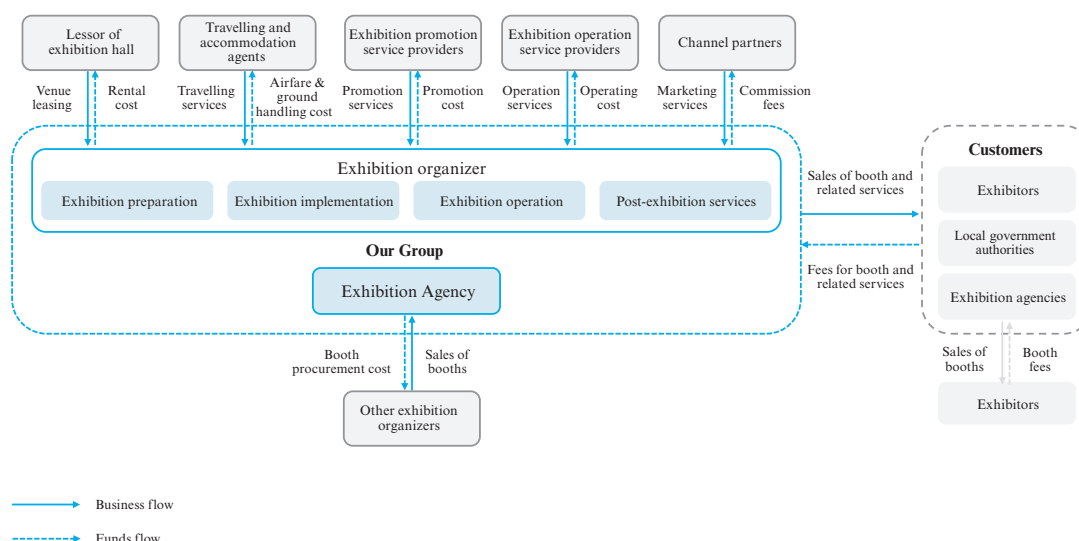
SUMMARY

traveling and accommodation. Our other revenue primarily comprises revenue from general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

The following table sets forth a breakdown of revenue by types of our services during the Track Record Period:

	Year ended December 31,				Six months ended June 30,			
	2022		2023		2024		2024	2025
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (Unaudited)	RMB'000 (Unaudited)
Exhibition organization services	255,295	73.3	774,859	92.8	677,054	90.1	227,646	215,324
Exhibition agency services	3,291	0.9	38,605	4.6	58,259	7.8	21,531	22,818
Others	89,727	25.8	21,507	2.6	16,053	2.1	10,929	2,639
Total	348,313	100	834,971	100	751,366	100	260,106	240,781

The following diagram illustrating the overall business model of our Group as (i) the organizer of our exhibitions, or (ii) an exhibition agency of exhibitions organized by other exhibition organizers, and the relationship among different industry players.



PRICING POLICY

Our service pricing is determined based on the type of services we provide. We generally charged our customers based on fixed booth fee multiplied by the number of booths sold, plus the additional fee for value-added services. We primarily consider the prevailing market price in the industry and the exchange rate to determine the price level and take into account other factors such as the theme, location of venue and scale of the exhibition, the nature and scope of our services and estimated costs of suppliers.

OUR COMPETITIVE STRENGTHS

Based on both the number and the area of overseas exhibitions organized in 2024, we are the No.1 among all overseas exhibition institutions based in the PRC. According to Frost & Sullivan, Chinese exhibition organizers are accelerating their expansion into emerging markets, such as BRICs and RCEP (ASEAN and regional partners) markets, driven by the ongoing Belt and Road cooperation and deepening bilateral trade ties.

SUMMARY

We have the following competitive strengths from which our success is derived: (i) industry-leading advantages; (ii) global footprint advantages; (iii) professional depth advantages; (iv) digital intelligent operation advantages; (v) platform service advantages; and (vi) talent and management advantages. For details, see “Business — Strengths”.

OUR STRATEGIES

We intend to implement the following strategies: (i) expand our global footprint and enhance our professional services to establish an internationally recognized platform in exhibition industry; (ii) upgrade our business model with digitalized solutions and establish an AI-powered global exhibition platform; (iii) expand our value chain of foreign trade services to establish a comprehensive foreign trade service system; and (iv) enhance our integration capabilities in the exhibition industry chain through potential strategic investments and acquisitions. For details, see “Business — Strategies”.

CUSTOMERS AND SUPPLIERS

Our customers mainly consist of (i) exhibitors to which we sell our booths directly; (ii) exhibition agencies which procure and resell our booths to exhibitors; and (iii) local government authorities that primarily engaged in domestic and foreign trade coordination for local enterprises. In 2022, 2023 and 2024 and the six months ended June 30, 2025, the aggregate revenue generated from our five largest customers in each year/period during the Track Record Period amounted to RMB35.3 million, RMB60.1 million, RMB60.2 million and RMB23.2 million, representing 10.1%, 7.2%, 8.0% and 9.6% of our total revenue for the corresponding year/period, respectively.

Our suppliers primarily comprise lessor of exhibition hall, traveling and accommodation agents, exhibition operation services providers, exhibition promotion services providers, channel partners and other exhibition organizers for whom we act as an exhibition agent. In 2022, 2023 and 2024 and the six months ended June 30, 2025, the aggregate cost of sales from our five largest suppliers in each year/period during the Track Record Period amounted to RMB40.0 million, RMB152.0 million, RMB140.4 million and RMB43.1 million, representing 22.2%, 36.0%, 37.2% and 36.2% of our total costs of sales for the corresponding year/period, respectively.

As of the Latest Practicable Date, to the best knowledge of our Directors, none of our Directors or their respective close associates, and none of our Shareholders who own more than 5% of the Shares in issue, had any interest in any of our five largest customers and suppliers in each year/period during the Track Record Period.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The summary of historical financial information set forth below should be read together with the historical financial information set out in the Accountants’ Report in Appendix I and the Interim Financial Information in Appendix IA to this document, including the accompanying notes and the information set out in “Financial Information” in this document.

SUMMARY

Summary of consolidated statements of profit or loss

The following table sets forth a summary of, and selected information from, our consolidated statements of profit or loss for the years/periods indicated:

	For the year ended December 31,			For the six months ended	
	2022	2023	2024	June 30,	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Revenue	348,313	834,971	751,366	260,106	240,781
Cost of sales	(180,772)	(422,528)	(377,864)	(119,853)	(119,090)
Gross profit	167,541	412,443	373,502	140,253	121,691
General and administrative expenses	(35,882)	(47,636)	(46,798)	(21,629)	(21,504)
Selling and marketing expenses	(86,213)	(141,286)	(142,208)	(66,867)	(71,681)
Research and development expenses	(15,543)	(17,666)	(16,424)	(6,917)	(9,706)
Net impairment losses on financial assets	(309)	(539)	(482)	(485)	(820)
Other income	6,889	5,705	5,845	1,355	1,243
Other gains, net	11,722	7,791	11,000	2,209	1,562
Operating Profit	48,205	218,812	184,435	47,919	20,785
Finance income	7,179	11,282	13,558	6,920	5,655
Finance costs	(375)	(386)	(431)	(233)	(225)
Finance income, net	6,804	10,896	13,127	6,687	5,430
Share of profits or losses of investments in associates	176	(195)	1	29	(260)
Profit before income tax	55,185	229,513	197,563	54,635	25,955
Income tax expense	(4,039)	(32,253)	(34,516)	(8,862)	(5,363)
Profit for the year/period	51,146	197,260	163,047	45,773	20,592
Profits attributable to:					
Owners of the Company	50,385	188,208	155,168	40,722	15,540
Non-controlling interests	761	9,052	7,879	5,051	5,052

Revenue

Our revenue decreased from RMB260.1 million in the six months ended June 30, 2024 to RMB240.8 million in the six months ended June 30, 2025, primarily due to (i) the reduction of one exhibition in Indonesia in the first six months of 2025; (ii) the provision of more promotions to our customers; and (iii) the decrease in revenue from our general online marketing services.

Our revenue decreased from RMB835.0 million for 2023 to RMB751.4 million for 2024, primarily because in 2024 (i) we reduced the number of the exhibitions organized by us in each of Poland, Brazil and Mexico from two to one; and (ii) we did not hold exhibitions in Germany and Turkey.

Our revenue increased significantly from RMB348.3 million for 2022 to RMB835.0 million for 2023, primarily because restrictions and hurdles on cross-border travels eased and the exhibition industry strongly recovered.

For further details, please refer to “Financial Information — Period to Period Comparisons of Results of Operations”.

SUMMARY

Net profit

Our profit decreased from RMB45.8 million in the six months ended June 30, 2024 to RMB20.6 million in the six months ended June 30, 2025, primarily due to (i) the decrease of RMB19.3 million in revenue as elaborated above; (ii) the increase of RMB4.8 million in selling and marketing expenses; and (iii) the increase of RMB2.8 million in R&D expenses.

Our profit decreased from RMB197.3 million for 2023 to RMB163.0 million for 2024, primarily due to the decrease of RMB83.6 million in revenue as elaborated above, partially offset by (i) a decrease of RMB44.7 million in cost of sales; and (ii) the increase of RMB3.2 million in other gains, net.

Our profit increased from RMB51.1 million in 2022 to RMB197.3 million in 2023, primarily due to the increase of RMB486.7 million in revenue as elaborated above, partially offset by (i) the increase of RMB241.8 million in cost of sales; and (ii) the increase of RMB55.1 million in selling and marketing expenses.

For further details, please refer to “Financial Information — Period to Period Comparisons of Results of Operations”.

Summary of consolidated statements of financial position

The following table sets forth selected information from our consolidated statement of financial position as of the dates indicated, which has been extracted from our consolidated financial statements included in Appendix I and Appendix IA to this document:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				RMB'000
				(unaudited)
Total non-current assets	231,605	123,909	121,988	182,820
Total current assets	363,879	744,540	709,245	653,457
Total assets	595,484	868,449	831,233	836,277
Total non-current liabilities	7,467	11,332	18,081	20,787
Total current liabilities	129,289	177,721	170,148	229,596
Total liabilities	136,756	189,053	188,229	250,383
Net current assets	234,590	566,819	539,097	423,861
NET ASSETS	458,728	679,396	643,004	585,894
EQUITY				
— Share capital	101,019	152,961	230,726	298,894
— Treasury shares	—	—	(56,380)	(56,380)
— Other reserves	350,802	327,884	279,007	212,824
— Retained earnings/ (Accumulated losses)	(4,181)	175,419	168,707	104,718
Non-controlling interests	11,088	23,132	20,944	25,838
Total equity	458,728	679,396	643,004	585,894

SUMMARY

Our net current assets increased from RMB234.6 million as of December 31, 2022 to RMB566.8 million as of December 31, 2023, primarily due to an increase of RMB240.4 million in cash and cash equivalents, and an increase of RMB102.8 million in the current portion of restricted cash and term deposits, partially offset by an increase of RMB23.8 million in contract liabilities. Our net current assets decreased from RMB566.8 million as of December 31, 2023 to RMB539.1 million as of December 31, 2024, primarily due to a decrease of RMB97.5 million in the current portion of restricted cash and term deposits, partially offset by an increase of RMB57.2 million in cash and cash equivalents, and a decrease of RMB6.9 million in contract liabilities. Our net current assets decreased from RMB539.1 million as of December 31, 2024 to RMB423.9 million as of June 30, 2025, primarily due to a decrease of RMB122.6 million in cash and cash equivalents, and an increase of RMB86.6 million in contract liabilities, partially offset by an increase of RMB36.4 million in prepayments and other receivables, an increase of RMB23.1 million in other financial assets at FVTPL, and a decrease of RMB14.9 million in trade payables.

Our net assets increased from RMB458.7 million as of December 31, 2022 to RMB679.4 million as of December 31, 2023, primarily attributable to profit in 2023 of RMB197.3 million. Our net assets decreased from RMB679.4 million as of December 31, 2023 to RMB643.0 million as of December 31, 2024, primarily attributable to profit in 2024 of RMB163.0 million, offset by dividends declared of RMB156.5 million and repurchase of shares of RMB56.4 million for the same year. Our net assets decreased from RMB643.0 million as of December 31, 2024 to RMB585.9 million as of June 30, 2025, primarily attributable to profit for the six months ended June 30, 2025 of RMB20.6 million, offset by dividends declared of RMB80.3 million for the same period.

For further details, please refer to “Financial Information — Discussion of Certain Selected Items From Our Consolidated Statements of Financial Position”.

Summary of consolidated statements of cash flow

The following table sets forth a summary of our cash flows for the year/period indicated:

	Year ended December 31,			For the Six Months Ended	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Net cash generated from operating activities	73,455	266,522	164,225	72,492	40,621
Net cash generated from/ (used in) investing activities	(34,255)	(34,756)	102,103	1,327	(73,079)
Net cash generated from/ (used in) financing activities	(67)	8,636	(208,697)	(81,464)	(88,123)
Net increase/(decrease) in cash and cash equivalents	39,133	240,402	57,631	(7,645)	(120,581)
Cash and cash equivalents at the end of the year/ period	339,039	579,422	636,583	571,042	514,009

SUMMARY

Key financial ratios

The following table sets forth our key financial ratios as of the dates and for the periods indicated:

	For the year ended/as of December 31,			For the six months ended/as of June 30,
	2022	2023	2024	2025
Current ratio ⁽¹⁾	2.8	4.2	4.2	2.8
Return on equity ⁽²⁾	11.3%	28.7%	24.9%	N.M. ⁽⁴⁾
Return on total assets ⁽³⁾	8.5%	21.7%	18.7%	N.M. ⁽⁴⁾

Notes:

- (1) Current ratio is calculated as total current assets divided by total current liabilities as of the relevant period end.
- (2) Return on equity equals profit attributable to owners of our Company divided by equity attributable to owners of our Company at of the relevant period end.
- (3) Return on total assets equals profit attributable to owners of our Company divided by total assets as of the relevant period end.
- (4) Return on equity and return on total assets ratios for the six months ended June 30, 2025 are not meaningful as they are not comparable to annual ratios.

For details, please refer to “Financial Information — Key Financial Ratios”.

OUR SINGLE LARGEST SHAREHOLDER

As of the Latest Practicable Date, Mr. Fang, our executive Director and general manager, was directly interested in an aggregate of 68,834,176 A Shares, representing approximately 23.30% of the voting power of our Company (excluding the 3,500,011 A Shares held by our Company as treasury shares).

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), Mr. Fang will be entitled to exercise [REDACTED]% of the voting power of our Company. Therefore, upon [REDACTED], Mr. Fang will remain as our Single Largest Shareholder and the Company will not have any controlling shareholders as defined under the Listing Rules. For further details, see “Relationship with our Single Largest Shareholder”.

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE

Since October 2019, our Company has been listed on the Shenzhen Stock Exchange. Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, there had been no instances of any material non-compliance of our Group with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations. To the best knowledge of our Directors, there are no material matters in relation to our compliance record on the Shenzhen Stock Exchange that should be brought to the attention of the Stock Exchange or potential [REDACTED] of the [REDACTED]. Our PRC Legal Advisor has advised us that, during the Track Record Period and up to the Latest Practicable Date, we have not been subject to any substantial administrative penalties or regulatory measures imposed by securities regulatory authorities in the PRC, and we have complied with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations in all material respects. Based on the filings on the website of the Shenzhen Stock Exchange and the information available in the public domain during the Track Record Period and up to the Latest Practicable Date, our PRC Legal Advisor is of the view that the above confirmation of our

SUMMARY

Directors with regard to our compliance record is accurate and reasonable. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor’s attention that would cause them to cast doubt on the Directors’ confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange in any material respect.

[REDACTED] STATISTICS

	Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]	Based on an [REDACTED] of HK\$[REDACTED] per [REDACTED]
Market capitalization of our H Shares ⁽¹⁾⁽²⁾	HK\$[REDACTED]	HK\$[REDACTED]
Market capitalization of our Shares upon completion of the [REDACTED] ⁽¹⁾⁽³⁾	HK\$[REDACTED]	HK\$[REDACTED]
Unaudited [REDACTED] adjusted consolidated net tangible assets per Share ⁽⁴⁾⁽⁵⁾	HK\$[REDACTED]	HK\$[REDACTED]

Notes:

- (1) All statistics in the table are based on the assumption that the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) The calculation of market capitalization of our H Shares is based on the assumption that [REDACTED] H Shares will be in issue immediately upon completion of the [REDACTED].
- (3) The calculation of market capitalization of our Shares is based on the assumption that [REDACTED] H Shares will be in [REDACTED] immediately upon completion of the [REDACTED] and [REDACTED] A Shares are issued and outstanding immediately upon completion of the [REDACTED] (i.e. 3,500,011 treasury Shares were excluded from the calculation of market capitalization) with an average closing price of RMB14.10 (equivalent to approximately HK\$15.53) during the five trading days of A Shares immediately preceding the Latest Practicable Date.
- (4) The unaudited [REDACTED] adjusted consolidated net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] (including 3,500,011 treasury shares) Shares were in issue assuming that the [REDACTED] has been completed on [REDACTED] but takes no account of any Shares which may be allotted and issued by the Company pursuant to the exercise of the [REDACTED], any Shares that may be issued by the Company pursuant to the exercise of share options or other awards that have been or may be granted from time to time under Restricted Share Incentive Plan or any Shares which may be issued or repurchased by the Company after the Latest Practicable Date.
- (5) For the purpose of this unaudited [REDACTED] adjusted consolidated net tangible assets per Share, the amounts stated in Hong Kong dollars are converted from Renminbi at the rate of RMB1.00 to HK\$1.1016. No representation is made that Hong Kong dollars has been, could have been or may be converted to Renminbi, or vice versa, at that rate.

For the calculation of the unaudited [REDACTED] adjusted net tangible asset value per Share attributed to our Shareholders, see the section headed “Unaudited [REDACTED] Financial Information” in Appendix IIA to this document.

SUMMARY

RISK FACTORS

Our operations and the [REDACTED] involve certain risks and uncertainties, including: (i) risks relating to our business and industry, (ii) risks relating to doing business in China and other markets, and (iii) risks relating to the [REDACTED], which are set out in the section headed “Risk Factors” in this document. You should read that section in its entirety carefully before you decide to [REDACTED] in the [REDACTED]. Some of the major risks we face include, but are not limited to: (i) Our business, especially organizing overseas exhibition, may be adversely affected by legal, regulatory, political and economic risks. We may suffer losses caused by the occurrence of extraordinary events, including natural disasters or outbreaks of contagious diseases; (ii) We may be subject to the risks associated with international trade policies, geopolitics and trade protection measures; (iii) Our growth and profitability depend on general economic conditions in the PRC and the growth of the foreign trade sector; (iv) We experience seasonal fluctuations in our revenue and cash flow; (v) The increase in labor costs and expenses or labor shortages may adversely affect our operations and financial condition; and (vi) There is no assurance that our Group will successfully expand into other geographic markets in the world.

FUTURE PLANS AND [REDACTED]

We estimate that the [REDACTED] of the [REDACTED], after deducting the estimated [REDACTED] commissions and other fees and expenses payable by us in connection with the [REDACTED], will be approximately HK\$[REDACTED], assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative range of the [REDACTED] of HK\$[REDACTED] to HK\$[REDACTED] per Share).

In line with our strategies, we intend to use the [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for the continuous expansion of our international exhibition business.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for the digital and intelligent upgrade of our business.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for expanding our cross-border supply chain business.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for strategic acquisitions of, and/or investments in, companies within our industry and having gained a strong market position and reputation in countries where we have business operation.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for working capital and other general corporate purposes.

For details, see “Future Plans and [REDACTED] — [REDACTED]”.

DIVIDENDS AND DIVIDEND POLICY

We distributed to our shareholders final dividend of RMB76.5 million for 2023, and interim dividend of RMB67.8 million and final dividend of RMB79.5 million for 2024. In September 2025, our shareholders approved interim dividend of RMB19.8 million for the six months ended June 30, 2025 and such dividend was distributed to shareholders in September 2025.

SUMMARY

Pursuant to PRC laws and regulations, including the PRC Company Law (《中華人民共和國公司法》) and the No. 3 Guideline for the Supervision of Listed Companies — Cash Dividend Distribution of Listed Companies (2025 Revision) (《上市公司監管指引第3號 — 上市公司現金分紅(2025年修訂)》), and our Articles of Association in which we set out our policy on dividend distribution,

- we may distribute dividend by way of cash dividends, stock dividends, or a combination of cash and stock dividends;
- we shall distribute cash dividend each year in an amount not less than 20% of the distributable profit realized in the same year, if (i) there is no significant investment plan or any event that may require any significant amount of cash; (ii) the proposed distribution of profit has met all requirements under applicable laws and regulations and our Articles of Association, and will not affect the funding needs by our Company’s normal operations; and (iii) no material adverse event has occurred to the environment in which we operate or to our operations; and
- any declaration and distribution of dividend, including the specific dividend payout ratio, shall be approved by our Board and the general meeting of our shareholders.

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED]. We estimate that our [REDACTED] will be approximately HK\$[REDACTED] million (assuming the [REDACTED] is not exercised and based on the [REDACTED] of HK\$[REDACTED]), which accounts for approximately [REDACTED]% of the gross [REDACTED] from the [REDACTED]. We estimate the [REDACTED] to consist of approximately HK\$[REDACTED] in [REDACTED] fees and HK\$[REDACTED] in non-[REDACTED] fees (which consist of fees and expenses of legal advisors and our Reporting Accountants of approximately HK\$[REDACTED] and other fees and expenses of approximately HK\$[REDACTED]). Among the total [REDACTED], approximately HK\$[REDACTED] will be directly attributable to the [REDACTED] of our Shares, which will be deducted from equity upon the completion of the [REDACTED], and the remaining approximately HK\$[REDACTED] will be expensed in our consolidated statements of comprehensive loss.

RECENT DEVELOPMENT AND NO MATERIAL ADVERSE CHANGE

Our main business in relation to exhibitions organization and agencies continued to progress normally subsequent to the Track Record Period, while the other business of general online marketing services maintained a selective decline. In 2025, we have provided stronger promotions to our customers to attract more high-quality exhibitors. Subsequent to the Track Record Period and up to the Latest Practicable Date, we have successfully held exhibitions in Mexico, Chinese Mainland, Brazil, South Africa, Japan, Poland and Indonesia. The exhibition in the UAE will take place from December 17, 2025 to December 19, 2025, followed by our first exhibition in Saudi Arabia from December 22, 2025 to December 24, 2025.

We consistently invest in R&D for our Smart Exhibition, and integrate our digital intelligence capabilities into the entire lifecycle of offline exhibitions, to strengthen our competitiveness, improve our service quality and enhance our exhibition operational efficiency.

SUMMARY

Our Directors confirm that save for the estimated non-recurring [REDACTED] as disclosed in the paragraph headed “[REDACTED]” in this section, since June 30, 2025 and up to the date of this document; (i) there was no material adverse change in the market conditions and the industry and the regulatory environment in which our Group operates that affects our financial or operating position materially and adversely; (ii) there was no material adverse change in the business, revenue structure, profitability, cost structure, financial and trading position and prospects of our Group; and (iii) no event had occurred that would affect the information shown in the Accountants’ Report in Appendix I and the Interim Financial Information in Appendix IA to this document materially and adversely.

DEFINITIONS

In this document, unless the context otherwise requires, the following terms shall have the meanings set forth below. Certain technical terms are explained in “Glossary of Technical Terms” in this document.

“2020 Restricted Share Incentive Plan”	the restricted share incentive plan of our Company approved and adopted on August 14, 2020
“2021 Restricted Share Incentive Plan”	the restricted share incentive plan of our Company approved and adopted on August 26, 2021
“2022 Restricted Share Incentive Plan”	the restricted share incentive plan of our Company approved and adopted on October 25, 2022
“2024 Restricted Share Incentive Plan”	the restricted share incentive plan of our Company approved and adopted on June 19, 2024
“A Shares”	ordinary share(s) issued by our Company, with a nominal value of RMB1.00 each, which are listed on the Shenzhen Stock Exchange and traded in Renminbi
“A Shareholder(s)”	holder(s) of our A Share(s)
“Accountants’ Report”	the audited consolidated financial statements of our Company for the years ended December 31, 2022, 2023, and 2024, as included in Appendix I
“AED”	United Arab Emirate Dirham, the lawful currency of the UAE
“affiliate(s)”	with respect to any person, any other person, directly or indirectly, controlling, controlled by or under common control with such person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company, with effect from the [REDACTED], as amended, supplemented or restated from time to time; see the section headed “Summary of the Articles of Association” in Appendix III for a summary of the Articles
“ASEAN”	the Association of Southeast Asia Nations
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of the Board
“Board” or “Board of Directors”	the board of Directors of the Company

DEFINITIONS

“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“China” or “PRC”	the People’s Republic of China, except where the content or context requires otherwise
“Chinatex Advertising”	Chinatex Advertising & Exhibition Co., Ltd. (中紡廣告展覽有限公司), a limited liability company established under the laws of the PRC on April 5, 1993 and the Company owned 54% of its equity interests as of the Latest Practicable Date
“Chinese Mainland”	the People’s Republic of China excluding Hong Kong, Macau Special Administrative Region and Taiwan region
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company”, “our Company”, or “the Company”	Zhejiang Meorient Commerce & Exhibition Inc.* (浙江米奧蘭特商務會展股份有限公司), a joint stock limited liability company established under PRC laws on June 30, 2010, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 300795)
“Compliance Advisor”	Innovax Capital Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	Coronavirus disease 2019

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“DIGITALBRIDGE”	DIGITALBRIDGE HONGKONG EXPOS LIMITED, a limited liability company established under the laws of Hong Kong on June 3, 2024 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“Director(s)”	the director(s) of our Company
“EIT”	the enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), promulgated on 16 March 2007 and came into effect on 1 January 2008 and was most recently amended on 29 December 2018 which became effective on the same date
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
[REDACTED]	[REDACTED]
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., the industry consultant
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Group”, “we”, “our”, or “us”	our Company and, where appropriate, our subsidiaries or, in respect of the period before our Company became the holding company of our present subsidiaries, the businesses operated by such subsidiaries or their predecessors, as the case may be
“Guangdong Meorient”	Guangdong Meorient International Exhibition Co., Ltd. (廣東米奧蘭特國際會展有限公司), a limited liability company established under the laws of the PRC on January 19, 2024 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date

DEFINITIONS

“Guide for New Listing Applicants”	the Guide for New Listing Applicants issued by the Hong Kong Stock Exchange effective from January 1, 2024 (as amended, supplemented or otherwise modified from time to time)
“H Share(s)”	Shares which an [REDACTED] has been made for the [REDACTED] and permission to [REDACTED] on the Stock Exchange with nominal value of RMB1.0 each
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“HK” or “Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“HKD” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Hong Kong Takeovers Code” or “Takeovers Code”	Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Huizhan Elf”	Zhejiang Huizhan Elf Technology Co., Ltd. (浙江慧展精靈科技有限公司), a limited liability company established under the laws of the PRC on March 31, 2025 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“IFRS”	International Financial Reporting Standards, as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	person(s) or company(ies), who/which, to the best of our Directors’ knowledge, information and belief, is/are not our connected persons
“Interim Financial Information”	the unaudited interim condensed consolidated financial information of our Company for the six months ended June 30, 2025, as included in Appendix IA
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“JPY”	Japanese yen, the lawful currency of Japan
“Latest Practicable Date”	December 14, 2025, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Major Subsidiaries”	subsidiaries that we consider to be material to our operations and/or to have contributed significantly to our financial performance, and, for the Track Record Period, comprises Meorient Commerce, Meorient Network, Chinatex Advertising, Guangdong Meorient, Swift International, Shenzhen Meorient, Meorient Investment, Huizhan Elf and DIGITALBRIDGE

DEFINITIONS

“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Meorient Commerce”	Meorient (Guangdong) Commerce Technology Co., Ltd. (米奧蘭特(廣東)商務科技有限公司), a limited liability company established under the laws of the PRC on October 19, 2018 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“Meorient Investment”	Meorient (Zhejiang) Equity Investment Co., Ltd. (米奧蘭特(浙江)股權投資有限公司), a limited liability company established under the laws of the PRC on March 1, 2021 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“Meorient Network”	Meorient (Zhejiang) Network Technology Co., Ltd. (米奧蘭特(浙江)網絡科技有限公司), a limited liability company established under the laws of the PRC on May 6, 2020 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“MICE”	meetings, incentives, conventions and exhibitions
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Fang”	Mr. Fang Huansheng (方歡勝), our executive Director, general manager and the Single Largest Shareholder
“Mr. Pan”	Mr. Pan Jianjun (潘建軍), our executive Director and chairman of the Board
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NEEQ”	the National Equities Exchange and Quotation (全國中小企業股份轉讓系統), a PRC over-the-counter system for trading shares for public companies
“Nomination Committee”	the nomination committee of the Board

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“PRC Company Law”	the Company Law of the PRC, as amended, modified and/or otherwise supplemented from time to time
“PRC GAAP”	generally accepted accounting principles in Chinese Mainland
“PRC government” or “State”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisor”	Beijing DeHeng Law Offices, our legal advisor as to PRC laws
[REDACTED]	[REDACTED]

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“province”	a province or, where the context requires, a provincial level autonomous region or municipality, under the direct supervision of the central government of the PRC
“R&D”	research and development
“Regulation S”	Regulation S under the U.S. Securities Act
“Remuneration and Evaluation Committee”	the remuneration and evaluation committee of the Board
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of Chinese Mainland
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the National People’s Congress of the PRC (中華人民共和國全國人民代表大會常務委員會)
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Shanghai International”	Shanghai International Advertising and Exhibition Co., Ltd. (上海國際廣告展覽有限公司), a wholly-owned subsidiary of the Company as of the Latest Practicable Date and a limited liability company established under the laws of the PRC on May 25, 1994, 60% equity interests of which were acquired by our Company in December 2011, thereby becoming a subsidiary of the Company
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB1.0 each, including both A Shares and H Shares
“Share Incentive(s)”	the restricted A Share(s) granted under the 2024 Restricted Share Incentive Plan
“Shareholder(s)”	holder(s) of the Share(s)
“Shenzhen Meorient”	Shenzhen Meorient International Exhibition Co., Ltd. (深圳米奧蘭特國際會展有限公司), a limited liability company established under the laws of the PRC on April 11, 2016 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“Shenzhen Stock Exchange”	the Shenzhen Stock Exchange (深圳證券交易所)
“Single Largest Shareholder”	refers to Mr. Fang Huansheng (方歡勝)
“Smart Exhibition”	AI慧展, a comprehensive, self-developed AI product including website platform and mobile App through which we provide exhibition related value-added services
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]

DEFINITIONS

“Sole Sponsor” or “CMS”	China Merchants Securities (HK) Co., Limited, a corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
“Special Regulations”	the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on 4 August 1994
[REDACTED]	[REDACTED]
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Strategy Committee”	the strategy committee of the Board
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary” or “subsidiaries”	has the meaning ascribed to it under the Listing Rules
“substantial Shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Swift International”	Swift International Exhibition Organizing FZ-LLC, a limited liability company established under the laws of the UAE on August 27, 2012 and a wholly-owned subsidiary of the Company as of the Latest Practicable Date
“Track Record Period”	the years ended December 31, 2022, 2023 and 2024, and the six months ended June 30, 2025
“Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (“境內企業境外發行證券和上市管理試行辦法”), promulgated by the CSRC on 17 February 2023
“UAE”	the United Arab Emirates
“UFI”	the Global Association of the Exhibition Industry
“U.S.”, “US” or “United States”	the United States of America, its territories, its possessions, any State of the United States and the District of Columbia

DEFINITIONS

[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“USD”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder
[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]
“VAT”	value-added tax
“%”	per cent

Unless otherwise specified, in this document:

- (a) certain amounts and percentage figures have been subject to rounding adjustments; accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them; and*
- (b) for ease of reference, the names of PRC laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in this document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.*

GLOSSARY OF TECHNICAL TERMS

This glossary of technical terms contains explanations of certain technical terms used in this document in connection with our Company and our business. Such terminology and meanings may not correspond to standard industry meanings or usages of those terms.

“AI”	artificial intelligence, an area of computer science that focuses on simulating human intelligence by machines
“App”	mobile internet application
“B2B”	business to business
“Belt and Road Initiative”	the trading initiative of the PRC government aimed at linking China to the world and to facilitate the trading between China and its neighboring Asian and European countries along the new silk road
“BRICS”	Brazil, Russia, India, China, South Africa, Egypt, the UAE, Iran, Ethiopia, Indonesia and Saudi Arabia, a group of countries that work together to achieve shared goals
“CAGR”	compound annual growth rate
“channel partner”	the channel partner engaged by the exhibition organizer which receives commission from the exhibition organizer in return for their services of introducing exhibitors, and therefore is regarded as a supplier of the exhibition organizer
“exhibition agency”	the agency engaged by the exhibition organizer which purchases the booths from the exhibition organizer and resells the booths to exhibitors, and therefore is regarded as a customer of the exhibition organizer
“exhibition complex”	a common exhibition model in the industry involved in organizing multiple independent, specialized sub-events under a unified large overarching brand name, which streamlines logistical operations to achieve cost efficiency and maximizes venue traffic to enhance visibility
“exhibition organizer”	an entity or institution that plans, operates and manages an exhibition either independently or collaboratively
“GDP”	gross domestic product
“general exhibition”	an exhibition encompasses a wide range of industries or product categories

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

GLOSSARY OF TECHNICAL TERMS

“industry-specific exhibition”	an exhibition exclusively focuses on products and/or services within a specific industry, aiming to attract professional buyers
“IT”	information technology
“m ² ” or “sq.m”	square meter
“m ³ ”	cubic meter
“MWh”	megawatt hour, a unit of measurement that describes the amount of energy produced by one megawatt over the course of one hour
“overseas exhibition”	an exhibition event held in overseas markets which are organized, planned or executed by PRC-based organizers
“QR code”	quick response code, a machine-readable optical label containing information about the item to which it is attached
“RCEP”	Regional Comprehensive Economic Partnership
“self-organized exhibition”	the exhibition organized by our Group either independently or in collaboration with partners
“tons”	a unit of mass equal to 1,000 kilograms

FORWARD-LOOKING STATEMENTS

Certain statements in this document are forward-looking statements that are, by their nature, subject to significant risks and uncertainties. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions, future events, or performance (often, but not always, through the use of words or phrases such as “aim”, “anticipate”, “aspire”, “believe”, “could”, “estimate”, “expect”, “goals”, “going forward”, “intend”, “may”, “objective”, “ought to”, “outlook”, “plan”, “project”, “projection”, “seek”, “schedules”, “should”, “target”, “vision”, “will”, “would”) are not historical facts, are forward-looking and may involve estimates and assumptions and are subject to risks (including but not limited to the risk factors detailed in this document), uncertainties and other factors, some of which are beyond our Company’s control and which are difficult to predict. Accordingly, these factors could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements.

Our forward-looking statements have been based on assumptions and factors concerning future events that may prove to be inaccurate. Those assumptions and factors are based on information currently available to us about the businesses that we operate. The risks, uncertainties and other factors, many of which are beyond our control, that could influence actual results include, but are not limited to:

- our mission, goals and strategies;
- our future business development, financial conditions and results of operations;
- our expectations regarding demand for and market acceptance of our services;
- our expectations regarding our relationships with customers, business partners, suppliers and other third parties;
- changes in the macro environment, regional and global economy, as well as industry trends related to our operations;
- our ability to adequately protect our reputation and brand image, as well as our intellectual property rights;
- our ability to obtain adequate capital resources to fund future development plans;
- our ability to control costs, as well as to achieve and maintain operational efficiency;
- our ability to attract and retain qualified personnel;
- competition in the industries and markets in which we operate or into which we intend to expand;
- our proposed [REDACTED];
- rapid developments in technology and our ability to successfully keep up with technological advancement;

FORWARD-LOOKING STATEMENTS

- changes in currency exchange rates;
- relevant government policies and regulations relating to industries which we operate in; and
- all other risks and uncertainties described in “Risk Factors.”

Since actual results or outcomes could differ materially from those expressed in any forward-looking statements, we strongly caution [REDACTED] against placing undue reliance on any such forward-looking statements. Any forward-looking statement speaks only as of the date on which such statement is made, and, except as required by the Listing Rules, we undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. Statements of, or references to, our intentions or those of any of our Directors are made as of the date of this document. Any such intentions may change in light of future developments.

All forward-looking statements in this document are expressly qualified by reference to this cautionary statement.

RISK FACTORS

An [REDACTED] in our H Shares involves various risks. You should carefully consider all the information in this document, including the risks and uncertainties described below, before making an [REDACTED] in our H Shares. These risks could materially and adversely affect our business, financial condition, and results of operations. The [REDACTED] of our H Shares could decline due to any of these risks and uncertainties, and you may lose all or part of your [REDACTED]. Additional risks and uncertainties not presently known to us, or not expressed or implied below, or that we deem immaterial, could also harm our business, financial condition and results of operations.

The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the section headed “Forward-Looking Statements” in this document. You should seek professional advice from relevant advisors regarding your prospective [REDACTED] in the context of your particular circumstances.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

Our business, especially organizing overseas exhibition, may be adversely affected by legal, regulatory, political and economic risks. We may suffer losses caused by the occurrence of extraordinary events, including natural disasters or outbreaks of contagious diseases.

We primarily offer exhibition organization to facilitate Chinese exhibitors’ overseas expansion. As such, the majority of our exhibitions are located overseas. Although of our customers are located in Chinese Mainland, revenue derived from our self-organized exhibitions overseas amounted for 93.4%, 95.3%, 96.4%, and 94.5% of our revenue for exhibition organization services, respectively during each year/period of the Track Record Period. For more information, see “Business — Exhibition Organization Services”.

Our business, especially overseas exhibitions, may be adversely affected by legal, regulatory, political, economic, commercial and other risks in relation to operating in various jurisdictions, such as (i) general economic conditions and demands in international markets and the unexpected changes thereof; (ii) changes in international trade policies and regulations including those in relation to economic sanctions, as well in trade barriers such as imposition of tariffs; (iii) changes in geopolitical situations, especially those in jurisdictions where we do business; (iv) inflation and/or deflation situation in the relevant jurisdictions; (v) labor disputes and disruptions involving our major local partners in the relevant jurisdictions; and (vi) changes in foreign tax rules, regulations and other requirements, such as changes in tax rates and statutory and judicial interpretations of tax laws. If we fail to efficiently avoid or mitigate these risks, our ability to further expand in international markets will be impaired, or our overseas exhibitions may not be able to achieve or sustain profitability, which could have a material adverse effect on our business, financial condition and prospects.

RISK FACTORS

Our business may be adversely affected by the occurrence of force majeure events, including (i) natural disasters including but not limited to typhoons, severe storms, earthquakes, floods, (ii) public health crises and outbreaks of contagious diseases, and (iii) other extraordinary events, such as war, terrorism, or similar events, especially in the areas where we hold exhibitions, which could disrupt international trade and global economy and in turn impact our operations. Such events could decrease the demand for our services, hinder our procurement from suppliers overseas, make it difficult or impossible for us to schedule and implement our exhibitions. In addition, should major public health emergencies, including pandemics arise, we could be adversely affected by relevant policies such as more stringent travel restrictions affecting the movement of exhibitors and their products between regions, disruptions in the operations of our suppliers, leading to delays or cancellation of our exhibition schedule, and incurring significant losses, which could require substantial recovery time and result in significant expenditures in order to resume operations.

We may be subject to the risks associated with international trade policies, geopolitics and trade protection measures.

As a service provider for global exhibitions, our operations are susceptible to disruptions from shifting trade policies and geopolitical developments, which can impact logistics and participant mobility. Recent geopolitical tensions, including the ongoing U.S.-China trade dispute have triggered heightened tariffs and export controls and the recent Japan-China conflict may impact our business operations in Japan. These measures are dampening local purchasers’ demand for Chinese products, which in turn is decreasing the service needs of our exhibitors.

The local authorities may impose additional tariffs on Chinese products and such additional tariffs may increase the price of the end products imported to the local market and reduce their competitiveness, which could lead to a reduction or cancelation of their service requirement from us.

During the Track Record Period, we have successfully organized 77 exhibitions covering various countries across five continents, especially in the markets covered by the Belt and Road Initiative, BRICS and RCEP. Each of the exhibitions may be subject to the abovementioned restrictions from the related overseas region in the future. These measures have introduced uncertainties to the foreign trading industry and Chinese manufacturers and increased shipping and compliance costs for exhibitors selling goods in affected industries. For instance, restrictions on the export of goods in a specific industry or promotional materials to certain regions could disrupt our ability to attract local visitors and limit the type of exhibits, jeopardizing our service capability in such regions for related exhibitors in the specific industry. If these trade restrictions or geopolitical tensions escalate, we may face additional risks such as reduced access to key markets, strained partner relationships and loss of market opportunities.

RISK FACTORS

Our growth and profitability depend on general economic conditions in the PRC and the growth of the foreign trade sector.

Our growth and profitability are closely tied to economic conditions in the PRC and the expansion of foreign trade sector, which fundamentally drive corporate demand for participating in exhibitions, launching new products, and expanding professional networks. According to Frost & Sullivan, the growth of the economy in the PRC continues to be a key driver of the exhibition industry. Rising GDP and corporate investment in sectors such as manufacturing, technology and consumer generate steady demand for exhibitions. During the Track Record Period, the majority of our exhibitions organized or managed are related to the foreign trade sector.

Generally, we do not enter into any long-term cooperation agreement with our customers and revenue was driven by the number of booths we sold. Therefore, the frequency and scale of our exhibitions depend highly on the prevailing industry conditions of our exhibitors and general development of the economy in the PRC. If there is any significant deterioration in the general market conditions or in the foreign trade sector or the general economy in the PRC, our operating results and financial conditions could be adversely affected.

We experience seasonal fluctuations in our revenue and cash flow.

Our business is significantly subject to seasonality. The majority of our revenue generated from exhibition organization services is recorded in the second half of the year. Our exhibition plans are also subject to certain factors with impacts on demands and availability of exhibitors and visitors, such as major global holidays, the time period of other large-scale exhibitions in the industry, and local cultural observances such as the months of Ramadan during the first quarter of a year. Based on these factors, our revenue recognized in the second half of the year is relatively higher than that of the first half of the year.

Due to seasonal fluctuations of our revenue, our results of operations in any period of a year may not be indicative of the results that may be achieved for the year. Further, as our arrangements of payment collection for exhibition services are generally in line with our exhibition schedule, our cash flows from operations are relatively uneven throughout a financial year. As a result, our financial results may vary as we would record substantial revenue in the second half of a financial year. Due to the seasonal fluctuations of our revenue and our incurring of various expenses and other operating expenses throughout the year, our Group may record a loss in profit in certain months and/or periods during the year.

RISK FACTORS

The increase in labor costs and expenses or labor shortages may adversely affect our operations and financial condition.

The majority of our employees are based in the PRC and our staff costs are subject to the volatility in price of the Chinese labor market. Our employee benefits expenses accounted for RMB126.2 million, RMB181.9 million, RMB169.8 million and RMB96.2 million, represent 36.2%, 21.8%, 22.6% and 39.9% of our total revenue in 2022, 2023, 2024 and the six months ended June 30, 2025 respectively. The labor costs have been fluctuating and may rise in the future. According to Frost & Sullivan, labor costs in the exhibition industry are expected to continue rising. On the one hand, stricter enforcement of labor regulations, including the Labor Contract Law, has increased compliance costs such as social insurance contributions, overtime payments, and contractual obligations. On the other hand, the industry’s transition toward higher-quality, more professional and digitalized exhibitions is raising demand for skilled personnel, further pushing up overall labor costs.

Labor costs and expenses may cause our total costs and expenses to increase and we may not be able to pass on such increase to our customers. Even though we have a variety of suppliers we regularly engage, the preliminary quotations from our suppliers are usually in line with labor costs and expenses in the industry. We also cannot assure that we will not experience any shortage of labor. Any such shortage could hinder our ability to maintain our services level and maintain or expand our business operations, which could materially and adversely affect our business, financial condition, results of operations and prospects.

We face ongoing challenges in accurately forecasting supplier service prices, which are volatile due to labor cost and expense fluctuations, and in ensuring these changes are timely reflected in customer contracts for each exhibition. If we err in such estimation, we will have to bear the difference within. This may lead to a decrease in our profit or even a net loss in agreement with our customers, which may have a material and adverse effect on our financial conditions and business operations.

There is no assurance that our Group will successfully expand into other geographic markets in the world.

During the Track Record Period, we have successfully organized 77 exhibitions covering various countries across five continents, especially in the markets covered by the Belt and Road Initiative, BRICS and RCEP. We may be subject to various business registration requirements for conducting business under the laws and regulations of the relevant jurisdictions. Our failure to obtain related approval in a timely manner could prevent us from operating in those markets.

It is our intention to expand our exhibitions to other places in the world, but there is no assurance that we can successfully expand our business to such places or that we will be able to attain the same level of success in such future endeavors. If we are not able to implement our expansion plans effectively, our competitiveness may be adversely affected.

RISK FACTORS

There is no assurance that the demand for exhibition services will continue to grow or be sustained.

There can be no assurance that the demand for exhibition services from exhibitors and visitors will continue to grow in the PRC or other parts of the world. Any adverse developments in international or local economic conditions may affect the participation rate or the number of exhibitors for a particular exhibition which, in turn, may reduce the number of visitors which participate in the exhibitions organized or undertaken by us. As of the Latest Practicable Date, we have not entered into any long-term agreement with any of our customers. There is no assurance that our customers will in the future continue their participation in our subsequent exhibitions.

We are actively exploring exhibition segments beyond our established focus industries, but it will take time for such business segments to develop into a larger scale and another steady source of income. In addition, we cannot assure you that such income diversification will succeed. If we fail to enhance customer diversification, our Group will continue to rely on our design, planning, coordination and management services of exhibitions to our former customers in related industries in the foreseeable future.

There can be no assurance that the number of exhibitors and visitors will be maintained or grow in the future for any of the exhibitions organized or undertaken by us. We may not be successful in recruiting sufficient or suitable exhibitors for the trade exhibitions organized or managed by us in the future, which would discount the attractiveness and quality of such exhibitions and in turn, would adversely affect the reputation and brand name of our organized or managed exhibitions. If we are not able to retain existing exhibitors and visitors or are unable to attract new exhibitors or visitors for the exhibitions organized or managed by us, the financial conditions and results of operations of our Group may be materially and adversely affected. In the event of exhibition cancelation, scale-down or postponement, our advance payment may not be refunded as well, as we generally need to make advance payments to suppliers according to the contracts in exhibition preparation stage, such as booking of exhibition hall.

The industry where we operate is with keen competition.

The exhibition industry in which we operate is competitive and evolving, driven by shifting customer needs and increasing integration of digital capabilities. We primarily compete with other domestic and international companies offering exhibition organization services. If we fail to compete effectively with other existing market players, or if we do not have or in the future gain more financial resources, better operation management capabilities, more technological capabilities, broader customer base and stronger customer relationships than our competitors, it may be more difficult for us to attract high-quality exhibitors and visitors for our exhibitions, respond quickly and effectively to new or changing opportunities, technologies, regulatory requirements or customer demand than our competitors. We may also face competition from new entrants from time to time, who may offer lower prices or new technologies, products and/or services, which could further intensify the level of competition in the future. Such increases in competition could lead to lower sales, price reductions, reduced margins or loss of market share. To address

RISK FACTORS

these competitive pressures, we may be required to incur more expenses in sales and marketing, R&D, recruiting and retaining talents to maintain our competitiveness. We cannot assure you that we will always succeed in competing with other market players. If we fail to compete effectively, we may not be able to retain or expand our market share, which would have a material adverse effect on our business, results of operations and financial condition.

Furthermore, the imposition of new regulatory requirements in our industry could challenge our ability to obtain all necessary certifications, which could, in turn, adversely affect our business and results of operations.

We have limited control over the activities of exhibition agencies.

We may sell our booths to the exhibition service agencies which would resell the booths to exhibitors (the “**Downstream Exhibitors**”). According to Frost & Sullivan, engaging exhibition agencies is common in our industry, which serves as a helpful channel for promoting our services, enabling us to expand our market reach and diversify our customer base.

Our control over the activities of our exhibition agencies is limited. While we have direct contractual relationships with such exhibition agencies, we do not have direct oversight on their business activities, including their selection and recruitment of the Downstream Exhibitors. While our exhibition agencies are required to provide the name and general business nature of the Downstream Exhibitors to us, we do not have a mechanism in place to screen the portfolio of such Downstream Exhibitors. There is no assurance on the quality of the Downstream Exhibitors and whether the product portfolio presented by such Downstream Exhibitors would fit into our exhibition. If any of our key exhibition agencies experience operational underperformance, contract termination or a deterioration in our relationship, and we are unable to compensate through increased sales via other agencies or direct sale channels, our business operations could suffer a material adverse impact.

Moreover, we do not have any contractual relationship with the Downstream Exhibitors. We rely on our exhibition agencies to monitor the practices and behaviors of the Downstream Exhibitors in our exhibitions. In the event of mismatches of Downstream Exhibitors with our exhibitions or deviation from exhibition rules and regulations committed by the Downstream Exhibitors beyond our control, our brand and reputation and visitors’ perception of our exhibitions could be tarnished, which in turn could have a material adverse effect on our business, financial conditions, results of operation and prospects.

RISK FACTORS

Extreme weather events, public health emergencies or other large-scale disruptions could severely disrupt our exhibitions and result in significant financial losses.

As an organizer of large-scale offline exhibitions, our operations are highly susceptible to external disruptions beyond our control. Typhoons, heavy rainstorms, flooding or heatwaves may lead to last-minute venue closures, transport failures or government orders to suspend public gatherings. Similarly, outbreaks of infectious diseases or public health emergencies may restrict travel, reduce attendance or compel cancellation or postponement of events.

Since our revenue is event driven and concentrated in specific periods, a single major disruption can trigger substantial unrecoverable costs, including venue deposits, logistics expenses and marketing outlays, while alternative arrangements such as virtual formats may yield substantially lower income. Although we have contingency measures in place, there is no assurance that they will fully mitigate the financial and reputational impact of severe or recurring disruptions.

We have limited control over the exhibitors and the reputation of our organized exhibitions may be affected by the exhibitors’ misconduct.

We have limited control over the exhibitors at our exhibitions. The reputation and perceived quality of our exhibitions among visitors are heavily influenced by the conduct and product quality of our exhibitors. Misconduct by an exhibitor, such as misrepresentation, providing substandard products, or violating exhibition rules, could directly harm our brand reputation and the overall visitor experience, even if we have established a code of conduct for all participants.

We lack direct control over the products our exhibitors display, which creates the risk that they may bypass our oversight and present counterfeit goods at our events. There is no guarantee that our Group can detect such display of counterfeit products in a timely manner, if at all. If we fail to do so, and such unauthorized acts or non-compliance are not identified and rectified in a timely manner, the reputation and brand name of our organized and managed exhibitions may be materially and adversely affected even we owe no direct responsibility to the products displayed by the exhibitors.

While we are prepared to initiate legal proceedings against the abovementioned misconducts of exhibitors, the outcome of such actions is inherently uncertain. Furthermore, any litigation would demand significant time, cost, and management resources, which could divert our Group’s attention from core operations.

RISK FACTORS

Our business significantly depends on our reputation and customer perception of us, and any negative publicity on us or failure to maintain and enhance our recognition and reputation may materially adversely affect our business, financial condition and results of operations.

We believe that the reputation and brand name of our organized or managed exhibitions, built over the Track Record Period, play a significant role in driving referral business and attracting new exhibitors and visitors. We believe the building up and enhancement of our reputation and brand name depend largely on, among others, our organized and managed exhibitions’ creditability among exhibitors and visitors, venue providers in the industry which has been developed over the years, our ability to provide one-stop services to meet the requirements of our exhibitors and our network of channel partners and exhibition agencies, and support from local trade or government organizations.

We are vulnerable to negative news and media coverage. If we fail to maintain our exhibitions’ reputation among our exhibitors, visitors and partners or if they should no longer perceive the exhibitions organized or managed by us with high credibility for whatever reason, it may damage our reputation and brand which could consequently impair our capacity to sustain current operations and secure future growth opportunities. There is also no assurance that our past or existing exhibitors will continue to participate in the exhibitions organized or managed by us or to refer new or potential exhibitors to us. In the event our existing exhibitors, visitors and partners cease to participate in or visit the exhibitions organized or managed by us or work with us, our Group’s business, financial conditions and results of operations would be adversely affected.

There may be fluctuations in our cost of service that we may not be able to pass to our customers.

We primarily consider the prevailing market price in the industry and the exchange rate to determine the price level and take into account other factors such as the theme, location of venue and scale of the exhibition, the nature and scope of our services and estimated costs of suppliers.

Although we maintain a diverse supplier base and their initial quotes are generally reliable, we remain exposed to the risk of price increases after a customer agreement is executed but before a binding contract with the supplier is finalized. In such case, we may therefore experience unexpected fluctuations in the price of these services. Our service pricing is fixed upon agreement, leaving us unable to pass through any subsequent significant cost increases from our suppliers. Consequently, such unforeseen cost fluctuations could compress our profit margins and adversely affect our overall profitability and operational stability.

RISK FACTORS

We may face risks relating to third-party payment arrangements.

During the Track Record Period, certain of our customers (the “**Relevant Customer(s)**”) settled their payments with us through third-party payors (the “**Third-party Payment Arrangement(s)**”) primarily due to the payment made by employees or affiliated entities of the Relevant Customers for ad-hoc services purchased during the exhibition. During the Track Record Period, the amounts received through Third-party Payment Arrangements in aggregate amounted to less than RMB1.0 million, representing less than 0.2% of the total revenue for each of the year/period of the Track Record Period. For details, see “Business — Our Customers — Third-party payment arrangements.”

We were subject to various risks relating to such Third-party Payment Arrangements during the Track Record Period, such as possible claims from third-party payors for return of funds as they were not contractually indebted to us and possible claims from liquidators of third-party payors. In the event of any claims from third-party payors or their liquidators, or legal proceedings instituted or brought against us in respect of third-party payments, we may have to spend financial and managerial resources to defend against such claims and legal proceedings, and our financial condition and results of operations may as a result be adversely affected.

We have limited control over the operations of our channel partners. Our business may be adversely affected due to risks relating to the acts of our channel partners and their potential breach of agreements or applicable laws and regulations.

While we have implemented measures to regulate our channel partners which provide marketing services to us, our control over our channel partners is limited, and we cannot assure you that we can successfully manage our channel partners. We may fail to detect incidents of misconduct or non-compliance on the part of our channel partners that violate the terms of our agreements or applicable laws and regulations in a timely manner, or at all. Misconduct and violations may occur in the form of unauthorized misrepresentation to our potential customers, misappropriation of third-party rights and bribery or other unlawful payments during their promotion and introduction of our brand directly to exhibitors or exhibition agencies. Such incidents by any of our channel partners could tarnish our brand, disrupt our attractiveness to potential customers. These and similar actions could also negatively affect our reputation and brand name, result in further decline in revenue, or even incur liabilities and claims against us.

If they experience decreased profitability or suffer losses as a result, they may quit our marketing network. If any of such incidents occur, the stability of our marketing model may be impaired, and our business, results of operations and financial condition may be materially and adversely affected.

RISK FACTORS

There is no assurance that the implementation of our strategies and future plans will be successful.

We have formulated our strategies and future plans with the view to expand our global footprint and sustain business growth. For details, see “Business — Strategies”. Endeavors of such kinds are inherently risky, and future ventures of such nature may involve significant risks and uncertainties, including distraction of our management from current business operations, greater than expected liabilities and expenses, inadequate return of capital and unidentified issues not discovered in our due diligence.

Such targets, objectives, and plans require sufficient expenses and efforts, and our Group’s actual course of business may vary from our business strategies, depending on whether all the assumptions will hold true in the future and whether new circumstances which did not exist when the business strategies are determined by our Directors will arise in the future.

As such, there can be no guarantee that the plans of our Group will materialize or that our business strategies will be successfully implemented. For instance, we expect to incur significant costs in connection with our business strategies of expansion on existing venues of exhibitions and upgrade of the current exhibition platform and this could put significant strain on our management and operational resources. We cannot give assurance that our resources are sufficient to fund our planned growth, which is also constrained by the physical capacity and scheduling availability of exhibition venues. And as for developing new exhibitions, of which market research and feasibility analysis generally should be carried out one year prior to its planned schedule, various factors such as the theme of the proposed exhibition, exhibition venue, visa policies and local regulations will be examined to determine whether the proposed exhibition is financially and commercially feasible, there may be risks that the market demands and other factors may deviate from our initial forecasts over time, and we cannot give assurance of the actual results of such new exhibitions.

We may also lack knowledge and experience of the local markets, and our competitors in these new markets may have stronger financial resources, more established presence and better understanding of customer requirements and preferences. Our efforts to expand our operations geographically would likely depend on a number of factors beyond our control, including the macroeconomic conditions and regulatory policies, the level of competition in the exhibition industry and changes in customer demand. As such, we may not be able to materialize our business strategies effectively and efficiently, which could adversely affect our results of operations and may lead to increased costs, operational inefficiencies and reduced profitability.

RISK FACTORS

Failure to detect or prevent fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners may materially and adversely affect our business.

We are exposed to risks of fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners in the course of our business operations. Such misconduct could include fraud, corruption, bribery, collusion or other violations of applicable laws, including anti-corruption and anti-bribery laws, which could expose us to liabilities, fines and penalties imposed by government authorities, as well as significant reputational damage. Despite our efforts to monitor and prevent misconduct, there can be no assurance that these measures will be fully effective at all times. We remain vulnerable to instances of such behavior, and any undetected or unaddressed incidents could materialize as financial losses, legal liabilities, or operational disruptions.

Public exposure of fraud or illegal acts linked to our personnel or partners would severely damage our reputation, undermining trust among clients and business partners. If such misconduct involves our employees, we could also face liabilities to third parties and penalties imposed by authorities. Accordingly, any failure to detect and prevent fraudulent or illegal activities or other misconduct by our employees, customers, suppliers or other business partners could materially and adversely affect our business, financial condition and results of operations.

Our risk management and internal control systems may not be adequate or effective.

We have established risk management and internal control systems in relation to our operations. To support our ongoing expansion, we are focused on developing a scalable risk management and internal control framework. This framework is designed to align with our operational model through defined organizational structures, policies, procedures, and risk management methodologies. For details, see “Business — Internal Control and Risk Management”. However, due to the inherent limitations in the design and implementation of risk management and internal control systems, including the identification and evaluation of risks, internal control variables and the communication of information, we cannot assure you that such systems will be able to identify, mitigate and manage all our exposure to risks.

The effectiveness of our risk management and internal controls also depends on the proficiency of and implementation by our employees. We cannot assure you that such implementation will not involve any human error or mistakes, which may materially and adversely affect our business, financial condition and results of operations.

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Our future success depends on our ability to retain our senior management and other key personnel in our sales and marketing team. We may not be able to retain their services.

Our future success depends substantially on retaining our current senior management team. The potential loss of one or more key senior management members could disrupt our strategic direction and result in the loss of our intangible assets. We may not be able to replace them in a timely manner, if at all. As a result, our business may be severely disrupted, and we may incur additional expenses to recruit and retain new officers. In addition, if any member of our senior management joins a competitor or forms a competing company, we may lose some of our customers and resources.

Our success also depends to a significant extent on the skills and efforts of our key managerial, R&D and other employees and upon our ability to continue to attract, retain and motivate qualified personnel. We cannot assure you that we will be able to continue to attract and retain qualified employees essential to our growth. The loss of the services of these key employees or the inability to attract or retain qualified employees could have a material adverse effect on us.

Our technology infrastructure may experience unexpected system failure, interruption, inadequacy, security breaches or cyberattacks.

We leverage our AI tools to support our online and offline organization of exhibitions. Our AI tools are critical to our operations and also supports our key operational processes. For details, see “Business — Intellectual Property — Research and development”.

However, our AI tools may be subject to risks such as computer viruses, hardware and software failures, telecommunications failures, power outages, fires, natural disasters and other similar events. System redundancy such as duplication of systems as a backup and other IT service measures to protect our systems in cases of breakdown in the above circumstances may be inadequate. Such failures or disruptions could adversely impact our business by, among other things, preventing access to our online system, interfering with transactions and contact between exhibitors and visitors. These events could materially and adversely affect our reputation, financial conditions and operating results, or result in adverse claims or other legal proceedings against us. Although we have not experienced any major breakdown of our AI tools during the Track Record Period, there can be no assurance that our AI tools will always operate without interruption in the future.

Given our AI tools support our provision of services, any error, defect, security vulnerability, service interruption, software issue, system disruption, IT infrastructures or network systems may require significant additional capital and management resources to resolve, causing material burden on our business. In addition, the said issues could result in losses to our customers. Our customers may lose confidence in the security of our services. Further, our customers may share information about their negative experiences, which could damage our reputation and result in a loss of future sales.

RISK FACTORS

Failure to comply with the PRC Social Insurance Law and the Regulation on the Administration of Housing Provident Funds or other PRC labor-related regulations may subject us to fines and other legal or administrative sanctions.

Companies operating in the PRC have to participate in various employee benefit plans required by the government, including certain social insurance, housing provident funds and other welfare-oriented payment obligations. The requirement and implementation of employee benefit plans may vary considering the different levels of economic development in different locations in the PRC, and the relevant government authorities may examine whether an employer has made adequate payments of the requisite employee benefit payments. Employers who fail to make adequate payments as required may be subject to late payment fees, fines and/or other penalties. There is no assurance that our current practice will at all times be deemed in full compliance with relevant laws and regulations by government authorities.

During the Track Record Period, we did not make adequate contributions to the social insurance and housing provident fund with respect to certain of our employees, as required by the relevant PRC laws and regulations, and we engage third-party human resource agencies to pay social insurance and housing provident funds for some of our employees. For more information, see “Business — Employee — Social insurance and housing provident for contribution”. In the event that we are required to pay up the unpaid social insurance contributions or any penalty imposed on them, our financial position could be adversely affected.

In addition, as the interpretation and implementation of the Labor Contract Law, the Social Insurance Law and other labor related regulations are evolving, we cannot assure you that our employment practice is, or will in the future be, fully in compliance with labor-related laws and regulations in the PRC, which may subject us to labor disputes or government investigations, we cannot assure that such risks we may be exposed to will not have any adverse effect on our reputation, business, results of operations and financial condition or otherwise divert our resources in handling any lawsuits, legal proceedings or complaints.

Our insurance coverage may not completely cover the risks related to our business and operations, which could expose us to significant costs and business interruptions.

We maintain different types of insurance policies to cover our operations, including vehicle insurance and commercial insurance for employees. However, our insurance policies may not be adequate to cover all risks of loss associated with our business operations. We maintain insurance policies in accordance with the needs of our business and the requirements set forth in relevant laws and regulations. However, there can be no assurance that the insurance policies will provide adequate coverage for all of the risks associated with our business operations. If we are to incur substantial liabilities that are not covered by our insurance policies or if we suffer extended periods of disruption or interruption in our business operations, we could incur significant costs and losses that could materially and adversely affect our results of operations.

RISK FACTORS

In addition, the occurrence of certain incidents, including earthquakes, fires, adverse weather conditions, war, floods, power outages, safety accidents and the consequences, damages and disruptions resulting from any of the foregoing incidents, may not be covered adequately, or at all, by our insurance policies. Any uninsured losses or liabilities may cause us to incur substantial costs and the diversion of resources, which could have an adverse effect on our business operations.

Our leased property interests may be defective and our lease agreements may not be registered, our right to lease the properties affected by such defects may be challenged

As of the Latest Practicable Date, we leased 12 properties in the Chinese Mainland, each exceeding 300 square meters in area, and we have not completed the registration and filing procedures for 10 of these lease agreements with the relevant PRC authorities in accordance with applicable PRC laws and regulations. As advised by our PRC Legal Advisor, the relevant PRC authorities may impose a fine ranging from RMB1,000 to RMB10,000 for each unregistered lease if we fail to complete the registration of lease agreements within the stipulated period.

As of the Latest Practicable Date, with respect to 4 of our leased properties in the Chinese Mainland, the lessors of such properties failed to provide us with sufficient or valid ownership certificates or any form of permission to sublet from the owners, despite the proactive requests we previously made. Based on the advice of our PRC Legal Advisor, if the lessors of the leased properties do not have the requisite rights to lease the relevant properties, we would not be subject to any administrative penalties with respect to these properties, but our leases may be affected, and, as a result, we may be required to vacate the relevant properties and relocate our office or business. In this event, our business operation on such properties may be impaired and we may not be adequately indemnified by the landlords for our related losses. Also, we will incur additional costs in relocating our offices to other suitable sites, thus affecting our business operations, financial condition and results of operations.

Therefore, we cannot assure you that we will not be subject to any challenges, lawsuits or other actions taken against us with respect to the properties we use or lease. If any challenge against us in these respects are successful, our use or lease of such properties may be affected and we may be required to relocate from these relevant properties. If we fail to find suitable alternative premises on terms acceptable to us, or if we are subject to any material liability resulting from such challenges, our business, financial condition, results of operations and prospects may be materially and adversely affected. For details, see “Business — Properties — Leased properties.”

RISK FACTORS

Share-based compensation expenses may cause shareholding dilution to our existing Shareholders and potentially have a material and adverse effect on our financial performance.

In order to enhance our Company’s competitiveness in the talent market, comprehensively address our growing needs for talent and build a high-quality workforce, we have adopted the 2020 Restricted Share Incentive Plan, 2021 Restricted Share Incentive Plan, 2022 Restricted Share Incentive Plan and 2024 Restricted Share Incentive Plan. For details, see “History, Development and Corporate Structure — Restricted Share Incentive Plans”. The adoption of such restricted share incentive plans may result us to incur share-based compensation expenses in the future. To further incentivize our employees to contribute to us, we may grant additional share-based compensation in the future. As a result, issuance of additional Shares with respect to such share-based payment may dilute the shareholding percentage of our existing Shareholders and expenses incurred with respect to such share-based compensation may also have a material and adverse effect on our financial performance.

We may not be able to extend the duration of our intellectual property rights.

Our intellectual property including trademarks, copyrights, patents, and domain names, constitutes vital assets for our success. We employ a multi-faceted approach to protect these rights, relying on confidentiality, non-compete, and licensing agreements with employees and business partners, coupled with the active enforcement of our intellectual property rights.

Effective protection of trademarks, copyrights, domain names, patent rights, and other intellectual property rights is expensive and difficult to maintain, both in terms of application and costs, as well as the costs of defending and enforcing those rights. There can be no assurance that we will be able to obtain the registration or extend the registrations of such intellectual property on time or that there will be no other parties challenging the extension. If we fail to continue to hold the rights to these intellectual properties, or if another party is successful in challenging our ownership of such, we may not be able to rely on the business reputation that our intellectual properties represent or the business model in the course of our operation, any of which will lead to a material and adverse effect on our Group’s business, operations and financial condition.

We may not be able to sustain our profit as recorded in the Track Record Period.

During the Track Record Period, we recorded profits for the year of RMB51.1 million, RMB197.3 million and RMB163.0 million in 2022, 2023, 2024, respectively, and we recorded profits for the period of RMB45.8 million and RMB20.6 million in the six months ended June 30, 2024 and 2025, respectively. We cannot assure you that we will be able to achieve a better profit in the future or maintain such level of profits we recorded during the Track Record Period.

RISK FACTORS

Our Group’s profits have historically been reliant on our offline exhibitions. However, due to the (i) uncertainty of our customers’ willingness to participate in our exhibitions; and (ii) uncertainty in relation to our Group’s success in our business strategy, the growth of our Group’s future profit may be limited. We are seeking to expand our footprint and enhance our digital intelligence integration. During the course of developing our business model and execution of strategies, we may lower our quotation in the short run to secure business opportunities with these new customers which may in turn affect our profit margin and may incur additional costs for organizing exhibitions in new countries. There is no guarantee that our strategic initiatives will achieve their objectives or generate profitability in the short term. If we are not able to implement our expansion plans effectively, our competitiveness may be adversely affected and our future revenue and profitability will be further undermined.

We received government grants and preferential tax treatment from local governments during the Track Record Period, and any discontinuation of the government grants and preferential tax treatment or any change in the relevant policies may adversely affect our financial performance and results of operations.

We received government grants and preferential tax treatment under relevant preferential policies during the Track Record Period. We may not be able to continue to enjoy similar government grants and preferential tax treatment in the future as they are non-recurring in nature. The discontinuation of any of our government grants or current tax treatments could adversely impact our net income and materially increase our tax obligations. Government grants and preferential tax treatments are subject to review by authorities and may be adjusted or revoked at any time in the future. We cannot guarantee that government grants and preferential tax treatments to which we and certain of our subsidiaries are currently entitled would be successfully renewed. There can be no assurance that the local tax authorities will not, in the future, change their position and discontinue any of our current tax treatments, potentially with retrospective effect.

Exhibitors participating in our exhibitions which are included in the government’s subsidized exhibition catalog, can apply for corresponding subsidies. Any change of the exhibition catalog may adversely affect our business.

Several of our exhibitions are included in the subsidized exhibition catalogs issued by local governmental authorities. The exhibitors incorporating in related regions and participating in an exhibition listed in such catalog could apply for subsidy from related government authorities. Eligibility for governmental subsidy is one of the benefit for our exhibitor at our exhibition. These catalogs are usually subject to be reviewed annually and may be adjusted in the future, we cannot guarantee that we will continue to be included in the renewed list as a subsidized exhibition. The discontinuation to be included in the renewed list as a subsidized exhibition could adversely impact our ability to attract exhibitors, thus adversely affect our business.

RISK FACTORS

RISKS RELATING TO DOING BUSINESS IN CHINA AND OTHER MARKETS

It may be complex to effect service of process upon us or our management or to enforce against them or us any judgments obtained from foreign courts.

We are a company incorporated under the PRC laws and a majority of our assets are located in the Chinese Mainland. In addition, most of our Directors and senior management reside in the Chinese Mainland. As a result, it may be complex for [REDACTED] to effect service of process outside of the Chinese Mainland upon us, our Directors or senior management or to enforce judgments obtained against us in courts outside the Chinese Mainland. A judgment of a court of another jurisdiction may be reciprocally recognized or enforced in the Chinese Mainland only if the jurisdiction has a treaty with the Chinese Mainland or if the jurisdiction has been otherwise deemed by the courts of the Chinese Mainland to satisfy the requirements for reciprocal recognition, subject to the satisfaction of other requirements. On January 14, 2019, the Supreme People’s Court and the Department of Justice under the Government of the Hong Kong Special Administrative Region signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排) (the “**2019 Arrangement**”), which became effective on January 29, 2024. The 2019 Arrangement regulates, among others, the scope and particulars of judgments, the procedures and methods of the application for recognition or enforcement, the review of the jurisdiction of the court that issued the original judgment, the circumstances where the recognition and enforcement of a judgment shall be refused, and the approaches towards remedies for the reciprocal recognition and enforcement of judgments in civil and commercial matters between the courts in Chinese Mainland and those in Hong Kong.

Uncertainties embedded in the legal systems of certain geographic markets where we operate could affect our business, financial condition and results of operations.

Legal systems of the geographic markets where we operate vary significantly from jurisdiction to jurisdiction. Some jurisdictions have a civil law system, which is characterized by a comprehensive set of written statutes and regulations. It is important to recognize that many of these laws, rules and regulations are of recent origin and are subject to continuous interpretations from time to time. Consequently, the interpretation and enforcement of these legal instruments can vary, leading to a degree of uncertainty.

Our operations face legal uncertainties due to the ongoing changes in regulatory definitions and potential conflicts between regulatory and judicial interpretations. These factors may delay our awareness of certain policies or rules until sometime after the violation. In addition, administrative and court proceedings in certain of our geographic markets may be protracted, resulting in substantial costs and diversion of resources and management attention. We are subject to changes in laws and regulations across our operating regions, including new legislative enactments and evolving judicial interpretations that may adversely impact our business activities.

RISK FACTORS

Fluctuations in exchange rates could result in foreign currency exchange losses and could materially reduce the value of your [REDACTED].

We are exposed to currency risks primarily through sales and purchases which give rise to receivables, payables, and bank balances that are denominated in a foreign currency, specifically, a currency other than the functional currency of the entities to which the transactions relate. Changes in the value of foreign currencies could increase our RMB costs for, or reduce our RMB revenues from, our foreign operations. The fluctuation of foreign exchange rates also affects the value of our monetary and other assets and liabilities denominated in foreign currencies. We cannot guarantee that future fluctuations of exchange rates would not have a material adverse impact on our financial condition and results of operations.

It is difficult to predict how external factors may impact the exchange rate of RMB to foreign currencies in the future. There can be no assurance that such exchange rate will remain stable against USD, EUR or other foreign currencies in the market. Any fluctuation of RMB against foreign currencies may affect our overseas operations. Furthermore, if we decide to convert our RMB into Hong Kong dollars for the purpose of making payments for dividends on our H Shares or for other business purposes, any depreciation of RMB against the Hong Kong dollar would have a negative effect on the value of, and any dividends payable on, our H Shares.

We are subject to certain regulatory requirements over foreign currency conversion and remittance.

We receive part of payments from our operations in RMB and may need to convert certain RMB into other currencies for payment of dividends, if any, to holders of our Shares, and to fund our business activities outside of Chinese Mainland, among other things. The convertibility of RMB into foreign currencies and, in certain cases, the remittance of currency out of Chinese Mainland are subject to related regulatory requirements. Shortages in the availability of foreign currency may restrict our ability to remit sufficient foreign currency to pay dividends or other payments, or otherwise fulfill our foreign currency denominated obligations. Under current foreign exchange regulations of Chinese Mainland, payment of current account items, including profit distributions and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior approval from the SAFE or its local branches, through licensed banks for foreign exchange business, by complying with certain procedural requirements. If we cannot fulfill the regulatory requirements over foreign currency conversion to obtain sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our Shareholders. However, prior registration and other procedures with competent government authorities is required where RMB is to be converted into foreign currency and remitted out of Chinese Mainland to pay capital expenses. Further, there is no assurance that new regulations will not be promulgated in the future that would have further requirements on the remittance of RMB into or out of Chinese Mainland. Any existing and future requirements on currency exchange may limit our ability to purchase materials, parts and components outside of Chinese Mainland or otherwise fund any future business activities that are conducted in foreign currencies.

RISK FACTORS

Privacy and data protection laws and regulations could have an implication on our reputation and customer preference.

We collect and store information of our exhibitors and other partners, as well as data generated in connection with our business operations. Our operations are subject to a variety of laws and regulations concerning data privacy and security. In view of the fact that the regulatory regimes relating to privacy and data protection are relatively new and complex and may continue to evolve, we cannot assure you that our privacy and data protection measures are, and will always be considered, sufficient under applicable laws and regulations. In addition, as our business continues to expand globally, our customers may utilize our products and services in jurisdictions outside the Chinese Mainland, and we may also obtain data from third-party data vendors to support our business expansion, which may subject us to privacy and data protection laws and regulations in such jurisdictions. Failure to comply with the increasing number of data protection laws in the PRC, as well as the data security and privacy laws in other jurisdictions where we operate, could result in significant reputational damage and adversely affect our business performance.

To ensure compliance with evolving data privacy laws, regulations and standards, it will be necessary to maintain robust internal control and risk management policies, which will require substantial commitment of resources and efforts. The unauthorized access, loss, or misuse of data could lead to increased security costs, damage to our reputation, regulatory proceedings, litigation, fines, investigations, remediation efforts, indemnification expenditures, and disruptions to our business activities. Such incidents may also result in additional costs associated with defending against legal claims. Concerns from our customers, employees, and third parties, even if unfounded, may also have a detrimental impact on our reputation and operations.

The permit, filing or other requirements of the CSRC or other PRC government authorities in relation to our proposed [REDACTED] or further capital raising activities may be required under PRC laws.

On July 6, 2021, the General Office of the State Council, together with another regulatory authority, jointly promulgated the July 6 Opinion, which calls for, among others, enhanced administration and supervision of overseas-listed China-based companies, proposes to revise the relevant regulation governing the overseas issuance and listing of shares by such companies, and clarifies the responsibilities of competent domestic industry regulators and government authorities.

On February 17, 2023, the CSRC released the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (境內企業境外發行證券和上市管理試行辦法) and five supporting guidelines (together, “**Overseas Listing Trial Measures**”), which came into effect on March 31, 2023. Pursuant to the Overseas Listing Trial Measures, domestic companies that seek to list overseas, both directly and indirectly, should fulfill the filing procedure and report relevant information to the CSRC. The filing is required to be conducted within three business days after the submission of the application for [REDACTED] and listing overseas to the overseas regulators. The CSRC will review the filing application and may have queries and may consult with other relevant regulators.

RISK FACTORS

Filings granted by the CSRC will have a valid term of one year during which the issuer should complete the offering. Further follow-up offerings after overseas listings also require a filing within three business days after the completion of the offering, and the listed companies will need to report to the CSRC upon the occurrence and public disclosure of certain significant matters such as a change in control, penalty received from overseas securities regulators or relevant PRC regulators, a switch of listing status and a termination of listing. See “Regulatory Overview — Regulations on Securities and Overseas Listings” for details. If a domestic company fails to complete the filing procedure or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties, such as orders to rectify, warnings, fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines.

As advised by our PRC Legal Advisor, we are required to go through the filing procedures with the CSRC under the Overseas Listing Trial Measures. We will file with the CSRC within the specific time limit as required by the Overseas Listing Trial Measures and seek guidance from the relevant regulator and/or legal advisors to ensure our compliance in all respects. However, we cannot assure you that we will be able to obtain such approval, filing or meet such requirements in a timely manner or at all, or completion could be rescinded. Any failure to obtain or delay in obtaining such approval, filing or completing such procedures for the [REDACTED], or a rescission of any such approval or filing obtained by us, would subject us to sanctions by the CSRC or other PRC regulatory authorities, and such failure may adversely affect our ability to finance the development of our business and could have a material adverse effect on our business and financial condition. Furthermore, if the filing procedure with the CSRC under the Overseas Listing Trial Measures is required for any future offerings, listing or any other capital raising activities, it is uncertain whether we could complete the filing procedure in relation to any further capital raising activities in a timely manner, or at all.

The CSRC or other PRC regulatory authorities may also take actions requiring us, or making it advisable for us, to halt the [REDACTED] or future capital raising activities before settlement and delivery of the H Shares [REDACTED] hereby. Consequently, if you engage in market [REDACTED] or other activities in anticipation of and prior to settlement and delivery, you do so at the risk that settlement and delivery may not occur. In addition, if the CSRC or other regulatory authorities later promulgate new rules or explanations requiring that we obtain their approvals or accomplish the required filing or other regulatory procedures in addition to those prescribed under the Overseas Listing Trial Measures for the [REDACTED] or future capital raising activities, we may be unable to obtain a waiver of such approval requirements, if and when procedures are established to obtain such a waiver. Such procedures for obtaining the waiver remain unclear. Any uncertainties or negative publicity regarding such approval, filing or other requirements could materially and adversely affect our business, prospects, financial condition, reputation, and [REDACTED] of the H Shares.

RISK FACTORS

RISKS RELATING TO THE [REDACTED]

We will be concurrently subject to [REDACTED] and regulatory requirements of Chinese Mainland and Hong Kong.

As our A Shares are listed on the Shenzhen Stock Exchange and our H Shares will be [REDACTED] on the Main Board in Hong Kong, we will be required to comply with the listing rules (where applicable) and other regulatory regimes of both jurisdictions, unless an exemption is available or a waiver has been obtained. Accordingly, we may incur additional costs and resources in continuously complying with all sets of listing rules in the two jurisdictions.

The characteristics of the A Share and H Share markets may differ.

Our A Shares are listed and traded on the Shenzhen Stock Exchange. Following the [REDACTED], our A Shares will continue to be traded on the Shenzhen Stock Exchange and our H Shares will be [REDACTED] on the Hong Kong Stock Exchange. Under current laws and regulations of Chinese Mainland, without the approval from the relevant regulatory authorities, our H Shares and A Shares are neither interchangeable nor fungible, and there is no [REDACTED] or settlement between the H Share and A Share markets. With different [REDACTED] characteristics, the H Share and A Share markets have divergent [REDACTED] volumes, liquidity and [REDACTED] bases, as well as different levels of retail and institutional [REDACTED] participation. As a result, the [REDACTED] performance of our H Shares and A Shares may not be comparable. Nonetheless, fluctuations in the price of our A Shares may adversely affect the price of our H Shares, and vice versa. Due to the different characteristics of the H Share and A Share markets, the historical prices of our A Shares may not be indicative of the performance of our H Shares. You should therefore not place undue reliance on the trading history of our A Shares when evaluating the [REDACTED] decision in our H Shares.

There has been no prior [REDACTED] for our H Shares, and an active [REDACTED] for our H Shares may not develop or be sustained.

Prior to the [REDACTED], there was no [REDACTED] for our H Shares. We cannot assure you that a [REDACTED] for our H Shares with adequate liquidity and [REDACTED] volume will develop and be sustained following the completion of the [REDACTED]. In addition, the [REDACTED] of our H Shares is expected to be fixed by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and us and may not be an indication of the [REDACTED] of our H Shares following the completion of the [REDACTED]. If an active [REDACTED] for our H Shares does not develop following the completion of the [REDACTED], the [REDACTED] and liquidity of our H Shares may be materially and adversely affected.

RISK FACTORS

The [REDACTED] and [REDACTED] volume of our H Shares may be volatile, which could lead to substantial losses to [REDACTED].

The [REDACTED] and [REDACTED] volume of our H Shares may be subject to significant volatility in response to various factors beyond our control, including the general market conditions of the securities in Hong Kong and elsewhere in the world. The Hong Kong Stock Exchange and other securities markets have, from time to time, experienced significant price and [REDACTED] volume volatility that are not related to the operating performance of any particular company. The business and performance and the market price of the shares of other companies engaging in similar business may also affect the [REDACTED] and [REDACTED] volume of our H Shares. In addition to market and industry factors, the [REDACTED] and [REDACTED] volume of our H Shares may be highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, [REDACTED], expenditures, regulatory developments, relationships with our customers and contractors, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies listed on the Hong Kong Stock Exchange have experienced price volatility in the past, and it is possible that our H Shares may be subject to changes in price not directly related to our performance.

A future significant increase or perceived significant increase in the supply of our H Shares in [REDACTED] could cause the [REDACTED] of our H Shares to decrease significantly, and/or dilute shareholdings of holders of H Shares.

The market [REDACTED] of our H Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate could be negatively impacted as a result of future sales of a substantial number of our H Shares or other securities relating to our H Shares in the [REDACTED], especially by our Directors, executive officers and Single Largest Shareholder, or the issuance of new shares or other securities, or the perception that such sales or issuances may occur. In addition, our Shareholders may experience dilution in their holdings if we issue more securities in the future. Furthermore, we may issue Shares pursuant to any existing or future share option incentive schemes, which would further dilute our Shareholders’ interests in our Company. New shares or shares-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares. Shares held by our Single Largest Shareholder are subject to certain lock-up periods beginning on the date on which [REDACTED] in our Shares commences on the Hong Kong Stock Exchange. While we currently are not aware of any intention of such persons to dispose of significant amounts of their Shares after the expiry of the lock-up periods, we cannot assure you that they will not dispose of any Shares they may own now or in the future. Market sale of Shares by such Shareholders and the availability of these Shares for future sale may have a negative impact on the market price of our Shares.

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In the event that the forced execution of share pledges occurs, the single largest Shareholder may be changed and adversely affect our shareholder structure and the market price of our Shares.

The Single Largest Shareholder has significant influence over our Group. As of the Latest Practicable Date, Mr. Fang was directly interested in an aggregate of 68,834,176 A Shares, representing approximately 23.30% of our total issued share capital (excluding the 3,500,011 A Shares held by our Company as treasury shares) and Mr. Pan was directly interested in an aggregate of 68,478,207 A Shares, representing approximately 23.18% of our total issued share capital (excluding the 3,500,011 A Shares held by our Company as treasury shares). As of the Latest Practicable Date, (i) 5,781,750 A Shares held by Mr. Pan, representing approximately 1.96% of our total issued share capital (excluding treasury Shares) were pledged, and such pledge will expire in September 2026; and (ii) an aggregate of 9,551,750 A Shares held by Mr. Fang, representing approximately 3.23% of our total issued share capital (excluding treasury Shares) were pledged, and such pledge will expire in July and October 2026 (together, the “**Share Pledges**”). The Share Pledges were granted in favor of a financial institution as securities for financing and are subject to the warning line requirement, which would be triggered by a material decrease in the value of our A Shares. The Share Pledges were granted in favor of a financial institution as securities for financing and are subject to the warning line requirement, which would be triggered by a material decrease in the value of our A Shares. For more information, see “Substantial Shareholders — Share Pledges by Mr. Pan and Mr. Fang”.

If there is material decrease in the value of A Shares or if any default occurs, the investment institution can enforce the Share Pledge, and Mr. Fang and/or Mr. Pan may be required to provide additional collateral or repay a portion of relevant outstanding loans to avoid such enforcement. In such circumstances, Mr. Fang may cease to be the single largest Shareholder, which would result in a change in our shareholding structure.

Future sales or perceived sales of substantial amounts of our Shares in the [REDACTED] could have a material adverse effect on the prevailing [REDACTED] of our H Shares and our ability to raise additional capital in the future.

Future sales of a substantial number of our Shares, especially by our Directors, senior management and substantial Shareholders, or the perception or anticipation that such sales might occur, could negatively impact the [REDACTED] of our H Shares and our ability to raise equity capital in the future at a time and price that we deem appropriate. While we currently are not aware of any intention of such persons to dispose of significant amounts of their Shares, we cannot assure you that they will not dispose of any Shares they may own now or in the future. Market sale of Shares by such Shareholders and the availability of these Shares for future sale may have a negative impact on the market price of our H Shares.

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Our historical dividends may not be indicative of our future dividend policy, and we cannot assure you whether and when we will declare and distribute dividends in the future.

We have declared dividends in the past. However, we cannot assure you that dividends of any amount will be declared or distributed by us in any year in the future. Under the applicable laws and regulations of Chinese Mainland, the payment of dividends may be subject to certain limitations, and the calculation of our profit under the Accounting Standards for Business Enterprises may differ in certain respects from the calculation under IFRS. The declaration, payment and amount of any future dividends are at the discretion of our Directors, after taking into account various factors, including our results of operations, cash flows, capital expenditure requirements, market conditions, our strategic plans and prospects for business development, regulatory restrictions on the payment of dividends and other factors our Directors may deem relevant, and subject to the approval at Shareholders’ meeting. Any declaration and payment as well as the amount of dividends will be subject to our constitutional documents and the applicable laws and regulations of Chinese Mainland. See “Financial Information — Dividends” for further details. No dividend shall be declared or payable except out of our profits and reserves lawfully available for distribution. Our historical dividends should not be taken as indicative of our dividend policy in the future.

Under the existing foreign exchange regulations of Chinese Mainland, payments of current account items, including profit distributions, interest payments and trade and service-related foreign exchange transactions, can be made in foreign currencies without prior SAFE approval by complying with certain procedural requirements. However, approval from or registration with competent government authorities is required where RMB is to be converted into foreign currency and remitted out of Chinese Mainland to pay capital expenses such as the repayment of loans denominated in foreign currencies. If the foreign exchange control system prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our Shareholders. Further, we cannot assure you that new regulations will not be promulgated in the future that would have the effect of further restricting the remittance of RMB into or out of Chinese Mainland.

The interests of our Single Largest Shareholder may not align with the interests of the Shareholders as a whole.

Immediately following the completion of the [REDACTED], the Single Largest Shareholder will, directly and indirectly, hold approximately [REDACTED]% of the total issued share capital in issue (excluding the 3,500,011 A Shares held by our Company as treasury shares and assuming the [REDACTED] is not exercised). The Single Largest Shareholder will, through his voting power at the general meetings, have significant influence over our business and affairs, including decisions in respect of mergers or other business combinations, acquisition of assets, issuance of additional Shares or other equity or debt securities, timing and amount of dividend payments and amendments to the Articles of Association. The Single Largest Shareholder may not act in the best interests of our minority Shareholders. In addition, without the approval of the Single Largest Shareholder, we could be prevented from entering into transactions that could be beneficial to us or the

RISK FACTORS

Shareholders as a whole. This concentration of ownership may also discourage, delay or prevent a change in control of us, which could deprive the Shareholders of an opportunity to receive a premium for the Shares as part of a sale of the Company and may significantly reduce the price of the Shares.

[REDACTED] decisions in our H Shares should not be based on any information released by us in connection with the listing of our A Shares on the Shenzhen Stock Exchange, which were prepared based on regulatory requirements.

As our A Shares are listed on the Shenzhen Stock Exchange, we are subject to periodic reporting and other information disclosure requirements in Chinese Mainland. As a result, from time to time, we publicly release information relating to us on the Shenzhen Stock Exchange or other media outlets designated by the CSRC. However, the information disclosed pursuant to our A Shares listing is prepared in accordance with the regulatory requirements of the securities authorities, industry standards and market practices in Chinese Mainland, which are different from those applicable to the [REDACTED]. The presentation of financial and operational information for the Track Record Period disclosed on the Shenzhen Stock Exchange or other media outlets may not be directly comparable to the financial and operational information contained in this document. As a result, [REDACTED] in our H Shares should be reminded that, in making their [REDACTED] decisions as to whether to purchase our H Shares, they should rely only on the financial, operating and other information included in this document. By applying to purchase our H Shares in the [REDACTED], you will be deemed to have agreed that you will not rely on any information other than that contained in this document and any formal announcements made by us in Hong Kong with respect to the [REDACTED].

You should read this document carefully and only rely on the information included in this document to make your [REDACTED] decision, and we strongly caution you not to rely on any information contained in press articles or other media coverage relating to us, our Shares or the [REDACTED].

We strongly caution our [REDACTED] not to rely on any information contained in press articles or other media regarding us, our Shares and the [REDACTED]. Prior to the publication of this document, there may be press and media coverage regarding the [REDACTED] and us. Such press and media coverage may include references to certain information that does not appear in this document, including certain operating and financial information and projections, valuations and other information. We have not authorized the disclosure of any such information in the press or media and do not accept any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication. We make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is inconsistent or conflicts with the information contained in this Document, we disclaim responsibility for it and our [REDACTED] should not rely on such information.

RISK FACTORS

Certain facts, forecasts and other statistics in this document obtained from government official sources have not been independently verified and may not be reliable.

Certain facts, forecasts and other statistics in this document are derived from various government and official resources. However, our Directors cannot guarantee the quality or reliability of such source materials. We believe that the sources of the said information are appropriate sources for such information and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. Nevertheless, information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], and the [REDACTED] or any of their respective affiliates or advisors and, therefore, we make no representation as to the accuracy of such facts and statistics. Further, we cannot assure our [REDACTED] that they are stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. In all cases, our [REDACTED] should consider carefully how much weight or importance should be attached to or placed on such facts or statistics.

Forward-looking statements contained in this document are subject to risks and uncertainties.

This document contains forward-looking statements with respect to our business strategies, operating efficiencies, competitive positions, growth opportunities for existing operations, plans and objectives of management, certain [REDACTED] information and other matters. The words “aim”, “anticipate”, “believe”, “could”, “predict”, “potential”, “continue”, “expect”, “intend”, “may”, “might”, “plan”, “seek”, “will”, “would”, “should” and the negative of these terms and other similar expressions identify a number of these forward-looking statements. These forward-looking statements, including, amongst others, those relating to our future business prospects, capital expenditure, cash flows, working capital, liquidity and capital resources are necessarily estimates reflecting the best judgment of our Directors and management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a consequence, these forward-looking statements should be considered in light of various important factors, including those set out in this section. Accordingly, such statements are not a guarantee of future performance and [REDACTED] should not place undue reliance.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation of the [REDACTED], we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have a sufficient management presence in Hong Kong. This normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong.

Our management headquarters, senior management, business operations and assets are primarily based outside Hong Kong. Our Directors consider that appointment of additional executive Directors who will be ordinarily resident in Hong Kong would not be beneficial to or appropriate for our Group. As none of our executive Directors are ordinarily based in Hong Kong, we do not, and do not contemplate that we will in the foreseeable future, have a sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rules 8.12 and 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for, [and the Stock Exchange has granted,] a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules. We will put in place the following measures in order to ensure that regular communication is maintained between the Stock Exchange and our Company:

- a) we have appointed Mr. Yao Zongxian (姚宗憲), our executive Director, and Ms. Wong Mei Fung Carrie, our joint company secretary, as our authorized representatives (the “**Authorized Representatives**”) pursuant to Rule 3.05 of the Listing Rules, who will act as our principal channel of communication with the Stock Exchange. Ms. Wong Mei Fung Carrie is situated and based in Hong Kong, and will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange. Both of the Authorized Representatives will be readily contactable by phone and email to promptly deal with inquiries from the Stock Exchange. Our Company has provided contact details of the Authorized Representatives to the Stock Exchange and will inform the Stock Exchange promptly in respect of any change in the Authorized Representatives;
- b) when the Stock Exchange wishes to contact our Directors on any matters, each of the Authorized Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) promptly at all times. We have provided the Stock Exchange with the contact details (i.e., mobile phone number, office phone number, email address and fax number, if applicable) of all Directors to facilitate communication with the Stock Exchange. Our Directors will also provide the phone number of the place of his/her accommodation to the Authorized Representatives in the event that any Director expects to be out of office;

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

- c) all our Directors who are not ordinarily resident in Hong Kong have confirmed that they possess or can apply for valid travel documents to visit Hong Kong and will be able to meet with relevant members of the Stock Exchange in Hong Kong upon reasonable notice, when required;
- d) our Company has appointed Innovax Capital Limited as Compliance Advisor pursuant to Rule 3A.19 of the Listing Rules who will have access at all times to the Authorized Representatives and the alternate authorized representative, our Directors and other senior management of our Company, and will act as an additional channel of communication with the Stock Exchange for the period commencing on the date of the [REDACTED] of our [REDACTED] on the Main Board and ending on the date when our Company distributes its annual report for the first full financial year in accordance with Rule 13.46 of the Listing Rules; and
- e) meetings between the Stock Exchange and our Directors can be arranged through the Authorized Representatives, the alternate authorized representative or the Compliance Advisor of our Company or directly with our Directors within a reasonable time frame. The Company will inform the Stock Exchange promptly in respect of any change in the Authorized Representatives, the alternate authorized representative or its Compliance Advisor.

APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rule 8.17 of the Listing Rules, we must appoint a company secretary who satisfies Rule 3.28 of the Listing Rules. According to Rule 3.28 of the Listing Rules, our company secretary must be an individual who, by virtue of his or her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

The Stock Exchange considers the following academic or professional qualifications to be acceptable:

- a) a member of The Hong Kong Chartered Governance Institute;
- b) a solicitor or barrister (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)); and
- c) a certified public accountant (as defined in the Professional Accountants Ordinance (Chapter 50 of the Laws of Hong Kong)).

In assessing “relevant experience,” the Stock Exchange will consider the individual’s:

- a) length of employment with the issuer and other issuers and the roles he or she played;
- b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance, and the Takeovers Code;

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

- c) relevant training taken and/or to be taken in addition to be the minimum requirement under Rule 3.29 of the Listing Rules; and
- d) professional qualifications in other jurisdictions.

Pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, the Stock Exchange will consider a waiver application by an issuer in relation to Rules 3.28 and 8.17 of the Listing Rules based on the specific facts and circumstances. Factors that will be considered by the Stock Exchange include:

- a) whether the issuer has principal business activities primarily outside Hong Kong;
- b) whether the issuer was able to demonstrate the need to appoint a person who does not have the Acceptable Qualification (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) nor Relevant Experience (as defined under paragraph 11 of Chapter 3.10 of the Guide for New Listing Applicants) as a company secretary; and
- c) why the directors consider the individual to be suitable to act as the issuer’s company secretary.

Further, pursuant to paragraph 13 of Chapter 3.10 of the Guide for New Listing Applicants, such waiver, if granted, will be for a fixed period of time (the “**Waiver Period**”) and on the following conditions:

- a) the proposed company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the Waiver Period; and
- b) the waiver will be revoked if there are material breaches of the Listing Rules by the issuer.

We have appointed Mr. Yao Zongxian as one of our joint company secretaries. Mr. Yao Zongxian joined our Group in June 2010 and is one of our executive Directors. Mr. Yao Zongxian is primarily responsible for ensuring effective corporate governance and regulatory compliance, and overseeing our Group’s financial management and internal control. Although our Company believes, having regard to Mr. Yao Zongxian’s past experience in handling corporate matters, that he has a thorough understanding of our Company and the Board, he does not possess the requisite qualifications required by Rule 3.28 of the Listing Rules. Therefore, our Company has appointed Ms. Wong Mei Fung Carrie, who is a Hong Kong resident and possesses such qualifications, to be a joint company secretary to assist Mr. Yao Zongxian in the compliance matters for the [REDACTED] as well as other Hong Kong regulatory requirements for a period of three years commencing from the [REDACTED]. For the biographies of our joint company secretaries, please see “Directors and Senior Management — Joint Company Secretaries” in this document. Over such three-year period, we will implement measures to assist Mr. Yao Zongxian to satisfy the requisite qualifications as prescribed in Rule 3.28 of the Listing Rules.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

Accordingly, we have applied to the Stock Exchange for, [and the Stock Exchange has granted,] a waiver from strict compliance with the requirements under Rules 8.17 and 3.28 of the Listing Rules in relation to Mr. Yao Zongxian’s appointment as a joint company secretary pursuant to Chapter 3.10 of the Guide for New Listing Applicants on the following conditions:

- a) Mr. Yao will endeavor to attend relevant training courses, including briefings on the latest changes to the relevant applicable Hong Kong laws and regulations and the Listing Rules which will be organized by our Company’s Hong Kong legal advisors on an invitation basis and seminars organized by the Stock Exchange for [REDACTED] from time to time;
- b) Mr. Yao Zongxian must be assisted by Ms. Wong Mei Fung Carrie, who possesses the qualification and experience as required under Rule 3.28 of the Listing Rules and is appointed as a joint company secretary throughout the validity period of the waiver; and
- c) the waiver is valid for a period of three years from the [REDACTED] and will be revoked immediately if and when Ms. Wong Mei Fung Carrie ceases to provide such assistance or if there are material breaches of the Listing Rules by our Company.

It is anticipated that Mr. Yao Zongxian will gain experience with the assistance of Ms. Wong Mei Fung Carrie. Before the end of the initial three-year period, we will evaluate the then experience of Mr. Yao Zongxian in order to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied at the time and on-going assistance would be needed. We would then endeavor to demonstrate to the satisfaction of the Stock Exchange that Mr. Yao Zongxian, having had the benefit of Ms. Wong Mei Fung Carrie’s assistance for three years, would then have acquired the “relevant experience” within the meaning of Rule 3.28 of the Listing Rules so that a further waiver would not be necessary.

WAIVERS AND EXEMPTION IN RESPECT OF PARTICULARS OF INFORMATION OF OUR SUBSIDIARIES

Paragraph 26 of Appendix D1A to the Listing Rules requires disclosure of the particulars of any alterations in the capital of any member of the Group within the two years immediately preceding the issue of this document.

Paragraph 29(1) of Appendix D1A to the Listing Rules and paragraph 29 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance require this document to include, information in relation to the name, the date and place of incorporation, the general nature of the business, the issued capital and the proportion of the issued capital held or intended to be held, of every company, whether public or private (if applicable), the whole of the capital of which or a substantial proportion thereof is held or intended to be held, or whose profits or assets make or will make a material contribution to the figures in the auditors’ report or to the next financial statements of the company.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

As of the Latest Practicable Date, we have 37 subsidiaries globally. It would be unduly burdensome for us to disclose the required information in respect of each of our subsidiaries, as our Company would have to incur additional costs and devote significant resources to compiling and verifying the relevant information for such disclosure, which would not be material nor meaningful to [REDACTED] save for the Major Subsidiaries as referred to below.

We have identified nine Major Subsidiaries that we consider to be material to our operations and/or to have contributed significantly to our financial performance during the Track Record Period. By way of illustration, the Major Subsidiaries (without intercompany eliminations) have, in aggregate, accounted for approximately (i) 61.5%, 78.4%, 82.4% and 83.5% of our revenue for each of the years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, respectively; (ii) 21.7%, 30.4%, 43.4% and 55.6% of our total assets as of December 31, 2022, 2023 and 2024 and June 30, 2025, respectively; and (iii) 54.9%, 67.6%, 85.2% and 206.6% of our profit before tax for each of the years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, respectively. Additionally, certain Major Subsidiaries hold assets, intellectual property rights, proprietary technologies or licenses and permits that are considered by the Directors to be material to the Group’s business and operations.

None of the other subsidiaries of our Company that are not Major Subsidiaries have individually contributed 10% or more of our Group’s revenue and profit before tax during each year/period within the Track Record Period, or total assets as of December 31, 2022, 2023 or 2024 or June 30, 2025, nor hold any assets, intellectual property rights, proprietary technologies or licenses and permits that are considered by the Directors to be material to the Group’s business and operations. Accordingly, the remaining subsidiaries which are not Major Subsidiaries of our Group are relatively insignificant to the overall results of our Group, and the nondisclosure of information about them would not prejudice the interests of our Shareholders and the [REDACTED] public. Rather, the disclosure of the required information in respect of our Company and the Major Subsidiaries already provides sufficient information that is reasonably necessary for potential [REDACTED] to make an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group, its profits and losses and the rights attaching to the securities for which [REDACTED] is sought.

We have disclosed the particulars of the changes in share capital of our Company and the Major Subsidiaries in the sections headed “Statutory and General Information — Further Information About Our Company — Changes in the Share Capital of Our Company” and “Statutory and General Information — Further Information About Our Group — Changes in the Share Capital of Our Major Subsidiaries”, respectively, in Appendix IV to this document.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

We have also disclosed the corporate information (including name, principal business activities, place and date of incorporation and the interest held by the Group) of the Major Subsidiaries as required under Paragraph 29(1) of Appendix D1A to the Listing Rules and paragraph 29 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance in “History, Development and Corporate Structure”, and the share capital of the Major Subsidiaries in Note 18 to the Accountants’ Report as set out in Appendix I to this document.

We have applied to the Stock Exchange for, [and the Stock Exchange has granted us,] waivers from strict compliance with the requirements under paragraphs 26 and 29(1) of Appendix D1A to the Listing Rules, in respect of disclosing (i) the particulars of any alteration in the capital of any member of our Group within the two years immediately preceding the issue of this document, and (ii) information in relation to the name, date and place of incorporation, public or private status, the general nature of business, the issued capital and the proportion thereof held or intended to be held in this document.

We have applied for, [and the SFC has granted us,] a certificate of exemption from strict compliance with the requirements under paragraph 29 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance in respect of disclosing the information of our subsidiaries which are not Major Subsidiaries as required under paragraph 29 of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

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[REDACTED]

WAIVER IN RELATION TO THE 2024 RESTRICTED SHARE INCENTIVE PLAN

Rule 17.02(1)(b) of the Listing Rules requires a [REDACTED] applicant to, *inter alia*, disclose in this document full details of all outstanding awards and their potential dilution effect on the shareholdings upon [REDACTED] as well as the impact on the earnings per share arising from the issue of shares in respect of such outstanding awards.

Pursuant to paragraphs 6 to 7 of Chapter 3.6 of the Guide for New Listing Applicants, the Stock Exchange would normally grant waivers from disclosing the names and addresses of certain grantees if the applicant could demonstrate that such disclosures would be irrelevant or unduly burdensome, subject to certain conditions specified therein.

As of the Latest Practicable Date, there were 2,863,291 outstanding Share Incentives under the 2024 Restricted Share Incentive Plan that had been granted to 215 grantees (the “**Grantee(s)**”), representing approximately [REDACTED]% of the total number of Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised). Among the outstanding Share Incentives, (i) none of the Share Incentives were granted to our Directors; (ii) 592,280 Share Incentives were granted to five senior management members of the Company; and (iii) 2,271,011 Share Incentives were granted to 210 core employees (including two connected persons who are supervisors of our Major Subsidiaries). Save as disclosed in “Statutory and General Information” in Appendix IV to this document, no Share Incentives were granted to any other Directors, senior management members or consultants of our Company under the 2024 Restricted Share Incentive Plan.

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

We have applied to the Stock Exchange for a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules on the grounds that the waiver will not prejudice the interests of the [REDACTED] and full compliance with such disclosure requirements would be unduly burdensome for our Company for the following reasons:

- (a) given that 215 Grantees are involved for the grant of outstanding Share Incentives under the 2024 Restricted Share Incentive Plan, our Directors consider that it would be unduly burdensome to disclose in this document full details of all the Share Incentives granted by us to each of the Grantees, which would significantly increase the cost and time for information compilation and [REDACTED] preparation required for strict compliance with such disclosure requirements, as the Company would need to collect and verify the personal information of a large number of the Grantees to meet the disclosure requirements;
- (b) the disclosure of the personal details of each Grantee, including their names and the number of Share Incentives granted to them, may require obtaining consent from all the Grantees in order to comply with personal data privacy laws and principles, and it would be unduly burdensome for our Company to obtain such consents given the number of the Grantees;
- (c) the grant and vesting in full of the Share Incentives under the 2024 Restricted Share Incentive Plan will not cause any material adverse impact to the financial position of our Group;
- (d) there will not be any new H Shares issued under the 2024 Restricted Share Incentive Plan as it is an A Share employee stock ownership plan;
- (e) our Directors consider that a lack of full compliance with the above disclosure requirements would not prevent our Company from providing potential [REDACTED] with sufficient information for an informed assessment of the activities, assets, liabilities, financial position, management and prospects of our Group;
- (f) full disclosure of details of the Grantees (which include their names and positions), as well as the Share Incentives granted to each of them, would provide the Group’s competitors with the Group’s employees’ compensation details and facilitate their soliciting activities, which may impact the Group’s ability to recruit and retain valuable personnel;
- (g) material information on the Share Incentives under the 2024 Restricted Share Incentive Plan has been disclosed in “Statutory and General Information — 2024 Restricted Share Incentive Plan” in Appendix IV to this document to provide prospective [REDACTED] with sufficient information to make an informed assessment of the potential dilutive effect and impact on earnings per Share of the Share Incentives in making their [REDACTED] decision, and such information includes but is not limited to:
 - (i) a summary of the terms of the 2024 Restricted Share Incentive Plan;

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

- (ii) the aggregate number of A Shares subject to the outstanding Share Incentives and the percentage in our total issued Shares of which such number represents upon completion of the [REDACTED]; and
- (iii) the details of the outstanding Share Incentives granted under the 2024 Restricted Share Incentive Plan by the range of underlying A Shares, including date of grant, grant price and the percentage of our Company’s total issued share capital upon completion of the [REDACTED].

In light of the above, our Directors believe that the grant of the waiver sought and the non-disclosure of the required information will not hinder potential [REDACTED] from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and will not prejudice the interests of the [REDACTED].

The Stock Exchange [has granted to us] a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules with respect to the Share Incentives granted under the 2024 Restricted Share Incentive Plan, subject to the conditions that:

- (a) on an individual basis, full details of the outstanding Share Incentives granted by the Company under the 2024 Restricted Share Incentive Plan to each of the members of the senior management of the Company, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules, be disclosed in this document;
- (b) in respect of the Share Incentives granted by our Company under the 2024 Restricted Share Incentive Plan to the remaining Grantees other than those referred to in sub-paragraph (a) above (the “**Other Grantee(s)**”), the following details will be disclosed in this document on an aggregate basis and categorized into lots based on the number of A Shares underlying each individual Grantee, being (i) 10,000 A Shares or less; (ii) 10,001 to 20,000 A Shares; and (iii) 20,001 A Shares or more, and the details of each lot of A Shares will be disclosed in this document, including (i) the number of the Share Incentives and A Shares underlying the Share Incentives; (ii) date of grant, grant price of the Share Incentives granted; and (iii) the percentage of our Company’s total issued share capital represented by such lots upon completion of the [REDACTED] (assuming the [REDACTED] are not exercised, and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]);
- (c) the aggregate number of A Shares underlying the outstanding Share Incentives and the percentage of our Company’s total issued share capital upon completion of the [REDACTED] will be disclosed in this document;
- (d) a summary of the principal terms of the 2024 Restricted Share Incentive Plan will be disclosed in “Statutory and General Information — 2024 Restricted Share Incentive Plan” in Appendix IV to this document;

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

- (e) the particulars of this waiver are set out in this document; and
- (f) a full list of all the Grantees with outstanding Share Incentives for A Shares under the 2024 Restricted Share Incentive Plan containing all details as required under Rule 17.02(1)(b) of the Listing Rules and containing all particulars as required under the relevant provisions of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (where applicable) be made available for public inspection in accordance with “Documents Delivered to the Registrar of Companies and Available on Display — Document Available for Inspection” in Appendix V to this document.

[REDACTED]

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[REDACTED]

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INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Executive Directors

Mr. Pan Jianjun (潘建軍)	Room 301, Unit 1 Building 1 Haiyu Jinghua Apartment Jianggan District Hangzhou Zhejiang Province PRC	Chinese
Mr. Fang Huansheng (方歡勝)	Room 702, No.14 No.199 Lane Zhonghua New Road Jing'an District Shanghai PRC	Chinese
Mr. Yao Zongxian (姚宗憲)	Room 1602, No.36 No. 299 Lane, Taolin Road Pudong New District Shanghai PRC	Chinese

Non-Executive Directors

Ms. Huang Ying (黃穎)	Room 21D, No.9 No.1188 Lane Changning Road Changning District Shanghai PRC	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Independent Non-executive Directors

Ms. Liu Songping (劉松萍)	Room 703 No.124 Huangcun Road Tianhe District Guangzhou Guangdong Province PRC	Chinese
Mr. Jiang Huai (姜淮)	Room 301, Unit 1 Building 12 Junlanyuan Anci District Langfang Hebei Province PRC	Chinese
Mr. Lin Zhenpin (林振聘)	Flat F, 10/F, Block 3 1 Shek Pai Tau Path Phase I, Chelsea Heights Tuen Mun, New Territories Hong Kong	Chinese (Hong Kong)

See “Directors and Senior Management” for further details.

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor	China Merchants Securities (HK) Co., Limited 48/F One Exchange Square, Central Hong Kong
[REDACTED]	[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Legal advisors to our Company

As to Hong Kong laws
Tian Yuan Law Firm LLP
Suites 3304–3309
33/F, Jardine House
One Connaught Place
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As to PRC laws
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19 Finance Street
Beijing
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Legal advisors to the Sole Sponsor

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18 Chater Road,
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Hong Kong

As to PRC laws
Jingtian & Gongcheng
34th Floor, Tower 3
China Central Place
77 Jianguo Road
Chaoyang District
Beijing
PRC

Independent Auditor and Reporting Accountants

Confucius International CPA Limited
Certified Public Accountants
Room 1501–08, 15/F
Tai Yau Building
181 Johnston Road, Wanchai
Hong Kong

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DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Industry Consultant

**Frost & Sullivan (Beijing) Inc.,
Shanghai Branch Co.**
Suite 2504, Wheelock Square
1717 West Nanjing Road
Shanghai
PRC

Compliance Advisor

Innovax Capital Limited

[REDACTED]

[REDACTED]

CORPORATE INFORMATION

Registered Office	Room 912, Building 3 No. 452, 6th Avenue Baiyang Subdistrict Qiantang District Hangzhou Zhejiang Province PRC
Headquarters and Principal Place of Business in the PRC	Room 912, Building 3 No. 452, 6th Avenue Baiyang Subdistrict Qiantang District Hangzhou Zhejiang Province PRC
Principal Place of Business in Hong Kong	46th Floor Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong
Company Website	<u>http://www.meorient.com</u> <i>(the information contained on this website does not form part of this document)</i>
Joint Company Secretaries	Ms. Wong Mei Fung Carrie (黃美鳳) 46th Floor Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong Mr. Yao Zongxian (姚宗憲) Room 1602, No.36 No. 299 Lane, Taolin Road Pudong New Area Shanghai PRC

CORPORATE INFORMATION

Authorized Representatives

Ms. Wong Mei Fung Carrie (黃美鳳)
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183 Queen’s Road East
Wanchai
Hong Kong

Mr. Yao Zongxian (姚宗憲)
Room 1602, No.36
No. 299 Lane, Taolin Road
Pudong New Area
Shanghai
PRC

Audit Committee

Mr. Lin Zhenpin (林振聘) (*Chairperson*)
Mr. Jiang Huai (姜淮)
Ms. Huang Ying (黃穎)

Remuneration and Evaluation Committee

Ms. Liu Songping (劉松萍) (*Chairperson*)
Mr. Fang Huansheng (方歡勝)
Mr. Lin Zhenpin (林振聘)

Nomination Committee

Mr. Jiang Huai (姜淮) (*Chairperson*)
Mr. Fang Huansheng (方歡勝)
Ms. Liu Songping (劉松萍)

Strategy Committee

Mr. Pan Jianjun (潘建軍) (*Chairperson*)
Mr. Yao Zongxian (姚宗憲)
Mr. Jiang Huai (姜淮)

[REDACTED]

[REDACTED]

CORPORATE INFORMATION

Principal Banks

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INDUSTRY OVERVIEW

The information and statistics set out in this section and other sections of this document were extracted from the industry report commissioned by us and independently prepared by Frost & Sullivan, in connection with the [REDACTED]. In addition, certain information is based on, derived or extracted from, among other sources, publications of different government authorities and internal organizations, market statistics providers, communications with various PRC government agencies or other independent third-party sources unless otherwise indicated. We believe that the sources of such information and statistics are appropriate and have taken reasonable care in extracting and reproducing such information. We have no reason to believe that such information and statistics are false or misleading or that any fact has been omitted that would render such information and statistics false or misleading. The information and statistics from official government sources have not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], and the [REDACTED] or any of their respective directors, advisors and affiliates, or any other person or parties involved in the [REDACTED], and no representation is given as to their accuracy.

1. OVERVIEW OF EXHIBITION INDUSTRY

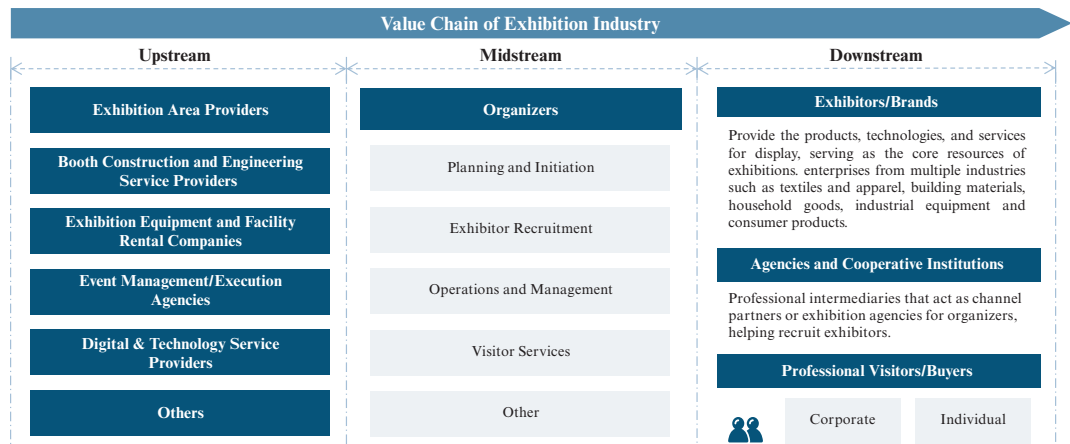
1.1 Definition

The exhibition industry is a highly organized segment of the modern service economy, fundamentally creating a temporary and centralized marketplace and information hub. It brings together products, technologies, services, and key participants within a specific sector, including exhibitors and professional visitors, within a compressed timeframe and designated venue. Through this concentrated setting, the industry facilitates efficient information exchange and commercial interaction, enables rapid matching of supply and demand, supports the dissemination of industry developments, and accelerates the emergence of business opportunities. As a result, it enhances the efficiency of market operations and strengthens the overall allocation of resources.

1.2 Value Chain

The value chain of the exhibition industry comprises upstream infrastructure and service providers, midstream organizers, and downstream exhibitors and visitors. The upstream includes exhibition area providers, booth construction and engineering service providers, equipment and facility rental companies, event execution agencies, and digital and technology service providers, along with other supporting suppliers. The midstream is represented by exhibition organizers, whose core functions include planning and initiation, exhibitor recruitment, project execution, operations management, and visitor services. The downstream includes exhibitors and brands from multiple industries, agencies and cooperative institutions that assist organizers in recruiting exhibitors, and professional visitors and buyers, both corporate and individual, who drive participation and commercial activities within the exhibition ecosystem.

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Source: Frost & Sullivan

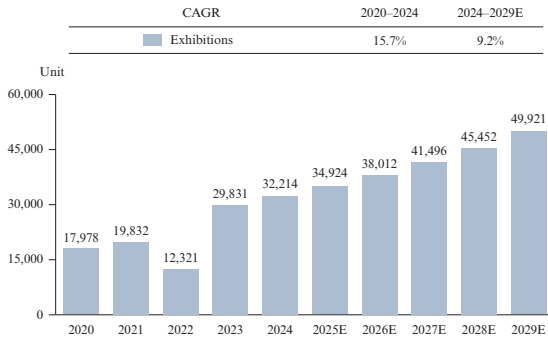
1.3 Global Exhibition Industry

From 2020 to 2024, both the number of global exhibitions and the associated exhibition area recovered simultaneously from a suppressed base to normalized levels. Exhibition activity remained constrained from 2020 to 2022, with the number of exhibitions dropping to 12,321 and exhibition area declining to 157.4 million square meters in 2022. As international travel and offline events resumed, both indicators rebounded sharply in 2024, with exhibition numbers increasing to 32,214 and total area expanding to 410.6 million square meters. The high CAGR during this period, with 15.7% for exhibition numbers and 16.8% for exhibition area, primarily reflects a low-base recovery rather than an extraordinary expansion.

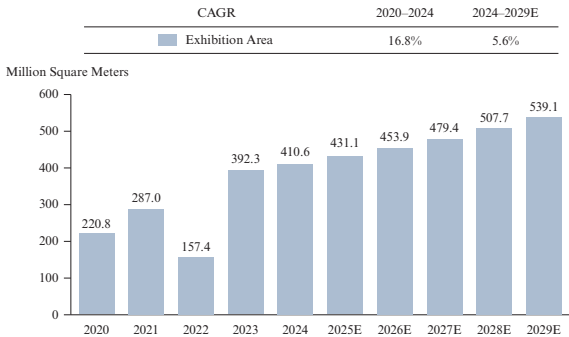
Looking ahead from 2024 to 2029, the global exhibition industry is expected to enter a phase of steady and structured expansion across both metrics. Exhibition numbers are projected to increase from 32,214 in 2024 to 49,921 in 2029, representing a CAGR of approximately 9.2%, while total exhibition area is expected to grow from 410.6 million square meters to 539.1 million square meters at a CAGR of around 5.6%. This industry trend indicates a shift toward more frequent, specialized and regionally focused events, while large-scale exhibitions continue to grow at a measured pace. Together, these trends signal an industry transitioning from post-pandemic recovery to stable, structurally driven expansion.

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**Number of Global Exhibitions,
2020–2029E**



**Exhibition Area of Global Exhibitions,
2020–2029E**



Source: Global Association of the Exhibition Industry, Frost & Sullivan

Note: The exhibition industry’s market size is primarily measured by the number of exhibitions and exhibition areas rather than financial revenue. This measurement approach is mandated by long-standing industry convention and the inherent structural complexity of the sector. As a platform economy, the exhibition industry’s market value is largely captured by substantial indirect economic impact, rendering financial revenue an unreliable metric due to the fragmentation of income streams across multiple parties.

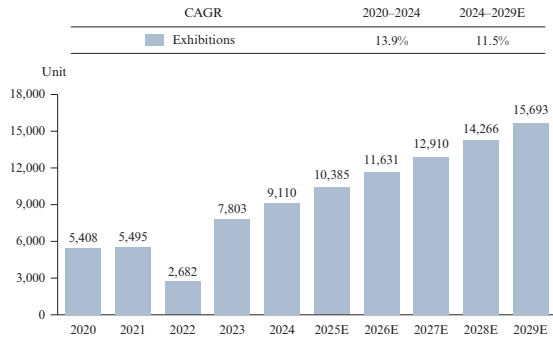
1.4 Exhibition Industry in the PRC

From 2020 to 2024, the PRC exhibition industry experienced a pronounced recovery across both exhibition number and area. The number of exhibitions increased from 5,408 exhibitions in 2020 to 9,110 exhibitions in 2024, following a temporary drop to 2,682 exhibitions in 2022, resulting in a 13.9% CAGR during this period. Exhibition area followed a similar pattern, rising from 77.3 million square meters in 2020 to 149.1 million square meters in 2024, with a 17.9% CAGR. This phase of growth was largely driven by the normalization of offline activities, the release of accumulated demand and the full resumption of venue operations, positioning 2024 as a critical base year for subsequent forecasts.

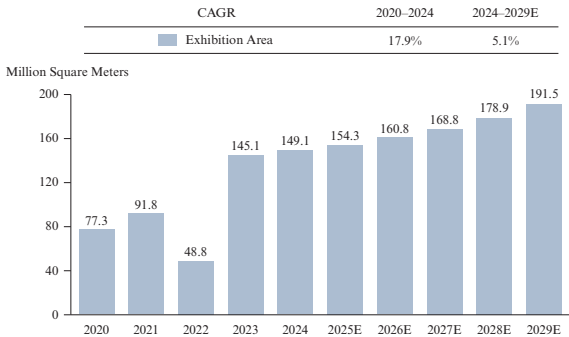
Looking ahead from 2024 to 2029, exhibition number is projected to reach 10,385 in 2025 and further rise to 15,693 by 2029, representing an 11.5% CAGR over the forecast period. Total exhibition area is expected to expand from 154.3 million square meters in 2025 to 191.5 million square meters in 2029, with a 5.1% CAGR. The faster growth in exhibition number suggests a shift toward more frequent and specialized events, while exhibition area grows at a more measured pace. Forward growth is anticipated to be driven by improved venue utilization, thematic specialization and stronger regional exhibition clusters, rather than the rebound dynamics seen in earlier years.

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Number of Exhibitions in the PRC, 2020–2029E



Exhibition Area of Exhibitions in the PRC, 2020–2029E



Source: China Convention/Exhibition/Event Society (CCEES), Frost & Sullivan

1.5 Market Drivers

Economic Development and Enterprise Demand

The growth of the PRC economy continues to be a key driver of the exhibition industry. Rising GDP and corporate investment in sectors such as manufacturing, technology, and consumers generate steady demand for exhibitions. Enterprises increasingly leverage exhibitions to enhance brand visibility, expand client networks, and obtain market intelligence, particularly in B2B and professional trade shows. Emerging industries such as new energy, semiconductors, artificial intelligence, and healthcare further stimulate demand for high-end specialized exhibitions. In addition, international trade and export-oriented enterprises contribute to the growth of cross-border and global exhibitions, while corporate digitalization strategies promote the integration of online and offline exhibition activities.

Policy Support

Various national and local policies provide policy support for exhibition industry expansion. At the national level, the “Guiding Opinions on Promoting High-Quality Development of the Exhibition Industry” call for accelerated infrastructure development, promotion of digital and green exhibitions, and strengthened international cooperation. In addition, the General Office of the State Council, in its Opinions on Promoting the Stabilization and Improvement of Foreign Trade, emphasizes increasing support for service trade enterprises to participate in domestic and overseas exhibitions, encouraging enterprises to organize exhibitions abroad and cultivate their own overseas exhibition brands to enhance their international market presence. At the local level, first-tier cities such as Beijing offers exhibition subsidies, tax incentives, venue construction support, and international buyer invitation programs. Provincial capitals and central and western cities in China provide funds, venue upgrades, and targeted exhibition

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guidance to foster regional specialized shows. Policy initiatives such as the Belt and Road and Free Trade Zones further attract international exhibition projects and foreign exhibitors, increasing the PRC exhibition industry’s global influence.

Technological Innovation and Digital Transformation

Advances in technology are reshaping the exhibition industry, improving efficiency and participant experience. Artificial intelligence and big data enable precise marketing through visitor profiling, historical data analysis, and preference-based recommendations, increasing conversion rates in business deal-making. Virtual and hybrid exhibitions utilizing VR/AR and online platforms allow participation beyond geographical constraints, expanding the reach of exhibitors. Smart management systems, including automated registration, intelligent navigation, real-time analytics, and performance evaluation, enhance operational efficiency and reduce costs. Technology adoption thus serves as a critical enabler of professionalization and scalability within the industry.

1.6 Future Trends

Formation of an Industry Ecosystem

The future of the exhibition industry in the PRC is expected to evolve and will form a comprehensive ecosystem with exhibitions at its core. Exhibitions will serve as the central axis, complemented by vertically integrated services such as supply chain solutions, logistics, booth design and construction, digital marketing, accommodation, and transportation. By integrating upstream and downstream resources, the industry can provide end-to-end solutions covering pre-event planning, on-site management, and post-event follow-up, enhancing operational efficiency and service quality. Ecosystem-oriented strategies also facilitate long-term client relationships and stable business networks, improving exhibitor retention and return on investment. Major exhibition operators are increasingly pursuing mergers, partnerships, and platform-based operations to integrate exhibitions with supporting services, thereby creating a professionalized and systematized industry ecosystem that strengthens overall competitiveness and resilience.

Digital Transformation and Future Market Evolution

Digital technologies are expected to fundamentally reshape the future of the exhibition industry, driving functional transformation and the evolution of matching business models. Advanced tools such as big data analytics, artificial intelligence, online exhibition platforms, and VR/AR technologies will enable exhibitions to anticipate and respond to the needs of both exhibitors and visitors, rather than solely focusing on exhibitor display requirements. In the future, exhibitions are likely to evolve into continuous, data-driven marketplaces that facilitate not only transactions but also trend discovery, network expansion, and long-term business collaboration. Integrated online and offline channels will

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allow cross-regional and cross-industry participation, extending the reach and impact of events. Moreover, digital platforms will support end-to-end engagement, including lead management, personalized matchmaking, targeted marketing, and post-event analytics, turning traditional exhibitions into dynamic ecosystems that adapt to market demand in real time. This digital evolution will enhance operational efficiency, reduce costs, and significantly improve the quality of experience for both exhibitors and attendees, positioning technology as a core driver of the industry’s future growth and innovation.

2. OVERVIEW OF OVERSEAS EXHIBITION INDUSTRY

2.1 Definition

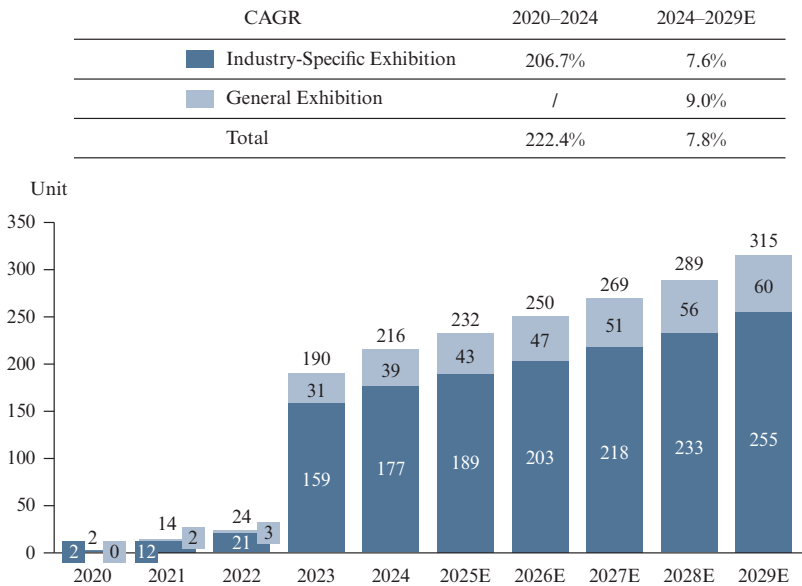
Overseas exhibitions primarily refer to exhibition events held in overseas markets which are organized, planned, and executed by organizers based in the PRC. The classification of these exhibitions falls into two categories: general exhibitions and industry-specific exhibitions. A general exhibition encompasses a wide range of industries or product categories, appealing to a diverse visitor, while an industry-specific exhibition exclusively focuses on products and/or services within a single sector, aiming to attract professional buyers and specialized trade visitors. These exhibitions aim to support Chinese enterprises in expanding their international presence, facilitating cross-border procurement, showcasing products and technologies, strengthening value-chain cooperation and enhancing global brand visibility.

2.2 Overseas Exhibition Industry

The overall overseas exhibition market continues to demonstrate robust growth, primarily driven by the national strategy of supporting Chinese enterprises to expand their international presence and diversify trade partners, as well as the growing global competitiveness of Chinese products. This expansion is fueling the volume of events, with the total number of overseas exhibitions projected to increase from 216 events in 2024 to 315 events by 2029. In 2024, the structure of overseas exhibitions was primarily shaped by the dominance of industry-specific exhibitions, which continued to expand steadily as global sourcing demand shifted toward more specialized themes, clearer application scenarios and stronger value-chain alignment. The number of industry-specific exhibitions is projected to increase from 177 events in 2024 to 255 events by 2029. General exhibitions, while smaller in scale, also show a gradual upward trajectory, rising from 39 to 60 events during the same period as diversified, multi-category trade needs remain consistent drivers. Overall, the distribution indicates that industry-specific exhibitions are the main driver of growth, while general exhibitions continue to play a stable role in supporting broad-based procurement and multi-category trade interactions.

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Number of Overseas Exhibitions, Breakdown by Exhibition Type, 2020–2029E



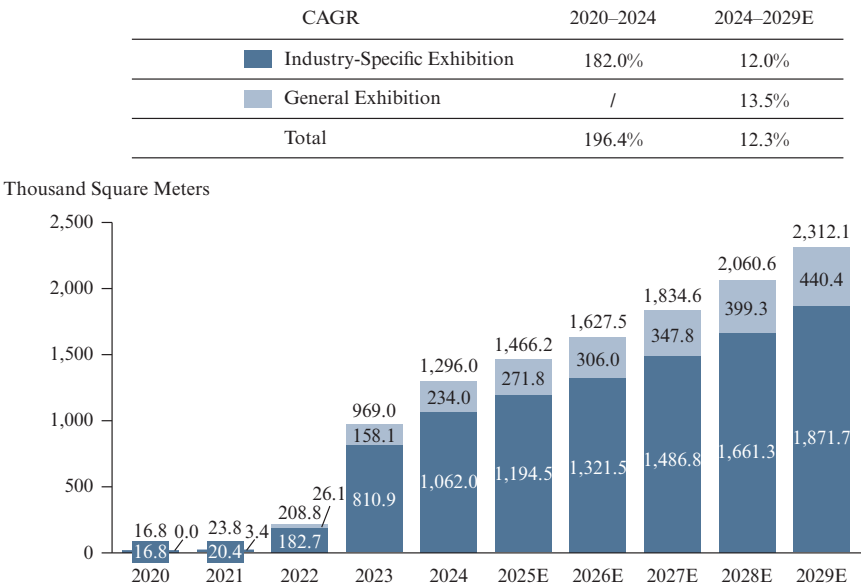
Source: China Convention/Exhibition/Event Society (CCEES), Frost & Sullivan

Note: The exhibition complex is a common exhibition model in the industry involved in organizing multiple independent, specialized sub-events under a unified large overarching brand name, which streamlines logistical operations to achieve cost efficiency and maximizes venue traffic to enhance visibility. Given that each independent sub-event operates with independent themes, target visitors and exhibition arrangements, the statistical volume of exhibitions is counted according to the number of individual sub-events.

The overall overseas exhibition market, reflecting the robust growth in event volume, is experiencing a sharp expansion in physical scale, with the total exhibition area projected to increase significantly from 1,296.0 thousand square meters in 2024 to 2,312.1 thousand square meters in 2029. In terms of exhibition area, industry-specific exhibitions will remain the dominant segment within overseas exhibitions, expanding steadily from 1,062.0 thousand square meters in 2024 to 1,871.7 thousand square meters in 2029. This trend reflects the increasing need for larger layouts, higher exhibitor density and deeper value-chain engagement within specialized themes. General exhibitions, while smaller in scale, are projected to grow from 234.0 thousand square meters to 440.4 thousand square meters, supported by stable demand for multi-category sourcing and broader trade interactions. Overall, the expansion pattern shows a widening capacity gap between industry-specific and general exhibitions, with the former driving the majority of scale growth while the latter continues to play a complementary role within the overall overseas exhibition landscape.

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Exhibition Area of Overseas Exhibitions, Breakdown by Exhibition Type, 2020–2029E



Source: China Convention/Exhibition/Event Society (CCEES), Frost & Sullivan

2.4 Market Drivers

Policy Support

The PRC government continues to reinforce outbound trade through more structured policy instruments, including the initiatives outlined in the “Several Opinions on Accelerating the Integrated Development of Domestic and Foreign Trade” (issued by the State Council on December 7, 2023), which encourages integrating domestic-international exhibition resources, building dual-market trading hubs and boosting enterprises’ cross-border expansion via upgraded overseas cooperation zones while leveraging major platforms like the CIIE and Canton Fair; these policies significantly lower the financial and compliance burden on Chinese enterprises, enabling even SMEs to participate in international markets with manageable costs, and as regulatory procedures become more transparent and streamlined, exhibition organizers face fewer operational risks, with their cooperation with host-country authorities now extending beyond venue rental to joint buyer recruitment, industry matchmaking and coordinated promotion (policy support for “China’s exhibitions going global” is listed as a key 2024 task), and this policy momentum increases the success rate of overseas exhibitions, provides greater certainty for organizers to expand into new regions and sectors, and forms a critical long-term market driver.

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Strong Export Demand

Global demand for Chinese products remains strong across multiple sectors, including consumer electronics, photovoltaics, new energy, machinery, building materials and light manufacturing. This is particularly evident in the Belt and Road Initiative countries, RCEP member states, and BRICS nations, including key locations like the UAE, Indonesia, Vietnam, Brazil, and Mexico. As companies aim to build channels in emerging markets, trade-diversification destinations and supply-chain-relocation hubs, they increasingly rely on overseas exhibitions that enable face-to-face procurement, product demonstration and real-time negotiation. Compared with online matching platforms, physical exhibitions offer superior trust, engagement and conversion, particularly in equipment-intensive industries. The ongoing shift from cost-driven competition to brand-driven international expansion further motivates enterprises to use overseas exhibitions to strengthen brand presence and access high-quality buyer leads. This sustained export demand makes outbound exhibitions a structural necessity for Chinese exporters, driving continuous market expansion.

Organizer Capabilities

PRC exhibition organizers have significantly strengthened their international capabilities, including higher-quality buyer databases, multilingual operational teams, long-term partnerships with overseas venues and associations, and widespread adoption of digital exhibition tools. These improvements enable organizers to achieve higher buyer quality, higher attendance stability and better conversion outcomes in unfamiliar markets while reducing execution risk. With accumulated experience, organizers no longer rely on single-country deployments but build regional clusters in the Middle East, Europe, Southeast Asia and Latin America, shifting from project-based output to continuous global operations. This capability upgrade enhances both the success rate of overseas exhibitions and the scalability of new show formats, forming a core endogenous driver for sustained market growth.

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2.5 Future Trends

Expansion into Emerging Markets

Driven by the ongoing Belt and Road cooperation and deepening bilateral trade ties, Chinese exhibition organizers are accelerating their expansion into emerging markets. Regions such as the Middle East, Southeast Asia, South Asia, Africa, as well as BRICS and RCEP (ASEAN and regional partners) markets, are emerging as key destinations, bolstered by industrial complementarity, rising demand for imported equipment and consumer goods, and preferential trade policies. The market demand growth in these focused regions, including the UAE, Indonesia, Vietnam, Brazil, and Mexico, is particularly rapid, necessitating specialized exhibitions to facilitate procurement. Over the next five years, Chinese organizers are expected to establish more structured cooperation with local governments and industry associations to host more frequent industry-specific exhibitions, with precise supply-demand matching in sectors like machinery and photovoltaics supported by BRICS production capacity cooperation and RCEP facilitation measures. Future outbound shows will shift toward more vertical and specialized formats, increasingly adopting targeted buyer invitations and one-on-one procurement meetings to enhance alignment. Building on this, organizers will expand the exhibition industry chain with foreign trade-related services such as digital promotion, compliance consulting and logistics coordination, providing exhibitors with comprehensive trade support. As geographical coverage expands and regional hubs mature, Chinese organizers will strengthen their brand presence in key emerging markets, improve Chinese enterprises’ global connectivity along value chains, and evolve from mere event operators to providers of cross-border business infrastructure through integrated trade services.

Digitalization-Driven Operational Enhancement

Digitalization is becoming a core capability in PRC overseas exhibitions, with organizers increasingly relying on data-driven tools to enhance operational efficiency and improve the quality of buyer-exhibitor interactions. Rather than shifting to online-only formats, digital technologies are being integrated into the full exhibition workflow, including intelligent registration systems, digital booth management, AI-powered buyer profiling, lead tracking, smart navigation and automated reporting. These tools help organizers identify high-intent buyers more precisely, streamline on-site operations and provide exhibitors with actionable insights based on visitor behavior and engagement data. As analytics platforms mature, organizers will be able to optimize booth layout, refine procurement matching, and enhance post-show follow-up, turning exhibitions into more efficient and measurable commercial environments. Digital augmentation will also lower marginal costs for international outreach, enabling PRC organizers to expand their overseas presence while maintaining higher consistency and service quality across different regional markets.

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3. COMPETITIVE LANDSCAPE

3.1 Ranking of Overseas Exhibition Institutions based in the PRC, by Market Share, Measured by the Number of Overseas Exhibitions Held (2024)

Ranking	Institution	Listing Status	Market Share in Overseas Exhibition Industry, 2024
1	<i>The Company</i>	<i>Listed</i>	45.4%
2	Institution A ¹	Unlisted	4.6%
3	Institution B ²	Unlisted	4.2%
4	Institution C ³	Unlisted	3.7%
5	Institution D ⁴	Unlisted	2.8%
Top 5 Subtotal			60.7%

Notes:

- (1) Founded in 2003 and affiliated with the Ministry of Commerce, it organizes domestic and international trade exhibitions with a focus on foreign trade promotion. Its overseas exhibitions primarily target key trade-partner regions, especially markets under the Belt and Road Initiative, to support enterprises in expanding cross-border business.
- (2) Established in 1988 and guided by the China National Textile & Apparel Council, it specializes in textile industry exhibitions, covering domestic trade shows and technical exchanges. Its overseas events are mainly held in major textile import/export hubs, such as Europe, Southeast Asia, and North America, to connect Chinese textile enterprises with global buyers.
- (3) Founded in 2004 and based in Guangzhou, the company specializes in organizing international trade shows focused on lighting, LED, and furniture industries. Its overseas events are strategically held in high-growth, import-driven markets across Southeast Asia and the Middle East.
- (4) Founded in 1988, it organizes trade exhibitions for the machinery and electronics industry, serving nearly 10,000 member enterprises. Its overseas exhibitions focus on high-demand markets for machinery and electronics, including Southeast Asia, the Middle East, and Latin America, to facilitate cross-border procurement and industry cooperation.

Source: China Convention/Exhibition/Event Society (CCEES), annual reports, Frost & Sullivan

Note: The statistics are compiled based on independent sub-events, consistent with industry statistical standards.

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3.2 Ranking of Overseas Exhibition Institutions based in the PRC, by Market Share, Measured by Overseas Exhibition Areas (2024)

Ranking	Institution	Listing Status	Market Share in Overseas Exhibition Industry, 2024
1	<i>The Company</i>	<i>Listed</i>	28.2%
2	Institution D	Unlisted	8.2%
3	Institution A	Unlisted	6.9%
4	Institution C	Unlisted	5.8%
5	Institution B	Unlisted	4.4%
		Top 5 Subtotal	53.5%

Source: China Convention/Exhibition/Event Society (CCEES), annual reports, Frost & Sullivan

3.3 Entry Barriers

Brand and Reputation Barrier

Market entry is severely constrained by the need for long-term brand equity and industry goodwill. Established organizers benefit from years of accumulating high-quality resources, including deep partnerships with industry associations, leading enterprises, and securing prime overseas exhibition venues. New entrants struggle immensely to quickly forge these foundational resource networks and gain market credibility. Exhibitors, facing high investment costs, are reluctant to switch participation to unproven shows, demanding consistent quality and stable return on investment that only established, credible brands can guarantee.

Professional Team Barrier

The primary hurdle is acquiring a specialized, composite team with experience spanning the entire exhibition value chain. Successful execution requires expertise in precise thematic planning, effective government liaison, global exhibitor recruitment, on-site crisis management, and international regulatory compliance. This comprehensive skill set is accrued through extensive market practice and cannot be rapidly taught or bought. For organizers of overseas exhibitions, this barrier is intensified by the need for cross-cultural communication proficiency and scarce talent skilled in digital-physical operations and platform management.

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Cross-Border Resources Barrier

Operating overseas exhibitions mandates access to a complex and specific network of cross-border resources that is difficult for new players to establish. This includes deep local market knowledge, reliable local partner networks (e.g., local joint hosts, industry groups), and an efficient, compliant overseas logistics and customs support system. Crucially, established players have forged reliable relationships with essential upstream providers like overseas exhibition area providers, specialized facility rental companies, and trusted local execution agencies. The absence of this localized, secure supply chain creates significant operational risks and cost disadvantages for newcomers.

Operational and Organizational Capability Barrier

Successfully executing large-scale, complex exhibitions requires sophisticated organizational machinery far beyond simple logistics. This capability encompasses robust risk management, especially political and currency risk in overseas markets, efficient internal project management across multiple international teams, and the ability to seamlessly integrate various execution functions (e.g., engineering, event management, digital services). New entrants typically lack the operational track record and the proven internal processes necessary to consistently deliver high-quality events at scale, posing a significant challenge to managing large-volume exhibitor needs and maintaining quality control internationally.

Technology Barrier

Success is now heavily reliant on integrating advanced digital capabilities with traditional operations in an online and offline fusion model. This necessitates continued investment in proprietary cloud exhibition platforms, data analytics infrastructure, AI-driven matchmaking tools, and VR/AR assets. These technologies are crucial for offering value-added services like remote participation, lead management, and effective post-event analytics. New entrants often lack the resources and specialized IT talent required to build and maintain these complex digital platforms, creating a significant technological gap that established operators leverage to defend their market position and enhance client efficiency.

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SOURCE OF INFORMATION

In connection with the [REDACTED], we have engaged Frost & Sullivan to conduct a detailed analysis and prepare a market research report on the exhibition industry and overseas exhibition industry. Frost & Sullivan is an independent global market research and consulting company which was founded in 1961 and is based in the U.S. Services provided by Frost & Sullivan include market assessments, competitive benchmarking, and strategic and market planning for a variety of industries. The agreed fee paid to Frost & Sullivan for the preparation and use of the Frost & Sullivan Report is RMB405,660. The payment of such amount was not contingent upon our successful [REDACTED] or on the results of the Frost & Sullivan Report. Except for the Frost & Sullivan Report, we did not commission any other market research report in connection with the [REDACTED]. We have included certain information from the Frost & Sullivan Report in this document because we believe such information facilitates an understanding of the exhibition industry and overseas exhibition industry for [REDACTED]. Unless otherwise indicated, market estimates or forecasts in this section represent Frost & Sullivan’s view on the future development of the exhibition industry and overseas exhibition industry.

In preparing the Frost & Sullivan Report, Frost & Sullivan has relied on its in-house database, independent third-party reports, and publicly available data from reputable industry organizations. Where necessary, Frost & Sullivan contacts companies operating in the industry to gather and synthesize information in relation to the market, prices, and other relevant information. Frost & Sullivan has exercised due care in collecting and reviewing the information so collected and believes that the basic assumptions used in preparing the Frost & Sullivan Report, including those used to make future projections, are factual, correct, and not misleading. Frost & Sullivan has independently analyzed the information, but the accuracy of the conclusions of its review largely relies on the accuracy of the information collected. In compiling and preparing the research, Frost & Sullivan assumed that the social, economic, and political environments in the relevant markets are likely to remain stable in the forecast period, which ensures the stable and healthy development of exhibition industry and overseas exhibition industry. In addition, Frost & Sullivan has developed its forecast on the following bases and assumptions: (i) the economy in the global range is likely to maintain stable growth in the next decade; and (ii) the exhibition industry and overseas exhibition industry are expected to grow based on the macroeconomic assumptions of the economy. Frost & Sullivan’s research may be affected by the accuracy of these assumptions and the choice of these primary and secondary sources. Except as otherwise noted, all data and forecasts in this section come from the Frost & Sullivan Report. Our Directors confirmed that, after making reasonable inquiries, there is no material adverse change in the market information since the date of the Frost & Sullivan Report which may qualify, contradict, misrepresent or otherwise adversely affect the accuracy and completeness of the information in this section in material respects.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We are an established exhibition service provider. We primarily serve as an exhibition organizer offering comprehensive services including exhibition management, booth sales and other exhibition related services. According to Frost & Sullivan, we ranked No.1 among all overseas exhibition institutions based in the PRC in terms of both the number and area of overseas exhibitions organized in 2024. Our history can be traced back to June 2010, when our Company was established by Mr. Pan, Mr. Yao Zongxian (姚宗憲) (“**Mr. Yao**”), Mr. Yu Guangqing (俞廣慶) (“**Mr. Yu**”) and Mr. Cheng Yijun (程奕俊) (“**Mr. Cheng**”) in Hangzhou, the PRC. In January 2015, our Company was listed on the NEEQ. On October 22, 2019, the A Shares of our Company were listed on the Shenzhen Stock Exchange (stock code: 300795).

BUSINESS DEVELOPMENT MILESTONES

The following table summarizes the key milestones in our history:

Year	Milestones
2010	Our Company was established in the PRC. Our inaugural UAE exhibition was launched in Dubai.
2012	Our Company was approved as a member of the UFI. Our inaugural Poland exhibition was launched in Poznań.
2013	Our inaugural Egypt exhibition was launched in Cairo.
2014	Our inaugural Brazil, Kazakhstan and Turkey exhibitions were launched in Sao Paulo, Almaty and Istanbul, respectively.
2015	Our inaugural South Africa exhibition was launched in Johannesburg. We were listed on the NEEQ (stock code: 831822).
2017	Our inaugural Mexico exhibition was launched in Mexico City.
2018	The Meorient Binjiang Digital R&D Center (米奧蘭特濱江數字研發中心) was established in Hangzhou, marking our entry into the era of Internet development.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Milestones
2019	We were successfully listed on the Shenzhen Stock Exchange (stock code: 300795), becoming the first exhibition services company listed on the A-share stock market. Our “Belt and Road” China Trade Expo (Exhibition) Service Platform was recognized as a “China Services” Practical Service Demonstration Case (“中國服務”實踐服務示範案例) at the 2019 China International Fair for Trade in Services (中國國際服務貿易交易會).
2020	Our innovative “Net Exhibition and Trade (網展貿)” service model was selected by the Office of the Inter-ministerial Joint Conference on the Development of Trade in Services under the State Council (國務院服務貿易發展部際聯席會議辦公室) as one of the “Best Practice Cases” for pilot programs on deepening innovation in the development of trade in services and was promoted nationwide. Meorient Network was established, marking the normalization and industrialization of our digitalization process.
2021	We launched our “META dual-online-and-offline exhibition (網展貿META雙線雙展)” model. The Meorient Net Exhibition and Trade Max Digital Exhibition Platform Software V1.0 (米奧蘭特網展貿MAX數字展覽平台軟件V1.0) obtained the “First Set (Suite) Product Certificate” issued by the Zhejiang Provincial Department of Economy and Information Technology.
2022	Our inaugural Indonesia and Vietnam exhibitions were launched in Jakarta and Ho Chi Minh City, respectively. Meorient Network was awarded the National High and New Technology Enterprise Certificate (國家高科技企業證書). We acquired Chinatex Advertising, through which we became the organizer of the Japan AFF exhibition, facilitating our expansion into the RCEP market.
2023	Our inaugural German exhibition was launched in Essen.
2024	Our inaugural U.S. exhibition was launched in Los Angeles.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Milestones
	Meorient Network was recognized as a Specialized, Sophisticated, Unique and Innovative Small and Medium-sized Enterprise (專精特新中小企業) in Zhejiang Province.
2025	We launched our Smart Exhibition.

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, our Company had a total of 37 subsidiaries. The following sets out the place and date of establishment/incorporation and principal business activities of our Major Subsidiaries:

Name	Place and date of establishment/ incorporation	Equity interest attributable to our Company	Principal business activities
Meorient Commerce	Chinese Mainland, October 19, 2018	100%	Marketing and Sales
Meorient Network	Chinese Mainland, May 6, 2020	100%	Research and Development
Chinatex Advertising	Chinese Mainland, April 5, 1993	54% <i>(Note)</i>	Organizing Exhibitions
Guangdong Meorient	Chinese Mainland, January 19, 2024	100%	Organizing Exhibitions
Swift International	UAE, August 27, 2012	100%	Organizing Exhibitions
Shenzhen Meorient	Chinese Mainland, April 11, 2016	100%	Marketing and Sales
Meorient Investment	Chinese Mainland, March 1, 2021	100%	Equity Investment
Huizhan Elf	Chinese Mainland, March 31, 2025	100%	Research and Development
DIGITALBRIDGE	Hong Kong, June 3, 2024	100%	Online Promotion

Note: See “Our Corporate Structure immediately before the [REDACTED]” in this section below for details of the holders of the minority equity interests in our Major Subsidiaries.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

We have applied to the Hong Kong Stock Exchange for, [and the Hong Kong Stock Exchange has granted to us,] a waiver from strict compliance with the requirements under paragraph 26 of Appendix D1A to the Listing Rules, in respect of disclosing the particulars of any alteration in the capital of any member of our Group within the two years immediately preceding the issue of this document. See “Waivers from Strict Compliance with the Listing Rules — Waivers and Exemption in respect of Particulars of Information of our Subsidiaries” for more details. For shareholding changes of our Major Subsidiaries during the two years immediately preceding the date of this document, see “Statutory and General Information — Further Information about Our Group — Changes in the Share Capital of Our Major Subsidiaries” in Appendix IV.

ESTABLISHMENT AND DEVELOPMENT OF OUR COMPANY

Establishment of our Company

On June 30, 2010, our Company was established as a joint stock company with limited liability under the laws of the PRC with an initial registered capital of RMB20 million by Mr. Pan, Mr. Yao, Mr. Yu and Mr. Cheng, holding approximately 72.32%, 15.38%, 6.66% and 5.64% of our Company’s then registered capital, respectively.

Major Shareholding Changes of Our Company

Listing of our Company on the NEEQ

On January 27, 2015, the Shares of our Company were listed on the NEEQ under the [REDACTED] 831822.

2015 Capital Increases

On September 10, 2015, the then shareholders of our Company resolved to issue and allot 2,000,000 to 3,000,000 Shares (“**2015 First Share Issuance**”) to no more than 35 eligible participants, at an issue price of RMB35.0 to RMB45.0 per Share.

On September 16, 2015 and September 18, 2015, 12 investors (all of whom, to the best knowledge of our Directors, were Independent Third Parties) subscribed for 750,000 Shares at the total consideration of RMB26,250,000 in respect of the 2015 First Share Issuance. Our registered capital increased from RMB42,600,000 to RMB43,350,000.

On November 24, 2015, the then shareholders of our Company resolved to issue and allot no more than 840,000 Shares (“**2015 Second Share Issuance**”) to no more than 35 eligible participants, at an issue price of RMB7.5 per Share.

34 employees of our Company (all of whom, to the best knowledge of our Directors, were Independent Third Parties) subscribed for 840,000 Shares at a total consideration of RMB6,300,000 in respect of the 2015 Second Share Issuance. The consideration for 2015 Second Share Issuance had been fully settled by cash as of November 26, 2015. Our share capital increased from RMB43,350,000 to RMB44,190,000.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Listing on the Shenzhen Stock Exchange and Delisting on the NEEQ in 2019

On October 22, 2019, our A Shares were listed on the Shenzhen Stock Exchange (stock code: 300795) (the “**A Share Listing**”). In the A Share Listing, we issued an aggregate of 25,041,000 A Shares, representing approximately 25% of our then enlarged share capital. In accordance with applicable laws and regulations, our Company ceased to be listed on the NEEQ with effect from October 8, 2019.

2022 Capital Increase

On September 2, 2022, the then directors of our Company resolved and approved the fulfillment of the vesting conditions for the second vesting period of 2020 Restricted Share Incentive Plan. On September 26, 2022, the then directors of our Company resolved and approved the fulfillment of the vesting conditions for the first vesting period of the initial grant under the 2021 Restricted Share Incentive Plan. The aforementioned second vesting period of 2020 Restricted Share Incentive Plan and the first vesting period of 2021 Restricted Share Incentive Plan were completed on November 8, 2022 and November 21, 2022, respectively. Upon their completions, the total issued share capital of our Company had been increased from 100,164,000 Shares to 101,019,233 Shares.

2023 Capital Increase

On August 28, 2023, October 10, 2023 and October 26, 2023, the then directors of our Company resolved and approved the fulfillment of the vesting conditions for the first vesting period of the reserved grant of the 2021 Restricted Share Incentive Plan, the third vesting period of 2020 Restricted Share Incentive Plan, the second vesting period of the initial grant of the 2021 Restricted Share Incentive Plan and the first vesting period of the 2022 Restricted Share Incentive Plan, respectively. The aforementioned vesting of 2020, 2021 and 2022 Restricted Share Incentive Plans was completed on September 25, 2023, October 18, 2023, November 2, 2023, December 1, 2023, and December 22, 2023, respectively. Upon their completions, the total issued share capital of our Company had been increased from 151,528,849 Shares to 152,961,290 Shares.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

2024 Capital Increase

On September 6, 2024 and October 28, 2024, the then directors of our Company resolved and approved: (i) the fulfillment of the vesting conditions for the third vesting period of the initial grant of 2021 Restricted Share Incentive Plan and the second vesting period of the reserved grant of the 2021 Restricted Share Incentive Plan; and (ii) the fulfillment of the vesting conditions for the second vesting period under the 2022 Restricted Share Incentive Plan. The aforementioned vesting under the 2021 Restricted Share Incentive Plan and 2022 Restricted Share Incentive Plan were completed on September 27, 2024, October 23, 2024 and November 18, 2024, respectively. Upon the completion, the total issued share capital of our Company had been increased from 229,441,935 Shares to 230,726,057 Shares.

Conversion of Capital Reserves into Share Capital from 2017 to 2025

In 2017, 2023, 2024 and 2025 respectively, our Company completed the following conversions of capital reserves into share capital:

Completion Date	Ratio
May 12, 2017	7 new Shares for every 10 existing Shares
June 2, 2023	5 new Shares for every 10 existing Shares
April 29, 2024	5 new Shares for every 10 existing Shares
May 28, 2025	3 new Shares for every 10 existing Shares

ACQUISITION, MERGER AND DISPOSAL

In January 2022, in order to facilitate our market layout and the expansion into the RCEP market, our Company entered into an agreement with Chinatex Corporation Limited (中國中紡集團有限公司) (“**Chinatex Corporation**”), an Independent Third Party, pursuant to which our Company acquired 60% of the equity interest in Chinatex Advertising with a consideration of RMB29,925,400. The consideration was determined with reference to an independent valuation conducted by a qualified valuer and in accordance with the relevant property rights transaction procedures, and was based on an arm’s length principle. Such acquisition was completed in March 2022. In order to retain talent, on November 2023, our Company entered into a share transfer agreement with Jiaxing Guanping Enterprise Management Partnership (Limited Partnership) (嘉興觀平企業管理合夥企業(有限合夥)) (“**Jiaxing Guanping**”), the general partner of which is Hangzhou Shukun Technology Co., Ltd. (杭州數鯤科技有限公司) which is in turn wholly owned by our Company. The limited partners of Jiaxing Guanping include core employees of Chinatex Advertising. Pursuant to the share transfer agreement, our Company transferred 6% equity interest in Chinatex Advertising to Jiaxing Guanping for a consideration of RMB3,300,000 which was determined based on arm’s length negotiation between the parties.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

During the Track Record Period and up to the Latest Practicable Date, we did not conduct any material acquisition, merger or disposal which falls within the scope of Rule 4.05A of the Listing Rules.

OUR LISTING ON THE SHENZHEN STOCK EXCHANGE

Since October 2019, our Company has been listed on the Shenzhen Stock Exchange. Our Directors confirm that, during the Track Record Period and up to the Latest Practicable Date, there had been no instances of any material non-compliance of our Group with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations. To the best knowledge of our Directors, there are no material matters in relation to our compliance record on the Shenzhen Stock Exchange that should be brought to the attention of the Stock Exchange or [REDACTED] of the [REDACTED]. Our PRC Legal Advisor has advised us that, during the Track Record Period and up to the Latest Practicable Date, we have not been subject to any substantial administrative penalties or regulatory measures imposed by securities regulatory authorities in the PRC, and we have complied with the applicable rules of the Shenzhen Stock Exchange and other applicable PRC securities laws and regulations in all material respects. Based on the filings on the website of the Shenzhen Stock Exchange and the information available in the public domain during the Track Record Period and up to the Latest Practicable Date, our PRC Legal Advisor is of the view that the above confirmation of our Directors with regard to our compliance record is accurate and reasonable. Based on the independent due diligence conducted by the Sole Sponsor, nothing has come to the Sole Sponsor’s attention that would cause them to cast doubt on the Directors’ confirmation with regard to the compliance records of the Company on the Shenzhen Stock Exchange in any material respect.

We seek to [REDACTED] our [REDACTED] on the Stock Exchange to raise additional capital for business growth and expansion, diversify our fundraising channels, reinforce our industry standing, enhance global brand awareness and competitiveness, and optimize our capital structure and shareholder composition to support sustainable development and governance. For details, see “Business — Strategies” and “Future Plans and [REDACTED]” in this document.

RESTRICTED SHARE INCENTIVE PLANS

In order to enhance our Company’s competitiveness in the talent market, comprehensively address our growing needs for talent and build a high-quality workforce, we have adopted the 2020 Restricted Share Incentive Plan, 2021 Restricted Share Incentive Plan, 2022 Restricted Share Incentive Plan and 2024 Restricted Share Incentive Plan.

Pursuant to the 2020 Restricted Share Incentive Plan, our Company granted an aggregate of 3,010,000 Shares to 131 grantees, including senior management and other core employees of our Group. Pursuant to the 2021 Restricted Share Incentive Plan, our Company granted an aggregate of 2,480,000 Shares to 198 grantees, including senior management and other core employees of our Group. Pursuant to the 2022 Restricted Share Incentive Plan, our Company granted an aggregate of 980,000 share incentives to 7

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

participants, including the senior management and other core employees of our Group. As of the Latest Practicable Date, the 2020 Restricted Share Incentive Plan, the 2021 Restricted Share Incentive Plan and the 2022 Restricted Share Incentive Plan have been completed, and there are no outstanding Shares to be granted, as all restricted shares under such restricted share incentive plans have either been granted or forfeited.

Our Company adopted the 2024 Restricted Share Incentive Plan on June 19, 2024, pursuant to which, as of the Latest Practicable Date, our Company granted an aggregate of 2,863,291 outstanding Share Incentives to 215 grantees, including senior management and other core employees of the Group. See “Statutory and General Information — 2024 Restricted Share Incentive Plan” in Appendix IV for details. We have applied to the Hong Kong Stock Exchange for, [and the Hong Kong Stock Exchange has granted us,] a waiver in relation to the outstanding Share Incentives under the 2024 Restricted Share Incentive Plan and disclosure thereof. See “Waivers from Strict Compliance with the Listing Rules — Waiver in Relation to the 2024 Restricted Share Incentive Plan” for details.

PUBLIC FLOAT

Rule 19A.13A(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H Shares for which listing is sought that are held by the public, at the time of listing, must (a) represent at least 10% of the issuer’s total number of issued shares in the class to which H shares belong (excluding treasury shares); or (b) have an expected market value of not less than HK\$3,000,000,000.

Our A Shares are listed on the Shenzhen Stock Exchange. So far as our Directors are aware, all [REDACTED] H Shares to be [REDACTED] pursuant to the [REDACTED], representing [REDACTED]% of our total issued share capital immediately upon [REDACTED] (assuming the [REDACTED] is not exercised and excluding 3,500,011 A Shares held by our Company as treasury shares), will be counted towards the public float for the purpose of Rule 19A.13A of the Listing Rules at the time of the [REDACTED], which is higher than the prescribed percentage of H Shares required to be held in [REDACTED] hands of 10% under Rule 19A.13A(2)(a) of the Listing Rules. Based on the minimum [REDACTED] of HK\$[REDACTED] and the total number of [REDACTED] to be [REDACTED] pursuant to the [REDACTED] of [REDACTED], assuming the [REDACTED] is not exercised, the expected market capitalisation of the Company’s H Shares would be approximately HK\$[REDACTED] million. Accordingly, at the time of [REDACTED], we will be able to satisfy the public float requirement under Rule 19A.13A(2) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

FREE FLOAT

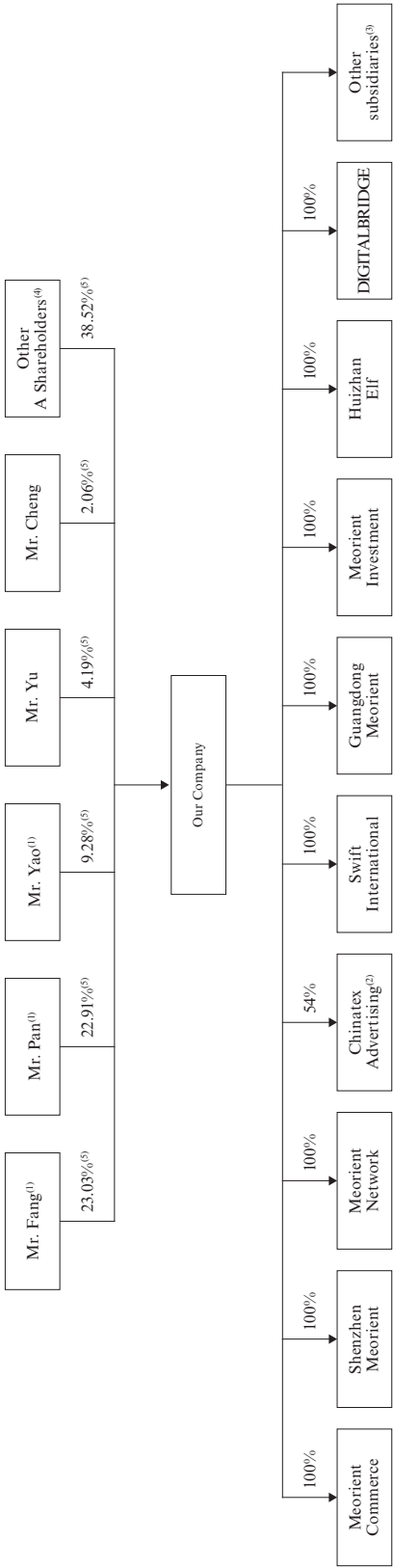
Rule 19A.13C(2) of the Listing Rules provides that, where a new applicant is a PRC issuer with other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (a) represent at least 5% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (b) have an expected market value at the time of listing of not less than HK\$600,000,000.

Based on the minimum [REDACTED] of HK\$[REDACTED] and the total number of [REDACTED] to be [REDACTED] pursuant to the [REDACTED] of [REDACTED], representing approximately [REDACTED]% of the total issued shares of our Company (assuming that the [REDACTED] is not exercised and excluding 3,500,011 A Shares held by our Company as treasury shares), the free float of our Company will be [REDACTED]% and have an expected market value exceeding HK\$50,000,000. Our Company will satisfy the free float requirement under Rule 19A.13C(2) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY BEFORE THE [REDACTED]

The following diagram sets forth the corporate structure of our Group immediately before the completion of the [REDACTED]:



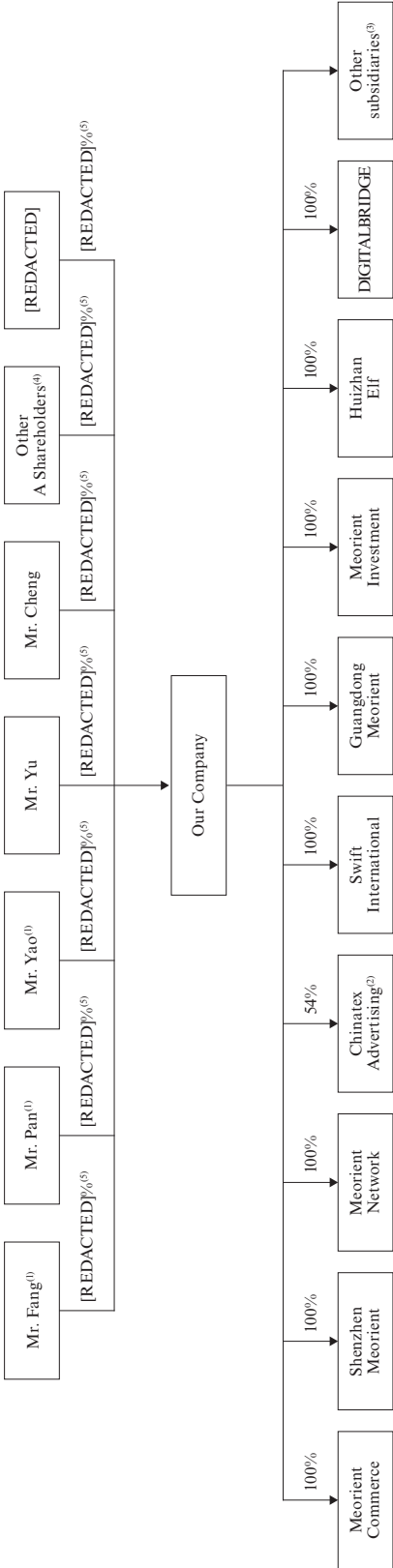
Notes:

- (1) Each of the relevant Shareholders is a Director and member of senior management of the Company, see “Directors and Senior Management” in this document for details of each of them. As of the Latest Practicable Date, an aggregate of 5,781,750 and 9,551,750 A Shares held by Mr. Pan and Mr. Fang, representing approximately 1.96% and 3.23% of our total issued share capital (excluding treasury shares), respectively, were subject to pledges granted in favor of a financial institution as securities for financing. For details, please see “Substantial Shareholders — Share Pledges by Mr. Pan and Mr. Fang” in this document.
- (2) As of the Latest Practicable Date, 6% equity interest in Chinatex Advertising was directly owned by Jiaxing Guanping, the general partner of which is Hangzhou Shukun Technology Co., Ltd. (杭州數鯤科技有限公司) which is in turn wholly owned by our Company. The remaining 40% equity interest in Chinatex Advertising was held by the following parties: (i) 26% by Chinatex Corporation which was indirectly wholly owned by the State Council; (ii) 7% by Bazaar Magazine Co., Ltd. (《時尚芭莎》雜誌社有限公司); and (iii) 7% by Men’s Fashion Magazine Co., Ltd. (《男人裝》雜誌社有限公司). Except for Chinatex Corporation (being a connected person of the Company only due to the fact that it is a substantial shareholder of Chinatex Advertising), all of the other shareholders of Chinatex Advertising are Independent Third Parties.
- (3) As of the Latest Practicable Date, there were 28 other subsidiaries of our Company, which are not considered as our Major Subsidiaries.
- (4) To the best knowledge of our Directors, none of such A Shareholders held more than 5% interests in our Company as of the Latest Practicable Date.
- (5) The calculation is based on the total number of Shares in issue (including the 3,500,011 A Shares held by our Company as treasury shares).

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OUR CORPORATE STRUCTURE IMMEDIATELY FOLLOWING THE [REDACTED]

The following diagram sets forth our Group’s simplified shareholding and corporate structure immediately after the completion of the [REDACTED] (assuming the [REDACTED] is not exercised):



Notes: For notes (1) to (5), see “Our Corporate Structure Immediately Before the [REDACTED]” in this section.

REGULATORY OVERVIEW

Our business and operations in China are subject to laws and regulations of PRC. This section summarizes the main relevant laws and regulations which impact the key aspects of the industry in which our business operates.

NATIONAL CATALOG FOR GUIDANCE ON INDUSTRIAL RESTRUCTURING

In accordance with the National Catalog for Guidance on Industrial Restructuring (2024 Version) (《產業結構調整指導目錄(2024年本)》) which was promulgated by the NDRC on December 27, 2023 and came into effect on February 1, 2024, convention and exhibition services (excluding exhibition venue construction) are under the encouraged category.

LAWS AND REGULATIONS RELATING TO EXHIBITION HOSTING

According to the Notice on Strengthening the Management of Hosting Foreign Economic and Technological Exhibitions in PRC of the State Council (《國務院辦公廳關於對在我國境內舉辦對外經濟技術展覽會加強管理的通知》), promulgated by the General Office of the State Council on July 31, 1997 and effective on the same date, the organizers of foreign economic and technological exhibitions shall gain qualifications approved by the competent authorities of foreign trade and economic cooperation, while overseas institutions must collaborate with or entrust qualified domestic organizers to hold economic and technological exhibitions in China. Organizers of exhibitions are responsible for developing and implementing exhibition plans and recruiting exhibitors, while co-organizers are mainly responsible for venue setup, safety management and other exhibition affairs.

Pursuant to the Notice on the Management Matters Regarding Hosting Foreign Economic and Technological Exhibitions in PRC (《關於在我國境內舉辦對外經濟技術展覽會有關管理事宜的通知》), promulgated by the General Administration of Customs and MOFCOM on February 19, 2004 and effective on the same date, a hierarchical approval procedure for exhibitions was introduced to foreign economic and technological exhibition with an exhibition area of more than 1,000 square meters. Foreign economic and technological exhibitions held in the name of the departments of the State Council or provincial government should be approved by the State Council. Foreign economic and technological exhibitions held in the name of the subordinate units of the departments of the State Council or foreign entity shall be approved by the MOFCOM. For exhibitions held outside Beijing, organizers should seek approval from local foreign economic and trade authorities. Foreign economic and trade fairs, as well as export commodity fairs sponsored by provincial-level competent authorities of foreign trade and economic cooperation and jointly sponsored by multiple provinces shall be approved by the MOFCOM. Foreign economic and technological exhibitions on scientific research and technology exchange shall be approved by the Ministry of Science and Technology (the “MOST”). Foreign economic and technological exhibitions held by the subordinates of China Council for the Promotion of International Trade shall be approved by the China Council for the Promotion of International Trade and filed with the MOFCOM. For those exhibitions with exhibition area of less than 1,000 square meters, the organizers shall file with competent authorities for record.

REGULATORY OVERVIEW

In addition, effective from June 14, 2006, Administrative Measures for the Approval of Economic and Trade Exhibitions Held Abroad (《出國舉辦經濟貿易展覽會審批管理辦法》), which was promulgated by the China Council for the Promotion of International Trade and MOFCOM, regulates the organization of overseas exhibitions by PRC legal entities. It provides that any PRC entity organizing an overseas exhibition must obtain approval from the China Council for the Promotion of International Trade (co-signed by the MOFCOM) and meet certain qualification criteria, including financial soundness, organizational capacity, and lawful business scope.

Pursuant to Opinions of the State Council on Accelerating the Development of Trade in Services promulgated by State Council on January 28, 2015 and effective on the same date (《國務院關於加快發展服務貿易的若干意見》), the government supports enterprises in participating in overseas exhibitions. The government will actively foster service trade exchange and cooperation platforms, develop a service trade exhibition ecosystem led by the China Beijing International Fair for Trade in Services and supplemented by various professional exhibitions, and encourage other investment and trade exhibitions to add dedicated service trade exhibition zones. According to *Opinions of the State Council on Further Promoting the Reform and Development of the Exhibition Industry* (《國務院關於進一步促進展覽業改革發展的若干意見》), which was promulgated by the State Council on March 29, 2015 and effective on the same date, the State Council has for the first time comprehensively and systematically put forward the strategic goals and key tasks for the development of the exhibition industry. It has also made comprehensive arrangements for further promoting the reform and development of the exhibition industry, proposing to “accelerate the pace of ‘going global’ and significantly enhance the capacity for organizing and hosting exhibitions overseas.

Pursuant to the Statistical Monitoring Reporting System for the Exhibition Industry (《展覽業統計監測報表制度》), promulgated by the Ministry of Commerce on January 12, 2017 and effective on the same date, the system is designed to establish a statistical monitoring system for the exhibition industry with exhibition venue operators, exhibition organizers and exhibition service providers as key survey subjects. Its core objectives are to conduct statistical work on the exhibition industry scientifically and efficiently, further enhance market transparency, optimize market structure, and regulate, guide and promote the orderly and healthy development of the industry.

According to Several Policies and Measures to Support the Stable Development of Foreign Trade (《商務部關於印發支持外貿穩定發展若干政策措施的通知》), promulgated by the Ministry of Commerce on September 27, 2022 and effective on the same date, explicitly proposes supporting enterprises in participating in various overseas exhibitions through special funds for foreign trade and economic development, encouraging qualified localities to expand the scale of such exhibitions; while strengthening service guarantees for the business activities of foreign trade enterprise personnel going abroad to participate in exhibitions. In accordance with the Several Policy Measures to Promote Stable Growth of Foreign Trade (《促進外貿穩定增長若干政策措施》), which was promulgated by the Ministry of Commerce on November 19, 2024 and effective on the same date, to improve the public service platforms for exhibitions of trade promotion organizations and the digital platforms for serving enterprises, and strengthen exhibition information services and overseas

REGULATORY OVERVIEW

promotion. Steadily promote negotiating and signing mutual visa exemption agreements with more countries, gradually expand the scope of applicable countries for China’s unilateral visa-free policy for incoming travelers, extend the implementation areas and allowed stay period of the transit visa exemption policy, examine and issue port visas in accordance with regulations for important temporary and urgent business delegations coming to China, and support business personnel from key trading partners to visit China.

According to Guiding Opinions of the Ministry of Commerce, the Ministry of Foreign Affairs, the National Development and Reform Commission, the Ministry of Industry and Information Technology, and the State-owned Assets Supervision and Administration Commission of the State Council on Further Improving the Overseas Comprehensive Service System (《商務部外交部國家發展改革委工業和信息化部國務院國資委關於進一步完善海外綜合服務體系的指導意見》), which was promulgated on October 14, 2025 and effective on the same date, clearly proposes to build an overseas comprehensive service ecosystem featuring “central-local coordination, regional synergy, resource aggregation, and domestic-international integration.” This policy will support enterprises in participating in international competition and cooperation, safeguard their overseas rights and interests, and provide systematic support for their global operations. It directly offers policy support and facilitation for the issuer to establish overseas service networks, optimize supply chains, and coordinate with local resources to organize exhibitions.

PUBLIC SAFETY

In accordance with the Regulations on Safety Administration of Large-scale Public Activities (《大型群眾性活動安全管理條例》), which was promulgated by the State Council on September 14, 2007 and effective on October 1, 2007, large-scale public activities refer to events, including exhibitions, organized by legal persons or other organizations for the public with an anticipated attendance of not fewer than 1,000 participants. Security permission system for Large-scale public activities is implemented by public security authorities, the organizers should apply for safety permission 20 days before the activities. The county level public security authorities are generally entitled to grant security permission for activities with estimated attendances between 1,000 and 5,000 persons, and the municipal level public security authorities are generally entitled to grant security permission for activities with estimated attendances of more than 5,000 persons. For large-scale public events held across provinces, the public security authorities under the State Council are generally entitled to grant security permission.

POLICIES ON ARTIFICIAL INTELLIGENCE

The Guiding Opinions on Deepening the Development of Smart Cities and Promoting the Digital Transformation of Urban Areas (《關於深化智慧城市發展推進城市全域數字化轉型的指導意見》), which was promulgated by the National Development and Reform Commission, the National Data Bureau, the Ministry of Finance (the “MOF”), the Ministry of Natural Resources of the People’s Republic of China on May 14, 2024, outlines five aspects, namely general requirements, promoting urban digital transformation in all

REGULATORY OVERVIEW

fields, comprehensively enhancing the support for urban digital transformation, optimizing urban digital transformation ecology in the whole process, and safeguards, with the objective of advancing digital transformation across urban regions.

Seven ministries and commissions, including the Ministry of Industry and Information Technology of the People’s Republic of China (the “MIIT”), jointly issued the Implementation Opinions on Promoting Future Industrial Innovation and Development (《關於推動未來產業創新發展的實施意見》), proposing the need to deepen the integration of new-generation information technology and manufacturing industry, expediting the reconstruction of industrial chain structure, process and model, and develop new applications for future manufacturing.

On February 27, 2023, the State Council issued the Overall Layout Plan for the Construction of Digital China (《數字中國建設整體佈局規劃》), which underscores the promotion of intelligent digital lifestyles, the creation of smart and convenient living circles, new forms of digital consumption and future-oriented immersive intelligent service experiences. The plan also encourages the application of intelligent technologies in ecological and environmental governance and the acceleration of the establishment of a smart and efficient ecological information system.

On August 12, 2022, the MOST issued the Notice on Supporting the Development of Demonstration and Application Scenarios for New-Generation Artificial Intelligence (《關於支持建設新一代人工智能示範應用場景的通知》), which stresses the role of artificial intelligence in driving economic and social development. The notice calls for the creation of a comprehensive and integrated artificial intelligence ecosystem covering the entire industrial chain and supports the cultivation of representative application scenarios with strong foundations. It also encourages collaboration between upstream and downstream participants in research and development, promotes the integration of emerging technologies, and aims to establish a series of replicable and scalable benchmark demonstration projects.

REGULATIONS ON COMPUTER SOFTWARE

Pursuant to the Regulations on the Protection of Computer Software (《計算機軟件保護條例》) promulgated by the State Council on June 4, 1991, last amended on January 30, 2013 and effective from March 1, 2013, Chinese citizens, legal persons and other organizations enjoy copyright in software developed by them, whether published or unpublished, including rights of publication, authorship, alteration, reproduction, distribution, rental, dissemination, translation and other rights enjoyed by the copyright holder.

According to the Regulations of the People’s Republic of China on the Security Protection of Computer Information System (《中華人民共和國計算機信息系統安全保護條例》) promulgated by the State Council on February 18, 1994 and amended on January 8, 2011, the protection of computer information system security shall ensure the safety of computers and related ancillary equipment and facilities (including networks), the safety of operating environments and information, and the proper functioning of computer systems, with a view to maintaining the secure operation of computer information systems.

REGULATORY OVERVIEW

In accordance with the Measures for Registration of Computer Software Copyright (《計算機軟件著作權登記辦法》) promulgated by the National Copyright Administration on February 20, 2002, latest amended and became effective on July 1, 2004, software copyrights, exclusive software copyright licensing contracts and transfer contracts shall be registered. The National Copyright Administration is the competent authority for software copyright registration and has authorized the China Copyright Protection Center to be responsible for registration matters. Applications that comply with the prescribed requirements shall be registered, and corresponding registration certificates shall be issued by the China Copyright Protection Center.

The Several Policies for Further Encouraging the Development of Software and Integrated Circuit Industries (《進一步鼓勵軟件產業和集成電路產業發展若干政策》), promulgated by the State Council on January 28, 2011 and came into effect on the same date, specifies a series of preferential policies to promote the development of the software industry, including tax incentives, investment promotion, research and development support, and talent cultivation measures.

LAWS AND REGULATIONS IN RELATION TO THE PROTECTION OF CYBER SECURITY, DATA AND PRIVACY

The Cyber Security Law of the People’s Republic of China (《中華人民共和國網絡安全法》), promulgated by the Standing Committee of the National People’s Congress on November 7, 2016 and effective from June 1, 2017, requires network operators to adopt technical and organizational measures to ensure secure and stable network operations, prevent cybercrimes, and protect the integrity, confidentiality and availability of network data. Individuals and organizations using networks must comply with the law, observe public order and respect social morality, and refrain from activities that endanger cybersecurity or infringe upon others’ lawful rights. Non-compliance may result in rectifications, warnings, fines, confiscation of illegal gains, revocation of licenses, cancelation of qualifications, closedown of websites or even criminal liabilities.

The Data Security Law of the People’s Republic of China (《中華人民共和國數據安全法》) (the “**Data Security Law**”), promulgated by the Standing Committee of the National People’s Congress on June 10, 2021 and came into effect on September 1, 2021. aims to regulate data processing activities, safeguard data security, promote the lawful use and development of data, protect the legitimate rights and interests of individuals and organizations, and safeguard national sovereignty, security and development interests. The Data Security Law requires data processors to establish and improve a comprehensive data security management system, conduct data security education and training, and adopt appropriate technical and organizational measures to ensure data security. Data processors conducting processing activities via the Internet or other information networks must also comply with the hierarchical cybersecurity protection requirements. Breaches of the Data Security Law may result in rectifications, warnings, fines, suspension of related operations, revocation of licenses, or criminal liability.

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The Personal Information Protection Law of the People’s Republic of China (《中華人民共和國個人信息保護法》) (the “**Personal Information Protection Law**”), promulgated by the Standing Committee of the National People’s Congress on August 20, 2021 and effective on November 1, 2021, specifies the legal bases under which personal information may be processed, including circumstances where consent is obtained, contractual necessity, statutory duties, emergency protection of individuals, public interest activities, or other lawful bases provided by laws or regulations. The law imposes specific obligations on personal information processors, such as providing individuals with truthful, accurate and complete information regarding the processor’s identity and contact details, the purposes, methods and retention periods of processing, as well as the means for individuals to exercise their rights. Processors are required to publicly disclose their rules on personal information handling and notify individuals of any material changes. Violation of the provisions and requirements under the Personal Information Protection Law may subject a personal information processor to rectifications, warnings, fines, suspension of the related business, revocation of licenses, being entered into the relevant credit record or even criminal liabilities. On December 28, 2021, thirteen PRC governmental and regulatory agencies (including the CAC) promulgated the Measures for Cyber Security Review (《網絡安全審查辦法》), which came into effect on February 15, 2022. The Measures for Cyber Security Review specifies that the procurement of network products and services by operator of critical information infrastructure and the activities of data process carried out by Internet platform operator that raise or may raise national security concerns are subject to cyber security review by the Office of Cyber Security Review established by the CAC. Before critical information infrastructure operator purchases internet products and services, it should assess the potential risk of national security that may be caused by the use of such products and services. If such use of products and services may give rise to national security concerns, it should apply for a cyber security review by the Office of Cybersecurity Review and a report of analysis of the potential effect on national security shall be submitted when the application is made. In addition, Internet platform operators that possess the personal data of over one million users must apply for a review by the Office of Cybersecurity Review, if they plan listing of companies in foreign countries. The CAC may voluntarily conduct cyber security review if any network products and services and activities of data process affects or may affect national security. The cyber security review focuses on the assessment of risk factors which include (1) the risk of critical information infrastructure being illegally controlled, interfered or destroyed as a result of the use of the products or services; (2) the continuous harm to the business of critical information infrastructure by the interruption of provision of products or services; (3) the security, openness, transparency, diversity of sources, reliability of supply and potential supply interruptions of products and services due to political, diplomatic or trade issues; (4) whether the products and services provider comply with PRC laws, regulations and departmental rules; (5) the risk of core data, important data or a large amount of personal information being stolen, leaked, destroyed, illegally utilized or exited the country; (6) regarding to listing, there are risks of critical information infrastructure, core data, important data or a large amount of personal information being influenced, controlled or maliciously used by foreign governments, as well as network information security risks; and (7) other factors that may endanger the security of critical information infrastructure, cyber security and data security.

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In addition, the Regulations on Network Data Security Management (《網絡數據安全管理條例》) (the “**Regulations on Network Data Security**”), which was promulgated by the State Council on September 30, 2024 and came into effect on January 1, 2025, stipulates that the State protects network data by category and by grade, according to the importance of network data in economic and social development, as well as the extent of the damage caused to national security, public interests or the legitimate rights and interests of individuals and organizations by network data once the network data are tampered with, destroyed, leaked, illegally acquired or illegally utilized. The Regulations on Network Data Security provide detailed requirements concerning personal information protection, important data security, cross-border transfer of network data, and the obligations of network platform service providers. Network data handlers engaged in activities that may affect national security are required to undergo a national security review. Violations of the Regulations on Network Data Security may be subject to orders for correction, warnings, confiscation of illegal gains, fines, orders to suspend related businesses, business rectification, revocation of relevant business licenses or business licenses, and even be held criminally responsible.

The Notice on Promulgation of the Method for Identifying the Illegal Collection and Use of Personal Information by Apps (《App違法違規收集使用個人信息行為認定方法》), promulgated on November 28, 2019 by the Cyberspace Administration of China (“CAC”), the MIIT, the SAMR, aims to serve as a reference for regulatory authorities, guide mobile application operators in conducting self-inspections and rectifications, and encourage public oversight. It further clarifies the types of conduct that constitute the unlawful collection or use of personal information through mobile applications, including: (i) non-disclosure of collection and use rules; (ii) failing to expressly state the purpose, method and scope of collecting and using personal information; (iii) collecting or using personal information without users’ consent; (iv) collecting personal information unrelated to the services they provide in violation of the principle of necessity; (v) providing others with personal information without the consent; and (vi) failure to provide the function of deleting or correcting personal information in accordance with the law or failure to disclose the information on complaints and whistleblowing reports.

The Administrative Provisions on Algorithm Recommendation for Internet Information Services (《互聯網信息服務算法推薦管理規定》) (the “**Administrative Provisions**”) was jointly promulgated by the CAC, the MIIT, the Ministry of Public Security and the State Administration for Market Regulation on December 31, 2021 and came into effect on March 1, 2022. The Administrative Provisions is applicable to algorithm recommendation service providers, i.e. enterprises that provide internet information services to users by applying algorithm technologies such as generation-synthesis, personalized push, sorting and selection, retrieval and filtering, and scheduling and decision-making. Algorithm recommendation service providers with public opinion attribute or social mobilization ability shall go through record-filing formalities within 10 business days from the date of provision of services. Algorithm recommendation service providers that have completed record-filing shall indicate their record-filing numbers and provide links to the publicized information on their websites and/or applications.

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On July 7, 2022, the CAC promulgated the Security Assessment Measures for Data Provision Abroad (《數據出境安全評估辦法》), which came into effect on September 1, 2022. Under these measures, a data processor is required to apply to the CAC, through the provincial-level CAC, for a security assessment prior to transferring data abroad under any of the following circumstances: (i) where a data handler provides critical data abroad; (ii) where a key information infrastructure operator or a data handler processing the personal information of more than one million people provides personal information abroad; (iii) where a data handler has provided personal information of 100,000 people or sensitive personal information of 10,000 people in total abroad since January 1 of the previous year; and (iv) other circumstances prescribed by the CAC for which declaration for security assessment for data provision abroad is required.

On March 22, 2024, the CAC issued the Provisions on Promoting and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》), which became effective on the same date. These provisions stipulate that a data processor may be exempt from applying for a security assessment, entering into a standard contract for cross-border data transfer, or obtaining a personal information protection certification if any of the following conditions are met: (i) where it is really necessary to provide personal information abroad for the purpose of concluding or performing a contract to which an individual concerned is a party, such as cross-border shopping, cross-border delivery, cross-border remittance, cross-border payment, cross-border account opening, air ticket and hotel reservation, visa handling and examination services; (ii) where it is really necessary to provide employees’ personal information abroad for the purpose of conducting cross-border human resources management in accordance with the employment rules and regulations formulated in accordance with the law and collective contracts concluded in accordance with the law; (iii) where it is really necessary to provide personal information abroad in an emergency to protect the life, health and property safety of a natural person; or (iv) where a data handler other than a critical information infrastructure operator provides abroad the personal information (excluding sensitive personal information) of not more than 100,000 persons accumulatively as of January 1 of the current year.

REGULATIONS ON VALUE-ADDED TELECOMMUNICATIONS SERVICES

The Telecommunications Regulations of the PRC (《中華人民共和國電信條例》) (the “**Telecommunications Regulations**”), promulgated on September 25, 2000 by the State Council and most recently amended on February 6, 2016, are the primary regulations governing telecommunications services. Under the Telecommunications Regulations, a telecommunications service provider is required to procure operating licenses prior to the commencement of its operation. The Telecommunications Regulations categorize all telecommunication services in China as either basic telecommunications services or value-added telecommunications services and operators of value-added telecommunications services shall obtain value-added telecommunications business operation licenses from the MIIT or its provincial branches prior to the commencement of such services.

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Moreover, according to the Classification Catalog of Telecommunications Services (2015) (《電信業務分類目錄(2015年版)》) (the “**Classification Catalog**”), which was promulgated by the MIIT, in 2015, and latest amended in 2019, information services provided for users through the public communication network or the Internet by relying on the information collection, development, processing and information platform construction are value-added telecommunications services.

According to the Administrative Measures on Telecommunications Business Permits (《電信業務經營許可管理辦法》), promulgated by the MIIT on July 3, 2017 and effective on September 1, 2017, persons engaging in telecommunications business shall obtain a permit business issued by the telecommunications administrative authorities pursuant to the law. Telecommunications business operators shall, in the courses of operating telecommunications business, comply with the provisions on business permits, accept and cooperate in supervision and administration of telecommunications administrative authorities.

As a subcategory of the value-added telecommunications services, internet information services are regulated by the Administrative Measures on Internet Information Service (《互聯網信息服務管理辦法》), which was promulgated by the State Council in 2000 and was last amended in December 2024. Internet information services are divided into services of commercial nature and non-commercial nature. Commercial internet information services refer to for-profit services which provide information to or create web pages for online users through the Internet, and a commercial internet information service provider shall obtain a license to operate value-added telecommunications business in internet-based information services from appropriate telecommunications authorities.

FOREIGN INVESTMENT IN VALUE-ADDED TELECOMMUNICATIONS BUSINESS

According to the Negative List, the value-added telecommunications services (excluding e-commerce business, domestic multi-party communications, store-and-forward and call centers) fall into the “restricted” category. Foreign direct investment in telecommunications companies in Chinese Mainland are governed by the Provisions on Administration of Foreign-Invested Telecommunications Enterprises (《外商投資電信企業管理規定》), which was promulgated by the State Council on December 11, 2001, and revised in 2008, 2016, 2022. The Provisions on Administration of Foreign-Invested Telecommunications Enterprises revised in 2022 abolishes the requirements of the main investor who must demonstrate a good track record and experience in operating a value-added telecommunication business and requires foreign-invested value-added telecommunications enterprises in Chinese Mainland to be established as Sino-foreign equity joint ventures, which the foreign investors may acquire up to 50% of the equity interests of such enterprise. Further, Notice on the Applicable Procedures for Domestic Enterprises Engaged in Overseas Direct Listing Applying to Operate Telecommunications Services (《關於境外直接上市的境內企業申請經營電信業務適用程序有關的通知》), promulgated by MOFCOM on 18 September 2009 and effective on the same date, stipulates that for domestic enterprises listed overseas that apply to operate telecommunications services, if the proportion of foreign shares in such enterprises exceeds 10% (inclusive), the relevant administrative regulations and approval procedures governing

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foreign-invested telecommunications enterprises shall apply, while under the circumstance where the proportion of foreign shares is less than 10%, and the single largest shareholder is a Chinese investor, the relevant administrative regulations and approval procedures for domestic enterprises shall apply.

REGULATIONS ON FOREIGN EXCHANGE ADMINISTRATION

The Foreign Exchange Control Regulations of the People’s Republic of China (《中華人民共和國外匯管理條例》), promulgated by the State Council on January 29, 1996, and latest amended on August 5, 2008, with the latest revision effective on the same date, is a fundamental legal basis for foreign exchange supervision and regulation by relevant authorities in PRC, according to which, RMB may be freely converted into other currencies for current account items (such as foreign exchange transactions in relation to commodity, trade and service, and dividend distribution), based on real and lawful transactions; but capital account items (such as share capital transfer, direct investment, securities investment, derivatives or loan) unless it is approved by the relevant foreign exchange administration department and it has completed the pre-registration with the relevant foreign exchange administration department.

In accordance with the Circular of State Administration of Foreign Exchange on Further Improving and Adjusting Foreign Exchange Administration Policies for Direct Investment (《國家外匯管理局關於進一步改進和調整直接投資外匯管理政策的通知》) (hereinafter referred to as “**Circular 59**”) was promulgated by SAFE on November 19, 2012, became effective on December 17, 2012, and was further amended on May 4, 2015, approval is not required for the opening of an account entry in foreign exchange accounts under direct investment. Circular 59 also simplifies the capital verification and confirmation formalities for foreign invested enterprises (the “**FIEs**”); the foreign capital and foreign exchange registration formalities required for the foreign investors to acquire equities from Chinese party and further improve the administration on exchange settlement of FIEs.

The Notice of the State Administration of Foreign Exchange on Reforming the Administration of Foreign Exchange Settlement of Capital of Foreign-invested Enterprises (《國家外匯管理局關於改革外商投資企業外匯資本金結匯管理方式的通知》) (hereinafter referred to as “**Circular 19**”) was promulgated by SAFE on March 30, 2015, came into effect on June 1, 2015 partially repealed on December 30, 2019 and partially amended by the Notice of the State Administration of Foreign Exchange of Policies for Reforming and Regulating the Control over Foreign Exchange Settlement under the Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) promulgated by SAFE on June 9, 2016, partially repealed and nullified on March 23, 2023, and superseded the Notice from the State Administration of Foreign Exchange on Improving Business Operational Issues relating to Administration of Sale of Foreign Currency for Payment of Foreign Currency Capitals Funds of Foreign Investment Enterprises (《國家外匯管理局關於完善外商投資企業外匯資本金支付結匯管理有關業務操作問題的通知》) (hereinafter referred to as “**Circular 142**”) from the effective date. Circular 19 provides that the settlement of foreign exchange capital by FIEs shall be subject to the supervision of relevant foreign

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exchange settlement policies and removes certain foreign exchange restrictions under Circular 142. However, it reaffirms that the use of capital funds by FIEs must adhere to the principles of truthfulness and self-use within the business scope of an enterprise.

In accordance with the Notice from the State Administration of Foreign Exchange on Reforming and Regulating the Policies of Administration of Foreign Exchange Settlement for Capital Items (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) (hereinafter referred to as “**Circular 16**”) which was promulgated by the SAFE on June 9, 2016 and came into effect on the same date, an enterprise registered in China may, at its sole discretion, convert its foreign debts in a foreign currency to RMB. Circular 16 provides a unified standard for foreign exchange under capital items (including but not limited to foreign currency capital and foreign debt) which may be convertible at the sole discretion of the enterprise. Such standard is applicable to all enterprises registered in the PRC. In addition, Circular 16 restates that, unless otherwise specified, an enterprise shall not directly or indirectly use RMB funds obtained as a result of conversion of foreign currency funds, for purposes outside the business scope, or for investments wealth management other than securities investment or capital protected products of banks in China. Moreover, except within the business scope, RMB funds obtained as a result of conversion shall not be used as loans to non-related companies; save for investment in a real estate enterprise, RMB funds obtained as a result of conversion shall not be used for construction or purchase of real estate which will not be used by the enterprise.

On October 23, 2019, the SAFE released the Notice of the State Administration of Foreign Exchange on Further Promoting the Facilitation of Cross-border Trade and Investment (《國家外匯管理局關於進一步促進跨境貿易投資便利化的通知》), which was amended on December 4, 2023, according to which, besides foreign-invested enterprises engaged in investment business, non-investment foreign-invested enterprises are also permitted to make domestic equity investments with their capital funds in accordance with the laws provided that such investments do not violate the Special Administrative Measures (Negative List) for Foreign Investment Access (《外商投資准入特別管理措施(負面清單)》) (hereinafter referred to as “**Negative List**”) and the target investment projects are genuine and in compliance with laws. According to the Notice of the State Administration of Foreign Exchange on Optimizing Foreign Exchange Administration to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》), issued by the SAFE on April 10, 2020, eligible enterprises are allowed to make domestic payments by using their capital funds, foreign credits and the income under capital accounts of overseas listing, without submitting the evidentiary materials concerning authenticity of such capital for banks in advance; provided that their capital use is authentic and in compliance with administrative regulations on the use of income under capital accounts. The bank in charge shall follow the principle of prudential business development to manage and control relevant business risks, and conduct post spot checking on the facilitation of payment for the income under capital accounts in accordance with relevant requirement.

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REGULATIONS ON FOREIGN INVESTMENT

Pursuant to the Administrative Measures for Outbound Investment (《境外投資管理辦法》) promulgated by the MOFCOM on September 6, 2014 and effective from 6 October 2014, the Administrative Measures for Overseas Investments of Enterprises (《企業境外投資管理辦法》) promulgated by the National Development and Reform Commission on December 26, 2017 and effective on March 1, 2018, the Notice on Further Simplifying and Improving the Foreign Exchange Administration Policies for Direct Investment (the “**Circular No. 13**”) (《關於進一步簡化和改進直接投資外匯管理政策的通知》) promulgated by the State Administration of Foreign Exchange on February 13, 2015 and effective on June 1, 2015 (partially repealed on December 30, 2019 pursuant to the Notice of the State Administration of Foreign Exchange on the Repeal and Invalidity of Five Regulatory Documents on Foreign Exchange Administration and Certain Provisions of Seven Regulatory Documents on Foreign Exchange Administration), and other relevant regulations (collectively, the “**ODI Rules**”), domestic entities are required to complete the relevant outbound investment procedures and obtain the necessary filings, approvals, certificates or authorisations before conducting outbound direct investments.

REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Patent

In accordance with the Patent Law of the People’s Republic of China (《中華人民共和國專利法》), which was promulgated by the SCNPC on March 12, 1984, and latest amended on October 17, 2020 and effective on 1 June 2021, the Implementation Regulations for the Patent Law of the People’s Republic of China (《中華人民共和國專利法實施細則》), which was promulgated by the State Council on 15 June 2001 and last amended on December 11, 2023, with the latest revision effective on January 20, 2024, and the Public Announcement on Measures on Filing of Patent Licensing Contracts (《專利實施許可合同備案辦法》) which was promulgated by the State Intellectual Property Office on June 27, 2011 and came into effect on August 1, 2011, patent in PRC shall be categorized as invention, utility model and design. The duration of patent rights for an invention shall be 20 years, the duration of patent rights for a utility model shall be 10 years and the duration of patent rights for a design shall be 15 years, commencing from the filing date. Any entity or individual intending to exploit another party’s patent must enter into a patent licensing contract with the patentee and pay the agreed royalties. The State Intellectual Property Office is responsible for the nationwide filing and administration of patent licensing contracts, and the parties are required to complete the filing procedures within three months from the effective date of the licensing contract.

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Trademark

In accordance with the Trademark Law of the People’s Republic of China (《中華人民共和國商標法》) which was promulgated by the SCNPC on August 23, 1982, and was latest amended on April 23, 2019, with the latest revision effective on November 1, 2019, and the Implementation Regulations for the Trademark Law of the People’s Republic of China (《中華人民共和國商標法實施條例》) which was promulgated by the State Council on August 3, 2002 and was latest amended on April 29, 2014, with the latest revision effective on May 1, 2014, trademarks approved and registered by the Trademark Bureau are recognized as registered trademarks, including commodity trademarks, service marks and collective trademarks, certification marks; trademark registrants are entitled to exclusive rights to use trademark and are protected by the law. A registered trademark shall be valid for 10 years, commencing from the date of registration. Use of a trademark identical or similar to a registered trademark on the same type of commodities without licensed by the trademark registrant shall be deemed as infringement of exclusive rights to use registered trademarks.

Domain Name

In accordance with the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》) which was promulgated by the MIIT on August 24, 2017 and came into effect on November 1, 2017, the Implementing Rules for the Registration of National Top-level Domain Names (《國家頂級域名註冊實施細則》) and the Procedural Rules for Resolution of Disputes over National Top-level Domain Names (《國家頂級域名爭議解決程序規則》) which were promulgated by China Internet Network Information Center on June 18, 2019 and came into effect on the same date, the domain name registration services shall in principle implement “first-to-file” principle, unless otherwise stipulated by specific registration rules. Upon completion of registration, the applicant becomes the holder of the domain name. Any disputes over domain names are to be accepted and resolved by domain name dispute resolution institutions recognized by the China Internet Network Information Center.

In accordance with the Notice of the Ministry of Industry and Information Technology on Regulating the Use of Domain Names in Providing Internet-based Information Services (《工業和信息化部關於規範互聯網信息服務使用域名的通知》) (hereinafter referred to as “**Notice of the Use of Domain Names**”), which was promulgated by the MIIT on November 27, 2017 and effective on January 1, 2018, the Internet access service providers are required to verify the real identity information of domain name registrants through the official Record-filing System. Internet access services must not be provided to Internet information service providers that fail to submit accurate and complete identity information, except for domain names that were already filed with the Record-filing System prior to the effective date of the Notice on the Use of Domain Names.

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Copyright

In accordance with the Copyright Law of the People’s Republic China (《中華人民共和國著作權法》) which was promulgated by the SCNPC on September 7, 1990 and latest amended on November 11, 2020, with latest revision effective on June 1, 2021, Chinese citizens, legal persons and other organizations without legal personality are entitled to copyright protection over their works, whether published or unpublished. Such works include written and oral works; musical, dramatic, operatic, dance and acrobatic artistic works; works of fine art and architecture; photographic works; audiovisual works; graphic and model works such as engineering and product design drawings, maps and diagrams; computer software; and other intellectual achievements that exhibit the characteristics of a work. Copyright shall include the following personal rights and property rights: publication right, right of authorship, right of revision, right to preserve the integrity of work, reproduction right, distribution right, rental right, exhibition right, performance right, screening right, broadcasting right, information network transmission right, filming right, adaptation right, translation right, compilation right, and any other rights enjoyed by a copyright holder.

Protection of Conference and Exhibition Intellectual Property Rights

The Measures on Protection of Conference and Exhibition Intellectual Property Rights (《展會知識產權保護辦法》) was promulgated jointly by the MOFCOM, the State Administration for Industry and Commerce, the National Copyright Administration and the State Intellectual Property Office on January 10, 2006 and effective from March 1, 2006. These Measures were formulated in accordance with Foreign Trade Law, Patent Law, Trademark Law and Trademark Law of the PRC, aiming to strengthen the protection of intellectual property rights (“IPRs”) during conferences and exhibitions, maintain order within the exhibition industry and promote its healthy development. The Measures require that conference and exhibition organizers of conferences and exhibitions with a duration of three days and above shall establish an intellectual property complaint handling organization during the duration of the conference and exhibition where the conference and exhibition administrative authorities deem necessary, or shall announce the name and contact details of the contact person of the relevant intellectual property administrative authorities at the place where the conference and exhibition is to be held at a prominent location in the conference and exhibition premises where a complaint handling organization is not being established. The duty of the complaint handling organization for conference and exhibition intellectual property includes: (i) accept complaints from the holders of intellectual property rights; temporarily suspend exhibition of exhibits which allegedly infringed intellectual property during the duration of the conference and exhibition; (ii) transfer the relevant complaint materials to the relevant intellectual property administrative authorities; (iii) coordinate and supervise handling of complaints; (iv) compile and analyze statistics for intellectual property protection information for conferences and exhibitions; and (v) handle other relevant matters.

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REGULATIONS ON TAX

Enterprise Income Tax

In accordance with the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法》) (the “**EIT Law**”) which was promulgated by the SCNPC on March 16, 2007, and was latest amended and effective on January 20, 2025 on December 29, 2018, with the latest revision effective on the same date and the Implementation Regulations for the Enterprise Income Tax Law of the People’s Republic of China (《中華人民共和國企業所得稅法實施條例》) (the “**EIT Implementation Regulations**”) which was promulgated by the State Council on December 6, 2007, and was latest amended on April 23, 2019, with the latest revision effective on the same date, both resident enterprises and non-resident enterprises that have established institutions or premises in the PRC are subject to a uniform enterprise income tax rate of 25%. Enterprises established under the laws of other jurisdictions whose “de facto management bodies” are located within the PRC are deemed resident enterprises and are subject to the 25% enterprise income tax rate on income derived from both within and outside the PRC. Corporate income tax for key advanced and new technology enterprises supported by PRC shall be at a reduced tax rate of 15%.

According to the Circular of Ministry of Finance and State Administration of Taxation on Implementing the Inclusive Tax Deduction and Exemption Policies for Small and Micro Enterprises (《財政部、稅務總局關於實施小微企業普惠性稅收減免政策的通知》) (hereinafter referred to as the “**Notice No. 13**”) promulgated on January 17, 2019, during January 1, 2019 to December 31, 2021, the annual taxable income of a small low-profit enterprise that is not more than RMB1 million shall be included in its taxable income at the reduced rate of 25%, with the applicable enterprise income tax rate of 20%; and the annual taxable income that is more than RMB1 million nor more than RMB3 million shall be included in its taxable income at the reduced rate of 50%, with the applicable enterprise income tax rate of 20%.

According to the Announcement on Implementation of Income Tax Incentives for Micro and Small Enterprises and Individually-owned Businesses (《關於實施小微企業和個體工商戶所得稅優惠政策的公告》) promulgated on April 2, 2021, during January 1, 2021 to December 31, 2022, for the portion of annual taxable income of micro and small enterprises not exceeding RMB1 million, corporate income tax shall be reduced by 50%, in addition to the incentives stipulated in the article above of Notice No. 13.

Pursuant to Announcement on Relevant Tax Policies for Further Supporting the Development of Small and Micro Enterprises and Individually Industrial and Commercial Households (《關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告》), which was promulgated by the MOF and SAT on August 2, 2023, the taxable income of SMPs is subject to a 25% reduction, with the applicable EIT rate being 20%. These preferential policies are effective until 31 December 2027.

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In accordance with the Administrative Measures on Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》) which was promulgated by the MOST, the MOF and the SAT on April 14, 2008 and amended on January 29, 2016 and came into effect on January 1, 2016, high-tech enterprises referred to in these Measures shall mean resident enterprises registered in China (excluding Hong Kong, Macau and Taiwan) which are continuously engaging in research and development and technology commercialization within the realm of the Regions of Advanced Technologies Strongly Supported by PRC, forming the core independent intellectual property of the enterprise, and carrying out business activities on such basis, which accredited pursuant to these Measures may declare and claim tax incentives pursuant to the EIT Law and the EIT Implementation Regulations, the Administrative Law of the People’s Republic of China on the Levying and Collection of Taxes (《中華人民共和國稅收徵收管理法》), the Implementation Regulations for the Law of the People’s Republic of China on Administration of Tax Collection (《中華人民共和國稅收徵收管理法實施細則》) etc. Upon obtaining the qualification as a high-tech enterprise, the enterprise shall complete tax reduction and exemption formalities with the tax authorities in charge and the qualifications of an accredited high-tech enterprise shall be valid for three years from the date of issuance of the certificate.

In accordance with the Notice of the Ministry of Finance and the State Taxation Administration on Preferential Corporate Income Tax Policies for Enterprises in Nansha, Guangzhou (《財政部稅務總局關於廣州南沙企業所得稅優惠政策的通知》), which was promulgated by the MOF and the SAT on September 25, 2022 and effective on January 1, 2022, qualified enterprises in encouraged industries that are established in the Nansha pilot zone are entitled to corporate income tax at a reduced tax rate of 15%.

Value-added Tax

In accordance with the Provisional Regulations of the People’s Republic of China on Value-added Tax (《中華人民共和國增值稅暫行條例》) which was promulgated by the State Council on December 13, 1993, and was latest amended on November 19, 2017, with the latest revision effective on the same date, the Detailed Rules for the Implementation Rules for the Provisional Regulations the People’s Republic of China on Value-added Tax (《中華人民共和國增值稅暫行條例實施細則》) which was promulgated by the MOF on December 25, 1993, and was latest amended on October 28, 2011, with the latest revision effective on November 1, 2011, the Decisions on Abolishing the PRC Provisional Regulations on Business Tax and Amending the PRC Provisional Regulations on Value-Added Tax (《國務院關於廢止〈中華人民共和國營業稅暫行條例〉和修改〈中華人民共和國增值稅暫行條例〉的決定》) which was promulgated by the State Council and effective on November 19, 2017 and the Notice of the Ministry of Finance and the State Administration of Taxation on the Adjustment to VAT Rates (《財政部、稅務總局關於調整增值稅稅率的通知》) which was promulgated by the MOF and the SAT on April 4, 2018 and came into effect on May 1, 2018, entities and individuals selling goods, services and intangible assets in the PRC are VAT taxpayers and shall pay VAT. Taxpayers selling services and intangible assets are subject to a tax rate of 6%, while the levy rate for VAT shall be 3% for small-scale taxpayers, unless otherwise stipulated by the State Council. According to the Provisions on Matters Relating to the Pilot Scheme on Levying Value-added Tax in Place of Business Tax (《營業稅改征增值稅試點有關事項的規定》), which was promulgated by the MOF and the

REGULATORY OVERVIEW

SAT on March 23, 2015 and effective on May 1, 2016, with the latest revision effective on 1 April 2019, the taxpayer may apply the simple tax computation method and using the levy rate of 5%. According to the Administrative Measures on Tax Exemption for Cross-border Acts Subject to VAT in the Pilot Scheme for Levying VAT in place of Business Tax (《營業稅改征增值稅跨境應稅行為增值稅免稅管理辦法(試行)》), which is promulgated by the State Administration of Taxation on May 6, 2016 and effective on May 1, 2016 with the latest version amended on December 27, 2024, conference and exhibition services for overseas conference and exhibition venues (including organizing and arranging services for clients participating in overseas conferences and exhibitions) are exempt from VAT.

REGULATIONS ON LABOR

Labor Relations

The Labor Contract Law of the People’s Republic of China (《中華人民共和國勞動合同法》), which was promulgated by the SCNPC on June 29, 2007, and was latest amended on December 28, 2012, with the latest revision effective on July 1, 2013, governs the establishment of labor relationships between enterprises, individual economic organizations, private non-enterprise entities etc., in the PRC and their workers. It provides detailed provisions concerning the formation, performance, modification, termination and rescission of labor contracts, specifies relevant detailed requirements on terms and contents of labor contracts signed between the parties, and stipulates maximum working hours per day and per week as well as the statutory minimum monthly wage.

Social Insurance and Housing Provident Fund

In accordance with the Social Insurance Law of the People’s Republic of China (《中華人民共和國社會保險法》), promulgated by the SCNPC on October 28, 2010 and last amended on December 29, 2018 (effective on the same date), employers are required to make contributions on behalf of their employees to various social insurance programs, including basic pension insurance, unemployment insurance, basic medical insurance, work-related injury insurance, and maternity insurance. Employers that fail to make full and timely contributions shall be ordered by the relevant collection authorities to make up the payments within a prescribed period and shall be subject to a late payment surcharge of 0.05% per day from the due date. If payment is still not made within the specified period, the competent administrative authority may impose a fine ranging from one to three times the amount in arrears.

According to the Interpretation II of the Supreme People’s Court of Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》), which was promulgated on July 31, 2025 and came into effect on September 1, 2025, if the employer and its employee agree or the employee undertakes that social insurance contributions need not be paid, the People’s Court shall deem such agreement or undertaking invalid. Furthermore, where the employer fails to pay social insurance contributions in accordance with the applicable laws, and the employee seeks to terminate the labor contract and claims economic compensation from the employer pursuant to the Labor Contract Law of the PRC, the People’s Court shall support such claims.

REGULATORY OVERVIEW

In accordance with the Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》) promulgated by the State Council on April 3, 1999 and last amended on March 24, 2019 (effective on the same date), employers are required to register for housing provident fund contributions with the relevant management center and open housing provident fund accounts for their employees. If an employer fails to complete the required registration or account opening, the housing provident fund management center shall order it to comply within a prescribed time limit; failure to do so may result in a fine ranging from RMB10,000 to RMB50,000. An employer is overdue in the contribution of, or underpays, the housing provident fund, the housing provident fund management center shall order it to make the contribution within a prescribed time limit; where the contribution has not been made after the expiration of the time limit, an application may be made to a people’s court for compulsory enforcement.

REGULATIONS ON DIVIDEND DISTRIBUTION

In accordance with the Company Law of the People’s Republic of China (《中國公司法》), which was promulgated by the SCNPC on December 29, 1993, October 26, 2018, and was amended on December 29, 2023, and the Foreign Investment Law, which was promulgated on March 15, 2019 and effective on January 1, 2020, foreign-invested enterprises in the PRC may pay dividends only out of their accumulated profit, if any, determined in accordance with PRC accounting standards and regulations. A PRC company, including foreign-invested enterprise, is required to set aside as statutory reserves at least 10% of its after-tax profit, until the cumulative amount of statutory reserves reaches 50% of its registered capital unless the provisions of laws regarding foreign investment otherwise provided, and shall not distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

REGULATIONS ON LEASING

According to the Civil Code of the PRC (《中華人民共和國民法典》), promulgated by the National People’s Congress of the PRC on May 28, 2020, and became effective on January 1, 2021, an owner of immovable or movable property is entitled to possession, use, earnings, and disposal of such property in accordance with the law. Subject to the consent of the lessor, the lessee may sublease the leased premises to a third party. Where a lessee subleases the premises, the lease contract between the lessee and the lessor remains valid. The lessor is entitled to terminate the lease if the lessee subleases the premises without the consent of the lessor. In addition, if the ownership of the leased premises changes during the lessee’s possession in accordance with the terms of the lease contract, the validity of the lease contract shall not be affected. Moreover, if the mortgaged property has been leased and transferred for occupation prior to the establishment of the mortgage right, the original tenancy shall not be affected by such mortgage right.

REGULATORY OVERVIEW

On December 1, 2010, the Ministry of Housing and Urban-Rural Development promulgated the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), which became effective on February 1, 2011. According to such measures, the lessor and the lessee are required to complete the registration and filing of property lease agreements with the competent development or real estate authorities of the municipality or county where the leased property is situated within 30 days after the execution of the lease contract. Failure to complete such registration and filing within the prescribed timeframe may result in an order to rectify within a specified period, and if the relevant parties fail to rectify within the period so prescribed, a fine ranging from RMB1,000 to RMB10,000 may be imposed for each unregistered lease.

According to the Interpretation of the Supreme People’s Court on Several Issues concerning the Application of Law in the Trial of Cases about Disputes Over Lease Contracts on Urban Buildings (2020) (《最高人民法院關於審理城鎮房屋租賃合同糾紛案件具體應用法律若干問題的解釋(2020修正)》), which took effect on January 1, 2021, if the ownership of the leased premises changes during lessee’s possession in accordance with the terms of the lease contract, and the lessee requests the assignee to continue to perform the original lease contract, the PRC court shall support it, except that the mortgage right has been established before the lease of the leased premises and the ownership changes due to the mortgagee’s realization of the mortgage right.

REGULATIONS ON SECURITIES AND OVERSEAS LISTINGS

Securities Laws and Regulations

The Securities Law of the PRC (《中華人民共和國證券法》), which was promulgated by the SCNPC on December 29, 1998, and was latest amended on December 28, 2019 and effective on March 1, 2020, comprehensively regulates activities in the PRC securities market including issuance and trading of securities, takeovers by listed companies, securities exchanges, securities companies and the duties and responsibilities of securities regulatory authorities, etc. The Securities Law further regulates that a domestic enterprise issuing securities overseas directly or indirectly or listing their securities overseas shall comply with the relevant provisions of the State Council and for subscription and trading of shares of domestic companies using foreign currencies, detailed measures shall be stipulated by the State Council separately. The CSRC is the securities regulatory body set up by the State Council to supervise and administer the securities market according to law, maintain order in the market, and ensure the market operates in a lawful manner. Currently, the issue and trading of H shares are principally governed by the regulations and rules promulgated by the State Council and the CSRC.

REGULATORY OVERVIEW

Overseas Listings

On February 17, 2023, the CSRC released several regulations regarding the management of filings for overseas offerings and listings by domestic companies, including the Trial Measures for the Administration on Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “**Overseas Listing Trial Measures**”) together with five supporting guidelines (together with the Overseas Listing Trial Measures, collectively referred to as the “**Overseas Listing Regulations**”). Under Overseas Listing Regulations, PRC domestic companies that seek to offer and list securities in overseas markets, either in direct or indirect means, are required to file the required documents with the CSRC within three working days after its application for overseas listing is submitted.

The Overseas Listing Regulations provides that no overseas offering and listing shall be made under any of the following circumstances: (i) such securities offering and listing is explicitly prohibited by provisions in laws, administrative regulations and relevant state rules; (ii) the intended securities offering and listing may endanger national security as reviewed and determined by competent authorities under the State Council in accordance with law; (iii) the domestic company intending to make the securities offering and listing, or its controlling shareholders and the actual controller, have committed crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the domestic company intending to make the securities offering and listing is suspected of committing crimes or major violations of laws and regulations, and is under investigation according to law and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the domestic company’s controlling shareholder or by other shareholders that are controlled by the controlling shareholder and/or actual controller. Additionally, the Overseas Listing Regulations stipulates that after an issuer has offering and listing securities in an overseas market, the issuer shall submit a report to the CSRC within three working days after the occurrence and public disclosure of (i) a change of control thereof, (ii) investigations of or sanctions imposed on the issuer by overseas securities regulators or relevant competent authorities, (iii) changes of listing status or transfers of listing segment, and (iv) a voluntary or mandatory delisting. Overseas offering and listing by domestic companies shall be made in strict compliance with relevant laws, administrative regulations and rules concerning national security in spheres of foreign investment, cybersecurity, data security and etc., and duly fulfill their obligations to protect national security.

REGULATORY OVERVIEW

On February 24, 2023, the CSRC and three other relevant government authorities jointly promulgated the Provisions on Strengthening the Confidentiality and Archives Administration Related to the Overseas Securities Offering and Listing by Domestic Enterprises (《關於加強境內企業境外發行證券和上市相關保密和檔案管理工作的規定》) (the “**Provision on Confidentiality**”). Pursuant to the Provision on Confidentiality, where a domestic enterprise provides or publicly discloses any document or material that involving state secrets and working secrets of state agencies to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, it shall report to the competent department with the examination and approval authority for approval in accordance with the law, and submit to the secrecy administration department of the same level for filing. The working papers formed within the territory of the PRC by the securities companies and securities service agencies that provide corresponding services for the overseas issuance and listing of domestic enterprises shall be kept within the territory of the PRC, and cross-border transfer shall go through the examination and approval formalities in accordance with the relevant provisions of the State.

BUSINESS

VISION

To become the global pioneer with an AI-powered integrated global platform for exhibitions and foreign trade industry.

MISSION

To bridge global trade with digital intelligence exhibition.

OVERVIEW

Who we are

We are an established exhibition service provider. We primarily serve as an exhibition organizer offering comprehensive services including exhibition management, booth sales and other exhibition related services, and the venues of our organized exhibitions span multiple countries and regions across five continents such as the UAE, Indonesia, Japan, Mexico, Brazil, Vietnam, Chinese Mainland, Poland and Egypt. According to Frost & Sullivan, we ranked No.1 among all overseas exhibition institutions based in the PRC in terms of both the number and area of overseas exhibitions organized in 2024. During the Track Record Period, we have successfully organized 77 exhibitions, attracting over tens of thousands of exhibitors participating in our exhibitions. We focus on offering exhibition solutions for various industries and have incubated over ten industry-specific exhibition brands, covering home furnishing, consumer electronics, textiles and industrial machinery, etc.

We have been committed to supporting Chinese enterprises in their global expansion and providing online-and-offline exhibition services suitable for Chinese exhibitors' expansion demands. According to Frost & Sullivan, we are one of the first batch of enterprises worldwide to provide digitalized exhibition services. Leveraging our technology capability, we enhance the experience of offline exhibition for both visitors and exhibitors and expand our service to both pre-exhibition stage and post-exhibition stage.

Our long-term dedication to exhibition services is well recognized in the market. In particular, we were recognized as one of the Best Case Practice (最佳案例實踐) by the Inter-ministerial Joint Conference on Service Trade of the State Council (國務院服務貿易發展部際聯席會議辦公室) for the attributes of our innovative business model, which differentiates itself by leveraging our digital intelligence capabilities to facilitate transaction matchmaking before exhibition and provide exhibition related services after the exhibition. We were also honored as a Leading Enterprise in the Chinese Exhibition Industry (中國會展行業領軍企業) in both 2024 and 2025. Furthermore, we received the title of the National Science and Technology-based Small and Medium-sized Enterprises (國家科技型中小企業) and served as one of the key drafting members in formulating the Online Exhibition Services Standard (《線上展會服務規範》) being a national benchmark of the exhibition industry. For details of our awards and recognition, see “— Awards and Recognitions” in this section.

BUSINESS

Our services can be generally categorized into exhibition organization services, organization agency services and others. For details, see “— Our Business” in this section.

Our market opportunity

The enhanced international influence of Made in China

According to Frost & Sullivan, China is the largest manufacturing country in the world with its overall scale ranking first for 15 consecutive years. The value-added output of its manufacturing sector now accounts for nearly 30% of the global total. Chinese manufacturing industry is undergoing structural upgrading, marked by the rapid emergence of advanced, intelligent and green industries including high-end equipment, new energy vehicles, integrated circuits, and home appliances. This upgrade continues to globally enhance the competitiveness and market recognition of Chinese manufacturing.

Strong export demand for Chinese products, particularly in the Belt and Road Initiative, BRICS and RCEP

According to Frost & Sullivan, following the trend of global supply chain restructure and the transforming and upgrading of Chinese domestic economy, Chinese enterprises have a strong intent to expand overseas and there is a strong global demand. Chinese exports have been growing rapidly and continuously, which is particularly evident in the Belt and Road Initiative, BRICS and RCEP, including key locations such as the UAE, Indonesia, Japan, Mexico, Brazil, Vietnam where we offer our exhibition solutions. Such growth is mainly due to the accelerating industrialization and urbanization which generate demand for Chinese exports including construction materials, manufacturing equipment, new energy and consumer products. Favorable foreign trade policies also support and encourage Chinese enterprises to further increase exports to these markets by leveraging overseas exhibition.

AI technology reshaping the competitive landscape of the exhibition industry worldwide

According to Frost & Sullivan, digitalization and AI applications are reshaping the exhibition business model. Sales, marketing and customer relations together with R&D sectors are significantly impacted by AI technology in the exhibition industry. Along with the development of AI technology, we have observed that AI capability is becoming a critical dividing line for the next phase of exhibition industry competition and there is a significant divergence existing in the level of AI application by players within our industry. By deploying these technologies in exhibition industry including visitor engagement, visitor invitation, customer matching and intelligent navigation, some of the exhibition organizers achieve comprehensive service delivery across all aspects of the exhibition business, thereby enhancing the value of their services.

BUSINESS

Business network

As of the Latest Practicable Date, we have organized exhibitions across five continents with a presence in several countries. During the Track Record Period, we primarily organized exhibitions with a focus on key commercial districts and transportation hubs in major countries across our target regions.

Our business footprint primarily spans over countries in the Belt and Road Initiative, BRICS and RCEP. The map below illustrates the geographic venue of exhibitions organized by us as of the Latest Practicable Date.



STRENGTHS

Industry-leading: we ranked No.1 among all overseas exhibition institutions based in the PRC in terms of both the number and areas of overseas exhibition organized in 2024

According to Frost & Sullivan, we ranked No.1 among all overseas exhibition institutions based in the PRC in terms of both the number and area of overseas exhibitions organized in 2024. We are committed to providing an online-and-offline digital services suitable for Chinese exhibitors’ expansion demands with a full foreign trading chain which supports Chinese brands and industry expansion overseas by leveraging our recognized exhibition brand portfolio. We have established our leading position in the exhibition industry by providing overseas exhibition organization services for Chinese enterprises. Our success is driven by our long-standing offline exhibition experience together with our various exhibition organization brand portfolio and our digital intelligence capabilities.

BUSINESS

Through over ten years operation, we keep supporting and facilitating the overseas expansion of the Chinese manufacturing industry and continue to lead the innovation and development within the exhibition industry. We served as one of the key drafting members in formulating the Online Exhibition Services Standard (《線上展會服務規範》), a national service standard in the industry. We also participated in the drafting of the Digital Exhibition Service Specification Based Online Digital Exhibition (Conference) Services Standard (《線上數字展覽(會)服務規範》) for the online exhibition industry standards in Zhejiang province, promoting the digital transformation of the exhibiting industry. Based on our online and offline framework, we launched the Online-Exhibition-Trade service mode being honored with the Best Case Practice (最佳案例實踐) by the Inter-ministerial Joint Conference on Service Trade of the State Council (國務院服務貿易發展部際聯席會議辦公室). Belt and Road China Trade Expo (Exhibition) Service Platform we built has received high recognition from the competent authorities, and we were recognized as a demonstration case of the Chinese services by the China International Fair for Trade in Services (中國國際服務貿易交易會).

We are able to independently plan, operate exhibitions and attract visitors. During the Track Record Period, we have successfully organized 77 exhibitions covering several countries across five continents, especially in the markets covered by the Belt and Road Initiative, BRICS and RCEP. We have become a well-recognized exhibition organization service provider in our industry. Through deeply focusing on industry-specific exhibitions, we established over ten industry-specific exhibition brands serving various exhibitors in different industries in the PRC with high transaction matching rates.

We seized the opportunities brought by the AI revolution to achieve digital and intelligent upgrading of our business, thereby positioning ourselves ahead of industry competitors. We have also developed a digital intelligent solution that combines exhibition services, AI technology and supply chain services, creating an online-and-offline service system and setting a benchmark for the innovation within our industry. According to Frost & Sullivan, we are one of the first batch of enterprises worldwide to provide a digitalized solution suitable for Chinese exhibitors’ expansion demands.

Global footprint: leveraging innovative exhibition mode for our global layout, we build a pioneering position and scale advantage in the emerging markets

We have developed a standard and streamlined procedure for organizing exhibition based on our global expansion experience. Unlike the traditional project-based mode, we have set up specialized departments responsible for each stage of the exhibition process. Such business model significantly enhances our management efficiency by ensuring all regional exhibitions adhere to standardized operating process and uniforms our service quality. In addition, we have successfully replicated such model and our successful historical cases in various regional markets to expand our footprint and the scale of our exhibition.

BUSINESS

Following the trends in manufacturing export and the supportive national trade policies, we have proactively expanded our footprint in the markets covered by Belt and Road Initiative, BRICS and RCEP. We have continuously organized exhibitions in multiple countries in a relatively high frequency and quality in relation to various themes, which significantly elevated our influence and recognition. According to Frost & Sullivan, the Company is regarded as a leading Chinese exhibition organization enterprise due to its substantial footprint, high volume of exhibitions, significant scale, and highly recognized brand in the abovementioned markets. Our strength in global expansion and competition could be presented by the following aspects:

- *Our strong reputation:* We are the first Chinese exhibition enterprise providing overseas exhibition services and to be a member of the UFI. We are also the Chinese exhibition enterprise with the most and earliest UFI recognized exhibition maintaining a pioneering position in our industry. Our standardized and industrialized exhibition operations mode helps us scale and deploy exhibition brands in batches with each brand subsequently scaling its global footprint, our brand portfolio continuously expanding and our brand advantages being further consolidated.
- *Our global networking:* During our historical business operation, we have a deep understanding of the international trading landscape and generally select the trading center of the region as the venue of the exhibition. For example, our exhibition organized in Dubai, serves the West Asia economic circle, our exhibition organized in Jakarta serves Southeast Asia; and our exhibition organized in Brazil serves South America. We ensure that every city where we undertake the exhibition is the trading center of the region and can fulfill the trading requirements of the geographically proximate cities. Given our operating exhibition in these cities, we have built a strong and long-term relationship with suppliers, industry associations and governmental authorities which enable us access to a comprehensive visitor basis with strong spending power covering the entire region. Leveraging our local resources, we are able to efficiently operate the exhibition in related territories with our established partner networking, in-depth regulatory knowledge and experienced personnel. We accumulate local buyer resources with high quality across key global commercial and trade regions, and possess the capability to independently organize professional buyers. This has become a core competency for our overseas exhibition operations. For example, in 2025, the China (Indonesia) Export Brands Joint Exhibition in Indonesia extended the entire exhibition from three days to four days due to our strong buyer and visitor organization abilities, providing more opportunities for display and business matching to the participating companies.
- *Our localized operations in overseas markets:* We have set up offices in some key markets such as the UAE and Indonesia and established a professional team to support the full life-circle of organizing exhibitions. Our localized operation can facilitate to explore markets and expand our business. During the Track Record Period, we have successfully attracted Indonesian, Japanese and other overseas exhibitors to join our exhibitions.

BUSINESS

Professional depth: we provide an international exhibition platform verticalizing specific sector for exhibitors in related industries and keep improving the success rate of transactions between our exhibitors and visitors

During the Track Record Period, we successfully advanced our internationalization process, shifting from a country-comprehensive exhibition to a country-specialized exhibition as part of a strategic upgrade. We focus on offering vertical exhibition services for specific industries and have incubated over ten industry-specific exhibition brands, covering home furnishing, consumer electronics, textiles and industrial machinery, etc.. Our exhibitions are tailored to specific industry sectors and align with preferences of exhibitors through precise matching across all key elements including exhibitor type, product category, buyer recruitment, on-site engagement, and post-event follow-up.

The China (Indonesia) Export Brands Joint Exhibition is the largest exhibition for Chinese industrial supply chain enterprises in Indonesia. The exhibitions organized by us with extensive influence in the industry and precisely aligned with the demands of Indonesia’s industry 4.0 upgrade. Supported by over 20 industry associations in Indonesia, such exhibition has become the priority trade exhibition platform for Chinese industrial enterprises in their Southeast Asian market expansion.

Asia Fashion Fair (the “AFF”), one of our exhibition brands in the textile sector, focuses on textile categories including apparel, accessories, fabrics, trims, footwear, bags, and home textiles. Through our dedicated operation, the AFF has become the premier platform for high-quality textile manufactures in the PRC and Japan.

Building & Decoration Expo (BDE Expo 建材家裝展) (the “BDE Expo”), one of our exhibition brands in the construction and decoration sector, is committed to establishing its position as the premier platform for building material and home furnishing companies which aim to expand overseas. The exhibition is dedicated to assisting exhibitors to dig business opportunities in the market, showcase their innovative products and facilitate transactions.

Through the verticalization of specific industries, we are able to connect buyers and exhibitors in an efficient way, which further enhances exhibitor retention for our services and accumulates our customer resources. Leveraging such business model, we can replicate our successful experience in organizing exhibitions across our business and applied such model in our effort of making and global expansion. We are able to organize industry-specific exhibitions worldwide and expect to organize consecutive exhibitions in different territories, so as to further enhance our market share in the global exhibition industry.

In addition, organizing industry-specific exhibition can maximize the matchmaking function of our services by facilitating the interaction and communication between our exhibitors and local buyers. As our professional exhibitions expand globally in the future, we will enhance the exhibition’s functionalities by integrating an industry exchange platform with diverse global markets on top of our existing transaction matchmaking platform. This mode can effectively increase the function and value of our exhibition and expand our service portfolio.

BUSINESS

Digital intelligent operation: we possess industry-recognized digital operational capacity and integrate exhibition services, AI technology and supply chain services to empower overseas expansion demands of Chinese enterprises

We consistently invest in R&D for our Smart Exhibition, and integrate our digital intelligence capabilities into the entire lifecycle of offline exhibitions, which enables us to proactively embrace the trends of AI technology innovation and sets the industry benchmark for digital and intelligent capabilities. According to Frost & Sullivan, Meorient Network is the only enterprise in the Chinese exhibition industry to have obtained both the High and New Technology Enterprise (高新技術企業) certificate and the Specialized, Sophisticated, Unique and Innovative Small and Medium-sized Enterprises in Zhejiang Province (浙江省專精特新中小企業) certificate in 2024.

Leveraging our extensive global exhibition experience, we have accumulated extensive experience in acquiring and maintaining buyer and exhibitor resources. We utilize our database of visitors and exhibitors over years and apply AI technology to deliver targeted transaction matchmaking between buyers and exhibitors, and facilitate to improve their transaction efficiency.

According to Frost & Sullivan, we are one of the earliest enterprises worldwide to provide a digital exhibition services that couples AI hardware and software with the specific exhibitions and overseas trade scenarios. We provide an integrated hardware-software AI solution for the exhibition industry. We also deliver comprehensive digital empowerment to exhibitors by supporting them with AI and digital technologies throughout the exhibition life-cycle including pre-exhibition, on-site operation and post-exhibition, and various commercial scenarios to capture commercial opportunities. In early 2025, we launched our Smart Exhibition equipped with AI-powered glasses and developed multi-functions including matchmaking search, real-time translation, meeting transcription, content generation, data visualization and customer management. Empowered by AI tools, we enable exhibitors to achieve precise buyer acquisition, efficient negotiations, effective exhibition participation and long-term customer management, significantly enhancing trade order conversion and transaction success rates.

At the 2025 China (Indonesia) Export Brands Joint Exhibition, we launched and implemented an innovative buyer-exhibitor matchmaking function on our Smart Exhibition which, leveraging its pre-exhibition matching and appointment mechanism, facilitated buyer-exhibitor interactions prior to the exhibition and guided buyers to the booths of exhibitors with whom they were accurately matched.

We have further established an integrated system combining exhibition services, AI technology and supply chain services and extended our offline exhibition services into pre-exhibition online matchmaking and post-exhibition business opportunity tracking and order delivery services. Through the integration of our exhibition business with AI technology and supply chain services, we are strategically evolving from a traditional exhibition organizer into a comprehensive service platform for different commercial scenarios and establishing a gradually maturing overseas trade service system.

BUSINESS

Platform service: we possess platform-based service advantages with a diverse customer base and high-quality partner resources

We have established an innovative platform-based service mode that deepens client engagement, expands our customer base, and strengthens collaboration with industry partners, which drives an increase in the number of overseas exhibitions and the scale of exhibitions, and strengthens our international brand presence.

Leveraging our global exhibition footprint and platform operational capabilities, we innovatively develop an upgraded exhibition business model. We strategically categorize global exhibitions into several sectors based on flight routes, and organize a series of consecutive exhibitions for each sector in a standardized and process-driven approach. This approach delivers measurable cost savings for exhibitors and enables route efficiency for international market expansion. Such service mode further enhances the depth and scale of our collaboration with exhibitors.

We upgrade our exhibition portfolio into a collaborative framework with other Chinese exhibition institutions for global expansion, leveraging our networking with top-tier exhibition operators and trade associations. We co-organize exhibitions in various countries and regions overseas to upgrade our global exhibition brand portfolio through deeply integrating our overseas exhibition operating capabilities and the strength of our business partners in exhibitor resources. This approach results in sustained expansion in both the number and scale of our exhibitions, thereby has earned us extensive recognition within the exhibition industry.

We establish a regional economic globalization platform to further expand our client base among local government authorities. We provide global exhibition services for local governments, utilizing our country-specific exhibition platforms as a vehicle to implement an overseas expansion plan on a clustered basis for regional industrial brands. At the exhibitions we organized in Vietnam and the UAE, we helped with international market expansion for products of local brands including “Overseas Hangzhou”, “Yongtong Global” and “Yuemao Global”. Leveraging our platform, we have established a good cooperation relationship with various local governments.

Talents and management: we have a visionary management team with rich experience and are supported by our extensive talent base

Our chairman of the Board and our founder, Mr. Pan, possesses nearly 30 years of operational and managerial experience in the exhibition industry with industry insight with strategic foresight. Mr. Pan has been serving as the executive director of Shanghai International since 2005. Mr. Pan has a wealth of operational knowledge and in-depth understanding of the exhibition industry in the PRC, which is essential to the development of our business. For more information, see “Directors and Senior Management — Directors — Executive Directors”.

BUSINESS

Since 2010, he has served as the chairman of the Board, guiding the business strategy of our globalization, professionalization, and platformization, and leading industry development in areas such as AI-enabled technologies and supply chain value-added services. Mr. Pan’s influence spans exhibitions and foreign trade services and served as a member of the research team for the “13th Five-Year Development Plan for Exhibition Industry in the PRC (中國展覽業十三五發展計劃)”, the vice-chairman of the Standardization and Technical Committee for New Business Modes in Foreign Trade (外貿新業態新模式標準化技術委員會) under the China Council for the Promotion of International Trade (CCPIT) and has been recognized by the organizing committee of the China International Exhibition Innovation and Development Conference (中國國際會展業創新發展大會) with the “Outstanding Figure in China Exhibition Industry for 2024 — 2025” award. We believe that, under Mr. Pan’s leadership, we will progress steadily towards becoming a well recognized exhibition company in the industry to facilitate Chinese enterprises expansion overseas.

Our chief operating officer, Mr. BINU SOMANATHAN PILLAI has extensive operational and management experience in international exhibition enterprises and worked at Informa Exhibitions. Mr. BINU has been serving as the chief operating officer of our Company since 2011 and deputy general manager of our Company since September 2014. He is primarily responsible for assisting the general manager in the overall management of our company’s exhibition business, including project planning, organization, promotion and on-site operations. For more information, see “Directors and Senior Management — Senior Management”.

Our chief digital strategy officer, Mr. Deng Meng, possesses a combined professional background in the exhibition and internet industries. He possesses a deep understanding of digital exhibitions and artificial intelligence, coupled with extensive industry experience. Prior to joining our Group, Mr. Deng Meng served as a sales director at Reed Exhibitions (Shanghai) Ltd. (上海勵欣展覽有限公司). Since joining our Group, Mr. Deng has been responsible for leading our “AI plus” strategy, guiding our ongoing digital intelligence development, and driving us to become an AI-enabled exhibition platform company. For more information, see “Directors and Senior Management — Senior Management”.

Our senior management team comprises individuals who have enriched experience at globally renowned exhibition enterprises, leading internet enterprises, and premier cross-border B2B enterprises. Their extensive industry experience and technology-driven perspectives contribute significantly to our business growth and competitive edge. The majority of the senior management team have served in our Group for over 10 years, which sustains consistent and stable operation of our business.

We place strong emphasis on talent development and the establishment of an extensive and capable talent base. In alignment with our business development, we proactively recruit professionals in AI technology R&D, digital platform operations, international exhibition services and global supply chain service areas, among other areas, to ensure that our team maintains a sustainable competitive position in the market.

BUSINESS

STRATEGIES

Expand our global footprint and enhance our professional services to establish an internationally recognized platform in exhibition industry

We aim to develop into a globally leading exhibition services provider and have pursued an internationalization strategy since our inception. We have steadily advanced our global exhibition business through three development phases: (i) general exhibitions for Chinese exhibitors; (ii) industry-specific exhibitions for Chinese exhibitors; and (iii) industry-specific exhibitions for international exhibitors.

From 2010 to 2022, in the early phase of our international development, we utilized general exhibitions for Chinese exhibitors as a strategic vehicle to dig into emerging markets and establish a global footprint. Since 2023, we have entered a new phase focusing on industry-specific exhibitions for Chinese exhibitors by establishing over ten industry-specific exhibition brands. We will continue to focus on industry-specific exhibitions for Chinese exhibitors over the next three years with a strategic priority on expanding in the industrial machinery and new energy sectors. We believe that we can leverage on our platform-based and digital exhibition services to further expand our global exhibition business.

We will also continue building our global exhibition capabilities, advance our business into the phase of industry-specific exhibitions for international exhibitors and establish a globally competitive foreign trade exhibition service platform.

We will continue to expand our global business scale. We plan to further enhance our footprint in more countries and territories, organize and/or agent exhibitions in more industries, increase the frequency of exhibitions and enlarge the scale of individual exhibitions by enhancing our exhibition organization capabilities and strengthening cooperation with our partners. We will implement region specific market strategies in response to the evolving international trade landscape. We have strengthened our focus on markets under the Belt and Road Initiative, BRICS and RCEP to expand our global operations.

In addition, we plan to comprehensively enhance our localized operations by expanding or establishing local operating centers in our key overseas markets, developing our local operations team and increasing participation from local exhibitors. We plan to expand our regional sales and operating force by, among others, expanding the Dubai center and setting up a new regional center in Vietnam, with an aim to provide a more comprehensive range of services for our exhibitions. We believe our international influence will be significantly enhanced by an expansion of our international presence and an improvement of our capability of operating locally which we expect to in turn improve the service level of our exhibitions.

BUSINESS

We intend to use approximately HK\$[REDACTED] [REDACTED] (equivalent to approximately RMB[REDACTED] [REDACTED]) or [REDACTED]% of the [REDACTED] from the [REDACTED] to (i) expand our exhibition business into more countries and territories, and more industries; and (ii) expand our regional sales and operating force both in quality and quantity. For further details, please refer to “Future Plans and [REDACTED] — [REDACTED]” in this document.

Upgrade our business model with digitalized solutions and establish an AI-powered global exhibition platform

We have been dedicated to and will continue to advance our business operations with AI-powered solutions. Leveraging AI technology and our database, we aim to position ourselves as a global pioneer with an integrated platform for exhibitions and foreign trade driven by AI technology.

We will continue to upgrade our Smart Exhibition, by extending its services to both exhibitors and visitors and optimizing the technical integration between AI hardware and software. In addition, we will establish standardized service processes through our Smart Exhibition to improve our business model. Furthermore, we plan to enhance the digital infrastructures of our Smart Exhibition, based on which, we plan to build a cross-border sales and marketing network and a data processing center. With the aid of these, we expect to achieve a greater level of precision in transaction matchmaking for our customers.

In addition, we aim to build a digital innovation lab to develop a global AI-driven digital exhibition operation system and plan to replicate our business model of managing our global resources and digital business service system across more countries and territories covered by the Belt and Road Initiative. This will upgrade our business from market expansion to strategic digital ecosystem development.

To support the implementation of the foregoing, we plan to further invest in our R&D by recruiting more experienced R&D personnel in AI fields and digital solutions areas, deepening the integration of AI technology and big data applications, and expanding our AI products into new scenarios such as providing AI agent services and cross-border supply chain services.

We intend to use approximately HK\$[REDACTED] [REDACTED] (equivalent to approximately RMB[REDACTED] [REDACTED]) or [REDACTED]% of the [REDACTED] from the [REDACTED] to advance the R&D of our Smart Exhibition, achieve a greater integration of AI technology with our business, and build a leading digital innovation lab, so as to keep and enhance our competitiveness in the exhibition industry. For further details, please refer to “Future Plans and [REDACTED] — [REDACTED]” in this document.

BUSINESS

Expand our value chain of foreign trade services to establish a comprehensive foreign trade service system

Based on our competitive advantages in the global exhibition business, we plan to extend our foreign trade service value chain and build a comprehensive foreign trade service system centered on a global exhibition service platform integrating global permanent exhibition centers, global distribution centers, global allocation centers and global Chinese commodity procurement centers.

In line with our strategic expansion, we plan to establish deep collaborations with leading supply chain enterprises to address critical challenges encountered by Chinese enterprises and brands during their global expansion. We established a subsidiary to provide supply chain services in November 2025. Leveraging our global trade database platform and extensive buyer and exhibitor resources, we will extend our foreign trade service chain beyond transaction facilitation and develop a one-stop solution covering product delivery, overseas warehousing, logistics and local distribution channels.

We plan to develop and expand a cross-border supply chain business over time. We expect our first steps to include (i) the building of two regional logistics transit warehouses in Indonesia and Brazil, respectively; (ii) the development of a system for supply chain management; and (iii) the forming of regional distribution teams in Southeast Asia, Middle East, Latin America and/or Africa.

We intend to use approximately HK\$[REDACTED] million (equivalent to approximately RMB[REDACTED] million) or [REDACTED]% of the [REDACTED] from the [REDACTED] to expand our cross-border supply chain business. For further details, please refer to “Future Plans and [REDACTED] — [REDACTED]” in this document.

Enhance our integration capabilities in the exhibition industry chain through potential strategic investments and acquisitions

We will selectively pursue strategic investments and acquisitions that expand our business scale and regional layout, and improve our capabilities of R&D, marketing development and integration of the foreign trade industry chain. When assessing a target for a potential investment or acquisition, we will, among others, consider (i) the potential of the target to bring a strong synergy with our business; (ii) the potential of the target to enhance our competitiveness in the industry; (iii) the reputation of the target; (iv) the target having its principal business in locations where we have exhibition business; and (v) the target having achieved a net profit of approximately RMB10 million per year. We have been, and will continue, identifying targets with caution.

As of the Latest Practicable Date, we had not entered into any letter of intent or agreement for acquisition or investment nor identified any definite acquisition or investment target.

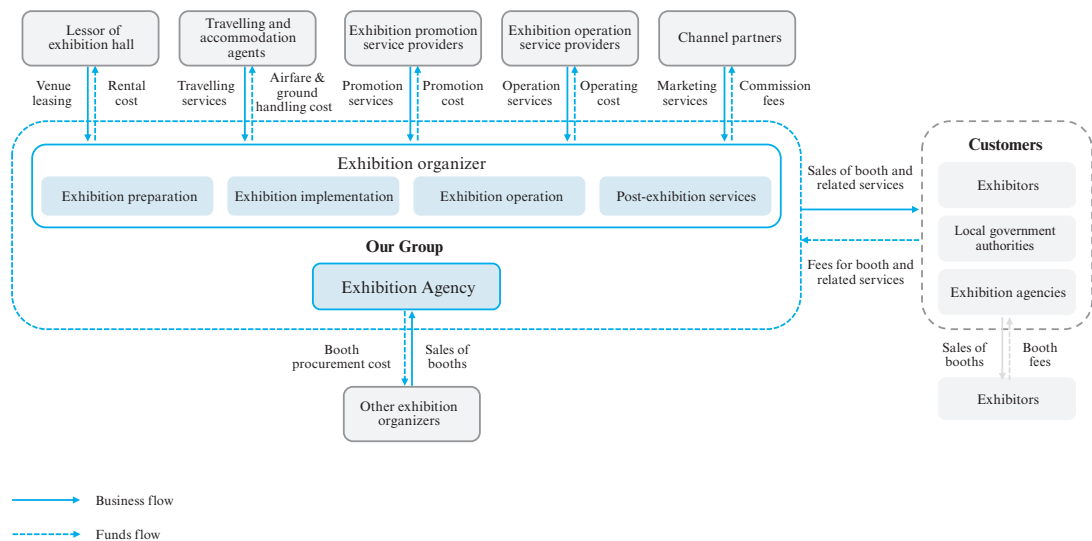
BUSINESS

We intend to use approximately HK\$[REDACTED] [REDACTED] (equivalent to approximately RMB[REDACTED] [REDACTED]) or [REDACTED]% of the [REDACTED] from the [REDACTED] to explore potential opportunities for, and make, strategic acquisitions of, and/or investments in, companies within our industry and having gained a strong market position and reputation in countries where we have business operation, with an aim to facilitate our expansion of our overseas business layout and strengthen our competitive advantages. For further details, please refer to “Future Plans and [REDACTED] — [REDACTED]” in this document.

OUR BUSINESS

Our services can be primarily divided into three types in terms of their nature, namely exhibition organization services, exhibition agency services and others. During the Track Record Period, we primarily offer exhibition organization services, for which we lead the whole process of the exhibitions as the organizer including exhibition preparation, exhibition implementation, on-site operation and post-exhibition services. For our exhibition agency services, we purchase booths from the organizers of the exhibitions and resell to exhibitors, and generally provide related services such as arranging for their traveling and accommodation. Our other revenue primarily comprises revenue from general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

The following diagram illustrating the overall business model of our Group as (i) the organizer of our exhibitions, or (ii) an exhibition agency of exhibitions organized by other exhibition organizers, and the relationship among different industry players.



BUSINESS

The following table sets forth a breakdown of revenue by types of our services during the Track Record Period:

	Year ended December 31,						Six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (Unaudited)	%	RMB'000 (Unaudited)	%
Exhibition organization services	255,295	73.3	774,859	92.8	677,054	90.1	227,646	87.5	215,324	89.4
Exhibition agency services	3,291	0.9	38,605	4.6	58,259	7.8	21,531	8.3	22,818	9.5
Others	89,727	25.8	21,507	2.6	16,053	2.1	10,929	4.2	2,639	1.1
Total	348,313	100	834,971	100	751,366	100	260,106	100	240,781	100

During the Track Record Period, we primarily provided our exhibition services to Chinese enterprises engaged in or with demands of selling their products to overseas markets. For the three years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, the revenue generated from customers based in Chinese Mainland amounted to RMB347.7 million, RMB833.9 million, RMB745.6 million and RMB238.0 million respectively, representing approximately 99.8%, 99.9%, 99.2% and 98.8% of our total revenue of the same period respectively.

Exhibition organization services

For exhibition organization services, we lead the whole process of the exhibition including exhibition preparation, exhibition implementation, on-site operation and post-exhibition services. Most of our exhibitions portfolio are independently organized exhibitions and a small portion are collaboratively organized by us with other exhibition companies or institutions. In the event we collaboratively organized exhibitions, we take the lead and are responsible for overseas marketing activities, visitor invitation and overseas exhibition operation during the organization process, while the co-organizer will be responsible for other tasks such as organizing the exhibitors to participate the exhibition. We generate revenue from booth sales and service provision, and pay the co-organizer a commission at an agreed percentage upon the completion of the collaboratively organized exhibitions.

Our revenue of exhibition organization services is mainly derived from the sales of booths and exhibition related products and services mainly including traveling and accommodation arrangements services. During the Track Record Period, the revenue recognized for the exhibition organization services amounted to RMB255.3 million, RMB774.9 million, RMB677.1 million and RMB215.3 million respectively, representing approximately 73.3%, 92.8%, 90.1% and 89.4% of our total revenue of the same period respectively. We sell our booths by way of either direct sales or indirect sales through exhibition agencies. For further information, see “— Sales and Marketing” in this section.

BUSINESS

During the Track Record Period, we organized 21, 26, 21 and 9 exhibition complexes respectively, primarily encompassing sub-events under our certain brands of industry-specific exhibition. The following table sets out the brands of industry-specific exhibition we organized during the Track Record Period:

Industry-Specific Exhibition	Theme of Exhibition	Role of our Group
BDExpo	Building materials and decoration	Independent organizer
The International Homelife Expo (HOMELIFE國際家居禮品展) (the “HOMELIFE”)	Home furnishing	Independent organizer
The International Textile Expo (INTEX國際紡織展) (the “INTEX”)	Textiles	Independent organizer
Appliances and Electronics Show (AES家用電器與消費電子展) (the “AES”)	Consumer electronics	Independent organizer
The Power and New Energy Exhibition (PNE電力及新能源展) (the “PNE”)	Power and new energy	Independent organizer
Decoration & Furniture Expo (DeFuExpo德福傢俱展) (the “DeFu”)	Home and furniture	Independent organizer
The Plastic, Printing, Packaging And Food Processing Equipment Expo (PPP塑料印刷包裝及食品加工設備展) (the “PPP”)	Plastic, printing, packaging and food processing equipment	Independent organizer
The Industrial Equipment And Parts Network (CTIN工業裝備及工業中間品聯展) (the “CTIN”)	Industrial machinery	Independent organizer
The Toys & Baby Expo (ABC&MOM 國際玩具嬰童展) (the “ABC&MOM”)	Infant and children’s products	Independent organizer
AFF	Textiles	Independent organizer
The Industrial Network (TIN印尼工業裝備和零部件(聯)展) (the “TIN”)	Industrial machinery	Collaborative organizer
China International Educational Equipment Exhibition (Indonesia) (CIE中國國際教育裝備(印尼)展) (the “CIE”)	Educational Equipment	Collaborative organizer
The Jakarta International Pet Expo (雅加達國際寵物展) (the “JPE”)	Pet products	Collaborative organizer

BUSINESS

Industry-Specific Exhibition	Theme of Exhibition	Role of our Group
Jakarta Audio Video Music Expo (JAVME舞台音響展) (the “JAVME”)	Stage Sound System	Collaborative organizer
The Indonesia Sport Facility Expo (ISS印尼體育用品展) (the “ISS”)	Sports Equipment	Collaborative organizer

The following table sets forth the breakdown of number of exhibition complexes we organized by geographic location during the Track Record Period:

	In the year ended December 31,			For the six months ended June 30,
	2022	2023	2024	2025
UAE	2	2	2	1
Indonesia	2	3	3	1
Japan	2	3	3	2
Mexico	2	2	1	—
Brazil	2	2	1	—
Vietnam	1	1	1	1
Chinese Mainland	4	8	7	4
Others ^(note)	6	5	3	—
Total	21	26	21	9

Note: Others include various other countries and territories, such as South Africa, India and Poland.

The following table sets forth the breakdown of our revenue generated from exhibition organization services by geographic location of the exhibitions we organized during the Track Record Period:

	In the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
UAE	56,312	22.1	230,424	29.7	244,587	36.1	59,240	26.0	53,779	25.0
Indonesia	30,359	11.9	177,878	23.0	152,002	22.5	86,350	37.9	77,236	35.9
Japan	27,208	10.7	68,739	8.9	65,132	9.6	39,884	17.5	36,663	17.0
Mexico	38,868	15.2	62,063	8.0	58,876	8.7	—	—	—	—
Brazil	32,094	12.6	62,005	8.0	32,566	4.8	—	—	—	—
Vietnam	4,864	1.9	22,549	2.9	28,379	4.2	28,350	12.5	35,602	16.5
Chinese Mainland	16,857	6.6	36,294	4.7	24,384	3.6	13,580	6.0	11,864	5.5
Others ^(Note)	48,733	19.0	114,907	14.8	71,128	10.5	242	0.1	180	0.1
Total	255,295	100	774,859	100	677,054	100	227,646	100	215,324	100

Note: Others include various other countries and territories, such as South Africa, India and Poland.

BUSINESS

During the Track Record Period, the majority of our exhibitions were held overseas, demonstrating our proven capability and experience in organizing scalable overseas exhibitions, which aligns with our strategic focus on cultivating the overseas markets to bring further opportunities of sales network to the exhibitors. We have also organized a series of relatively small-scale exhibitions in Chinese Mainland, each of which generated relatively lower revenue compared with the large-scale overseas exhibitions, such as those held in the UAE, Indonesia, Japan, and Mexico.

Although the total number of the exhibition complexes organized by us remains relatively stable from 2022 to 2024, with a slight increase in 2023, there is a sharp surge in revenue resulted from the post COVID-19 recovery of the global exhibition industry. For more information, see “Financial Information — Period-to-period Comparisons of Results of Operations”. And both the number of our organized exhibitions and revenue derived from exhibition organization services demonstrate marked seasonality, with uneven distribution throughout the year. For further information, see “— Seasonality” in this section.

The following table sets out the top three exhibition complexes organized by us, in terms of revenue contribution, during the Track Record Period:

In the year ended December 31, 2022

Name of exhibition complex	Industry-specific exhibition brands involved	Month of exhibition held	Venue	Number of booths	Gross floor area <i>Sq.m</i>	Revenue <i>RMB'000</i>
The 13th China (UAE) Trade Fair 2022 (2022年第十三屆中國(阿聯酋)貿易博覽會)	N/A ^{Note}	December	UAE	1,441	21,960	52,002
The 6th China (Mexico) Trade Fair 2022 (2022年第六屆中國(墨西哥)貿易博覽會)	N/A ^{Note}	November	Mexico	881	21,600	30,824
The 2nd China (Indonesia) Trade Fair 2022 (2022年第二屆中國(印尼)貿易博覽會)	N/A ^{Note}	August	Indonesia	724	13,619	25,180

Note: In the year ended December 31, 2022, we did not hold any Industry-specific exhibition.

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In the year ended December 31, 2023

Name of exhibition complex	Industry-specific exhibition brands involved	Month of exhibition held	Venue	Number of booths	Gross floor area <i>Sq.m</i>	Revenue <i>RMB'000</i>
The 15th China (UAE) Trade Fair 2023 (2023年第十五屆中國(阿聯酋)貿易博覽會)	BDExpo, INTEX, HOMELIFE, AES, CTIN, PPP, PNE, ABC&MOM	December	UAE	3,195	56,251	177,018
The 5th China (Indonesia) Trade Fair 2023 (2023年第五屆中國(印尼)貿易博覽會)	BDExpo, INTEX, HOMELIFE, AES, CTIN, PPP, PNE, ABC&MOM	November	Indonesia	1,359	35,487	71,698
The 4th China (Indonesia) Trade Fair 2023 (2023年第四屆中國(印尼)貿易博覽會)	BDExpo, INTEX, HOMELIFE, AES, TIN, PPP, PNE	May	Indonesia	994	17,832	53,870

In the year ended December 31, 2024

Name of exhibition complex	Industry-specific exhibition brands involved	Month of exhibition held	Venue	Number of booths	Gross floor area <i>Sq.m</i>	Revenue <i>RMB'000</i>
The 17th China (UAE) Trade Fair 2024 (2024年第十七屆中國(阿聯酋)貿易博覽會)	HOMELIFE, INTEX, AES, BDExpo, CTIN, PPP, DeFu, PNE, ABC&MOM	December	UAE	3,325	60,192	185,275
The 8th China (Indonesia) Trade Fair 2024 (2024年第八屆中國(印尼)貿易博覽會)	HOMELIFE, INTEX, AES, BDExpo, CTIN, PPP, DeFu, PNE, ABC&MOM, JPE, JAVME	November	Indonesia	1,248	28,834	65,453
The 7th China (Indonesia) Trade Fair 2024 (2024年第七屆中國(印尼)貿易博覽會)	HOMELIFE, INTEX, AES, BDExpo, TIN, PPP, PNE, ABC&MOM, JPE, CIE	June	Indonesia	1,157	28,896	61,477

BUSINESS

For the six months ended June 30, 2025

Name of exhibition complex	Industry-specific exhibition brands involved	Month of exhibition held	Venue	Number of booths	Gross floor area <i>Sq.m</i> (Unaudited)	Revenue <i>RMB'000</i>
The 9th China (Indonesia) Export Brands Joint Exhibition 2025 (2025年第九屆中國(印尼)出口品牌聯展)	TIN, PPP, HOMELIFE, BDE expo, INTEX, AES, DeFu	June	Indonesia	1,522	35,487	77,222
The 18th China (UAE) Export Brands Joint Exhibition 2025 (2025年第十八屆中國(阿聯酋)出口品牌聯展)	CTIN, PPP, HOMELIFE, BDE expo, INTEX, AES, DeFu, CIE	June	UAE	1,003	17,850	53,828
The 4th China (Vietnam) Export Brands Joint Exhibition 2025 (2025年第四屆中國(越南)出口品牌聯展)	CTIN, PPP, HOMELIFE, ABC&MOM, BDE expo, INTEX, AES, DeFu	May	Vietnam	725	13,500	35,602

Exhibition agency services

For our exhibition agency services, we purchase booths from the exhibition organizers and resell to exhibitors, and generally also provide related services such as arranging for their traveling and accommodation.

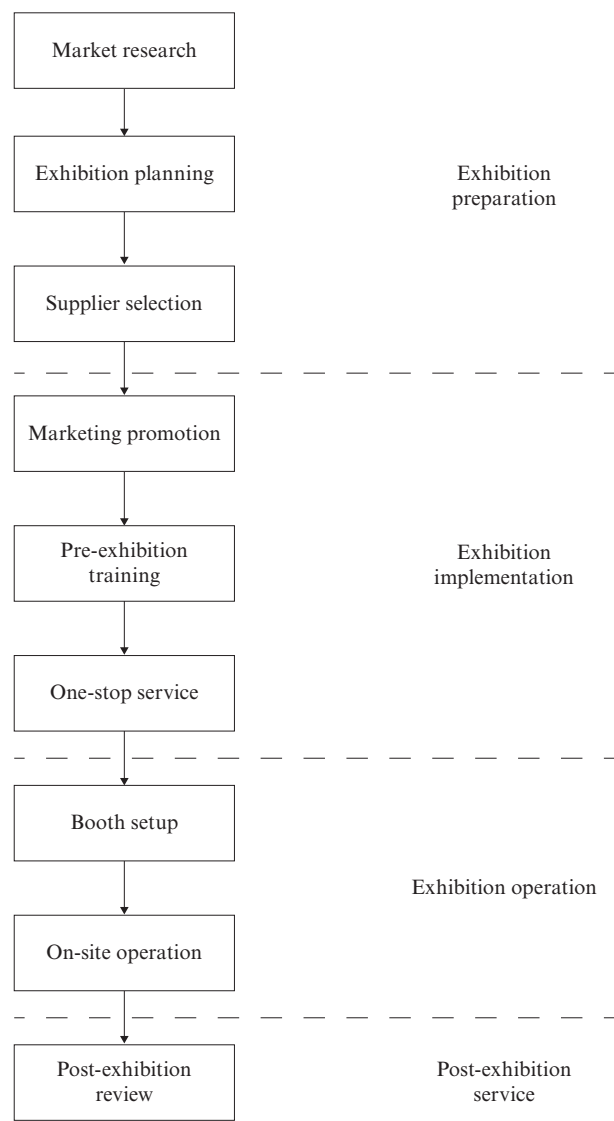
During the Track Record Period, the revenue recognized for the provision of exhibition agency services amounted to RMB3.3 million, RMB38.6 million, RMB58.3 million and RMB22.8 million respectively, amounting to 0.9%, 4.6%, 7.8% and 9.5% of our total revenue of the same period respectively. During the Track Record Period, most of our revenue from exhibition agency services was derived from the exhibitions held in the UAE and Saudi Arabia.

OPERATION WORKFLOW

Our exhibition business process comprises four main stages, namely exhibition preparation, exhibition implementation, on-site operation and post-exhibition services. Each stage is closely integrated to ensure comprehensive professional exhibition services are provided to our clients.

BUSINESS

The following chart illustrates the operation flow and key steps involved in acting as an organizer of exhibitions:



Exhibition preparation

Planning for a new exhibition typically begins approximately one year before the commencement of the exhibition with discussions among our management team, as part of our annual exhibition planning process. This stage typically consists of market research, exhibition planning and supplier selection exhibition planning.

BUSINESS

Market research

Through market research, we gain insights into client requirements, analyze market potential and industry overview, collect information on competitors, study market trends and regulatory policies, seek an appropriate exhibition venue, identify customers’ needs and marketing requirements and conduct a feasibility study of exhibitions including a comprehensive assessment of entry requirements of local markets, visa policies and political environment. Our staff will conduct this information collection work through online research and industry information gathering and report such information to the management team. Based on customer requirements, industry characteristics and market positioning, we also developed a tailor-made exhibition planning proposal.

Exhibition planning

Our management team analyzes and discusses the feasibility study and planning. Upon our management’s approval, a project team will be established and responsible for the preparation and management of the exhibition. The project team will formulate an exhibition plan in detail covering the whole process of exhibition preparation including designing exhibition, selecting the venue of exhibition, planning on-site activities, recruiting exhibitors and attracting visitors, selecting related suppliers, deciding marketing and promotional channels and arranging pre-exhibition training.

The approval and planning process will only be triggered for newly established exhibitions or those expanding to new venue. The recurring exhibitions with established venues will be continuously organized on an annual basis according to the existing operation process without separate approval or planning process.

Supplier selection

During the preparation works, our project team will be assisted by various suppliers for the preparation of the exhibition. We select suppliers from our supplier pool to compare their service quality and fee quotation, thereby appointing suppliers to provide critical services such as exhibition operations and traveling and accommodation arrangements. In addition, we will directly select a qualified venue supplier based on the specific location requirement of the exhibition and our staff will further provide the layout design. For the overseas exhibition, our staff will also communicate with traveling suppliers to understand from them the local customs formalities requirements, for example, requirements for importing materials or product samples for display at the exhibitions.

BUSINESS

Exhibition implementation

We apply a methodical approach to project execution. Our pre-exhibition process integrates targeted marketing campaigns with comprehensive training services to maximize the exhibitor engagement and effectiveness.

Marketing promotion

Following the exhibition plan, a comprehensive exhibition preparation work is conducted at this stage to lay the foundation for smooth exhibition execution. The project team is to further formulate the marketing budget plan, subject to review and approval by the management team. We also implement diversified market promotion strategies, pursuing both domestic and international marketing efforts with both online and offline channels in parallel to attract more visitors and enhance the brand influence of our exhibition.

We are committed to developing new exhibitors in the domestic market, expanding the portfolio of exhibitors and promoting other themes of our exhibition to our existing exhibitors. We dig into business opportunities and find potential customers through online search, promotion seminars and site visit. For overseas marketing, we distribute our promotional materials to targeted visitors, expand our buyer search channels by engaging local suppliers, and publish relevant information to registered users on our online platform.

Pre-exhibition training

We provide a practical and comprehensive training program lasting several days to the exhibitors prior to the exhibition commencement assisting exhibitors in better promoting their products in the exhibition, including exhibition preparation and staff training. Our training is divided into four sections covering pre-exhibition preparation, on-site operation, post-exhibition evaluation and customer follow-up. The systematic curriculum contains exhibition manual production, exhibition rehearsal, product display, on-site client reception, post exhibition review, cross-cultural communication skills and client relationship management skills. Such comprehensive training ensures exhibitors are fully equipped for success at every stage of the engagement cycle. We also provide exhibitors with comprehensive training on the utilization of our AI tools by guiding them to be familiar with all the related functions and improve their capability to identify transaction leads by using the Smart Exhibition. This training is designed to enhance the overall operation efficiency and productivity of the exhibitors during exhibitions.

BUSINESS

One-stop service

We maintain our service standard at a high level and ensure the execution of our exhibition by providing a one-stop service to our exhibitors. Our project team will coordinate with the suppliers providing traveling and accommodation arrangements service to arrange visa application, flight booking and traveling and accommodation arrangements services for exhibitors. In such way, we ensure successful implementation of multi-party exhibition projects, ensuring thorough preliminary preparations and effectively handling exhibition preparation processes. We also design tailored market research activities for exhibitors and collaborate with local suppliers to enrich regional experience of exhibitors including market surveys that provide deeper insights into local conditions and support subsequent market-expansion initiatives. The one-stop service provision is built on a standardized framework to ensure the consistency, reliability and high quality of our service delivery.

Exhibition operation

Booth setup

Setting up booths would have to be done several days prior to the commencement of the exhibition to ensure that an open slot at the desired venue is available and the layout is aligned with the approved design. Our project team members will make visits to the proposed venues to inspect and approve the standard booth setup work. If any issues are identified during the inspection, our project team members will contact our suppliers to carry out rectification and improvements. For booths with special design built by our exhibitors, we will provide booth construction requirements and precautions and conduct inspections after setup to ensure compliance with the venue regulations.

On-site operation

We comprehensively manage on-site operations including information collection, commodity categorization, and organizational services, with dedicated management of supervisory discussions and reporting frameworks for staff structuring and procedural adherence. In this stage, our primary responsibility is to make sure the exhibition runs smoothly including determining the opening and closing times of the venue, planning on-site personnel flow routes, arranging staff for on-site operational service points, setting up catering service points, and preparing for emergency response handling. Our staff will maintain proactive communication with the exhibitors and visitors to ensure their smooth running of the booths and promptly resolve ad hoc issues during the exhibitions, such as requests for additional equipment or questions from exhibitors or visitors. Our staff will also collect feedback from exhibitors and visitors through questionnaires to try to evaluate whether the exhibition is user-friendly and whether they have any suggestions to improve the exhibition for the next year.

BUSINESS

Emergency response plans and support are implemented with backend coordination. With operational support and reporting, we developed a guidance system to discuss regional arrangements, complete commodity preparations, coordinate venue formulations, provide on-site setup services, and implement practical consultation services to achieve effective exhibition support.

Post-exhibition service

After the exhibition, we will collect information and photos of the on-site operation. We also conduct surveys with exhibitors and visitors both during and after the exhibition to get their feedback with a view to improving the quality of our exhibition. The survey with our customers and/or visitors of the exhibitions or events usually includes, among others, evaluation of the overall services and set-up quality, quality of our services and suggestions on improvement of the exhibition or events. In addition, we perform internal reviews of key performance indicators including customer satisfaction, scale of exhibition, number of visitors and so on. We also generate reports for ourselves to summarize various information of the exhibition operation and for the exhibitors to review their exhibition performance.

OUR CUSTOMERS

During the Track Record Period, our customers mainly include (i) exhibitors to which we sell our booths directly; (ii) exhibition agencies which procure and resell our booths to exhibitors; and (iii) local government authorities that primarily engaged in domestic and foreign trade coordination for local enterprises.

For the three years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, we had around 6,000, 9,000, 8,000 and 3,000 customers, respectively. In 2022, 2023 and 2024 and the six months ended June 30, 2025, the aggregate revenue generated from our five largest customers in each year/period during the Track Record Period amounted to RMB35.3 million, RMB60.1 million, RMB60.2 million and RMB23.2 million, representing 10.1%, 7.2%, 8.0% and 9.6% of our total revenue for the same year/period, respectively.

The following table sets out the profile of our top five customers based on the aggregate revenue attributable to them during the Track Record Period. Except for government authorities, top five customers are all exhibition agencies. Payments from our customers are primarily settled by bank transfer. To the best knowledge of our Directors, none of our Directors or their respective close associates, and none of our Shareholders who own more than 5% of the Shares in issue, had any interest in any of our five largest customers in each year/period during the Track Record Period.

BUSINESS

In the year ended December 31, 2022

Ranking	Customer	Background of the customer	Typical credit term	Registered share capital RMB'000	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total revenue %
1	Customer A	A limited liability company registered in Ningbo established in 2007 primarily engaged in conference and exhibition services, advertising business and foreign trade information consulting.	Advance payment before exhibition	2,000	2010	14,036	4.0
2	Customer B	A limited liability company registered in Ningbo established in 2001 primarily engaged in exhibition services, cross-border exhibition operation, business consulting and related supporting services.	Advance payment before exhibition	10,000	2014	11,880	3.4
3	Customer C	A social organization registered in Shenzhen established in 2016 primarily engaged in providing overseas investment guidance, risk prevention, market research and international economic and trade exchange services for enterprises.	Advance payment before exhibition	40	2022	3,738	1.1
4	Shenzhen Electronic Chamber of Commerce (深圳市電子商會)	A non-profit organization registered in Shenzhen established in 2003 primarily engaged in resource connection, policy consulting and market promotion services for the electronic information industry.	8 days	30	2014	3,419	1.0
5	Customer D	A limited liability company registered in Changsha established in 2020 primarily engaged in conference and exhibition services, cultural and artistic exchange organization, marketing planning and advertising design and production.	Advance payment before exhibition	50,000	2021	2,239	0.6
Top five customers						35,312	10.1
Total revenue						<u>348,313</u>	<u>100.0</u>

BUSINESS

In the year ended December 31, 2023

Ranking	Customer	Background of the customer	Typical credit term	Registered share capital RMB'000	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total revenue %
1	Customer A	A limited liability company registered in Ningbo established in 2007 primarily engaged in conference and exhibition services, advertising business and foreign trade information consulting.	Advance payment before exhibition	2,000	2010	21,895	2.6
2	Yongkang Chengzhan Exhibition Co., Ltd. (永康市誠展展覽有限公司)	A limited liability company registered in Jinhua established in 2017 primarily engaged in professional exhibition and display services, including exhibition planning and booth supporting services.	Advance payment before exhibition	200	2018	19,670	2.4
3	Customer B	A limited liability company registered in Ningbo established in 2001 primarily engaged in exhibition services, cross-border exhibition operation, business consulting and related supporting services.	Advance payment before exhibition	10,000	2014	9,141	1.1
4	Shenzhen Electronic Chamber of Commerce (深圳市電子商會)	A non-profit organization registered in Shenzhen established in 2003 primarily engaged in industry, resource connection, policy consulting and market promotion services for the electronic information industry.	25 days	30	2014	5,112	0.6
5	Customer E	A limited liability company registered in Changsha established in 2016 primarily engaged in international engineering contracting, import and export trade of commodities, and overseas investment and related supporting services.	Advance payment before exhibition	50,000	2023	4,279	0.5
Top five customers						60,097	7.2
Total revenue						<u>834,971</u>	<u>100.0</u>

BUSINESS

In the year ended December 31, 2024

Ranking	Customer	Background of the customer	Typical credit term	Registered share capital RMB'000	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total revenue %
1	Customer A	A limited liability company registered in Ningbo established in 2007 primarily engaged in conference and exhibition services, advertising business and foreign trade information consulting.	Advance payment before exhibition	2,000	2010	25,309	3.3
2	Yongkang Chengzhan Exhibition Co., Ltd. (永康市誠展展覽有限公司)	A limited liability company registered in Jinhua established in 2017 primarily engaged in professional exhibition and display services, including exhibition planning and booth supporting services.	Advance payment before exhibition	200	2018	12,713	1.7
3	Nantong CCPIT International Exhibition Co., Ltd. (南通貿促國際會展有限公司) (the “CCPIT International”)	A limited liability company registered in Nantong established in 2019 primarily engaged in organizing and undertaking domestic and foreign exhibitions, providing exhibition group services, advertising design, and enterprise management consulting.	Advance payment before exhibition	3,000	2020	8,960	1.2
4	Customer F	A government department in Zhejiang Province primarily engaged in coordinating domestic and foreign trade, foreign investment, foreign economic cooperation, and formulating relevant policies and plans for the commercial sector.	30 days	N/A	2017	7,278	1.0
5	Customer B	A limited liability company registered in Ningbo established in 2001 primarily engaged in exhibition services, cross-border exhibition operation, business consulting and related supporting services.	Advance payment before exhibition	10,000	2014	5,955	0.8
Top five customers						60,215	8.0
Total revenue						<u>751,366</u>	<u>100.0</u>

BUSINESS

For the six months ended June 30, 2025

Ranking	Customer	Background of the customer	Typical credit term	Registered share capital RMB'000	Year of commencing business relationship with our Group	Transaction amount RMB'000 (Unaudited)	Percentage of our total revenue %
1	Customer F	A government department in Zhejiang Province primarily engaged in coordinating domestic and foreign trade, foreign investment, foreign economic cooperation, and formulating relevant policies and plans for the commercial sector.	30 days	N/A	2017	8,391	3.4
2	CCPIT International	A limited liability company registered in Nantong established in 2019 primarily engaged in organizing and undertaking domestic and foreign exhibitions, providing exhibition group services, advertising design, and enterprise management consulting.	Advance payment before exhibition	3,000	2020	5,471	2.3
3	Customer A	A limited liability company registered in Ningbo established in 2007 primarily engaged in conference and exhibition services, advertising business and foreign trade information consulting.	Advance payment before exhibition	2,000	2010	4,125	1.7
4	Customer G	An organization registered in Wuxi established in 2004 primarily engaged in trade and investment promotion, international economic and trade exchanges, and the provision of related legal and certification services.	90 days	1,000	2023	2,847	1.2
5	Customer H	A limited liability company registered in Qingdao established in 2018 primarily engaged in domestic and foreign exhibition services, visa agency, air ticket and hotel booking, as well as software application and development.	Advance payment before exhibition	100	2018	2,370	1.0
Top five customers						23,204	9.6
Total revenue						<u>240,781</u>	<u>100.0</u>

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Third-party payment arrangements

During the Track Record Period, certain of our customers (the “**Relevant Customer(s)**”) settled their payments with us through third-party payors (the “**Third-party Payment Arrangement(s)**”) primarily due to the payment made by employees or affiliated entities of the Relevant Customers for ad-hoc services purchased during the exhibition. During the Track Record Period, the amounts received through Third-party Payment Arrangements in aggregate amounted to less than RMB1.0 million, representing less than 0.2% of the total revenue for each of the year/period of the Track Record Period. According to Frost & Sullivan, such ad-hoc requirements are common among exhibitions period, hence third-party payment arrangements happen from time to time in this industry.

During the Track Record Period, our Directors confirm that (i) we had not proactively initiated any Third-party Payment Arrangements or participated in any of such arrangement in other forms; (ii) we had not provided any discount, commission, rebate, or other benefit to any of the Relevant Customers to facilitate or incentivize the Third-party Payment Arrangements; (iii) the pricing and payment terms of the agreements we entered into with the Relevant Customers were generally in line with customers not involved in the Third-party Payment Arrangements under similar scenarios; and (iv) there were no instances of commercial bribery, money laundering, tax evasion, or existing or potential disputes with our Group related to the Third-Party Payment Arrangements, (v) our Group had not been subject to any disputes or administrative penalties by the relevant government authorities with respect to the Third-party Payment Arrangements during the Track Record Period and up to the Latest Practicable Date.

As advised by our PRC Legal Advisor, in light of the above, the Third-party Payment Arrangements are not in breach of applicable laws and regulations in China in material aspects.

We are subject to various risks in relation to the Third-party Payment Arrangements. For details, see “Risk Factors — Risks Relating to Our Business and Industry — We may face risks relating to third-party payment arrangements.”. We have adopted internal control measures to mitigate related risks and detect future occurrences of the Third-party Payment Arrangements, including the adoption of the sales management policy. Pursuant to this policy, (i) we ceased to accept payments from third-party payors unless they are made upon customers’ request accompanied with duly signed authorization letter/third-party payment contracts, which must be based on bona fide underlying transactions and valid contracts and in line with the industry practice, as approved on a case-by-case basis (the “**Authorized Payment Arrangement**”); (ii) to the extent that such customers request to use the Authorized Payment Arrangement when the purchase agreements or orders are entered into, the relevant authorization letter/third-party payment contracts which sets out identities of the third-party payors; (iii) when accepting payments from third-party payors under the Authorized Payment Arrangement, we verify the payment details against the information in our system to ensure that such payments were settled through the designated third-party payors as specified in the authorization

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letter/third-party payment contracts; and (iv) our employees are required to notify the above policies and measures to all customers prior to the entering into new purchase agreements and orders.

Given that the sum of third-party payments accounted for an insignificant proportion of our total revenue during the Track Record Period, our Directors consider that the Third-party Payment Arrangement with the Relevant Customers did not and will not have any material adverse impact on our Group.

SALES AND MARKETING

Our sales channel

During the Track Record Period, we primarily relied on direct sales of our booths to the exhibitors in both domestic and overseas markets. We also leverage the exhibition agencies which purchase booths from us and resell them to the exhibitors. According to Frost & Sullivan, engaging exhibition agencies is common in our industry, which serves as a helpful channel for service promotion, expansion of market reach and customer base. We chose to adopt such sales model primarily to facilitate market exploration, diversify our exhibitor base, and expand our sales network. Revenue contribution from exhibition agencies accounted for less than 20% of our total revenue in each year/period of the Track Record Period.

Our direct sales

We reach our exhibitors through a combination of online and offline marketing efforts including advertising in media such as newspapers, magazines and the Internet, as well as offline activities such as promotion billboards, displays, posters, brochures and leaflets. We also engage in channel partners for services mainly including: (i) to identify and introduce exhibitors in their regions or countries for the exhibitions organized or managed by us; (ii) to provide marketing and promotion in respect of the trade exhibitions; and (iii) to provide other coordination services. We collect proceeds of the sale of booths from exhibitors directly and in return pay the agreed commission to channel partners.

Principal contractual terms with exhibitors

- **Contract period:** The period of the contract, during which we must complete organizing the whole process of the specified exhibition, varies depending on the type of the exhibitors.
- **Scope of work:** We generally provide booth space, comprehensive exhibition service and other exhibition related products and services, which may be optionally selected and purchased by exhibitors.

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- Payment terms: We typically require direct sales customers to pay the full amount within a few days following the execution of the contract.
- Damages and Liability: Typically, we reserve the right to seek compensation from exhibitors in breach of the agreement for any damages, costs, and expenses incurred as a result of the violation.
- Refund arrangement: We shall refund the payment from the exhibitors only if our gross negligence directly results in their failure to participate in the exhibition.

Our exhibition agencies

We maintain a principal-agent relationship with our exhibition agencies which purchase booths from us and resell them to exhibitors. We enter into contracts with our exhibition agencies based on certain exhibitions instead of long-term framework contracts, which depends on demands from exhibitors. As of June 30, 2025, we had around 50 exhibition agencies with revenue contribution for the first half of 2025. The number of exhibition agencies ranged from approximately 50 to 120 at the end of each year/period of the Track Record Period, the movement of which were generally in line with that of exhibitions organized by us in the corresponding year/period. We require exhibition agencies to report the information of exhibitors to us for record before entering into sales arrangements with such exhibitor. To avoid potential conflict, we will determine the ownership of the business based on the time order of the contracts submitted by exhibition agencies into our system. This allows us to monitor their progress and ensure that there are no potential conflicts between exhibition agencies and us.

To the best of our knowledge, we do not have any sub-agency during the Track Record Period. To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our exhibition agencies were Independent Third Parties. During the Track Record Period and up to the Latest Practicable Date, we have no material unresolved disputes or lawsuits with our exhibition agencies.

Principal contract terms with exhibition agencies

- Contract period: The contracts typically become effective upon signing and terminate at the year-end.
- Scope of work: We typically provide booth space, comprehensive exhibition service and other exhibition related products and services. The exhibition agencies are responsible for booths sales.

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- Designated sales territory: Exhibition agencies are authorized to sell booths in designated regions and exhibitions as specified in the agreement.
- Payment terms: After entering into the agreement, exhibition agencies shall pay a booth deposit to confirm the booth reservation. Upon collecting fees from exhibitors, exhibition agencies shall deduct their commission and promptly remit the remaining amount to our account.
- Sales amount: The sales amount will be determined based on the booths sold by the exhibition agencies.

While offering certain discount to our exhibition agencies, we require them resell booths at the same price as direct sales of booths. If any exhibition agency fails to adhere to this pricing, we will revoke their authorization and reclaim the booth.

Pricing policy

Our service pricing is determined based on the type of services we provide. We generally charged our customers based on fixed booth fee multiplied by the number of booths sold, plus the additional fee for value-added services. We primarily consider the prevailing market price in the industry and the exchange rate to determine the price level and take into account other factors such as the theme, location of venue and scale of the exhibition, the nature and scope of our services and estimated costs of suppliers.

Seasonality

The majority of our revenue generated from exhibition organization services is recorded in the second half of the year during the Track Record Period. Among our exhibitions, those with relatively larger-scale have been generally scheduled in the final quarter of the year, taking into account that our exhibition plans are subject to certain factors with impacts on demands and availability of exhibitors and visitors, such as major global holidays, the schedule of other large-scale exhibitions in the industry, and local cultural observances such as the months of Ramadan during the first quarter of a year.

During the Track Record Period, revenue recognized in the second half of the year is relatively higher than that of the first half of the year. For details, see “Risk Factors — Risks Relating to Our Business and Industry — We experience seasonal fluctuations in our revenue and cash flow due to the seasonality of business.”.

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Post-exhibition customer service

We have established a professional customer service team to enhance our customer satisfaction and overall experience. We have implemented the following measures to improve our customer service, including (i) conducting regular customer satisfaction surveys to assess service quality and identify areas for improvement; and (ii) developing a customer complaint handling procedure, which incorporates a clear timeline and standards for addressing complaints effectively and responsibly. Through these measures, we aim to enhance customer satisfaction, maintain a high level of service, and reinforce our reputation for product excellence.

During the Track Record Period and up to the Latest Practicable Date, we have not received any complaints that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

COMPETITION

The exhibition industry is highly competitive, with established players and new entrants vying for market share in a rapidly evolving landscape. According to Frost & Sullivan, Chinese exhibition organizers are accelerating their expansion into emerging markets, such as BRICs and RCEP (ASEAN and regional partners) markets, driven by the ongoing Belt and Road cooperation and deepening bilateral trade ties. Our ability to maintain and grow our market position depends on competing effectively against other overseas exhibition institutions. The competitive landscape is shaped by multiple factors, including the performance and scale of organized exhibitions, technology and digitalization capability integrated into exhibition workflow, operational capability and service delivery efficiency, and brand awareness and recognition. Despite several barriers to entry, new market participants may emerge, introducing innovative or cost-effective services that challenge existing players. If we are unable to keep pace with such advancements, or fail to differentiate our services in terms of quality, performance or cost, we risk losing market share to competitors. For details, see “Industry Overview.” For risks associated with our competitiveness in the industry, see “Risk Factors — Risks Relating to Our Business and Industry — The industry where we operate is with keen competition.”

BUSINESS

INVENTORY

Due to the nature of the exhibition industry, traditional offline exhibition service providers typically do not hold inventories. During the Track Record Period, we ordered a certain quantity of AI glasses from manufacturers primarily in order to enhance the exhibition experience for exhibitors and visitors leveraging our Smart Exhibition. We generally order AI glasses on a project-by-project basis, initiating procurement a reasonable amount of time prior to corresponding exhibition(s). Our inventory strategy consciously maintains minimal stock levels with procurement guided by proactive demand forecasting. Deliveries from manufacturers are scheduled to align with the expected timeline of the relevant exhibition complexes.

OUR SUPPLIERS

During the Track Record Period, our suppliers primarily comprise lessor of exhibition hall, traveling and accommodation agents, exhibition operation services providers, exhibition promotion services providers, channel partners and other exhibition organizers for whom we act as an exhibition agent.

We maintain a multi-supplier policy and generally seek price quotations from at least three suppliers to avoid undue reliance on any single supplier. Generally, we do not enter into long-term contracts with our suppliers, and we maintain an internal list of approved suppliers for the provision of different types of products and/or services. This enables us to readily source required products and/or services from alternative suppliers when an existing supplier exceeds our acceptable pricing threshold, encounters shortages or delays, or fails to meet project specifications or quality standards. For exhibition venue provider, we do not adopt a competitive selecting strategy and will identify and evaluate the venue based on several factors aligned with the theme and requirements of each exhibition. For new suppliers, we typically conduct pre-assessments to ensure their services and/or products would comply with our specific project requirements. We did not depend on any particular supplier and did not encounter any shortage or delay in the services or products provided by the suppliers during the Track Record Period.

In 2022, 2023 and 2024 and the six months ended June 30, 2025, the aggregate cost of sales from our five largest suppliers in each year/period during the Track Record Period amounted to RMB40.0 million, RMB152.0 million, RMB140.4 million and RMB43.1 million, representing 22.2%, 36.0%, 37.2% and 36.2% of our total costs of sales for the same year/period, respectively. Our credit term with suppliers generally range from several days to half a year, primarily concentrated within 1 to 3 weeks. To the best knowledge of our Directors, none of our Directors or their respective close associates, and none of our Shareholders who own more than 5% of the Shares in issue, had any interest in any of our five largest suppliers in each year/period during the Track Record Period.

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BUSINESS

In the year ended December 31, 2022

Ranking	Supplier	Background of the supplier	Major services/products purchased by our Group	Registered share capital ('000)	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total cost of sales %
1	Supplier A	An Emirati limited liability company established in 1979 primarily engaged in the exhibition, event management, and commercial real estate industry.	Exhibition hall rental and booth procurement	N/A	2012	16,956	9.5
2	Supplier B	An Indonesian company primarily engaged in the planning and organization of international trade exhibitions, conferences, and business events.	Exhibition operating	USD5,000	2022	7,214	4.0
3	Supplier C	A Polish limited liability company primarily engaged in the exhibition, event management, and commercial real estate industry.	Exhibition operating	USD500	2019	5,312	2.9
4	Supplier D	A Brazilian limited liability company established in 1996 primarily engaged in the planning, editing, publishing and distribution of educational books and vocational skill textbooks.	Exhibition operating	USD500	2013	5,305	2.9
5	Supplier E	A Japanese limited liability company established in 2000 primarily engaged in telecommunication tower infrastructure management, connectivity services and broadband connectivity business.	Exhibition operating	N/A	2010	5,260	2.9
Top five suppliers						40,047	22.2
Total cost of sales						<u>180,772</u>	<u>100.0</u>

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BUSINESS

In the year ended December 31, 2023

Ranking	Supplier	Background of the supplier	Major services/products purchased by our Group	Registered share capital ('000)	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total cost of sales %
1	Supplier A	An Emirati limited liability company established in 1979 primarily engaged in the exhibition, event management, and commercial real estate industry.	Exhibition hall rental and booth procurement	N/A	2012	48,986	11.6
2	Supplier F	A limited liability company registered in Shanghai established in 2005 primarily engaged in domestic and inbound tourism business, ticket agency, exhibition and conference etiquette services, as well as advertising design and production.	Airfare and ground handling	RMB3,000	2011	47,572	11.3
3	Supplier G ^(Note)	A joint-stock company limited registered in Shanghai established in 2014 primarily engaged in providing digital marketing solutions and media advertising service.	Exhibition promotion	RMB107,813	2021	21,988	5.2
4	Supplier H	An Emirati limited liability company established in 2003 primarily engaged in providing hotel reservations, sightseeing tours, cruise tours and MICE-related travel services in the UAE.	Airfare and ground handling	AED3,000	2011	20,189	4.8
5	Supplier B	An Indonesian company primarily engaged in the planning and organization of international trade exhibitions, conferences, and business events.	Exhibition hall rental and exhibition operating	USD5,000	2022	13,268	3.1
Top five suppliers						152,003	36.0
Total cost of sales						<u>422,528</u>	<u>100.0</u>

Note: The supplier G is a group consolidating the transaction amounts of entities within such group.

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BUSINESS

In the year ended December 31, 2024

Ranking	Supplier	Background of the supplier	Major services/products purchased by our Group	Registered share capital ('000)	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total cost of sales %
1	Supplier A	An Emirati limited liability company established in 1979 primarily engaged in the exhibition, event management, and commercial real estate industry.	Exhibition hall rental and booth procurement	N/A	2012	63,025	16.8
2	Supplier F	A limited liability company registered in Shanghai established in 2005 primarily engaged in domestic and inbound tourism business, ticket agency, exhibition and conference etiquette services, as well as advertising design and production.	Airfare and ground handling	RMB3,000	2011	32,540	8.6
3	Supplier G ^(Note)	A joint-stock company limited registered in Shanghai established in 2014 primarily engaged in providing digital marketing solutions and media advertising service.	Exhibition promotion	RMB107,813	2021	15,850	4.2
4	Supplier H	An Emirati limited liability company established in 2003 primarily engaged in providing hotel reservations, sightseeing tours, cruise tours and MICE-related travel services in the UAE.	Airfare and ground handling	AED3,000	2011	14,906	3.9
5	Supplier B	An Indonesian company primarily engaged in the planning and organization of international trade exhibitions, conferences, and business events.	Exhibition hall rental and exhibition operating	USD5,000	2022	14,124	3.7
Top five suppliers						140,445	37.2
Total cost of sales						<u>377,864</u>	<u>100.0</u>

Note: The Supplier G is a group consolidating the transaction amounts of entities within such group.

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For the six months ended June 30, 2025

Ranking	Supplier	Background of the supplier	Major services/products purchased by our Group	Registered share capital ('000)	Year of commencing business relationship with our Group	Transaction amount RMB'000	Percentage of our total cost of sales %
1	Supplier A	An Emirati limited liability company established in 1979 primarily engaged in the exhibition, event management, and commercial real estate industry.	Exhibition hall rental and booth procurement	N/A	2012	12,980	11.0
2	Supplier B	An Indonesian company primarily engaged in the planning and organization of international trade exhibitions, conferences, and business events.	Exhibition hall rental and exhibition operating	USD5,000	2022	11,611	9.7
3	Supplier F	A limited liability company registered in Shanghai established in 2005 primarily engaged in domestic and inbound tourism business, ticket agency, exhibition and conference etiquette services, as well as advertising design and production.	Airfare and ground handling	RMB3,000	2011	7,201	6.0
4	Supplier I	A Japanese joint-stock company established in 1980 primarily engaged in the import and export trade of goods and cross-border business support services.	Exhibition operating	JPY72,700	2024	6,932	5.8
5	Supplier J	A Vietnamese company established in 2007 primarily engaged in the organization of International exhibitions, B2B conferences and the provision of business marketing solutions in Southeast Asia.	Exhibition operating	USD200	2021	4,378	3.7
Top five suppliers						43,102	36.2
Total cost of sales						<u>119,090</u>	<u>100.0</u>

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Salient terms of contracts with suppliers

We typically engage with suppliers through a combination of framework agreements and standalone purchase orders, tailored to the nature of the services. For key suppliers, we enter into comprehensive agreements, which outline the broad terms for event hosting. These agreements are supplemented by addendums or individual purchase orders for specific services. For other suppliers, we generally engage with them through standalone purchase orders. The following is a summary of the salient terms of our arrangements with suppliers.

- **Contract period:** The contract period with supplier is generally aligned with the exhibition schedule and will not be extended beyond year-end. Under specific circumstances, we may enter into multi-year agreements with certain suppliers.
- **Payment terms:** The purchase orders set out specific payment terms depending on the type of products and/or services to be procured.
- **Scope of work:** Our suppliers are principally obligated to deliver services in a timely manner and in strict accordance with the specifications, quality standards, and requirements set forth by our company.

Our Directors confirm that we had not experienced any material fluctuations in prices set by our suppliers, material breach of contract on the part of our suppliers or material delay in delivery of our orders from our suppliers during the Track Record Period and up to the Latest Practicable Date.

OVERLAP BETWEEN MAJOR CUSTOMERS AND SUPPLIERS

During the Track Record Period, certain of our top five customers, (i) Customer A; (ii) Customer B; and (iii) CCPIT International, which purchased booths as exhibition agencies, were also our suppliers acting as channel partners for our certain exhibitions. The total amounts of commission fees we incurred for each of the respective year/period during the Track Record Period was minimal. According to the Frost & Sullivan, it is common in this industry that an exhibition agency also provides services as a channel partner.

To the best of our Directors’ knowledge and belief, Customer A, Customer B, and CCPIT International are Independent Third Parties. And our Directors confirm that (i) such overlapping customer and supplier relationships represented normal commercial arrangements in the ordinary and usual course of business; (ii) the terms of these transactions were fair and reasonable; (iii) such arrangements did not have any adverse impact on our operational independence, pricing mechanisms or business arrangements; and (iv) we are not reliant on such overlapping relationships.

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QUALITY CONTROL

We devote significant efforts to ensure the services provided by us meet our customers’ requirements and are up to industry standards and are committed to providing professional exhibition services to our customers and improving the quality of our exhibitions. We enhance exhibitor quality through pre-exhibition training programs and leverage our AI tools to improve the precision of visitor-exhibitor matchmaking. Our senior management team is primarily responsible for monitoring the overall implementation of our quality management system. Our project team is responsible for the day-to-day monitoring of quality and progress of the works undertaken by our suppliers and ensuring that our design and layout plans are properly executed and implemented. During the Track Record Period, we continued to hold the membership of the UFI.

To ensure customer satisfaction with our projects, we have implemented the following procedures: we adopt a process-driven approach to organizing exhibitions and have established a customer service center to efficiently respond to and address client needs. In addition, we implement a supplier evaluation system, to identify high-quality suppliers with stable service performance suitable for long-term collaboration. Internally, we fully advance information-based management, achieving informatization, process standardization and operational standardization in project execution.

INTERNAL CONTROL AND RISK MANAGEMENT

We are exposed to various risks in our business operations. For details, see “Risk Factors — Risks Relating to Our Business and Industry — Our risk management and internal control systems may not be adequate or effective.”. We have established and currently maintain risk management and internal control systems consisting of policies and procedures that we deem appropriate for our business operations. We are dedicated to continuously improving these systems. We have adopted and implemented comprehensive risk management policies in various aspects of our business operations. Our Internal Audit Department is responsible for supervising and reviewing our internal control system.

In preparation for the [REDACTED], we have engaged an independent third-party consultant (the “**Internal Control Consultant**”) to perform a review of selected areas of our internal controls, including our financial reporting. The Internal Control Consultant performed procedures and put forward suggestions for improvement. We have further strengthened our internal control process based upon the Internal Control Consultant’s suggestions.

To effectively manage risks associated with financial reporting, we have established a series of accounting policies covering financial report management, budget management, financial statement preparation, as well as finance department and personnel management. We have also implemented a corresponding financial reporting management system to systematically monitor financial recording and reporting processes, ensuring the effective implementation of these policies.

BUSINESS

We have set up standardized execution procedures based on which the finance department regularly reviews management accounts, ensuring that daily operations remain consistent with policy requirements. Furthermore, by conducting regular specialized training for finance personnel, we continuously enhance the team’s understanding and execution of financial management and accounting policies, ensuring that these systems are accurately applied in daily operations.

DATA PRIVACY AND SECURITY

In the course of our daily operations, we collect, store and use certain information, including: (i) data collected and processed through our exhibition solution products, including data collected from the Smart Exhibition and the Company’s websites, for example, when users register or, log in to our Smart Exhibition, we may collect users’ mobile phone numbers, email addresses, enterprise names and other information; and (ii) other personal information provided by our customers and suppliers, for example, their contact persons’ names, telephone numbers and email addresses for the purposes of maintenance of cooperative relationships.

When collecting, storing and using such information, we ensure that our personal information processing activities comply with applicable laws and regulations based on our established data privacy policies and inform the users of the rules for the processing of personal information.

To ensure that users’ personal information and data security are adequately and sufficiently protected, we have implemented the following measures:

- We have appointed responsible personnel and established a cybersecurity and data compliance management committee to ensure the orderly implementation of data security management.
- The Company’s data and R&D center is responsible for the management of data to prevent damage, tampering or leakage. Additionally, this center provides technical support for data security and implementing various data security measures, including encryption, backup, access control and security authentication. The human resources department and the heads of each business department are responsible for the overall management of data security and compliance within their respective departments, implementing the policies and guidelines published by the cybersecurity and data compliance management committee.
- We have formulated a series of internal policies and systems relating to data security such as the measures for cybersecurity and data compliance management, and the personal information protection management.

BUSINESS

- In addition, we have formulated a policy, namely the Specifications for Data Management of Partners and External Personnel, to ensure that third parties, including suppliers and other business partners meet equivalent data security and compliance standards when accessing, processing or storing the Company’s network data.

To ensure the effective implementation of data security and compliance management measures, the Company has adopted measures including but not limited to the following:

- entering into intra-group data sharing agreements to clearly define the purposes, methods and scope of data processing among affiliated companies, as well as the authorities and responsibilities of each party;
- monitoring and accurately recording the operational status of networks in a timely manner and retaining network logs for more than six months;
- reviewing and inventorying the Group’s data assets, classifying and grading data involved in internal management and business operations, and stipulating corresponding protection requirements;
- organizing data security education and training on a regular basis, recording participants and training content, and retaining training materials;
- organizing regular emergency drills for data security incidents to enhance emergency response capabilities, retaining drill records, and fostering employees’ awareness of data security prevention; and
- entering into confidentiality agreements with employees involved in data processing.

In preparation for the [REDACTED], we have engaged a legal advisor to advise on various cybersecurity and data compliance matters. Our Directors and such legal advisor are of the view that, during the Track Record Period and up to the Latest Practicable Date, we have in all material respects complied with the applicable PRC laws and regulations relating to cybersecurity, data security and personal information protection, and we have not been subject to any user claims or administrative penalties imposed by regulatory authorities arising from any leakage or misuse of personal information or any other related matters, nor have we received any claims from any third party alleging infringement of data protection rights under any applicable laws and regulations.

For details of laws and regulations relating to cybersecurity, data security and personal information protection, see “Regulatory Overview — Laws and Regulations in Relation to the Protection of Cyber Security, Data and Privacy”. For related risks, see “Risk Factors — Risks Relating to Doing Business in China and Other Markets — Privacy and data protection laws and regulations could have an implication on our reputation and customer preference”. For details of our risk management and internal control measures to ensure compliance with PRC data security and personal information protection laws and regulations, see “— Information system risk management” in this section.

BUSINESS

EMPLOYEE

As of December 31, 2022, 2023, 2024 and 30 June 2025, we had 673, 951, 983 and 948 full-time employees respectively. The following table sets forth the numbers of our employees categorized by functions and location as of June 30, 2025:

Function	As of June 30, 2025	
	<i>Number of Employees</i>	<i>% of Total</i>
Sales and marketing	630	66.4
Operation	166	17.5
Data and R&D	61	6.4
General and administration	49	5.2
Customer service	29	3.1
Finance	13	1.4
Total	948	100

Location	As of June 30, 2025	
	<i>Number of Employees</i>	<i>% of Total</i>
PRC	883	93.1
Indonesia	58	6.1
UAE	7	0.7
Total	948	100

Our success hinges on our capacity to attract, retain and motivate qualified professionals, and we regard our talent pool as one of the Company’s core competitive strengths. We implement rigorous recruitment standards and structured procedures to align with our operational requirements. We place strong emphasis on empowering employees with platforms and opportunities for self-development, and we provide regular training programs tailored to the distinct needs of teams across different departments.

We believe that we maintain good relations with our employees. During the Track Record Period and up to the Latest Practicable Date, we did not face any significant employment-related issues, nor did we experience any disruption to our operations due to labor disputes, and we did not encounter any difficulties in recruiting or retaining senior staff or key personnel.

BUSINESS

Social insurance and housing provident fund contributions

During the Track Record Period, we did not make adequate contributions to the social insurance and housing provident fund with respect to certain of our employees, as required by the relevant PRC laws and regulations, and we engage third-party human resource agencies to pay social insurance and housing provident funds for some of our employees.

As advised by our PRC Legal Advisor, according to Notice on Effectively Implementing the Spirit of the State Council Executive Meeting to Ensure Stable Collection of Social Insurance Premiums (關於貫徹落實國務院常務會議精神切實做好穩定社保費徵收工作的緊急通知) issued by MOHRSS on September 21, 2018, relevant competent government authorities shall not independently carry out centralized collection of historical overdue social insurance premiums. We have obtained credit reports from the relevant PRC authorities in respect of our social insurance and housing provident fund payment whereby we were not found to have been penalized for violations of any labor protection or housing provident fund related laws and regulations in the PRC, nor are there any arrears, need for back payment, or payment of fines.

During the Track Record Period and up to the Latest Practicable Date, (i) we had not received any notice from relevant competent government authorities regarding any claim for inadequate contributions of our employees, nor any notification from the relevant competent government authorities requiring us to pay the shortfalls; (ii) our engagement of third-party human resource agencies to handle social insurance and housing provident fund payments for our employees is requested by the employees themselves, and the number of the employees involved is small; and (iii) we were not aware of any employee complaints nor were involved in any labor disputes with our employees with respect to contributions of social insurance and housing provident funds.

As advised by our PRC Legal Advisor, based on the above, the likelihood that we are required to pay the historical arrears or are subject to any penalties imposed by the relevant PRC authorities due to our failure to make contribution to social insurance and housing provident funds in full and our engagement of third-party human resource agencies to handle social insurance and housing provident fund payments for our employees is remote.

INSURANCE

We maintain certain insurance policies as of the Latest Practicable Date. For example, we maintain insurance policies that cover vehicle insurance and social insurance for employees. Following general market practice, we do not maintain any business interruption insurance or commercial general liability insurance, which are not mandatory under PRC laws. We consider that the coverage from these insurance policies to be adequate for our operations and in line with the industry norm. During the Track Record Period, we had not made, or been the subject of, any material insurance claims.

BUSINESS

ENVIRONMENTAL, SOCIAL AND GOVERNANCE MATTERS

Overview

We are firmly dedicated to advancing corporate social responsibility and sustainable development, integrating these core principles into every key aspect of our business operations. In line with this commitment, our Board has formulated a comprehensive Environmental, Social and Governance Policy (the “**ESG Policy**”), which adheres to the standards specified in Appendix C2 of the Listing Rules. This policy elaborates on a structured ESG governance framework covering, but not limited to, the following key areas: (i) robust risk governance mechanisms for ESG matters, with specific focus on climate-related risks and opportunities; (ii) standardized procedures for formulating ESG strategies; (iii) systematic ESG risk management and ongoing monitoring protocols; and (iv) identification of core ESG Key Performance Indicators (the “**KPIs**”); and (v) clear measurement methodologies and targeted mitigation measures for ESG-related challenges.

Our ESG Policy further clarifies the respective responsibilities and authority of different stakeholders in ESG management. Our Board assumes overall oversight responsibility, encompassing the identification and assessment of environmental, social, and climate-related risks and opportunities that may impact the company, the establishment and approval of our ESG Policy and performance targets, as well as the annual review of our ESG performance against these targets. Where significant deviations from the set targets are identified, the Board will revise our ESG strategies as appropriate.

To support the effective implementation of ESG initiatives, the Board has established an ESG Working Group consisting of six members, including management personnel from relevant ESG-focused departments. The Working Group plays a pivotal supportive role to the Board by undertaking the following key functions: executing the approved ESG Policy, targets, and strategies; conducting materiality assessments of environmental, climate-related, and social risks, while evaluating the company’s business adaptation measures in response to climate change; collecting ESG-related data from various departments for the preparation of annual ESG reports; and continuously monitoring the implementation of measures designed to address the Group’s ESG-related risks. The ESG Working Group is required to submit an annual report to the Board, detailing the company’s ESG performance and the effectiveness of its ESG management systems.

Governance

Our Board regards the oversight and integration of ESG risks and opportunities as fundamental to the execution of the Company’s strategy and the delivery of long-term, sustainable value. To support this, the Board receives dedicated updates on ESG matters, including sustainability and climate-related issues, through its annual strategy and risk reviews, as well as through regular reporting and discussions throughout the year.

BUSINESS

At the management level, the ESG Working Group leads the integration of climate and broader ESG considerations into the Company’s strategic planning and operations. It coordinates cross-functional initiatives and reports progress on key ESG objectives directly to the Board, ensuring alignment between ESG performance and the Company’s strategic priorities.

Strategy and climate-related risks and opportunities

We integrate climate-related risks and opportunities into our broader corporate strategy to support long-term, resilient operations and enhance strategic decision-making. We acknowledge that environmental regulations are growing increasingly stringent, presenting material operational and financial risks if not proactively managed. Tighter controls on emissions, restrictions on water usage, and stricter waste management requirements may affect our ability to operate efficiently and cost-effectively. Non-compliance with these evolving standards could lead to regulatory penalties, legal exposure, and reputational harm.

We have established a comprehensive risk management framework that identifies, assesses, and monitors key ESG-related risks, including those arising from climate change and other disruptive forces, across our operations. This includes conducting enterprise-wide risk assessments at least annually, with oversight provided by our Board and Audit Committee to ensure the effectiveness and integrity of our risk management approach.

Based on these risk assessments, we have implemented the following key mitigating measures:

- Emissions reduction initiatives: We have implemented green office measures to reduce air pollutant and greenhouse gas emissions. This includes promoting digital workflows and minimizing physical printing through enforcing internal controls.
- Resource conservation programs: We have rolled out resource conservation initiatives such as centralized procurement and usage controls for office supplies including strict paper-saving measures (e.g., scrap-paper reuse, double-sided printing, and financial penalties for waste), and standardized replacement cycles for durable items (e.g., calculators, scissors) to avoid premature disposal.
- Supplier engagement: We are actively engaging our suppliers to better understand and manage environmental impacts across our value chain. This includes collaborating on initiatives to reduce emissions, waste and resource use in raw material sourcing and logistics.
- Climate risk analysis: We incorporate climate-related physical and transition risks, such as extreme weather events and changes in regulations, into our regular risk assessment processes. If deemed material, we integrate these climate-related risks and opportunities into our strategic and financial planning.

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Risk Type		Potential Financial Impact	Short (0–1 year)	Medium (1–5 years)	Long (5–20 years)	Mitigation Strategy
Transition Risks	Policy and Legal	Increased compliance costs related to stricter environmental protection requirements	Medium risk	Medium risk	Medium risk	Our management keeps monitoring regulatory trends to ensure that the Group’s daily operations comply with the latest legal requirements to avoid unnecessary increases in costs and expenses due to violations of climate-related environmental policies.
	Market	Reduced demand for services due to shift in consumer preferences	Low risk	Medium risk	Medium risk	Our management keeps monitor the sales trend and market development to meet changing market demand.
Physical Risks	Acute	Event cancellation or postponement due to sudden extreme weather events (e.g., typhoons, heavy rain, flash floods)	High risk	Medium risk	Medium risk	We incorporate flexible contingency measures, such as rescheduling options in agreements, pre-identified alternative timeframes etc. to safeguard continuity, revenue, and stakeholder engagement amidst unforeseen disruptions.
		Physical damage to exhibition infrastructure, equipment, or inventory from storms or flooding	Medium risk	Medium risk	Medium risk	We implement asset management practices focused on resilience. This includes using durable materials that can withstand various conditions, as well as maintaining comprehensive insurance coverage to address physical damage and operational disruptions caused by unexpected events.

BUSINESS

Risk Type		Potential Financial Impact	Short (0–1 year)	Medium (1–5 years)	Long (5–20 years)	Mitigation Strategy
	Chronic	Increased operational costs related to persistently rising temperatures	Low risk	Medium risk	Medium risk	We take energy-saving measures to reduce electricity consumption and eliminate unnecessary usage.
		Shifting demand patterns driven by changing seasonal norms	Low risk	Medium risk	Medium risk	We proactively adjust our service schedules and offerings. This includes collaborating with clients to develop event solutions that support sustainability goals, as well as using data analytics to predict changes in demand and modify pricing as needed.
Opportunity Type		Potential Financial Impact	Short (0–1 year)	Medium (1–5 years)	Long (5–20 years)	Realization Strategy
Products and Services		Increased revenue from rising demand for climate-tech and green innovation showcases	Medium	Medium	Low	We are exploring the development of bundled offerings that include core services and sustainability-related support, such as relevant labeling, sustainability. These could help clients strengthen their value proposition while enabling us to charge premium service fees, if implemented.
Market		Expanding our customer base as more Chinese green tech firms seek overseas demonstration platforms	Medium	Medium	Low	We are exploring pop-up exhibition services for Chinese cleantech SMEs, which could generate success-fee revenue and help build a pipeline for larger-scale exhibition partnerships.

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Our Board, Audit Committee, and ESG Working Group provide ongoing oversight of our risk management framework. This includes annually reviewing the effectiveness of our mitigation measures and our performance related to environmental, social, and climate matters. We are committed to updating our ESG strategies as needed to address emerging risks and opportunities.

Our ESG Working Group will continue to explore opportunities to reduce pollutant emissions, energy use, and water consumption. This will involve collaborating with our venue partners, suppliers, and internal teams by sourcing sustainable materials (e.g., reusable exhibition booths, eco-friendly signage), improving the energy and water efficiency of event operations, and streamlining event planning and execution processes. The ESG Working Group will regularly report on the effectiveness of these measures and progress toward related targets to the Board.

Metrics and targets

Our Board establishes targets for each material KPI at the start of every financial year. These targets are set in compliance with the disclosure requirements of Appendix C2 to the Listing Rules and other applicable post-[REDACTED] regulations. We conduct an annual review of the material KPI targets to ensure they remain aligned with our business needs. In defining these targets, we have carefully considered historical performance levels for each KPI, as well as our future business expansion plans to approach these considerations thoroughly and prudently. Our aim is to balance business growth with environmental protection, driving long-term sustainable development.

Environmental

Greenhouse gas emissions

We regularly monitor the level of greenhouse gas (“GHG”) emissions. Our greenhouse gas emissions are mainly contributed by the usage of fuel for logistics of caravans, and electricity used in our production and office sites. During the Track Record Period, our greenhouse gas emissions are listed below:

		2022	2023	2024	2025
	Unit	January– December	January– December	January– December	January– June
Scope 1	tons of CO ₂ -e	—	2.38	2.38	1.20
Scope 2	tons of CO ₂ -e	229.94	231.47	288.88	145.77
Scope 3	tons of CO ₂ -e	No information	No information	58.41	18.41
Total	tons of CO₂-e	229.94	233.85	349.67	165.38
Total Intensity	tons of CO ₂ -e/ no. of PRC staff	0.39	0.29	0.43	0.19

BUSINESS

Our Scope 3 emissions are primarily attributable to employees’ business travel. During the 2022 and 2023 financial years, we were in the process of developing enhanced data collection processes to gather the required information. In the 2024 and 2025 financial years, we successfully finalized these processes and are now able to conduct comprehensive Scope 3 emission calculations.

With 2024 as the base year, we plan to reduce the greenhouse gas emissions per number of PRC staff by 3% in the future three years and 5% in the future five years. Based on the principle of “improving efficiency, reducing consumption, saving energy, and cutting pollution” in daily operations, we have implemented the following measures:

- Encourage employees to choose public transportation for commuting
- Require employees to enable energy-saving modes for computers, monitors, and printers when not in use and turn off all non-essential equipment after work; and
- Optimize office energy consumption control by setting air conditioning temperatures to 26 °C in summer and 20 °C in winter.

Environment and natural resources

Use of resources

We consume energy and water to support our office facilities. We monitor and assess our energy and water usage through two core metrics: annual electricity consumption and annual water consumption. Committed to advancing resource conservation and environmental sustainability, we will continue to intensify our efforts to reduce our electricity and water usage in the years ahead. The energy and water consumption during the Track Record Period are as follows:

		2022	2023	2024	2025
	Unit	January– December	January– December	January– December	January– June
Electricity Consumption	MWh	403.20	403.20	499.20	249.60
Electricity Consumption Intensity	MWh/no. of PRC staff	0.69	0.50	0.61	0.28
Water	m ³	1,056.00	1,056.00	1,104.00	552.00
Water Intensity	m ³ /no. of PRC staff	1.80	1.31	1.35	0.63

We intend to continually reduce the level of our water and energy consumption. We target to gradually reduce the consumptions of production utilities per revenue in the future 3–5 years of 10% compared to the usage in 2024. We have implemented the following measures:

- Incorporate energy efficiency standards into asset procurement;

BUSINESS

- Require employees to enable energy-saving modes for computers, monitors, and printers when not in use and turn off all non-essential equipment after work; and
- Optimize office energy consumption control by setting air conditioning temperatures to 26 °C in summer and 20 °C in winter.

Waste management

Due to our business nature, we did not generate hazardous waste. Non-hazardous waste consists primarily of paper used in office operations. The amounts of non-hazardous waste discharged during the Track Record Period are as follows:

		2022	2023	2024	2025
		January– December	January– December	January– December	January– June
Non-hazardous waste	tons	5.27	5.27	5.27	2.50
Non-hazardous waste intensity	tons/no. of PRC staff	0.01	0.01	0.01	0.00

We intend to continually reduce the intensity of our waste discharge per number of PRC staff in the future 3–5 years of 10% compared to the usage in 2024 by implementing the following measures:

- Implement a “make the best use of existing assets” principle in asset procurement, prioritizing the reuse of existing resources before new purchases;
- Adopt centralized procurement for assets to avoid redundant purchases; and
- Promote paper-saving practices, such as double-sided printing and reuse of waste paper for internal documents.

Business activities aligned with climate-related opportunities and risks

We have integrated climate-related risks and opportunities into our corporate strategies so that strategic decisions can be strengthened to address these challenges. In the asset procurement process, we implement a “make the best use of existing assets” principle in asset procurement, prioritizing the reuse of existing resources before new purchases. We also adopt centralized procurement for assets to avoid redundant purchases. Departments or individuals are prohibited from independent procurement (non-compliant purchases will not be reimbursed). For overseas procurement, standardize contract terms to clarify delivery quantities, quality standards, and acceptance criteria, ensuring purchased resources meet actual requirements and avoid non-compliant or unnecessary items. Moreover, we manage suppliers systematically (establishing supplier files and tracking cooperation history) to select reliable partners and improve procurement efficiency, reducing resource waste from failed or delayed deliveries.

BUSINESS

Our management is confident that the company will benefit from climate-related opportunities in terms of revenue by expanding into emerging markets and offering customized services. Emerging markets such as Southeast Asia and the Middle East along the Belt and Road are accelerating the development of the MICE industry, with a strong demand for green and low-carbon exhibition solutions, including modular reusable booth structures, energy-efficient on-site technologies and end-to-end carbon-neutral event planning. Revenue generated from these emerging markets is therefore aligned with climate-related opportunities, as we cater to the growing preference for sustainable MICE services. However, since the financial impacts of climate-related opportunities cannot be separately identified from overall business performance, we are unable to quantify the specific financial effects resulting from such opportunities.

In terms of climate-related risks, our utility expenses are vulnerable to climate-related transition risks. Rising temperatures may lead to greater demand for air conditioning and consequently higher electricity costs. We estimate that approximately RMB1.0 million of the electricity expenses we incurred in 2024 are exposed to climate-related transition risks. Our assets are not materially subject to physical risks, as our offices are located indoors. Nonetheless, we recognize the need to strengthen our safeguards against future extreme climate risks and emergencies. We have established an emergency response leading group to address potential extreme weather events in the future.

Our business also faces two key climate-related physical risks. First, sudden extreme weather events such as typhoons, heavy rains and flash floods may force the cancellation or postponement of exhibitions under its management. Such disruptions can lead to additional costs for rescheduling venues, re-coordinating exhibitors and refunding service fees, while also damaging the company’s reputation for reliable event delivery. Second, storms and flooding pose a risk of physical damage to exhibition infrastructure, on-site equipment and stored inventory including booth materials, display props and electronic devices. This not only increases direct repair or replacement costs but also may cause delays in project execution, further impacting client satisfaction and operational efficiency.

Social

Staff development and training

Our success hinges on our capacity to attract, retain and motivate qualified professionals, and we regard our talent pool as one of the Company’s core competitive strengths. We implement rigorous recruitment standards and structured procedures to align with our operational requirements. We place strong emphasis on empowering employees with platforms and opportunities for self-development, and we provide regular training programs tailored to the distinct needs of teams across different departments.

Employees benefit

We maintain sound working relationships with our employees, and throughout the Track Record Period, we have not experienced any material labor disputes or notable challenges in recruiting personnel to support our business operations.

BUSINESS

Health and safety working environment

We have adopted and maintained a series of rules, procedures and measures to safeguard employees’ health and safety, covering workplace safety, health protection, behavioral norms and emergency response. These include enforcing hygiene standards, safety protocols (e.g. fixed fire-fighting equipment, unobstructed evacuation routes, banned dangerous materials/private power connections, mandatory post-work power-off), health safeguards (e.g. pre-employment and medical checks), behavioral prohibitions (e.g. violence, theft, non-designated smoking), access control (e.g. visitor management and resigned employee permission revocation), and emergency preparedness (e.g. emergency response group and hazard reporting).

During our Track Record Period, there is no work-related fatality and material work related injury.

Anti-corruption

We have established a comprehensive anti-corruption and ethical governance framework aligned with our staff handbook, defining clear behavioral standards for employees on business ethics, anti-corruption, anti-bribery, conflict of interest, and data confidentiality. We prohibit practices such as bribery, embezzlement, acceptance of undisclosed valuable gifts valued at RMB3,000 or above, unauthorized conflicts of interest with competitors or partners, and unauthorized disclosure of commercial secrets, with severe penalties for violations including termination of employment. We have also set up dedicated whistle-blowing channels for employees and external stakeholders, strictly protecting whistle-blower identities and report confidentiality, conducting thorough internal investigations into reported malpractice or misconduct, and taking targeted remedial actions such as disciplinary penalties and financial claims as needed.

Supply chain management

We embrace close collaboration with diverse suppliers, as they contribute additional value to our business. We have established a comprehensive procurement management policy and implementation rules to uphold open, fair, and effective competition, alongside stringent supplier selection procedures focused on business integrity and product/service reliability. Our supplier management includes detailed file-keeping and multiple procurement methods (tendering, competitive negotiation, inquiry, etc.). For inquiry-based procurement, we require comparisons among no fewer than three suppliers, with reviews by department heads, the finance department (for budget and payment terms), and the president’s office (for large-value purchases) to ensure rigor, supported by dedicated systems with integrated approval processes.

BUSINESS

To manage supply chain risks, we integrate clear requirements into procurement documents and contracts by covering cooperative content, pricing, deliverables, acceptance standards, and strict payment terms. Contracts signed in English/local languages must be accompanied by a Chinese version for compliance. We conduct regular supplier performance assessments (based on delivery, quality, price, etc.) and implement standardized acceptance processes for key contracts, with project managers verifying deliverables via on-site confirmation. Suppliers with non-conformities must be rectified promptly. Those failing to meet standards or violating regulations are removed from the approved list, with ongoing oversight by finance and compliance departments.

INTELLECTUAL PROPERTY

We rely on patents, copyrights, trademarks and domain name registrations to establish and protect our intellectual property rights. As of the Latest Practicable Date, we have registered 9 patents, 72 software copyrights, 196 trademarks and 57 domain names in the PRC, one trademark in the UAE, and have seven patents pending registration in the PRC. For details, see “Statutory and General Information — Further Information About Our Business — Our intellectual property rights”.

During the Track Record Period and up to the Latest Practicable Date, we were not involved in any material claims or disputes relating to infringement of intellectual property rights. The Directors are not aware of any third party using our intellectual property rights and believe that our business has not faced any significant potential impact due to infringement of intellectual property rights.

RESEARCH AND DEVELOPMENT

As an exhibition service provider with a tailored online-and-offline digital intelligent solution, our R&D activities primarily focus on technological innovation and the development of our Smart Exhibition that enhances the precise matchmaking and efficient communication between our exhibitors and visitors during the exhibition. As of June 30, 2025, our data and R&D team consisted of 61 employees including personnel with qualifications of Information System Project Manager and Digital Solutions Designer who possess extensive experience and in-depth understanding of the integration of digital technology in the exhibition industry. We have launched five functional sectors in our Smart Exhibition to cater to evolving needs of our customers. During the Track Record Period, we incurred R&D expenses of RMB15.5 million, RMB17.7 million, RMB16.4 million and RMB9.7 million, representing 4.5%, 2.1%, 2.2% and 4.0% of our revenue for the same year/period, respectively.

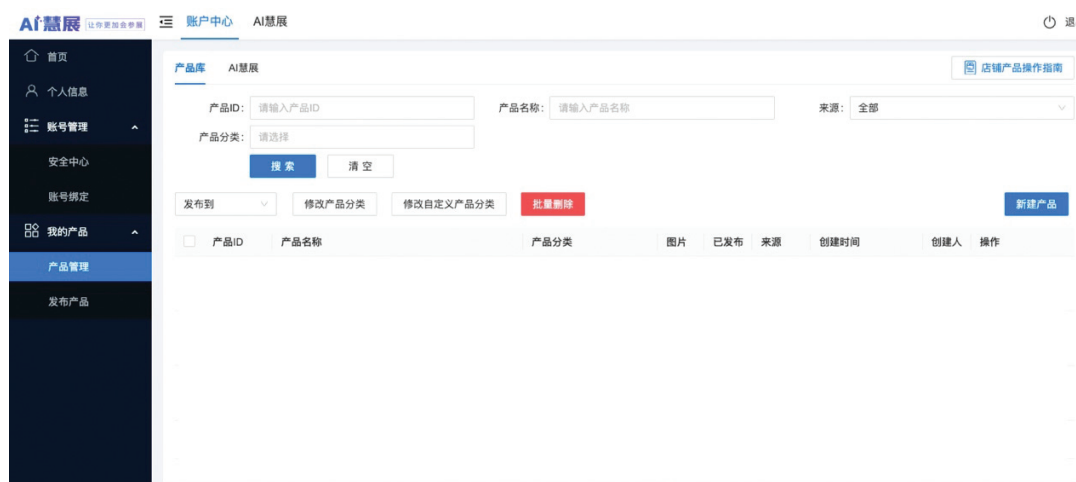
BUSINESS

Our Smart Exhibition

We are committed to the application of digital intelligence technology to strengthen our competitiveness, improve our service quality and enhance our exhibition operational efficiency. Our Smart Exhibition, is a suite of cloud-based software services that enable exhibitors to handle interaction with visitors and their customers and is extensively used in our self-organized exhibitions. Exhibitors and visitors of the exhibition can access our Smart Exhibition through multiple digital channels, including website and mobile. Each exhibitor and visitor can register their information and activate an account on our platform to access real-time exhibition information and engage in online communication with potential partners. Leveraging our Smart Exhibition, we can achieve precise matching and efficient interaction between exhibitors and buyers.

The major function of the Smart Exhibition comprises: (i) online and offline integrated exhibition function; (ii) pre-exhibition searching and inviting function; (iii) buyer and exhibitor identification; (iv) communication and translation facilitation; and (v) post-exhibition support.

Online and offline integrated exhibition function



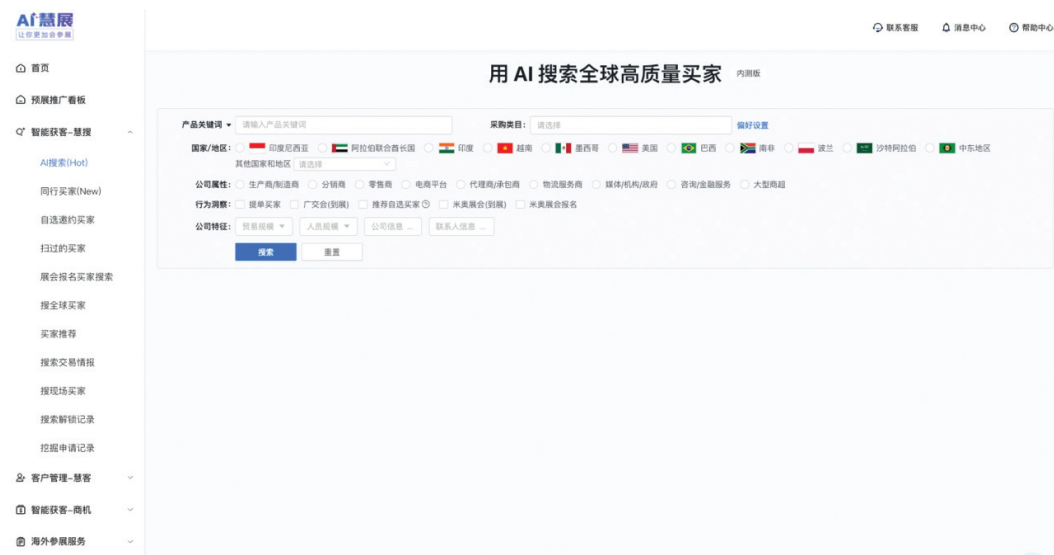
(Smart Exhibition content displayed on website platform)

Our Smart Exhibition enhances offline exhibitions by providing online pre-exhibition promotion and engagement. The exhibitor can set up its booth on the Smart Exhibition one to two months before the offline exhibition by uploading related videos to introduce its brand and products. By facilitating pre-exhibition interactions with visitors, our Smart Exhibition significantly improves exhibition efficiency.

The visitors can have an extended period to learn about the exhibitors by using our online exhibition function. This function can further enhance the transaction success rate for visitors attending offline exhibitions by providing sufficient time in advance to understand exhibitor information and products.

BUSINESS

Pre-exhibition searching and inviting



(Smart Exhibition content displayed on website platform)

We collect registration information from buyers/visitors and exhibitors, input their background information, product information or purchasing requirements into our system and further categorize them. By searching keywords of the company or product name, the exhibitor can find its potential targeted buyer, invite buyer for offline meetings and attend our exhibition. Exhibitors can also use our platform to track attendance of targeted buyers at the exhibition and follow up on the purchasing needs of them. Upon the buyer finishing registration for the exhibition, the related information will be integrated into the profile of the buyers.

Our Smart Exhibition shifts the role of exhibitors from a traditionally passive role which can only wait for the purchase requirement from the visitors invited by the organizer in an exhibition, into a proactive role which can identify and select targeted buyers by using the buyer database and intelligent matching function in our Smart Exhibition during or even before the exhibition. Leveraging our Smart Exhibition, we can ensure a relatively high matchmaking rate for the exhibitors during and before the exhibition.

BUSINESS

Visitor and exhibitor identification



(Smart Exhibition content displayed on mobile App)

Upon the visitors’ registration offline, our system will record the information and numbers of the visitors on a real-time basis and exhibitors can receive notifications of their targeted buyers by receiving notifications at the same time from the Smart Exhibition. By scanning the QR code, exhibitors and visitors can access each other’s relevant information, including business scale, operational status and procurement capacity. These information can be automatically stored in their respective database and compiled into a buyer/exhibitor profile which facilitates the subsequent business development and follow-up.

Both visitor and exhibitor can easily identify their targeted business partners by fully understanding their corresponding background information through this function. By easily identifying and tracking their potential transaction targets, exhibitors and visitors can quickly recognize each other at the exhibition, which will further enhance both the transaction volume and success rate of our exhibition.

BUSINESS

Communication and translation facilitation



(Smart Exhibition content displayed on mobile App)

Our platform can also facilitate the on-site communication between visitors and exhibitors by locating the targeted booth number and navigating the location of the booth. Leveraging our navigation function in our Smart Exhibition, visitors can save time and physical effort during the exhibition, improve exhibition touring efficiency and thereby enhance the overall experience. During the exhibition, our Smart Exhibition integrates with AI glasses to provide registered users with real-time multilingual translation, along with speech-to-text meeting transcription and instant meeting minutes, allowing both visitors and exhibitors to review the meeting by searching keywords. Our Smart Exhibition also provides a conversation summarization function that extracts and summarizes key discussion points in real time and displays summaries on website platform and mobile App, to assist exhibitors and visitors in understanding the main content of the conversations.

Such function supports communication between exhibitors and visitors with different language backgrounds during exhibitions, which substantially reduces the time spent on communication and resolves the difficulty of recording communication during the exhibition.

BUSINESS

Post-exhibition support



(Smart Exhibition content displayed on website platform)

After the exhibition, we provide comprehensive customer follow-up services, enabling visitors to stay informed about sales developments and operational updates of exhibitors. We offer multi-channel follow-up and communication solutions, allowing visitors to connect with exhibitors via email, phone, and other online platforms post-event. After the completion of the exhibition, the Smart Exhibition will automatically generate reports for exhibitor and us combining all the key factors including the transaction intent, visitor information by category and exhibitor performance.

Leveraging such function of our Smart Exhibition, the exhibitor can review all the previously contacted visitor information and continue following up with the visitors unable to meet during the exhibition, which can fully develop client resources of the exhibitors during the exhibition. As organizer of the exhibition, we can conduct a comprehensive review of our exhibition through the report generated by our Smart Exhibition, which can effectively improve our exhibition operation and precisely identify customer needs and provide high-quality services.

PROPERTIES

We own and lease properties in the PRC. As of June 30, 2025, we had no single property with a carrying amount of 15% or more of our total assets, and on this basis, we are not required by Rule 5.01A of the Listing Rules to include any valuation report in this document. Pursuant to section 6(2) of the Companies (Companies Exempted from Compliance and Companies Offering Prospectuses) Notice, this document is exempted from compliance with section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance and is not required to include a valuation report on any interest in land or buildings prepared in accordance with paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance.

BUSINESS

Owned properties

As of the Latest Practicable Date, we owned five properties in the Chinese Mainland with an aggregate gross floor area of approximately 1,033.3 square meters. The approved use of these properties is composite/office, and we have obtained the full Real Property Ownership Certificates. As of the Latest Practicable Date, the above-mentioned properties and the corresponding land use rights were legally owned by us free from any encumbrances such as mortgage, pledge or seizure.

Leased properties

As of the Latest Practicable Date, we have leased a total of 12 properties in the Chinese Mainland, each exceeding 300 square meters in area. These properties are primarily for office use, with the remainder for residential and commercial purposes. As of the Latest Practicable Date, the lessors of four of our leased properties in the Chinese Mainland failed to provide us with the sufficient or valid ownership certificates or any form of permission to sublet from the owners, despite the proactive requests we previously made. Based on the advice of our PRC Legal Advisor, if the lessors of the leased properties do not have the requisite rights to lease the relevant properties, we would not be subject to any administrative penalties with respect to these properties, but our leases may be affected, and, as a result, we may be required to vacate the relevant properties and relocate our office or business. Nevertheless, considering that these leased properties are primarily used as office space with abundant available alternatives in the market, our Directors are of the view that if our lease agreements are deemed invalid, or if we need to vacate these leased properties, we could timely relocate to alternative premises at relatively low relocation costs and enter into lease agreements on comparable commercial terms, which would not have any material adverse impact on our business operations.

As of the Latest Practicable Date, we have not completed the registration and filing procedures for 10 of these lease agreements with the relevant PRC authorities in accordance with applicable PRC laws and regulations. As advised by our PRC Legal Advisers, the absence of registrations will not affect the validity of the lease agreements, and therefore would not result in us being required to vacate the leased properties nor materially and adversely affect our operations. However, the relevant PRC authorities may impose a fine ranging from RMB1,000 to RMB10,000 for each unregistered lease, which will not have any material and adverse impact on our business operations. As of the Latest Practicable Date, we had not received any notice from any regulatory authority with respect to potential administrative penalties or enforcement actions as a result of our failure to file the lease agreements as aforementioned, and we will register relevant lease agreements as soon as the requisite documents become available to us.

BUSINESS

To prevent the recurrence of similar non-compliance in the future, we have established internal guidelines and enhanced our internal control procedures. These improvements include proactively verifying lease registration requirements with the relevant authorities before entering into lease agreements, and conducting due diligence on the validity of property ownership certificates and other relevant documentation. Additionally, we have incorporated explicit clauses regarding lessors’ responsibilities of lease registration into our standard contract templates to ensure that registration procedures can be completed in a timely manner following contract execution.

Properties under Construction

As of the Latest Practicable Date, we had no properties under construction.

LICENSES, PERMITS AND CERTIFICATES

During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC’s Legal Advisers, we have obtained all licenses, approvals, permits and certificates that are material and necessary for our business operations in the PRC, and such licenses, permits, approvals and certificates are valid and subsisting. The directors confirm that there are no significant legal obstacles to renewing the business licenses for our Chinese subsidiaries.

The following table sets forth certain licenses and permits currently held by us, which are material to our business, taken as a whole. In addition, during the record period, all our exhibition projects overseas obtained approval documents from the China Council for the Promotion of International Trade (中國國際貿易促進委員會), all our exhibition projects in China received approval from the competent authorities.

License/Permit	Holder	Issue Authority	Certificate Number	Effective Period/ Filing Date
Value-added Telecommunications Business Operating License (增值電信業務 經營許可證)	Our Company	Zhejiang Communications Administration (浙江省通信管理局)	Zhe B2-20171537 (浙B2-20171537)	December 1, 2022– November 30, 2027
Foreign Trade Operator (對外貿易經營者)	Our Company	Hangzhou, Zhejiang Foreign Trade Operator Registration and Filing Authority (浙江杭州對外貿易 經營者備案登記 機構)	02319694	January 20, 2017 — Indefinite
Importer and Exporter of Goods (進出口貨物收 發貨人)	Our Company	Xiasha Office of Qianjiang Customs District, PRC (中 華人民共和國錢江 海關駐下沙辦事處)	3301260201	Indefinite

BUSINESS

License/Permit	Holder	Issue Authority	Certificate Number	Effective Period/ Filing Date
Importer and Exporter of Goods (進出口貨物收發貨人)	Meorient (Zhejiang) Network Technology Co., Ltd. (米奧蘭特(浙江)網路科技有限公司)	Xiasha Office of Qianjiang Customs District, PRC (中華人民共和國錢江海關駐下沙辦事處)	33012608VE	Indefinite

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material non-compliance incidents that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations. Based on the foregoing, our PRC Legal Advisers are of the view that the Group had complied with all relevant laws and regulations in all material respects, including environmental, health and safety laws and regulations as well as green emission standards under national policy mandates, in the PRC during the Track Record Period and up to the Latest Practicable Date.

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any pending or threatened legal, arbitral or administrative proceedings against us or our Directors that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

AWARDS AND RECOGNITIONS

During the Track Record Period, we received awards and recognitions for the quality and popularity of our services. The following table sets out major awards and recognitions we received during the Track Record Period and up to the Latest Practicable Date:

Year	Award/Recognition	Issuing authority/organization
2025	Leading Enterprises in China’s Exhibition Industry in 2024–2025 (2024–2025年度中國會展行業領軍企業)	Organizing Committee of the China International Convention and Exhibition Industry Innovation and Development Conference, and First Convention & Exhibition Magazine (中國國際會展業創新發展大會組委會、《第一會展》雜誌)

BUSINESS

Year	Award/Recognition	Issuing authority/organization
2024	Specialized, Refined, Distinctive, and Innovative Small and Medium-sized Enterprise in Zhejiang Province (浙江省專精特新中小企業)	Zhejiang Provincial Department of Economy and Information Technology (浙江省經濟和信息化廳)
2023	Innovative Small and Medium-sized Enterprise in Zhejiang (浙江省創新型中小企業)	Zhejiang Provincial Department of Economy and Information Technology (浙江省經濟和信息化廳)
2022	High and New Technology Enterprise Certificate (高新技術企業證書)	Zhejiang Provincial Department of Science and Technology (浙江省科學技術廳), Zhejiang Provincial Department of Finance (浙江省財政廳), State Taxation Administration Zhejiang Provincial Tax Service (國家稅務總局浙江省稅務局)
2022	National Science and Technology-based Small and Medium-sized Enterprises (國家科技型中小企業)	Zhejiang Provincial Department of Economy and Information Technology (浙江省經濟和信息化廳)
2021	Technology-based Small and Medium-sized Enterprises in Zhejiang Province (浙江省科技型中小企業)	Zhejiang Provincial Department of Science and Technology (浙江省科學技術廳)
2021	Software Enterprise in Zhejiang Province (浙江省軟件企業)	Zhejiang Software Industry Association (浙江省軟件行業協會)

DIRECTORS AND SENIOR MANAGEMENT

OVERVIEW

The Board of our Company consists of seven Directors, including three executive Directors, one non-executive Director and three independent non-executive Directors, which are responsible and have the general authority for the management and operation of our Company. Our Directors serve a term of three years and may be re-elected for successive reappointments. The independent non-executive Directors shall not hold office for more than six consecutive years pursuant to the relevant PRC laws and regulations.

The senior management of our Company consists of seven members and are responsible for the day-to-day management and operation of our Company.

DIRECTORS

The following table sets forth the key information about our Directors:

Name	Age	Position(s)	Roles and responsibilities	Date of joining our Group	Date of appointment as a Director	Relationships with other Directors and senior management
<i>Executive Directors</i>						
Mr. Pan	55	Executive Director and chairman of the Board	Responsible for leading the Board and overseeing the overall strategic direction and corporate governance of our Group	June 2010	June 2010	None
Mr. Fang	48	Executive Director and general manager	Responsible for the overall operation, management and strategic planning of our Group	June 2010	June 2010	None
Mr. Yao Zongxian (姚宗憲)	53	Executive Director, secretary of the Board, chief financial officer and company secretary	Responsible for ensuring effective corporate governance and regulatory compliance, and overseeing our Group's financial management and internal control	June 2010	June 2010	None

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position(s)	Roles and responsibilities	Date of joining our Group	Date of appointment as a Director	Relationships with other Directors and senior management
<i>Non-executive Director</i>						
Ms. Huang Ying (黃穎)	47	Non-executive Director	Responsible for providing advice to the Board and facilitating communication between shareholders and management	June 2022	June 2022	None
<i>Independent non-executive Directors</i>						
Ms. Liu Songping (劉松萍)	62	Independent non-executive Director	Responsible for supervising and providing independent opinions and judgments to the Board	June 2022	June 2022	None
Mr. Jiang Huai (姜淮)	58	Independent non-executive Director	Responsible for supervising and providing independent opinions and judgments to the Board	July 2025	July 2025	None
Mr. Lin Zhenpin (林振聘)	62	Independent non-executive Director	Responsible for supervising and providing independent opinions and judgments to the Board	December 2025	December 2025	None

Executive Directors

Mr. Pan, aged 55, an executive Director and the chairman of the Board of our Company, has been serving as the chairman of the Board since June 2010. Mr. Pan is primarily responsible for leading the Board and overseeing the overall strategic direction and corporate governance of our Group. He concurrently holds the positions of director, chairman, general manager and/or legal representative of certain of our subsidiaries.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Pan has over 20 years of experience in the exhibition industry. Mr. Pan has also been serving as (i) an executive director of Weiji (Shanghai) Enterprise Management Co., Ltd. (為急(上海)企業管理有限公司) since October 2023; (ii) a director of Shanghai Aimic Medical Electronics Co., Ltd. (聚交芯創醫療電子(上海)有限公司) since October 2024; and (iii) a director of Weiji (Hainan) Investment Co., Ltd. (為急(海南)投資有限公司) since September 2025. Prior to Shanghai International becoming our subsidiary in December 2011, Mr. Pan worked at Shanghai International since 2002 and has been serving as the executive director since 2005 and chairman of the board at Shanghai International since 2011.

Mr. Pan obtained (i) a bachelor’s degree in business administration from Beijing College of Finance and Commerce (北京財經貿易學院) in the PRC in 1996; and (ii) a master’s degree in business administration from Fudan University (復旦大學) in the PRC in January 2016.

Mr. Fang, aged 48, an executive Director and general manager of our Company, has been serving as an executive Director and general manager of our Company since June 2010 and served as the chief financial officer of our Company from June 2022 to August 2022. Mr. Fang is primarily responsible for the overall operation, management and strategic planning of our Group. He concurrently holds the positions of director and/or general manager of certain of our subsidiaries.

Mr. Fang has over 20 years of experience in the exhibition industry. Prior to Shanghai International becoming our subsidiary in December 2011, Mr. Fang served as the manager of Shanghai International from January 2005 to February 2010 and subsequently served as the general manager and a director of Shanghai International from March 2010 to July 2024.

Mr. Fang obtained a bachelor’s degree in mechanical design and manufacturing from Zhejiang Institute of Engineering (浙江工程學院) in the PRC in July 1999 and studied in EMBA courses in Antai College of Economics & Management of Shanghai Jiao Tong University (上海交通大學) in the PRC.

Mr. Yao Zongxian (姚宗憲), aged 53, an executive Director, the secretary of the Board, the chief financial officer and one of the joint secretaries of the Company. Mr. Yao Zongxian is primarily responsible for ensuring effective corporate governance and regulatory compliance, and overseeing our Group’s financial management and internal control. He concurrently holds the positions of director, supervisor and/or legal representatives of certain of our subsidiaries.

Mr. Yao Zongxian has over 20 years of experience in the exhibition and convention industry. Prior to Shanghai International becoming our subsidiary in December 2011, Mr. Yao Zongxian served as a deputy general manager of Shanghai International from January 2002 to June 2010.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Yao Zongxian obtained (i) a bachelor’s degree in management engineering from Xi’an University of Electronic Science and Technology (西安電子科技大學) in the PRC in July 1997; and (ii) a master’s degree in executive business administration from Shanghai Jiao Tong University (上海交通大學) in the PRC in December 2013. He obtained the Board Secretary Qualification Certificate (董事會秘書資格證書) issued by the issued by Shenzhen Stock Exchange in September 2020.

Non-executive Director

Ms. Huang Ying (黃穎), aged 47, a non-executive Director of our Group, has been serving as a director of our Company since June 2022. Ms. Huang Ying is primarily responsible for providing advice to the Board and facilitating communication between shareholders and management.

Ms. Huang Ying served as a general manager of Shanghai Bonashi Asset Management Co., Ltd. (上海博納世資產管理有限公司) since October 2012.

Ms. Huang Ying obtained a bachelor’s degree in educational technology from Shanghai Normal University (上海師範大學) in the PRC in July 2002.

Independent non-executive Directors

Ms. Liu Songping (劉松萍), aged 62, joined our Group in June 2022 and has been serving as an independent non-executive Director of our Company since then. Ms. Liu Songping is primarily responsible for supervising and providing independent opinions and judgments to the Board.

Ms. Liu Songping served as a lecturer in Anhui Normal University (安徽師範大學) from March 1987 to September 1995. From September 1995 to February 2023, she successively served as a lecturer and an associate professor in the department of history at Guangzhou Normal College (廣州師範學院), and as an associate professor and a professor at Guangzhou University (廣州大學).

Ms. Liu Songping obtained (i) a bachelor’s degree in history from Anhui Normal University (安徽師範大學) in the PRC in July 1985; (ii) a master’s degree in education from East China Normal University (華東師範大學) in the PRC in July 1991; and (iii) a doctor of philosophy from University of Technology, Sydney in Australia in September 2007. She obtained the Listed Company Independent Director Qualification Certificate for Listed Companies (上市公司獨立董事資格證書) issued by the Shenzhen Stock Exchange in June 2018.

Ms. Liu Songping was a recipient of various awards over the years, including (i) the Top Ten Figures in China’s Convention and Exhibition Theory (中國會展理論十大人物) awarded by the Organizing Committee Office of the Annual Selection of China Convention and Exhibition Industry (中國會展產業年度評選活動組委會辦公室) in March 2005; (ii) the Top 30 Influential Figures in China’s Convention and Exhibition Development in the 30 Years of Reform and Opening-up (改革開放30年影響中國會展進程30人) awarded by the Organizing Committee of the 30 Years of Reform and Opening-up-30 Influential Figures in

DIRECTORS AND SENIOR MANAGEMENT

China’s Convention and Exhibition Industry Selection Event (改革開放30年影響中國會展業進程30人評選活動組委會) in July 2008; (iii) the First Prize of Excellent Teaching Performance Award for the Academic Year 2009–2010 (2009–2010學年教育優秀獎一等獎) awarded by Guangzhou University (廣州大學) in November 2010; (iv) the Third Prize for Outstanding Achievements in Philosophy and Social Sciences of Guangzhou City for the Year 2008–2009 (2008–2009年度廣州市哲學社會科學優秀成果三等獎) awarded by the CPC Guangzhou Municipal Committee (中共廣州市委) and the Guangzhou Municipal People’s Government (廣州市人民政府) in December 2010; (v) the Top Ten Emerging Figures in China’s Convention and Exhibition Industry (2005年度中國會展業十大新銳人物獎項) awarded by the Organizing Committee Office of the Annual Selection of China Convention and Exhibition (Festival) Industry (中國會展(節事)產業年度評選活動組委會辦公室) in April 2006; and (vi) the Third Prize for Excellent Research Achievement in the First China Convention and Exhibition Economy Research Competition (“首屆中國會展經濟研究優秀成果獎”三等獎) awarded by the China Convention and Exhibition Economy Research Association (中國會展經濟研究會) in March 2007.

Mr. Jiang Huai (姜淮), aged 58, joined our Group in July 2025 and has been serving as an independent non-executive Director of our Company since then. Mr. Jiang Huai is primarily responsible for supervising and providing independent opinions and judgments to the Board.

Mr. Jiang Huai has (i) worked at Guangdong Modern Convention and Exhibition Management Co., Ltd. (廣東現代會展管理有限公司) from January 2008 to December 2022; and (ii) served as the vice chairman and secretary-general of the China Convention/Exhibition/Event Society (中國會展經濟研究會) since September 2022. Mr. Jiang Huai has been serving as an independent director of Bravolinks Integrated Marketing Co., Ltd. (中青博聯整合營銷顧問股份有限公司) (stock code: 837784, which is listed on the NEEQ) since September 2025.

Mr. Jiang Huai obtained a master’s degree in economics from the Party School of the Anhui Province Committee of the Communist Party of China (安徽省委黨校) in the PRC in July 2002. He completed an online pre-appointment training for independent director of listed companies held by Shenzhen Stock Exchange in July 2025.

Mr. Jiang Huai was a recipient of First-class Achievement Award from the 12th China Convention/Exhibition/Event Society (第十二屆中國會展經濟研究會一級成果獎) awarded by the China Convention/Exhibition/Event Society (中國會展經濟研究會) in July 2020.

Mr. Lin Zhenpin (林振聘), aged 62, joined our Group in December 2025 and has been serving as an independent non-executive Director of our Company since then. Mr. Lin Zhenpin is primarily responsible for supervising and providing independent opinions and judgments to the Board.

Mr. Lin Zhenpin worked at Lingnan University in Hong Kong (香港嶺南大學) since August 2000 and had been promoted as a professor at Lingnan University in Hong Kong since August 2011. Prior to his roles in Lingnan University in Hong Kong, Mr. Lin Zhenpin served as an assistant professor at the Memorial University of Newfoundland (加拿大紐芬蘭紀念大學) in Canada.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Lin Zhenpin obtained (i) a bachelor’s degree in business accounting from Jiangxi University of Finance and Economics (江西財經學院) in the PRC in July 1984; (ii) a master of science in finance from University of Strathclyde in the United Kingdom in November 1992; and (iii) a doctor’s degree in philosophy at Glasgow Caledonian University in the United Kingdom in November 1996. Mr. Lin Zhenpin has been admitted as a Certified General Accountant of the Certified General Accountants Association of Canada in September 2002 and a Chartered Professional Accountant member of the Chartered Professional Accountants of British Columbia, Canada in June 2015.

SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day management and operations of our Group. For information on the biographical details of Mr. Pan, Mr. Fang and Mr. Yao Zongxian (姚宗憲), see “Directors — Executive Directors” in this section above. A description of the background and business experience of each senior management member is set out below.

The following table sets forth certain information about our Senior Management:

Name	Age	Position	Roles and responsibilities	Date of Joining our Group	Date of appointment as a member of senior management	Relationships with other Directors and senior management
Mr. Pan	55	Executive Director, chairman of the Board	Responsible for leading the Board and overseeing the overall strategic direction and corporate governance of our Group	June 2010	June 2010	None
Mr. Fang	48	Executive Director and General Manager	Responsible for the overall operation, management and strategic planning of our Group	June 2010	June 2010	None
Mr. Yao Zongxian (姚宗憲)	53	Executive Director, secretary of the Board, chief financial officer and company secretary	Responsible for ensuring effective corporate governance and regulatory compliance, and overseeing our Group’s financial management and internal control	June 2010	June 2010	None

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Roles and responsibilities	Date of Joining our Group	Date of appointment as a member of senior management	Relationships with other Directors and senior management
Mr. Liu Fengyi (劉鋒一)	51	Deputy general manager	Responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations	June 2010	September 2014	None
Mr. Zheng Wei (鄭偉)	44	Deputy general manager	Responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations	October 2010	August 2021	None
Mr. BINU SOMANATHAN PILLAI	52	Chief operating officer and deputy general manager	Responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations	December 2011	December 2011	None
Mr. Zheng Min (鄭旻)	41	Deputy general manager and the deputy general manager of human resources	Responsible for human resources management	July 2023	June 2024	None

DIRECTORS AND SENIOR MANAGEMENT

Name	Age	Position	Roles and responsibilities	Date of Joining our Group	Date of appointment as a member of senior management	Relationships with other Directors and senior management
Mr. Deng Meng (鄧萌)	44	Chief digital strategy officer and deputy general manager	Responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion, on-site operations, and research and development	March 2024	June 2024	None

Please refer to “Directors — Executive Directors” in this section for the biographical details of Mr. Pan, Mr. Fang and Mr. Yao Zongxian (姚宗憲).

Mr. Liu Fengyi (劉鋒一), aged 51, a deputy general manager of our Group, joined our Company in June 2010 and has been serving as a deputy general manager of our Company since September 2014. He previously served as a general manager of the marketing division of our Company. Mr. Liu Fengyi is primarily responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations.

Mr. Liu Fengyi served as the marketing manager of Heilongjiang Huarun Jinyu Industry Co., Ltd. (黑龍江華潤金玉實業有限公司) from August 1998 to December 2001. Prior to Shanghai International becoming our subsidiary in December 2011, Mr. Liu Fengyi served as a marketing manager at Shanghai International from November 2008 to May 2010.

Mr. Liu Fengyi obtained a bachelor’s degree in industry and foreign trade from Harbin Institute of Technology (哈爾濱工業大學) in the PRC in July 1998.

Mr. Zheng Wei (鄭偉), aged 44, a deputy general manager of our Group, has been serving as deputy general manager of our Company since August 2021 and is primarily responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations. He also successively served as operations director, marketing center general manager and assistant general manager of our Company from October 2010 to August 2021.

DIRECTORS AND SENIOR MANAGEMENT

Prior to joining our Group, Mr. Zheng Wei worked at the subsidiary of Fujian Shenghua Telecom Service Co., Ltd. (福建盛華電信服務有限公司) from January 2006 to September 2008.

Mr. Zheng Wei obtained (i) an associate degree in foreign affairs secretary from Minjiang College (閩江學院) in the PRC in July 2003; (ii) a bachelor’s degree in marketing from Fuzhou University (福州大學) in the PRC in January 2008; and (iii) a master’s degree in business administration from Tongji University (同濟大學) in the PRC in September 2018.

Mr. BINU SOMANATHAN PILLAI, aged 52, the chief operating officer and deputy general manager of our Group, has been serving as the chief operating officer of our Company since December 2011 and deputy general manager of our Company since September 2014. He is primarily responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion and on-site operations.

Prior to joining our Group, Mr. BINU SOMANATHAN PILLAI served as a business development manager from June 2003 to December 2006 and a group project manager from January 2007 to July 2007 at Expo Center Sharjah and worked at Informa Exhibitions from August 2007 to December 2011.

Mr. BINU SOMANATHAN PILLAI obtained (i) a bachelor’s degree in science from Mahatma Gandhi University in India in June 1994; and (ii) a master’s degree in strategic marketing from the University of Wollongong in Australia in April 2008.

Mr. Zheng Min (鄭旻), aged 41, the deputy general manager of human resources and deputy general manager of our Group, has been serving as the deputy general manager of human resources of our Company since July 2023 and deputy general manager of our Company since June 2024. He is primarily responsible for human resources management.

Prior to joining our Group, Mr. Zheng Min (i) served as the general manager and chief talent officer of the “Lanben Technology (藍本科技)” department of Sichuan Languang Development Co., Ltd. (四川藍光發展股份有限公司) from January 2018 to December 2022; and (ii) served as the chief human resources officer of Shanghai Nengliang Electronics Technology Co., Ltd. (上海能良電子科技有限公司) from December 2022 to June 2023.

Mr. Zheng Min obtained a bachelor’s degree in resources, environment and urban–rural planning management (computer-aided mapping) from Minjiang College (閩江學院) in June 2007 and studied in organizational behavior and human resource management in Southwest Jiaotong University (西南交通大學).

DIRECTORS AND SENIOR MANAGEMENT

Mr. Deng Meng (鄧萌), aged 44, the chief digital strategy officer and deputy general manager of our Group, has been serving as the chief digital strategy officer since March 2024 and deputy general manager of our Company since June 2024. He is primarily responsible for assisting the general manager in the overall management of our company’s exhibition business, including but not limited to project planning, organization, promotion, on-site operations, and research and development.

Prior to joining our Group, Mr. Deng Meng worked (i) as a sales director at Reed Exhibitions (Shanghai) Ltd. (上海勵欣展覽有限公司) from September 2014 to May 2016; (ii) at Alibaba Group from June 2016 to December 2022; and (iii) at a subsidiary of NetEase, Inc. (9999.HK) from January 2023 to February 2024.

Mr. Deng Meng obtained a bachelor’s degree in marketing from Anhui University of Science and Technology (安徽理工大學) in the PRC in July 2004.

JOINT COMPANY SECRETARIES

Our joint secretaries of the Company are responsible for advising the Board on compliance with laws and regulations, assisting in corporate governance matters, and handling statutory records and regulatory communications of the Company. A description of the background and business experience of each joint secretaries of the Company is set out below.

Please refer to “Directors — Executive Directors” in this section for the biographical details of Mr. Yao Zongxian (姚宗憲).

Ms. Wong Mei Fung Carrie (黃美鳳) was appointed as one of the joint secretaries of the Company with effect from the [REDACTED]. Ms. Wong Mei Fung Carrie has over 15 years of work experience in the field of corporate secretarial and regulatory compliance services. She currently serves as the manager of entity solutions at [REDACTED].

Ms. Wong Mei Fung Carrie obtained a bachelor of arts degree in Accounting and Finance from Edinburgh Napier University. She is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

BOARD COMMITTEES

Our Board delegates certain responsibilities to various Board committees. In accordance with the relevant PRC laws and regulations, the Articles of Association and the Listing Rules, we have established our Audit Committee, Remuneration and Evaluation Committee, Nomination Committee and Strategy Committee.

DIRECTORS AND SENIOR MANAGEMENT

Audit Committee

We have established an Audit Committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Audit Committee include, but are not limited to, (i) supervising and evaluating the external auditor; (ii) guiding and supervising the internal auditor and communicating between the internal audit and the external audit; and (iii) reviewing and monitoring the operation of our financial reporting system, internal control system and risk management system. The Audit Committee comprises one non-executive Director and two independent non-executive Directors, namely Ms. Huang Ying (黃穎), Mr. Jiang Huai (姜淮) and Mr. Lin Zhenpin (林振聘). Mr. Lin Zhenpin (林振聘) is the chairperson of the Audit Committee and is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration and Evaluation Committee

We have established a Remuneration and Evaluation Committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Remuneration and Evaluation Committee include but are not limited to, (i) establishing, reviewing and providing advice to the Board on our policy and structure concerning remuneration of our Directors and senior management; (ii) determining the terms of the specific remuneration package of each executive Director and senior management; and (iii) establishing and reviewing performance-based remuneration by reference to the remuneration level of other relevant enterprises and relevant positions.

The Remuneration and Evaluation Committee comprises one executive Director and two independent non-executive Directors, namely Mr. Fang, Ms. Liu Songping and Mr. Lin Zhenpin. Ms. Liu Songping is the chairperson of the Remuneration and Evaluation Committee.

Nomination Committee

We have established a Nomination Committee in compliance with the Corporate Governance Code set out in Appendix C1 to the Listing Rules. The primary duties of the Nomination Committee include but are not limited to, (i) reviewing the structure, size and composition of the Board on a regular basis and make recommendations to the Board regarding any proposed changes to the composition of the Board; (ii) identifying, selecting or making recommendations to the Board on the selection of individuals nominated for directorship, and ensure the diversity of the Board members; and (iii) making recommendations to the Board on relevant matters relating to the appointment, reappointment and removal of our Directors and succession planning for our Directors.

The Nomination Committee comprises one executive Director and two independent non-executive Directors, namely Mr. Fang, Mr. Jiang Huai and Ms. Liu Songping. Mr. Jiang Huai is the chairperson of the Nomination Committee and is appropriately qualified as required under Rules 3.10(2) and 3.21 of the Listing Rules.

DIRECTORS AND SENIOR MANAGEMENT

Strategy Committee

We have established a Strategy Committee to assist the Board in formulating the Group’s long-term development strategies and reviewing major strategic matters. The primary duties of the Strategy Committee include but are not limited to, (i) formulating and reviewing the Group’s mid-to-long-term strategic plans and making recommendations to the Board on major strategic initiatives; (ii) reviewing and evaluating significant investment, business development and expansion proposals; and (iii) monitoring the implementation of the Group’s development strategies and providing guidance on material strategic matters.

The Strategy Committee comprises two executive Directors and one independent non-executive Director, namely Mr. Pan, Mr. Yao Zongxian and Mr. Jiang Huai. Mr. Pan is the chairperson of the Strategy Committee.

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of our Company’s Directors and senior management mainly consists of salaries, allowances, benefits in kind, performance-related bonuses, share incentive scheme, pension scheme and social welfare. The remuneration of Directors and senior management is determined with reference to factors such as the responsibilities, risks and commitments of the Directors and senior management, the market standards of the same industry and the operations of our Company. Our independent non-executive Directors receive compensation with reference to their respective positions and duties, including being a member or the chairman of Board committees. The following table sets forth the aggregate amount of remuneration paid to our Directors and the five highest paid individuals (including certain Directors) for each of the three years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025.

	In the year ended December 31,			For the six months ended June 30,
	2022	2023	2024	2025
	(RMB '000)	(RMB '000)	(RMB '000)	(RMB'000) (unaudited)
Directors	2,426	3,215	2,340	1,152
Five highest paid individuals	4,566	11,082	7,845	2,615

DIRECTORS AND SENIOR MANAGEMENT

We confirmed that during the Track Record Period, (i) no emoluments were paid by our Company to our Directors or the five highest paid individuals as an inducement to join or upon joining our Group; (ii) no emoluments were paid or payable by our Company to our Directors, the retiring Directors or the five highest paid individuals for their loss of office as a Director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group; and (iii) no Directors waived or agreed to waive any emoluments. Save as disclosed above and in “Financial Information”, “Accountants’ Report” and “Statutory and General Information”, no other payments have been paid or are payable in respect of the Track Record Period to our Directors and senior management by our Group.

Under the arrangements currently in force, the aggregate amount of remuneration (including salaries, allowances, benefits in kind, performance-related bonuses, share incentive scheme, pension scheme and social welfare) payable by our Group to our Directors for the year ending December 31, 2025 is estimated to be approximately RMB2.30 million. The actual aggregate amount of remuneration may differ from this estimate.

See note 10 to the Accountants’ Report in Appendix I for details on remuneration paid to our Directors and senior management and, on an aggregate basis, the five highest paid individuals of our Group for the years ended December 31, 2022, 2023 and 2024.

See “Statutory and General Information — 2024 Restricted Share Incentive Plan” in Appendix IV to this document for details on the 2024 Restricted Share Incentive Plan for our Directors and senior management.

CONFIRMATION UNDER LISTING RULES

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on December 4, 2025; and (ii) understands his or her obligations as a director of a [REDACTED] on the Stock Exchange under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of our independent non-executive Directors had confirmed (i) his independence as regards each of the factors referred to in Rules 3.13(1) to (8) of the Listing Rules; (ii) that he had no past or present financial or other interest in the business of the Company or its subsidiary or any connection with any core connected person of the Company under the Listing Rules as of the Latest Practicable Date; and (iii) that there were no other factors that may affect his independence at the time of his appointments. Each of our independent non-executive Directors will inform us and the Stock Exchange as soon as practicable if there is any subsequent change of circumstances which may affect his or her independence.

DIRECTORS AND SENIOR MANAGEMENT

Disclosure under Rule 8.10(2) of the Listing Rules

As of the Latest Practicable Date, none of our Directors was interested in any business which competes directly or indirectly with our business pursuant to Rule 8.10(2) of the Listing Rules.

BOARD DIVERSITY POLICY

Our Company recognizes the benefits of having a diverse Board and believes that increasing diversity at the Board level is key to reaching its strategic goals and promoting sustainable development. We have adopted a board diversity policy which sets out the objective and approach for achieving and maintaining the diversity of the Board.

Pursuant to the board diversity policy, in reviewing and assessing suitable candidates to serve as a director of our Company, the Nomination Committee and Remuneration and Evaluation Committee will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge, and industry and regional experience. The ultimate selection of Board candidates will be based on merit and potential contribution to our Board having due regard to the benefits of diversity on the Board and also the specific needs of our Company without focusing on a single diversity aspect. Our Board currently has two female Directors, and one female member serves in each of the Audit Committee, Remuneration and Evaluation Committee and Nomination Committee. Our Company will continue to work towards enhancing the gender diversity of the Board. Our Directors have a balanced mix of knowledge and skills, and we have two non-executive Directors and three independent non-executive Directors with varying industry backgrounds. Taking into account our existing business model and specific needs as well as the different backgrounds of our Directors, the composition of our Board satisfies our board diversity policy.

After [REDACTED], pursuant to the board diversity policy, the Nomination Committee and Remuneration and Evaluation Committee will discuss periodically and when necessary, agree on the measurable objectives for achieving diversity, including gender diversity, on the Board and recommend them to the Board for formal adoption. Such information will be included in the corporate governance report as required by the Listing Rules after [REDACTED].

COMPLIANCE ADVISOR

We have appointed Innovax Capital Limited as our Compliance Advisor in compliance with Rules 3A.19 of the Listing Rules. The Compliance Advisor will provide us with advice and guidance as to our compliance with the Listing Rules and other applicable laws, rules, codes and guidelines. Pursuant to Rules 3A.23 of the Listing Rules, the Compliance Advisor will advise our Company in certain circumstances, including:

- (i) before the publication of any regulatory announcement, circular or financial report;

DIRECTORS AND SENIOR MANAGEMENT

- (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share repurchases;
- (iii) where we propose to use the [REDACTED] from the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry to our Company in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment of the Compliance Advisor shall commence on the [REDACTED] and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the [REDACTED] and such appointment may be subject to extension by mutual agreement.

CORPORATE GOVERNANCE

Our Company believes a high standard of corporate governance is crucial to safeguarding the interest of our Shareholders. Further, our Directors recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of the Group to achieve effective accountability. As such, we have complied and expect to continue to comply with the Corporate Governance Code as set out in Appendix C1 of the Listing Rules after the [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

OVERVIEW

As of the Latest Practicable Date, Mr. Fang, our executive Director and general manager, was directly interested in an aggregate of 68,834,176 A Shares, representing 23.30% of the voting power of our Company (excluding the 3,500,011 A Shares held by our Company as treasury shares).

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), Mr. Fang will be entitled to exercise [REDACTED]% of the voting power of our Company (excluding the 3,500,011 A Shares held by our Company as treasury shares). Therefore, upon [REDACTED], Mr. Fang will remain as our Single Largest Shareholder and the Company will not have any controlling shareholders as defined under the Listing Rules.

COMPETITION

As of the Latest Practicable Date, Mr. Fang confirmed that he had no interest in any business, other than our business, which competes or is likely to compete, either directly or indirectly, with our Group’s business which would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM OUR SINGLE LARGEST SHAREHOLDER

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our Single Largest Shareholder and his close associates after [REDACTED].

Management independence

Our Company is capable of making our own management decisions independently from our Single Largest Shareholder. Our Board currently comprises three executive Directors, one non-executive Directors and three independent non-executive Directors. Although Mr. Fang is our executive Director and general manager, our management decisions are made by the Board in a collective manner, such that management independence will not be compromised. Further, three out of seven Directors are independent non-executive Directors and certain matters of our Company must always be referred to the independent non-executive Directors for review and independent judgment.

In addition, our Directors consider that each of our Directors are aware of his/her fiduciary duties as a Director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests. Further, our daily management and operations are carried out by a senior management team, all of whom have substantial experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interests of our Group.

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

In the event that any Director or any of his/her close associates has a material interest in any transaction or arrangement or there is an actual or potential conflict of interest arising out of any transaction or arrangement to be entered into between our Group and any of our Directors or their respective associates, such Director(s) shall fully disclose such matters to our Board and abstain from voting at the relevant meeting of our Board in respect of such transactions and shall not be counted in the quorum.

Our Company has also adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Single Largest Shareholder, which would support our independent management.

Operational independence

Our Company has full rights to make all decisions regarding, and to carry out, our own business operations independently. We hold and enjoy the benefit of all relevant permits and licenses necessary to carry out our business in all material respects. Our Group has sufficient assets, capital, technology and employees to operate its business independently from our Single Largest Shareholder. We also have a core management team led by our executive Directors to operate the business independently from our Single Largest Shareholder and/or his close associates. In addition, our organizational structure is made up of individual departments, each with specific areas of responsibilities. We have also established a set of internal control measures to facilitate the effective operation of our business.

Based on the above, our Directors are satisfied that we have been operating independently from our Single Largest Shareholder and/or his close associates during the Track Record Period and will continue to operate independently of our Single Largest Shareholder upon [REDACTED].

Financial independence

Our Company has a financial system independent from our Single Largest Shareholder and we make financial decisions according to our Group’s own business needs. We have independent internal control and accounting systems and an independent Finance Department for discharging treasury, accounting and reporting functions.

We do not expect to rely on our Single Largest Shareholder and his close associates for financing after the [REDACTED] as we expect that our working capital will be funded by cash flows generated from operating activities as well as the [REDACTED] from the [REDACTED]. In any event, we are capable of obtaining financing from third parties, if necessary, without reliance on our Single Largest Shareholder.

Based on the above, our Directors are of the view that we are financially independent from Single Largest Shareholder and his respective close associates following the completion of the [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

CORPORATE GOVERNANCE MEASURES

Our Company and our Directors will comply with the provisions of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, which sets out principles of good corporate governance. We recognize the importance of good corporate governance in the protection of our Shareholders’ interests and are committed to upholding and implementing the highest standards of corporate governance. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Single Largest Shareholder:

- (i) we are dedicated to maintaining a balanced composition of executive, non-executive and independent non-executive Directors on our Board. In particular, we have appointed three independent non-executive Directors, which we believe possess substantial experience and are free of any business and/or other relationship which could interfere in any material manner with the exercise of their independent judgment. As such, our independent non-executive Directors will be able to provide an impartial and external opinion to protect the interests of our [REDACTED]. For more information, see “Directors and Senior Management — Directors”;
- (ii) our Group has established internal control mechanisms to identify connected transactions. Our Company will comply with the requirements in relation to connected transactions under the Articles of Association and the Listing Rules upon [REDACTED] including, where appropriate, the reporting, annual review by the independent non-executive Directors, announcement and independent shareholders’ approval;
- (iii) under the Articles of Association, where a Shareholders’ meeting is to be held for considering proposed transactions in which our Single Largest Shareholder or any of their respective close associates has a material interest, our Single Largest Shareholder will abstain from voting on the resolutions and shall not be counted in the quorum in the voting;
- (iv) our Directors will operate in accordance with the Articles which require the interested Director not to vote (nor be counted in the quorum) on any resolution of our Board approving any contract or arrangement or other proposal in which he/she or any of his/her close associates is materially interested except as permitted by the Articles;
- (v) our Single Largest Shareholder will undertake to provide all information necessary or requested by the independent non-executive Directors for the annual review, including all relevant financial, operational and market information;
- (vi) our Company will disclose decisions (with basis) on matters reviewed by the independent non-executive Directors either in its annual report or by way of announcements as required by the Listing Rules;

RELATIONSHIP WITH OUR SINGLE LARGEST SHAREHOLDER

- (vii) where our Directors reasonably request the advice of independent professionals, such as financial advisors, the appointment of such independent professionals will be made at our Company’s expenses;
- (viii) we have established our Audit Committee, Remuneration and Evaluation Committee, Nomination Committee and Strategy Committee with written terms of reference in compliance with the Listing Rules and the Code of Corporate Governance in Appendix C1 to the Listing Rules; and
- (ix) we have appointed Innovax Capital Limited as our Compliance Advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules, including various requirements relating to directors’ duties and internal controls.

Based on the above, our Directors are satisfied that sufficient corporate governance measures have been put in place to manage conflicts of interest that may arise between our Group and our Single Largest Shareholder, and to protect our other Shareholders’ interests after the [REDACTED].

SUBSTANTIAL SHAREHOLDERS

To the best knowledge of our Directors, the following persons will, immediately after the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in the Shares or underlying Shares which are required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or, directly or indirectly, be interested in 10% or more of the nominal value of any class of share capital carrying the rights to vote in all circumstances at the general meetings of our Company.

Name of Shareholder	Nature of Interest	Description of Shares	As of the Latest Practicable Date and immediately prior to the [REDACTED]			Immediately following the completion of the [REDACTED]			
			Number of Shares ⁽¹⁾	Approximate percentage of shareholding in our Company ⁽²⁾	Approximate percentage of voting rights in our Company ⁽⁵⁾	Number of Shares ⁽¹⁾	Approximate percentage of shareholding in our A Shares ⁽³⁾	Approximate percentage of shareholding in our Company ⁽³⁾	Approximate percentage of voting rights in our Company ⁽⁶⁾
Mr. Fang ⁽⁴⁾	Beneficial interest	A Shares	68,834,176	23.03%	23.30%	[REDACTED]	[REDACTED]%	[REDACTED]%	[REDACTED]%
Mr. Pan ⁽⁴⁾	Beneficial interest	A Shares	68,478,207	22.91%	23.18%	[REDACTED]	[REDACTED]%	[REDACTED]%	[REDACTED]%

Notes:

- All interests stated are long positions in the Shares.
- The calculation is based on the total number of 298,893,870 Shares in issue as of the Latest Practicable Date.
- The calculation is based on the total number of [REDACTED] A Shares and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] since [REDACTED] H Shares will be [REDACTED] pursuant to the [REDACTED], assuming that the [REDACTED] is not exercised.
- As of the Latest Practicable Date, an aggregate of 5,781,750 and 9,551,750 A Shares held by Mr. Pan and Mr. Fang, representing approximately 1.96% and 3.23% of our total issued share capital, respectively, were subject to pledges granted in favor of a financial institution as securities for certain financings provided by such financial institution to Mr. Pan and Mr. Fang. For details, see “Share Pledges by Mr. Pan and Mr. Fang” in this section below.
- The calculation is based on the total number of 295,393,859 Shares in issue (excluding the 3,500,011 A Shares held by our Company as treasury shares) as of the Latest Practicable Date.
- The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] excluding the treasury shares and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED].

Save as disclosed above, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), have an interest or short position in the Shares or underlying Shares which will be required to be disclosed to our Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO or will be, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

SUBSTANTIAL SHAREHOLDERS

For those who are directly and/or indirectly interested in 10% or more of the issued voting shares of any other members of our Group, see “Statutory and General Information — Further Information about our Directors and Substantial Shareholders — Interests of substantial Shareholders in members of our Group” in Appendix IV.

SHARE PLEDGES BY MR. PAN AND MR. FANG

As of the Latest Practicable Date, (i) 5,781,750 A Shares held by Mr. Pan, representing approximately 1.96% of our total issued share capital (excluding treasury shares) were pledged, and such pledge will expire in September 2026; and (ii) an aggregate of 9,551,750 A Shares held by Mr. Fang, representing approximately 3.23% of our total issued share capital (excluding treasury shares) were pledged, and such pledge will expire in July and October 2026 (together, the “**Share Pledges**”). The Share Pledges were granted in favor of a financial institution as securities for financing and are subject to the warning line requirement, which would be triggered by a material decrease in the value of our A Shares. Nevertheless, Mr. Pan and Mr. Fang may provide additional collaterals or repay a portion of the relevant outstanding loans in the event that such warning line requirement is triggered to avoid enforcement of the Share Pledges.

Mr. Pan and Mr. Fang have undertaken that, if there is a risk of default or other circumstances that may give rise to the enforcement of the Share Pledges, Mr. Pan and Mr. Fang shall take all necessary actions, such as provision of additional or alternative collaterals and repayment of loans, to avoid such enforcement.

SHARE CAPITAL

This section presents certain information regarding our share capital before and upon completion of the [REDACTED].

IMMEDIATELY BEFORE THE [REDACTED]

As of the Latest Practicable Date, the registered capital of our Company was RMB298,893,870, comprising 298,893,870 A Shares (including 3,500,011 A Shares held by our Company as treasury shares) of nominal value RMB1.00 each, all of which are listed on the Shenzhen Stock Exchange.

UPON THE COMPLETION OF THE [REDACTED]

Immediately following completion of the [REDACTED], assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of the Company between the Latest Practicable Date and the [REDACTED], the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate Percentage of the Total Share Capital of our Company
A Shares in issue	298,893,870 ⁽¹⁾	[REDACTED]%
H Shares to be [REDACTED] under the [REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]%</u>
Total	<u>[REDACTED]</u>	<u>100.00%</u>

Note:

(1) Including 3,500,011 A Shares held by our Company as treasury shares.

Immediately following completion of the [REDACTED], assuming the [REDACTED] is fully exercised and no other changes are made to the issued share capital of the Company between the Latest Practicable Date and the [REDACTED], the share capital of our Company will be as follows:

Description of Shares	Number of Shares	Approximate Percentage of the Total Share Capital of our Company
A Shares in issue	298,893,870 ⁽¹⁾	[REDACTED]%
H Shares to be issued under the [REDACTED]	<u>[REDACTED]</u>	<u>[REDACTED]%(2)</u>
Total	<u>[REDACTED]</u>	<u>100.00%</u>

SHARE CAPITAL

Notes:

- (1) Including 3,500,011 A Shares held by our Company as treasury shares.
- (2) Public float analysis is based on our total issued share capital immediately upon [REDACTED], excluding 3,500,011 A Shares held by our Company as treasury shares.

OUR SHARES

Upon completion of the [REDACTED], the Shares will consist of A Shares and H Shares. A Shares and H Shares are all ordinary Shares in the share capital of our Company. However, apart from certain qualified domestic institutional [REDACTED] in the PRC, the qualified PRC [REDACTED] under the Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approvals of any competent authorities, H Shares generally cannot be [REDACTED] for by or [REDACTED] between [REDACTED] of the PRC.

Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect has established a stock connect mechanism between the PRC and Hong Kong. Our A Shares can be subscribed for and traded by investors in the PRC, qualified foreign institutional investors or qualified foreign strategic investors and must be traded in Renminbi. As our A Shares are eligible securities under the Northbound Trading Link, they can also be [REDACTED] for and [REDACTED] by Hong Kong and other overseas [REDACTED] pursuant to the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. If our H Shares are eligible securities under the Southbound Trading Link, they can also be [REDACTED] for and [REDACTED] by [REDACTED] in the PRC in accordance with the rules and limits of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

Our H Shares and our A Shares are regarded as one class of Shares under our Articles of Association and will rank *pari passu* with each other in all respects and, in particular, will rank equally for all dividends or distributions declared, paid or made after the date of this document. All dividends in respect of our H Shares are to be paid by us in HKD whereas all dividends in respect of our A Shares are to be paid by us in Renminbi. In addition to cash, dividends may also be distributed in the form of Shares. Our [REDACTED] will receive share dividends in the form of H Shares, and our A Shareholders will receive share dividends in the form of A Shares.

CIRCUMSTANCES UNDER WHICH GENERAL MEETINGS ARE REQUIRED

For details of circumstances under which our Shareholders’ general meeting is required, see “Summary of the Articles of Association” in Appendix III to this document.

SHARE CAPITAL

NO CONVERSION OF OUR A SHARES INTO H SHARES FOR [REDACTED] AND [REDACTED] ON THE HONG KONG STOCK EXCHANGE

A Shares and H Shares are generally neither interchangeable nor fungible, and the [REDACTED] of our A Shares and H Shares may be different after the [REDACTED]. The Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H 股公司境內未上市股份申請「全流通」業務指引》) announced by the CSRC are not applicable to companies dual [REDACTED] in the PRC and on the Hong Kong Stock Exchange. As of the Latest Practicable Date, there were no relevant rules or guidelines from the CSRC providing that A Shareholders may convert A Shares held by them into H Shares for [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange.

APPROVAL FROM HOLDERS OF A SHARES REGARDING THE [REDACTED]

We have obtained approval from our A Shareholders to [REDACTED] H Shares and seek the [REDACTED] of the H Shares on the Hong Kong Stock Exchange. Such approval was obtained at the general meeting of our Company held on December 12, 2025 and is subject to the following conditions:

(i) Size of the [REDACTED]

The number of H Shares to be [REDACTED] shall not exceed [REDACTED]% of the total issued share capital as enlarged by the H Shares to be [REDACTED] pursuant to the [REDACTED] (before the exercise of the [REDACTED]). The number of H Shares to be [REDACTED] pursuant to the full exercise of the [REDACTED] shall not exceed [REDACTED]% of the total number of H Shares to be [REDACTED] under the [REDACTED].

(ii) Method of [REDACTED]

The method of [REDACTED] shall be by way of a [REDACTED] for [REDACTED] in Hong Kong and an [REDACTED].

(iii) Target [REDACTED]

Target [REDACTED] include overseas institutional [REDACTED], enterprises and individuals, as well as qualified domestic institutional [REDACTED] and other [REDACTED] that comply with regulatory requirements.

(iv) [REDACTED] Determination Basis

The [REDACTED] price of the H Shares will be determined after due consideration of the interests of existing Shareholders, the acceptance of [REDACTED] and issuance risks and in accordance with international practices through the demands for orders and book building process, subject to the domestic and overseas capital market conditions and by reference to the valuation level of comparable companies in domestic and overseas markets.

SHARE CAPITAL

(v) Validity Period

The [REDACTED] of H Shares and [REDACTED] of H Shares on the Hong Kong Stock Exchange shall be completed within 24 months from the date when the Shareholders’ meeting was held on December 12, 2025.

There is no other approved [REDACTED] plan for any other Shares except for the [REDACTED].

RESTRICTED SHARE INCENTIVE PLAN OF THE COMPANY

As of the Latest Practicable Date, there were 2,863,291 outstanding Share Incentives under the 2024 Restricted Share Incentive Plan that had been granted to 215 Grantees, representing approximately [REDACTED]% of the total number of Shares in issue immediately after completion of the [REDACTED] (assuming the [REDACTED] is not exercised). See “Statutory and General Information — 2024 Restricted Share Incentive Plan” in Appendix IV for details.

FINANCIAL INFORMATION

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our financial statements and notes included in “Accountants’ Report” as set out in Appendix I and Interim Financial Information as set out in Appendix IA to this document. The financial information as set out in the Accountants’ Report and the Interim Financial Information incorporate the financial statements of our Company during the Track Record Period. You should read the whole Accountants’ Report as set out in Appendix I and the whole Interim Financial Information as set out in Appendix IA to this document and not rely merely on the information in this section. Our consolidated financial information has been prepared in accordance with IFRS Accounting Standards.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analysis made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. You should not place undue reliance on any such statements. Our actual future results and timing of selected events could differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under “Risk Factors”, “Forward-Looking Statements” and elsewhere in this document.

OVERVIEW

Our primary line of business is to act as an organizer of exhibitions and lead the whole exhibition organization process including exhibition preparation, exhibition implementation, on-site operation and provision of post-exhibition services. The exhibitions that we organized were held in a variety of countries and territories, including the UAE, Indonesia Japan, Mexico, Brazil, Vietnam and the Chinese Mainland. We also act as an agency for exhibitions organized by others, whereby we purchase exhibition booths from the organizers of the exhibitions and re-sell them to exhibitors, and we generally also provide related services such as traveling and accommodation arrangements.

During the Track Record Period, (i) in 2022, we experienced a gradual recovery of our offline exhibition business as impacts caused by the COVID-19 pandemic started to fade; (ii) in 2023, we experienced a strong rebound of demand among Chinese enterprises to go global as the pandemic subsided; (iii) in 2024, we experienced changing situations in the foreign trade industry; and (iv) in the first half of 2025, we experienced a market that has become more complex and challenging due to the multiple pressures faced by the exhibition industry, including those caused by tariffs, technology controls, and political instability. Despite the volatile market conditions, we keep striving to grow our exhibition business and expand our presence in various markets.

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During the Track Record Period, our revenue increased substantially from RMB348.3 million in 2022 to RMB835.0 million in 2023, primarily due to the strong rebound in market demand in 2023. It decreased to RMB751.4 million in 2024, primarily due to the market pullback in 2024. Our revenue decreased from RMB260.1 million for the six months ended June 30, 2024 to RMB240.8 million for the six months ended June 30, 2025, primarily due to (i) the reduction of one exhibition in Indonesia which resulted in a decrease in revenue; (ii) the provision of more promotions to our customers; and (iii) the decrease in revenue from our general online marketing services. We had profit for the year of RMB51.1 million, RMB197.3 million and RMB163.0 million in 2022, 2023, 2024, respectively, and we had profit for the period of RMB45.8 million and RMB20.6 million in the six months ended June 30, 2024 and 2025, respectively.

BASIS OF PREPARATION

The historical financial information has been prepared in accordance with all applicable International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (the “IASB”). Our historical financial information has been prepared under the historical cost convention, as modified by the re-valuation of financial assets and liabilities measured at fair value through profit or loss (“FVTPL”).

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

The growth and future success of our business, and our financial condition and results of operations are affected by a number of factors, many of which are beyond our control. We believe these factors will continue to affect our business, financial condition and results of operations in the future. These factors primarily include:

Customer demand for exhibitions

Our results of operations have been, and are expected to continue to be, significantly influenced by customer demand for exhibitions, in particular, demand from Chinese enterprises for exhibitions held outside Chinese Mainland. For the years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, (i) revenue from our Chinese Mainland customers accounted for 99.8%, 99.9%, 99.2% and 98.8%, respectively, of our total revenue; and (ii) revenue from the provision of exhibition organization services for exhibitions held outside Chinese Mainland accounted for 93.4%, 95.3%, 96.4% and 94.5%, respectively, of our revenue generated from the provision of exhibition organization services.

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Demand from Chinese enterprises for exhibitions outside Chinese Mainland is affected by the performance of their export business, which could in turn be affected by global macroeconomy conditions and be exposed to multiple volatility risks. Although some economies have shown signs of recovery, factors such as ongoing geopolitical uncertainties, escalating trade protectionism, and high global debt levels continue to pose challenges to economic stability and increase the uncertainty in the international trade environment. These factors could pose operational pressures on, and impact, the export business of Chinese enterprises, which could in turn impact the customer demand for our exhibitions, and hence, impact our results of operations.

In response to the complex and volatile external environment and the changing customer demand for our exhibitions, we strive to optimize the allocation of our resources across the world, enhance our digital service capabilities, and concentrate our exhibitions in markets in which Chinese enterprises have shown export advantages, in particular those along the Belt and Road Initiative, RCEP member states, and the ASEAN market, three of the fastest-growing export markets for Chinese enterprises. We aim to benefit from the qualitative and quantitative increase in Chinese enterprises’ export business in these markets, and will continue to try to capture the markets that are likely to help maintain and enhance the customer demand for our exhibitions.

Integration of artificial intelligence technology in our exhibitions

We have noticed that technological innovation is playing an increasingly important role in the exhibition industry. As the integration of AI technology and cross-border trade activities keeps deepening, the exhibition industry is undergoing an unprecedented digital transformation. Based on our observation, digitalization and AI applications have started to reshape the business model within the exhibition industry. While the commercial value of AI has not yet been fully realized, we expect it to become a key lever for efficiency improvement, and expect the capabilities in utilizing AI in exhibitions to be a watershed for the next round of competition in the industry. Should we fail to develop or integrate AI into our exhibitions in a timely manner, the competitiveness and market position we have gained throughout the years could face critical challenges and be undermined.

To address this risk, we developed our own Smart Exhibition. This application, together with AI glasses, provide an integrated smart solution for exhibitors when they participate in our exhibitions. Our Smart Exhibition is driven by intelligent recommendation and matching algorithms for buyers and sellers. It integrates six AI efficiency-enhancing tools and covers the needs of exhibitors before, during, and after exhibitions. Through our Smart Exhibition and AI glasses, we aim to improve the quality and quantity of the visitors participating in our exhibitions and optimize business outcomes for exhibitors. To maintain and enhance our technological competitiveness, we may further expand our investment in the R&D of exhibition related AI technology. This might reduce our profits in the short term, but we expect it to help increase our operating revenue and profits in the long term.

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Investments aligned with our long-term strategy

As part of our strategic planning and as an effective means to acquiring new resources and enhancing our core competitiveness, we invested in or acquired certain companies, such as Chinatex Advertising. We believe these investments and acquisitions will enhance our market position and bring us long-term benefit. Nevertheless, whether or not these investments and acquisitions will bring us an economic return will depend on the ability of the relevant companies invested or acquired by us to fulfill their performance commitments, which could be affected by various factors, such as fluctuations in macroeconomic conditions, adjustments in industry policies, and the intensification of market competitions. Should these companies fail to fulfill their performance commitments, we could be exposed to goodwill impairment risks and our profit and loss for the relevant term could be adversely affected.

In addition, there could be post-acquisition uncertainties in business integration and issues in various aspects, such as issues in integration among management teams, synergy of operational systems, and compatibility of corporate cultures. Failure to address these uncertainties or issues could also affect our investment return.

To manage these challenges, we focus on business synergy and organizational integration, with an aim to make these investments and acquisitions effectively align with our long-term strategy and minimize the potential risks associated with them.

Political and economic uncertainties in places of exhibitions overseas

Our revenue primarily comes from the provision of organization services and agency services for exhibitions held outside Chinese Mainland. Throughout the years, we have gained experiences with the organization and agenting of exhibitions overseas and a relatively thorough understanding of the political and trade conditions of the host countries and territories and the surrounding areas. Nevertheless, there is always a risk that we may not be able to organize or agent exhibitions overseas on schedule or as planned, or we may have to reduce the scale of certain exhibitions, or costs prepaid by us for exhibitions could not be recovered, due to factors unforeseeable or beyond our control. These factors could include changes in local political environment, adjustments in local economic or trade policies, fluctuations in exchange rates, unrest, or war.

In addition, systemic risks, such as regional economic cycles and fluctuations in global economic conditions, may also affect the economic development and trade activities of the host countries or territories, all of which could potentially and adversely impact our exhibition business overseas and our results of operations.

To address these risks, we closely monitor the political and economic situations in the areas in which we plan to organize or agent exhibitions, enhance our emergency response capabilities, and deepen local partnerships, with an aim to mitigate the impact which may be caused by these unforeseeable or uncontrollable risks.

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MATERIAL ACCOUNTING POLICY INFORMATION

We have identified various accounting policies that are material to the preparation of our financial information, and the understanding of our financial condition and results of operations, details of which are disclosed in notes 2 and 42 of the Accountants’ Report in Appendix I and note 2 of the Interim Financial Information in Appendix IA to this document.

The following paragraphs discuss, among others, our critical accounting policies, applied in our preparation of our financial information.

Revenue recognition

Revenue from contracts with customers

We recognize revenue when (or as) a performance obligation is satisfied, i.e., when control of the services underlying the particular performance obligation is transferred to the customer.

If control of the services transfers over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which our Group will be entitled in exchange for transferring the services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

If a customer pays consideration or we have a right to an amount of consideration that is unconditional, before we transfer services to the customer, we present the contract liability when the payment is made. A contract liability is our obligation to transfer services to a customer for which we have received consideration (or an amount of consideration is due) from the customer.

The credit period granted to customers by our Group is determined based on their credit risk characteristics, which is consistent with industry practice, and there is no significant financing component.

Further details are included in note 6 of the Accountants’ Report in Appendix I and note 5 of the Interim Financial Information in Appendix IA to this document.

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Investments in associates

An associate is an entity over which our Group has significant influence but no control or joint control. This is generally the case where our Group holds between 20% and 50% of the voting rights. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognized at cost.

Under IFRS 11 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interests in joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated statement of financial position.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize our Group’s share of the post-acquisition profits or losses of the investee in profit or loss, and our Group’s share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

Where our Group’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, we do not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between our Group and our associates and joint ventures are eliminated to the extent of our Group’s interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by our Group.

When we reduce our ownership interests in an associate or a joint venture but we continue to use the equity method (including situations that change ownership interest in an associate or a joint venture due to capital increase of other shareholders to the associate or the joint venture), we reclassify to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interests if that gain or loss would have been reclassified to profit or loss on the disposal of the related assets or liabilities.

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Business combinations not under common controls

The acquisition method of accounting is used to account for all business combinations (except for the business combinations under common controls), regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by our Group
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. We recognize any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest’s proportionate share of the acquired entity’s net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as of the date of exchange. The discount rate used is the entity’s incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognized in profit or loss.

Goodwill

Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold. Goodwill is allocated to

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cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life or are not yet available for use are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

Financial assets

We classify our financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will be recorded either in profit or loss or in other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether our Group has made an irrevocable election at the time of initial recognition to present subsequent changes in FVOCI.

Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which our Group commits to purchase or sell the assets. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and our Group has transferred substantially all the risks and rewards of ownership.

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Measurement

At initial recognition, we measure a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on our business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which we classify our debt instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses), net together with foreign exchange gains and losses. Impairment losses are presented as separate line items in the statement of profit or loss.
- **FVTPL:** Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net within other gains/(losses), net in the period in which it arises.
- **FVOCI:** assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through other comprehensive income, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in other comprehensive income is reclassified from equity to profit or loss and recognized in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as a separate line item in the statement of profit or loss.

Equity instruments

We subsequently measure all equity investments at fair value. Where our management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when our right to receive payments is established. Changes in the fair value of financial assets at FVTPL are recognized in other gains/(losses) in the statement of profit or loss as applicable.

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Impairment of financial assets

We recognize an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that our Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flow will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

Share-based payments

We operate an equity-settled share-based compensation plan, under which our Group receives services from employees as consideration for equity instruments (including shares or share options) of our Group. The fair value of the employee services received in exchange for the grant of the equity instruments is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments granted:

- including any market performance conditions,
- excluding the impact of any service and non-market performance vesting conditions, and
- including the impact of any non-vesting conditions

The fair value of the restricted share incentive plans at grant date were determined by our management using the Black-Scholes model. The total expenses arising from share-based payments during the Track Record Period are recorded as part of employee benefit expenses.

We may modify the terms and conditions on which our share-based compensation plan was granted. If a modification increases the fair value of the equity instruments granted, the incremental fair value granted is included in the measurement of the amount recognized for the services received over the remainder of the vesting year. A grant of the share-based compensation plan, that is canceled or settled during the vesting year, is treated as an acceleration of vesting. Our Group will immediately recognize the amount that otherwise would have been recognized for services received over the remainder of the vesting year.

At the end of each reporting period, our Group revises its estimates of the number of share options that are expected to vest based on the non-marketing performance and service conditions, irrespective of whether those non-vesting conditions are satisfied. We recognize the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

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CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of our Group’s historical financial information requires us to make estimates, assumptions and complex judgments that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. We continually evaluate the critical accounting estimates and key judgments applied based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

The critical accounting estimates and key assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below. Further details are included in note 4 of the Accountants’ Report in Appendix I and note 2.2 of the Interim Financial Information in Appendix IA to this document.

Allowance for expected credit loss of receivables

Except for certain trade receivables from customers with specific credit risk for which we adopt an individual impairment assessment approach, our Group uses a provision matrix to calculate ECLs for trade receivables. The loss allowances for receivables are based on assumptions about risk of default and expected loss rates to determine the expected loss. Our Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation. The historical loss rates are adjusted to reflect the forward-looking information on macroeconomic factors as well as the credit rating analysis of respective customers and other external data which have impacts on the ability of the customers to settle the receivables.

Our Group takes into account different macroeconomic scenarios in considering forward-looking information in the Chinese Mainland and abroad. We regularly monitor and review the key macroeconomic assumptions and parameters related to the calculation of ECLs. We have identified the Gross Domestic Product of the countries in which we provide exhibition services to be the most relevant factors, and accordingly adjust the historical loss rates based on expected changes in these factors.

Income tax and deferred taxation

Estimation and judgment are required in determining the amount of the provision for income tax. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact on the income tax and deferred taxation provisions in the period in which such determination is made.

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Deferred tax assets are recognized for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary difference can be utilized. Significant estimation is required in determining the recoverability of deferred tax assets. In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred taxation may be necessary which would impact on our Group’s results or financial position.

Impairment of non-financial assets

Our Group tests at least annually whether goodwill has suffered any impairment. Goodwill and other non-financial assets, mainly including property, plant and equipment, intangible assets, investments in associates, investments in subsidiaries, as well as right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. The recoverable amount is the higher of value in-use calculations or fair value, less costs of disposal.

These calculations require the use of judgments and estimates. Judgment is required to identify any impairment indicators existing for any of our Group’s non-financial assets, to determine appropriate impairment approaches, i.e., fair value less costs of disposal or value in use, for impairment review purposes, and to select key assumptions applied in the adopted valuation models. Changing the assumptions selected by our Group in assessing impairment could materially affect the result of the impairment test and in turn affect our Group’s financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statements of profit or loss.

Fair value measurement of financial assets and liabilities

Our Group determines the fair value of its various financial assets and liabilities at the end of each year or period during the Track Record Period. For financial reporting purpose, measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, as described as follows:

- Level 1 — inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date
- Level 2 — inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly
- Level 3 — inputs are unobservable inputs for the asset or liability

The fair value of financial instruments classified as Level 3 is determined using valuation techniques. We use judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

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DESCRIPTION OF SELECTED COMPONENTS OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	For the year ended December 31,			For the six months ended	
	2022	2023	2024	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Revenue	348,313	834,971	751,366	260,106	240,781
Cost of sales	(180,772)	(422,528)	(377,864)	(119,853)	(119,090)
Gross profit	167,541	412,443	373,502	140,253	121,691
General and administrative expenses	(35,882)	(47,636)	(46,798)	(21,629)	(21,504)
Selling and marketing expenses	(86,213)	(141,286)	(142,208)	(66,867)	(71,681)
Research and development expenses	(15,543)	(17,666)	(16,424)	(6,917)	(9,706)
Net impairment losses on financial assets	(309)	(539)	(482)	(485)	(820)
Other income	6,889	5,705	5,845	1,355	1,243
Other gains, net	11,722	7,791	11,000	2,209	1,562
Operating Profit	48,205	218,812	184,435	47,919	20,785
Finance income	7,179	11,282	13,558	6,920	5,655
Finance costs	(375)	(386)	(431)	(233)	(225)
Finance income, net	6,804	10,896	13,127	6,687	5,430
Share of profits or losses of investments in associates	176	(195)	1	29	(260)
Profit before income tax	55,185	229,513	197,563	54,635	25,955
Income tax expense	(4,039)	(32,253)	(34,516)	(8,862)	(5,363)
Profit for the year/period	51,146	197,260	163,047	45,773	20,592
Profit attributable to:					
Owners of the Company	50,385	188,208	155,168	40,722	15,540
Non-controlling interests	761	9,052	7,879	5,051	5,052
Other comprehensive income/(loss) for the year/period, net of tax	2,314	261	1,186	45	(1,255)
Total comprehensive income for the year/period	53,460	197,521	164,233	45,818	19,337
Total comprehensive income attributable to:					
Owners of the Company	52,423	188,189	156,151	40,905	14,152
Non-controlling interests	1,037	9,332	8,082	4,913	5,185

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Revenue

During the Track Record Period, we generated revenue from the provision of (i) exhibition organization services; (ii) exhibition agency services; and (iii) others, which primarily comprise general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

Revenue by type of services

During the Track Record Period, we recorded total revenue of RMB348.3 million, RMB835.0 million, RMB751.4 million, RMB260.1 million and RMB240.8 million in 2022, 2023 and 2024, and the six months ended June 30, 2024 and 2025, respectively.

The following table sets forth a breakdown of our revenue by service type in absolute amount and as a percentage of our total revenue for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Exhibition organization services	255,295	73.3	774,859	92.8	677,054	90.1	227,646	87.5	215,324	89.4
Exhibition agency services	3,291	0.9	38,605	4.6	58,259	7.8	21,531	8.3	22,818	9.5
Others	89,727	25.8	21,507	2.6	16,053	2.1	10,929	4.2	2,639	1.1
Total	348,313	100.0	834,971	100.0	751,366	100.0	260,106	100.0	240,781	100.0

Exhibition organization services

Our revenue generated from exhibition organization services increased substantially from RMB255.3 million in 2022 to RMB774.9 million in 2023, then decreased to RMB677.1 million in 2024. In the six months ended June 30, 2024 and 2025, our revenue generated from exhibition organization services decreased from RMB227.6 million to RMB215.3 million.

Exhibition agency services

Our revenue generated from exhibition agency services increased substantially from RMB3.3 million in 2022 to RMB38.6 million in 2023, and further increased to RMB58.3 million in 2024. In the six months ended June 30, 2024 and 2025, our revenue generated from exhibition agency services remained relatively stable at RMB21.5 million and RMB22.8 million, respectively.

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Others

Our revenue from others decreased from RMB89.7 million in 2022 to RMB21.5 million in 2023, and further decreased to RMB16.1 million in 2024. In the six months ended June 30, 2024 and 2025, our revenue from others decreased from RMB10.9 million to RMB2.6 million.

Revenue by place of incorporation of customers

Our customers are mainly Chinese Mainland enterprises which sell goods or services to overseas markets. The table below details the percentage of our total revenues during the Track Record Period based on geographical regions of our customers’ registered offices:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Chinese Mainland	347,664	99.8	833,857	99.9	745,586	99.2	258,440	99.4	237,976	98.8
Overseas ⁽¹⁾	649	0.2	1,114	0.1	5,780	0.8	1,666	0.6	2,805	1.2
Total	348,313	100.0	834,971	100.0	751,366	100.0	260,106	100.0	240,781	100.0

Note:

- (1) Overseas mainly includes Indonesia, Hong Kong, the UAE, Japan, Bangladesh, and Philippines.

During the Track Record Period, most of our revenue was generated from Chinese Mainland customers. We recorded revenue generated from Chinese Mainland customers of RMB347.7 million, RMB833.9 million, RMB745.6 million, RMB258.4 million and RMB238.0 million for the years ended December 31, 2022, 2023 and 2024, and the six months ended June 30, 2024 and 2025, respectively.

During the Track Record Period, we recorded revenue generated from overseas customers of RMB0.6 million, RMB1.1 million, RMB5.8 million, RMB1.7 million and RMB2.8 million for the years ended December 31, 2022, 2023 and 2024, and the six months ended June 30, 2024 and 2025, respectively.

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Revenue from exhibition organization services by location of exhibitions

While most of our customers are companies incorporated in Chinese Mainland, we organize most of our exhibitions outside Chinese Mainland and across the globe. The table below details the percentage of our revenue from the provision of exhibition organization services during the Track Record Period based on the locations of the exhibitions organized by us.

	2022		For the year ended December 31,				For the six months ended June 30,			
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	% (unaudited)	RMB'000 (unaudited)	% (unaudited)
UAE	56,312	22.1	230,424	29.7	244,587	36.1	59,240	26.0	53,779	25.0
Indonesia	30,359	11.9	177,878	23.0	152,002	22.5	86,350	37.9	77,236	35.9
Japan	27,208	10.7	68,739	8.9	65,132	9.6	39,884	17.5	36,663	17.0
Mexico	38,868	15.2	62,063	8.0	58,876	8.7	—	—	—	—
Brazil	32,094	12.6	62,005	8.0	32,566	4.8	—	—	—	—
Vietnam	4,864	1.9	22,549	2.9	28,379	4.2	28,350	12.5	35,602	16.5
Chinese Mainland	16,857	6.6	36,294	4.7	24,384	3.6	13,580	6.0	11,864	5.5
Others ⁽¹⁾	48,733	19.0	114,907	14.8	71,128	10.5	242	0.1	180	0.1
Total	255,295	100	774,859	100	677,054	100	227,646	100	215,324	100

Note:

- (1) Others include various other countries and territories, such as South Africa, India and Poland.

Cost of sales

Our cost of sales consists primarily of (i) exhibition hall rental and booth procurement cost; (ii) airfare and ground handling cost in connection with the travel of, and local transportation arranged for, exhibitors; (iii) exhibition operating cost, which mainly include costs on on-site management and booth construction for exhibitors; (iv) exhibition promotion cost, which mainly include costs for promotion materials and other promoting activities; (v) employee benefits expenses; and (vi) others, which mainly include ancillary expenses related to the exhibitions, such as freight and logistics cost.

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The following table sets forth a breakdown of our cost of sales by nature in absolute amount and as a percentage of our total cost for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Exhibition hall rental and booth procurement cost	33,540	18.6	82,767	19.6	87,920	23.2	30,435	25.4	28,424	23.9
Airfare and ground handling cost	1,973	1.1	133,328	31.5	104,555	27.7	25,276	21.1	29,383	24.7
Exhibition operating cost	64,523	35.7	78,972	18.7	78,973	20.9	24,262	20.2	25,483	21.4
Exhibition promotion cost	31,356	17.3	70,297	16.6	43,063	11.4	15,668	13.1	11,234	9.4
Employee benefits expenses	25,905	14.3	31,987	7.6	25,985	6.9	14,583	12.2	17,057	14.3
Others ⁽¹⁾	23,475	13.0	25,177	6.0	37,368	9.9	9,629	8.0	7,509	6.3
Total	180,772	100.0	422,528	100.0	377,864	100.0	119,853	100.0	119,090	100.0

Note:

- (1) Others mainly included ancillary expenses related to the exhibitions, such as freight and logistics cost.

During the Track Record Period, our cost of sales increased from RMB180.8 million in 2022 to RMB422.5 million in 2023, and then decreased to RMB377.9 million in 2024. It decreased slightly from RMB119.9 million in the six months ended June 30, 2024 to RMB119.1 million in the six months ended June 30, 2025.

Gross profit/(loss) and gross margin

The following table sets forth a breakdown of our gross profit/(loss) and gross margin by type of services for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	Gross profit/(loss) RMB'000	Gross margin %	Gross profit/(loss) RMB'000	Gross margin %	Gross profit/(loss) RMB'000	Gross margin %	Gross profit/(loss) RMB'000 (unaudited)	Gross margin %	Gross profit/(loss) RMB'000 (unaudited)	Gross margin %
Exhibition organization services	116,748	45.7	388,643	50.2	343,790	50.8	124,830	54.8	110,699	51.4
Exhibition agency services	(40)	(1.2)	13,345	34.6	22,244	38.2	8,701	40.4	9,161	40.1
Others ⁽¹⁾	50,833	56.7	10,455	48.6	7,468	46.5	6,722	61.5	1,831	69.4
Total	167,541	48.1	412,443	49.4	373,502	49.7	140,253	53.9	121,691	50.5

Note:

- (1) Others primarily comprise general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

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Our gross profit increased from RMB167.5 million in 2022 to RMB412.4 million in 2023, and then decreased to RMB373.5 million in 2024. It decreased from RMB140.3 million in the six months ended June 30, 2024 to RMB121.7 million in the six months ended June 30, 2025. Our gross profit margin increased from 48.1% in 2022 to 49.4% in 2023, and then remained relatively stable at 49.7% in 2024. It decreased from 53.9% in the six months ended June 30, 2024 to 50.5% in the six months ended June 30, 2025.

Selling and marketing expenses

Our selling and marketing expenses primarily consist of (i) employee benefit expenses, which mainly include wages and salaries and equity-settled share-based compensation expenses of our sales and marketing staff; (ii) traveling and business entertainment expenses; (iii) depreciation and amortization; (iv) office expenses; (v) promotion expenses; and (vi) agency service expenses. Our selling and marketing expenses amounted to RMB86.2 million, RMB141.3 million, RMB142.2 million, RMB66.9 million and RMB71.7 million in 2022, 2023, 2024, and the six months ended June 30, 2024 and 2025, respectively, accounting for 24.8%, 16.9%, 18.9%, 25.7% and 29.8%, respectively, of our revenue for the same periods.

The following table sets forth a breakdown of our selling and marketing expenses by nature in absolute amount and as a percentage of our total selling and marketing expenses for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Employee benefit expenses										
— Wages and salaries	66,414	77.0	105,241	74.6	101,035	71.1	48,398	72.3	56,105	78.2
— Equity-settled share-based compensation expenses	—	—	1,604	1.1	1,812	1.3	279	0.4	1,565	2.2
Traveling and business entertainment expenses	8,651	10.0	12,047	8.5	14,620	10.3	7,792	11.7	5,701	8.0
Depreciation and amortization	4,205	4.9	6,349	4.5	7,033	4.9	4,052	6.1	3,224	4.5
Office expenses	1,863	2.2	3,963	2.8	2,483	1.7	2,411	3.6	2,749	3.8
Promotion expenses	1,032	1.2	4,142	2.9	—	—	—	—	—	—
Agency service expenses	1,290	1.5	3,212	2.3	6,375	4.5	1,754	2.6	275	0.4
Others ⁽¹⁾	2,758	3.2	4,728	3.3	8,850	6.2	2,181	3.3	2,062	2.9
Total	86,213	100.0	141,286	100.0	142,208	100.0	66,867	100.0	71,681	100.0

Note:

- (1) Others mainly include short-term amortization of other current assets and information service expenses.

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General and administrative expenses

Our general and administrative expenses primarily consist of (i) employee benefit expenses, which mainly include wages and salaries and equity-settled share-based compensation expenses of our administrative and management personnel; (ii) depreciation and amortization; (iii) office expenses; (iv) consulting and professional service expenses; and (v) traveling and business entertainment expenses of our administrative and management personnel.

Our general and administrative expenses amounted to RMB35.9 million, RMB47.6 million, RMB46.8 million, RMB21.6 million and RMB21.5 million in 2022, 2023, 2024, and the six months ended June 30, 2024 and 2025, respectively, accounting for 10.3%, 5.7%, 6.2%, 8.3% and 8.9%, respectively, of our revenue for the same periods.

The following table sets forth a breakdown of our general and administrative expenses by nature in absolute amount and as a percentage of our total general and administrative expenses for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Employee benefit expenses										
— Wages and salaries	18,871	52.6	25,224	53.0	26,441	56.5	11,120	51.4	12,416	57.6
— Equity-settled share-based compensation expenses	1,807	5.0	2,870	6.0	1,715	3.7	609	2.8	789	3.7
Depreciation and amortization	4,410	12.3	3,725	7.8	4,374	9.3	2,006	9.3	1,939	9.0
Office expenses	2,593	7.2	4,050	8.5	3,142	6.7	1,917	8.9	1,392	6.5
Consulting and professional service expenses	2,476	6.9	1,845	3.9	1,592	3.4	1,454	6.7	1,692	7.9
Traveling and business entertainment expenses	2,399	6.7	3,679	7.7	4,402	9.4	2,446	11.3	1,410	6.6
Others ⁽¹⁾	3,326	9.3	6,243	13.1	5,132	11.0	2,077	9.6	1,866	8.7
Total	35,882	100.0	47,636	100.0	46,798	100.0	21,629	100.0	21,504	100.0

Note:

- (1) Others mainly include auditor’s remuneration, short-term amortization of other current assets, taxes and surcharges, and formality expenses.

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R&D expenses

Our R&D expenses primarily consist of (i) employee benefit expenses, which mainly include wages and salaries and equity-settled share-based compensation expenses of our R&D staff; (ii) server and software expenses; and (iii) depreciation and amortization. Our R&D expenses amounted to RMB15.5 million, RMB17.7 million, RMB16.4 million, RMB6.9 million and RMB9.7 million in 2022, 2023, 2024, and the six months ended June 30, 2024 and 2025, respectively, accounting for 4.5%, 2.1%, 2.2%, 2.7% and 4.0%, respectively, of our revenue for the same periods.

The following table sets forth a breakdown of our R&D expenses by nature in absolute amount and as a percentage of our total R&D expenses for the periods indicated:

	For the year ended December 31,						For the six months ended June 30,			
	2022		2023		2024		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%	RMB'000 (unaudited)	%	RMB'000 (unaudited)	%
Employee benefit expenses										
— Wages and salaries	13,160	84.7	14,826	84.0	12,712	77.3	5,472	79.1	7,963	82.0
— Equity-settled share-based compensation expenses	—	—	194	1.1	126	0.8	35	0.5	283	2.9
Server and software expenses	1,041	6.7	1,156	6.5	1,575	9.6	449	6.5	600	6.2
Depreciation and amortization	828	5.3	1,093	6.2	1,208	7.4	702	10.2	686	7.1
Others ⁽¹⁾	514	3.3	397	2.2	802	4.9	259	3.7	174	1.8
Total	15,543	100.0	17,666	100.0	16,423	100.0	6,917	100.0	9,706	100.0

Note:

- (1) Others mainly include short-term amortization of other current assets.

Net impairment losses on financial assets

We recorded net impairment losses on financial assets of RMB0.3 million, RMB0.5 million, RMB0.5 million and RMB0.8 million in 2022, 2023 and 2024, and the six months ended June 30, 2024 and 2025, respectively.

Other income

Our other income primarily consists of: (i) government grants; (ii) additional deduction for value-added tax (“VAT”); and (iii) interest income, which mainly comprises interest income on our Group’s term deposits.

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The following table sets forth a breakdown of our other income for the periods indicated:

	For the year ended December 31,			For the six months ended	
	2022	2023	2024	June 30,	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Other income					
Government grants ⁽¹⁾	3,869	938	1,169	735	746
Additional deduction for VAT	570	51	40	—	—
Interest income	2,337	4,397	4,164	161	165
Others ⁽²⁾	113	319	472	459	332
Total	6,889	5,705	5,845	1,355	1,243

Note:

- (1) Our government grants mainly represent subsidies received from local government authorities to support our Group's operations, research and development activities and talent development activities.
- (2) Others mainly include dividends from stock investments and the refund of the handling fees for withholding individual income tax.

Other gains, net

Our other gains, net primarily consist of: (i) net gains on disposal of financial instruments at FVTPL; (ii) fair value changes in financial instruments at FVTPL; (iii) net foreign exchange (losses)/gains; (iv) net (losses)/gains on disposal of investments in subsidiaries and associates; (v) net (losses)/gains on disposal of property, plant and equipment and right-of-use assets; and (vi) interest income/(losses) from financial assets at FVTPL.

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The following table sets forth a breakdown of our other gains, net for the periods indicated:

	For the year ended December 31,			For the six months ended	
	2022	2023	2024	June 30,	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Other gains, net					
Net gains on disposal of financial instruments at FVTPL	3,763	3,944	6,570	1,433	5,555
Fair value changes in financial instruments at FVTPL	8,420	(1,731)	6,270	2,081	(3,227)
Net foreign exchange (losses)/gains	(318)	219	(1,454)	(1,260)	(965)
Net (losses)/gains on disposal of investments in subsidiaries and associates	(458)	297	—	—	—
Net (losses)/gains on disposal of property, plant and equipment and right-of-use assets	(65)	(22)	140	(17)	211
Interest income/(losses) from financial assets at FVTPL	825	241	(26)	45	27
Others	(445)	4,843	(500)	(73)	(39)
Total	11,722	7,791	11,000	2,209	1,562

Finance income

Our finance income primarily comprises interest income from financial assets that are held for cash management purposes. We recorded finance income of RMB7.2 million, RMB11.3 million, RMB13.6 million, RMB6.9 million and RMB5.7 million in 2022, 2023, 2024 and the six months ended June 30, 2024 and 2025, respectively.

Finance costs

Our finance costs comprise interest expenses on lease liabilities. Our finance costs remained stable at RMB0.4 million, RMB0.4 million and RMB0.4 million in 2022, 2023 and 2024, respectively, and remained stable at RMB0.2 million and RMB0.2 million in the six months ended June 30, 2024 and 2025, respectively.

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Share of profits or losses of investments in associates

Our share of profits or losses of investment in associates decreased from a profit of RMB0.2 million in 2022 to a loss of RMB0.2 million in 2023, then increased to a profit of RMB1 thousand in 2024, and it decreased from a profit of RMB29 thousand in the six months ended June 30, 2024 to a loss of RMB0.3 million in the six months ended June 30, 2025.

Income tax expense

Our income tax expense amounted to RMB4.0 million, RMB32.3 million, RMB34.5 million, RMB8.9 million and RMB5.4 million in 2022, 2023 and 2024 and the six months ended June 30, 2024 and 2025, respectively. We are subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of our Group are domiciled and operate. See note 12 of the Accountants’ Report in Appendix I and note 10 of the Interim Financial Information in Appendix IA to this document.

PRC corporate income tax

In accordance with the relevant regulations of the Enterprise Income Tax laws (the “**EIT Law**”) of the PRC, the applicable statutory tax rate of our Group’s PRC subsidiaries is 25% except for those subject to the tax exemption set out below.

- During the Track Record Period, one subsidiary of our Company applied for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Extending the Enterprise Income Tax Preferential Policy for the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone in Shenzhen” (Cai Shui [2021] No. 30) (財政部稅務總局關於延續深圳前海深港現代服務業合作區企業所得稅優惠政策的通知), which is an extension of the policy originally specified in the “Notice of the Ministry of Finance and the State Taxation Administration on Enterprise Income Tax Preferential Policies and Preferential Catalogs for Enterprises in Guangdong Hengqin New Area, Fujian Pingtan Comprehensive Experimental Zone, and Shenzhen Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone” (Cai Shui [2014] No. 26) (財政部國家稅務總局關於廣東橫琴新區、福建平潭綜合實驗區、深圳前海深港現代服務業合作區企業所得稅優惠政策及優惠目錄的通知), with a preferential tax rate of 15%.
- During the Track Record Period, one subsidiary of our Company applied for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Preferential Policies for Enterprise Income Tax in Guangzhou Nansha” (Cai Shui [2022] No. 40) (財政部稅務總局關於廣州南沙企業所得稅優惠政策的通知), with a preferential tax rate of 15%.

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- One subsidiary of our Company applied for tax reduction benefits for qualified software enterprises in accordance with the “Notice of the State Council on Issuing Several Policies for Promoting High-Quality Development of the Integrated Circuit Industry and Software Industry in the New Era” (Guofa [2020] No. 8) (國務院關於印發新時期促進積體電路產業和軟體產業高質量發展若干政策的通知). This subsidiary is exempt from corporate income tax in the first and second profit-making years, and subject to a 50% reduction in the third to fifth years. Accordingly, this subsidiary was exempt from corporate income tax in 2023 and 2024.
- Pursuant to Caishui [2021] No. 12 “Announcement on the Income Tax Preferential Policies for Small Meager-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries of our Group were qualified for Small Meager-profit Enterprises and for taxable income not exceeding RMB1,000,000, 12.5% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2021 to December 31, 2022.
- Pursuant to Caishui [2022] No. 13 “Announcement on Further Implementing the Income Tax Preferential Policies for Small Meager-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), certain subsidiaries of our Group were qualified for Small Meager-profit Enterprises and for taxable income exceeding RMB1,000,000 but less than RMB3,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2022 to December 31, 2024.
- Pursuant to Caishui [2023] No. 12 “Announcement on the Income Tax Policies for Further Supporting Small Meager-profit Enterprises and Self-employed Businesses” (關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告) and Caishui [2023] No. 6 “Announcement on the Income Tax Preferential Policies for Small Meager-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries of our Group were qualified for Small Meager-profit Enterprises and for taxable income not exceeding RMB1,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2023 to December 31, 2027.

Corporate income tax in other jurisdictions

The income tax rates of our Company’s subsidiaries from other jurisdictions, including the UAE, Japan, Indonesia and Hong Kong, had been calculated on the estimated assessable profit for the Track Record Period at the respective rates prevailing in the relevant jurisdictions.

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OECD Pillar Two model rules

Amendments to IAS 12 “International Tax Reform — Pillar Two Model Rules” were issued on May 23, 2023 which are effective upon issuance and require retrospective application. The amendments provide a temporary exception from deferred tax accounting for the income tax arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organization for Economic Cooperation and Development (“OECD”). Our Group is within the scope of global minimum tax (“GMT”) under the OECD Pillar Two model rules (“Pillar Two”). Subject to tax legislation enacting Pillar Two being passed in the jurisdictions where our Company and its subsidiaries operate, our Group is liable to pay a top-up tax for any deficiency between the minimum tax rate of 15% and the effective tax rate per respective jurisdiction. Our Group applies the IAS 12 exception to recognition and disclosure information about deferred tax assets and liabilities relating to Pillar Two income taxes. For those jurisdictions where the Pillar Two legislation was enacted but not effective at the reporting date, our Group has no related current tax exposure. However, certain subsidiaries of our Company are located in jurisdictions where Pillar Two legislation was effective, and our Group’s assessment indicates that there is no material related current tax exposure in these jurisdictions during the Track Record Period.

As of the Latest Practicable Date, we paid all relevant taxes that were due and applicable to us and had no disputes or unresolved tax issues with relevant tax authorities.

PERIOD-TO-PERIOD COMPARISONS OF RESULTS OF OPERATIONS

Six Months Ended June 30, 2025 Compared to Six Months Ended June 30, 2024

Revenue

Our total revenue decreased from RMB260.1 million in the six months ended June 30, 2024 to RMB240.8 million in the six months ended June 30, 2025, primarily due to the following reasons:

- Revenue generated from the provision of exhibition organization services slightly decreased from RMB227.6 million in the six months ended June 30, 2024 to RMB215.3 million in the six months ended June 30, 2025, primarily due to (i) the reduction of one exhibition in Indonesia in the first half of 2025 which resulted in a decrease in revenue from, among others, booth sales and provision of services to exhibitors; and (ii) the provision of more promotions to our customers.
- Revenue generated from the provision of exhibition agency services increased from RMB21.5 million in the six months ended June 30, 2024 to RMB22.8 million in the six months ended June 30, 2025, primarily due to an increase in the exhibition booths agented by us for an exhibition held in Saudi Arabia in April 2025.

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- Revenue generated from others decreased from RMB10.9 million in the six months ended June 30, 2024 to RMB2.6 million in the six months ended June 30, 2025, primarily due to the decrease in demand for our general online marketing services following the strong recovery of our offline exhibition business.

Cost of sales

Our cost of sales remained relatively stable at RMB119.9 million and RMB119.1 million in the six months ended June 30, 2024 and 2025, respectively.

Gross profit and gross profit margin

Our gross profit decreased from RMB140.3 million in the six months ended June 30, 2024 to RMB121.7 million in the six months ended June 30, 2025. Our gross profit margin decreased from 53.9% in the six months ended June 30, 2024 to 50.5% in the six months ended June 30, 2025.

- For exhibition organization services — our gross profit decreased from RMB124.8 million in the six months ended June 30, 2024 to RMB110.7 million in the six months ended June 30, 2025, largely in line with our revenue decrease in exhibition organization services. Our gross profit margin decreased from 54.8% in the six months ended June 30, 2024 to 51.4% in the six months ended June 30, 2025, primarily due to the provision of more promotions to our customers in the six months ended June 30, 2025.
- For exhibition agency services — our gross profit increased from RMB8.7 million in the six months ended June 30, 2024 to RMB9.2 million in the six months ended June 30, 2025. Our gross profit margin remained relatively stable at 40.4% and 40.1% in the six months ended June 30, 2024 and 2025, respectively.
- For others — our gross profit decreased from RMB6.7 million in the six months ended June 30, 2024 to RMB1.8 million in the six months ended June 30, 2025, largely in line with our revenue decrease in others. Our gross profit margin was 61.5% and 69.4% in the six months ended June 30, 2024 and 2025, respectively.

Selling and marketing expenses

Our selling and marketing expenses increased from RMB66.9 million in the six months ended June 30, 2024 to RMB71.7 million in the six months ended June 30, 2025, primarily due to the increased bonus to our sales and marketing employees for incentive purpose.

General and administrative expenses

Our general and administrative expenses remained relatively stable at RMB21.6 million in the six months ended June 30, 2024 and RMB21.5 million in the six months ended June 30, 2025.

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R&D expenses

Our R&D expenses increased from RMB6.9 million in the six months ended June 30, 2024 to RMB9.7 million in the six months ended June 30, 2025, primarily due to an increase in the wages and salaries for our R&D staff as we increased our R&D investment for our Smart Exhibition.

Net impairment losses on financial assets

Our net impairment losses on financial assets increased from RMB0.5 million in the six months ended June 30, 2024 to RMB0.8 million in the six months ended June 30, 2025, primarily due to an increase in trade receivables from customers of the public sector which generally have a longer average collection period.

Other income

Our other income remained relatively stable at RMB1.4 million and RMB1.2 million in the six months ended June 30, 2024 and 2025, respectively.

Other gains, net

Our other gains, net decreased from RMB2.2 million in the six months ended June 30, 2024 to RMB1.6 million in the six months ended June 30, 2025, primarily due to the decrease of fair value changes in financial instruments at FVTPL resulting from the fair value decrease in our derivative financial assets, partially offset by the increase of net gains on disposal of financial instruments at FVTPL.

Finance income, net

Our finance income, net decreased from RMB6.7 million in the six months ended June 30, 2024 to RMB5.4 million in the six months ended June 30, 2025, primarily due to a decrease in our cash and cash equivalents and impacts caused by interest rate cut.

Share of profit or loss of investments in associates

Our share of profit or loss of investments in associates decreased from a profit of RMB29 thousand in the six months ended June 30, 2024 to a loss of RMB0.3 million in the six months ended June 30, 2025, primarily due to certain associates incurring losses in the six months ended June 30, 2025.

Profit for the period

As a result of the foregoing, our profit for the period decreased from RMB45.8 million in the six months ended June 30, 2024 to RMB20.6 million in the six months ended June 30, 2025.

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Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

Our total revenue decreased from RMB835.0 million in 2023 to RMB751.4 million in 2024, primarily due to the following reasons:

- Revenue generated from the provision of exhibition organization services decreased from RMB774.9 million in 2023 to RMB677.1 million in 2024, primarily due to a decrease in the number of the exhibitions organized by us in connection with certain strategic adjustments made by us to our exhibition planning during the year. In 2024, for Poland, Brazil and Mexico markets, we reduced the number of exhibitions organized by us in each of these countries from two to one, aiming to maximize the transaction matchmaking efficiency of our exhibitions in these countries. We also did not hold exhibitions in Germany and Turkey based on our profitability analysis and forecast of the conditions of the local markets.
- Revenue generated from the provision of exhibition agency services increased from RMB38.6 million in 2023 to RMB58.3 million in 2024, primarily due to an increase in the number of the exhibitions agented by us and an increase in the exhibition area agented by us.
- Revenue generated from others decreased from RMB21.5 million in 2023 to RMB16.1 million in 2024, primarily due to the decrease in demand for our general online marketing services following the strong recovery of our offline exhibition business.

Cost of sales

Our cost of sales decreased from RMB422.5 million in 2023 to RMB377.9 million in 2024, largely in line with our revenue decrease.

Gross profit and gross profit margin

Our gross profit decreased from RMB412.4 million in 2023 to RMB373.5 million in 2024. Our gross profit margin increased slightly from 49.4% in 2023 to 49.7% in 2024.

- For exhibition organization services — our gross profit decreased from RMB388.6 million in 2023 to RMB343.8 million in 2024, in line with the decrease in our revenue from the provision of exhibition organization services in 2024. Our gross profit margin remained relatively stable at 50.2% and 50.8% in 2023 and 2024, respectively.

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- For exhibition agency services — our gross profit increased from RMB13.3 million in 2023 to RMB22.2 million in 2024, in line with the increase in our revenue from the provision of exhibition agency services in 2024. Our gross profit margin increased from 34.6% in 2023 to 38.2% in 2024, primarily due to the price increase in the booths resold by us as an exhibition agency.
- For others — our gross profit decreased from RMB10.5 million in 2023 to RMB7.5 million in 2024, largely in line with our revenue decrease in others. Our gross profit margin decreased from 48.6% in 2023 to 46.5% in 2024.

Selling and marketing expenses

Our selling and marketing expenses slightly increased from RMB141.3 million in 2023 to RMB142.2 million in 2024, primarily due to the increases in agency service fees and traveling and business entertainments expenses, partially offset by the decrease in employee benefit expenses.

General and administrative expenses

Our general and administrative expenses decreased from RMB47.6 million in 2023 to RMB46.8 million in 2024, primarily due to a decrease in our office expenses.

R&D expenses

Our R&D expenses decreased from RMB17.7 million in 2023 to RMB16.4 million in 2024, primarily due to a decrease in our employee benefit expenses following certain personnel changes in our R&D team.

Net impairment losses on financial assets

Our net impairment losses on financial assets remained relatively stable at RMB0.5 million and RMB0.5 million in 2023 and 2024, respectively.

Other income

Our other income remained relatively stable at RMB5.7 million and RMB5.8 million in 2023 and 2024, respectively.

Other gains, net

Our other gains, net increased from RMB7.8 million in 2023 to RMB11.0 million in 2024, primarily due to the increase in the fair value changes in financial instruments at FVTPL resulting from the fair value increase in our investment in listed equity shares, and the net gains on disposal of financial instruments at FVTPL.

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Finance income, net

Our finance income, net increased from RMB10.9 million in 2023 to RMB13.1 million in 2024, primarily due to an increase in our deposits denominated in USD and the interest rate(s) applicable to USD.

Share of profit or loss of investments in associates

Our share of profit or loss of investments in associates increased from a loss of RMB0.2 million in 2023 to a profit of RMB1 thousand in 2024, primarily due to a decrease in the loss of two associates and an increase in the profit of another associate in 2024.

Profit for the year

As a result of the foregoing, our profit for the year decreased from RMB197.3 million in 2023 to RMB163.0 million in 2024.

Year Ended December 31, 2023 Compared to Year Ended December 31, 2022

Revenue

Our total revenue increased significantly from RMB348.3 million in 2022 to RMB835.0 million in 2023, primarily due to the following reasons:

- Revenue generated from the provision of exhibition organization services increased significantly from RMB255.3 million in 2022 to RMB774.9 million in 2023, primarily due to the increase in both the number of the exhibitions and the exhibition area organized by us, as restrictions and hurdles on cross-border travels eased and the exhibition industry strongly recovered.
- Revenue generated from the provision of exhibition agency services increased significantly from RMB3.3 million in 2022 to RMB38.6 million in 2023, primarily due to the increase in the number of both the exhibitions and the booths agented by us, as restrictions and hurdles on cross-border travels eased and the exhibition industry strongly recovered.
- Revenue generated from others decreased from RMB89.7 million in 2022 to RMB21.5 million in 2023, primarily due to the decrease in demand for our general online marketing services following the strong recovery of our offline exhibition business.

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Cost of sales

Our cost of sales increased from RMB180.8 million in 2022 to RMB422.5 million in 2023, largely in line with our revenue growth.

Gross profit and gross profit margin

Our gross profit increased from RMB167.5 million in 2022 to RMB412.4 million in 2023. Our gross profit margin increased from 48.1% in 2022 to 49.4% in 2023.

- For exhibition organization services — our gross profit increased from RMB116.7 million in 2022 to RMB388.6 million in 2023, in line with the significant increase in our revenue from the provision of exhibition organization services in 2023. Our gross profit margin increased from 45.7% in 2022 to 50.2% in 2023, primarily due to our gross profit margin being adversely impacted by the COVID-19 during 2022.
- For exhibition agency services — our gross profit(loss) increased from a gross loss of RMB0.04 million in 2022 to a gross profit of RMB13.3 million in 2023, primarily because we faced difficulties in re-selling the booths purchased by us from other exhibition organizers due to the impact of COVID-19 in 2022. Our gross margin increased from a gross loss margin of 1.2% in 2022 to a gross profit margin of 34.6% in 2023, primarily due to the strong increase in our revenue and our cost of sales for exhibition agency services remaining relatively stable.
- For others — our gross profit decreased from RMB50.8 million in 2022 to RMB10.5 million in 2023, in line with the decrease in our revenue from others in 2023. Our gross profit margin decreased from 56.7% in 2022 to 48.6% in 2023.

Selling and marketing expenses

Our selling and marketing expenses increased from RMB86.2 million in 2022 to RMB141.3 million in 2023, primarily due to increases in employee benefit expenses due to an expansion of our sales and marketing team.

General and administrative expenses

Our general and administrative expenses increased from RMB35.9 million in 2022 to RMB47.6 million in 2023, primarily due to an increase in our employee benefit expenses to support our business expansion in 2023.

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R&D expenses

Our R&D expenses increased from RMB15.5 million in 2022 to RMB17.7 million in 2023, primarily due to an expansion of our R&D team.

Net impairment losses on financial assets

Our net impairment losses on financial assets slightly increased from RMB0.3 million in 2022 to RMB0.5 million in 2023, primarily due to the increase in our trade receivables as of December 31, 2023 as our business rebounded in 2023.

Other income

Our other income decreased from RMB6.9 million in 2022 to RMB5.7 million in 2023, primarily due to a decrease in government grant.

Other gains, net

Our other gains, net decreased from RMB11.7 million in 2022 to RMB7.8 million in 2023, primarily due to the decrease of fair value changes in financial instruments at FVTPL.

Finance income, net

Our finance income, net increased from RMB6.8 million in 2022 to RMB10.9 million in 2023, primarily due to an increase in our cash and cash equivalents.

Share of profit or loss of investments in associates

Our share of profit or loss of investments in associates decreased from a profit of RMB0.2 million in 2022 to a loss of RMB0.2 million in 2023, primarily due to a decrease in the profit of an associate and an increase in the loss of another associate in 2023.

Profit for the year

As a result of the foregoing, our profit for the year increased from RMB51.1 million in 2022 to RMB197.3 million in 2023.

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DISCUSSION OF CERTAIN SELECTED ITEMS FROM OUR CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth the selected information from our consolidated statements of financial position as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
ASSETS				
Non-current assets				
Property, plant and equipment	18,923	20,401	29,259	27,065
Right-of-use assets	9,188	8,449	8,778	13,361
Intangible assets	81,245	77,068	66,947	65,967
Deferred tax assets	7,906	2,745	2,251	6,534
Investments in associates	10,533	10,563	10,564	25,304
Equity investments at FVTPL	3,810	4,683	4,189	44,589
Restricted cash and term deposits	<u>100,000</u>	<u>—</u>	<u>—</u>	<u>—</u>
Total non-current assets	<u>231,605</u>	<u>123,909</u>	<u>121,988</u>	<u>182,820</u>
Current assets				
Inventories	—	—	—	541
Prepayments and other receivables	18,059	15,097	19,132	55,559
Trade receivables	1,914	5,485	4,888	9,966
Other financial assets at FVTPL	3,518	38,797	35,420	58,563
Restricted cash and term deposits	820	103,607	6,073	8,312
Cash and cash equivalents	339,039	579,422	636,583	514,009
Other current assets	529	2,132	4,893	6,507
Derivative financial assets	<u>—</u>	<u>—</u>	<u>2,256</u>	<u>—</u>
Total current assets	<u>363,879</u>	<u>744,540</u>	<u>709,245</u>	<u>653,457</u>
Total assets	<u><u>595,484</u></u>	<u><u>868,449</u></u>	<u><u>831,233</u></u>	<u><u>836,277</u></u>

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	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
LIABILITIES				
Non-current Liabilities				
Lease liabilities	3,858	2,267	5,093	7,352
Deferred tax liabilities	<u>3,609</u>	<u>9,065</u>	<u>12,988</u>	<u>13,435</u>
Total non-current liabilities	<u>7,467</u>	<u>11,332</u>	<u>18,081</u>	<u>20,787</u>
Current Liabilities				
Trade payables	18,923	26,467	23,720	8,775
Contract liabilities	72,443	96,256	89,384	175,946
Lease liabilities	5,292	5,480	2,885	5,591
Current income tax liabilities	67	8,522	15,653	12,046
Accruals and other payables	31,782	40,055	38,274	25,999
Derivative financial liabilities	—	752	151	961
Other current liabilities	<u>782</u>	<u>189</u>	<u>81</u>	<u>278</u>
Total current liabilities	<u>129,289</u>	<u>177,721</u>	<u>170,148</u>	<u>229,596</u>
Total liabilities	<u><u>136,756</u></u>	<u><u>189,053</u></u>	<u><u>188,229</u></u>	<u><u>250,383</u></u>
EQUITY				
— Share capital	101,019	152,961	230,726	298,894
— Treasury shares	—	—	(56,380)	(56,380)
— Other reserves	350,802	327,884	279,007	212,824
— Retained earnings/ (Accumulated losses)	<u>(4,181)</u>	<u>175,419</u>	<u>168,707</u>	<u>104,718</u>
Equity attributable to owners of the Company	<u>447,640</u>	<u>656,264</u>	<u>622,060</u>	<u>560,056</u>
Non-controlling interests	<u>11,088</u>	<u>23,132</u>	<u>20,944</u>	<u>25,838</u>
Total equity	<u>458,728</u>	<u>679,396</u>	<u>643,004</u>	<u>585,894</u>
TOTAL LIABILITIES AND EQUITY	<u><u>595,484</u></u>	<u><u>868,449</u></u>	<u><u>831,233</u></u>	<u><u>836,277</u></u>

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Property, plant and equipment

Our property, plant and equipment consist of buildings, general equipment, motor vehicles and leasehold improvement. The following table sets forth a breakdown of our property, plant and equipment as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Buildings	12,337	11,322	19,245	18,473
General equipment	3,674	4,530	4,591	4,067
Motor vehicles	633	573	1,491	1,310
Leasehold improvement	<u>2,279</u>	<u>3,976</u>	<u>3,932</u>	<u>3,215</u>
Total	<u>18,923</u>	<u>20,401</u>	<u>29,259</u>	<u>27,065</u>

Our property, plant and equipment increased from RMB18.9 million as of December 31, 2022 to RMB20.4 million as of December 31, 2023, primarily due to an increase of RMB1.7 million in leasehold improvements for fitting out workplaces.

Our property, plant and equipment increased from RMB20.4 million as of December 31, 2023 to RMB29.3 million as of December 31, 2024, primarily due to (i) an increase of RMB8.8 million in real property in Dubai; and (ii) an increase of RMB0.9 million in vehicles.

Our property, plant and equipment decreased from RMB29.3 million as of December 31, 2024 to RMB27.1 million as of June 30, 2025, primarily due to the depreciation and amortization of assets.

Right-of-use assets

Our right-of-use assets primarily consist of workplace leases. Our right-of-use assets decreased from RMB9.2 million as of December 31, 2022 to RMB8.4 million as of December 31, 2023, primarily due to the depreciation of our right-of-use assets. Our right-of-use assets increased from RMB8.4 million as of December 31, 2023 to RMB8.8 million as of December 31, 2024 and further increased to RMB13.4 million as of June 30, 2025, primarily due to the addition and the lease renewal of workplaces.

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Intangible assets

Our intangible assets primarily consist of (i) goodwill; (ii) trademark rights; (iii) software; and (iv) website and domain names. The following table sets forth a breakdown of our intangible assets as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Goodwill	66,451	64,234	56,073	56,073
Trademark rights	14,271	12,449	10,627	9,717
Software	356	240	124	66
Website and domain names	<u>167</u>	<u>145</u>	<u>123</u>	<u>111</u>
Total	<u>81,245</u>	<u>77,068</u>	<u>66,947</u>	<u>65,967</u>

Our intangible assets decreased from RMB81.2 million as of December 31, 2022 to RMB77.1 million as of December 31, 2023, decreased to RMB66.9 million as of December 31, 2024, and further decreased to RMB66.0 million as of June 30, 2025. The decreases were primarily due to (i) the impairment of goodwill for a subsidiary acquired by our Group; and (ii) the amortization of trademark rights.

Other non-current assets

Investments in associates

Our investments in associates remained relatively stable at RMB10.5 million, RMB10.6 million, and RMB10.6 million as of December 31, 2022, 2023 and 2024, respectively. Our investments in associates increased from RMB10.6 million as of December 31, 2024 to RMB25.3 million as of June 30, 2025, primarily due to an investment of RMB15 million in an associate engaged in the development of AI glasses.

Equity investment at FVTPL

Our equity investment at FVTPL increased from RMB3.8 million as of December 31, 2022 to RMB4.7 million as of December 31, 2023, then decreased to RMB4.2 million as of December 31, 2024, primarily due to the changes in the valuation of an equity investment. Our equity investment at FVTPL increased from RMB4.2 million as of December 31, 2024 to RMB44.6 million as of June 30, 2025, due to the making of a new investment in a limited partnership as a limited partner of RMB40.4 million at FVTPL.

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Net current assets

The following table sets forth a breakdown of our current assets and current liabilities as of the dates indicated:

	As of December 31,			As of	As of
	2022	2023	2024	June 30,	October 31,
	RMB'000	RMB'000	RMB'000	2025	2025
				(unaudited)	(unaudited)
Current assets					
Inventories	—	—	—	541	3,540
Prepayments and other receivables	18,059	15,097	19,132	55,559	95,546
Trade receivables	1,914	5,485	4,888	9,966	8,444
Derivative financial assets	—	—	2,256	—	—
Other financial assets at fair value through profit or loss	3,518	38,797	35,420	58,563	62,662
Restricted cash and term deposits	820	103,607	6,073	8,312	4,911
Cash and cash equivalents	339,039	579,422	636,583	514,009	579,760
Other current assets	529	2,132	4,893	6,507	6,377
Total current assets	363,879	744,540	709,245	653,457	761,240
Current liabilities					
Trade payables	18,923	26,467	23,720	8,775	8,040
Contract liabilities	72,443	96,256	89,384	175,946	309,087
Lease liabilities	5,292	5,480	2,885	5,591	5,128
Current income tax liabilities	67	8,522	15,653	12,046	846
Accruals and other payables	31,782	40,055	38,274	25,999	25,986
Derivative financial liabilities	—	752	151	961	598
Other current liabilities	782	189	81	278	300
Total current liabilities	129,289	177,721	170,148	229,596	349,985
Net current assets	234,590	566,819	539,097	423,861	411,255

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Our net current assets increased from RMB234.6 million as of December 31, 2022 to RMB566.8 million as of December 31, 2023, primarily due to (i) an increase of RMB35.3 million in other financial assets at FVTPL; (ii) an increase of RMB102.8 million in the current portion of restricted cash and term deposits; and (iii) an increase of RMB240.4 million in cash and cash equivalents, as partially offset by (a) an increase of RMB7.5 million in trade payables; (b) an increase of RMB23.8 million in contract liabilities; (c) an increase of RMB8.5 million in current income tax liabilities; and (d) an increase of RMB8.3 million in accruals and other payables.

Our net current assets decreased from RMB566.8 million as of December 31, 2023 to RMB539.1 million as of December 31, 2024, primarily due to (i) a decrease of RMB97.5 million in the current portion of restricted cash and term deposits; and (ii) an increase of RMB7.1 million in current income tax liabilities, as partially offset by (a) an increase of RMB4.0 million in prepayments and other receivables; (b) an increase of RMB57.2 million in cash and cash equivalents; (c) a decrease of RMB6.9 million in contract liabilities; (d) a decrease of RMB2.7 million in trade payables; and (e) a decrease of RMB2.6 million in lease liabilities.

Our net current assets decreased from RMB539.1 million as of December 31, 2024 to RMB423.9 million as of June 30, 2025, primarily due to (i) a decrease of RMB122.6 million in cash and cash equivalents; (ii) an increase of RMB86.6 million in contract liabilities; and (iii) an increase of RMB2.7 million in lease liabilities, as partially offset by (a) an increase of RMB36.4 million in prepayments and other receivables; (b) an increase of RMB5.1 million in trade receivables; (c) an increase of RMB23.1 million in other financial assets at FVTPL; (d) a decrease of RMB14.9 million in trade payables; (e) a decrease of RMB3.6 million in current income tax liabilities; and (f) a decrease of RMB12.3 million in accruals and other payables.

Our net current assets decreased from RMB423.9 million as of June 30, 2025 to RMB411.3 million as of October 31, 2025, primarily due to an increase of RMB133.1 million in contract liabilities, as partially offset by (i) an increase of RMB40.0 million in prepayments and other receivables; (ii) an increase of RMB65.8 million in cash and cash equivalents; and (iii) a decrease of RMB11.2 million in current income tax liabilities.

Inventories

Our inventory primarily consisted of AI glasses ordered by us for enhancing the experience of exhibitors and visitors during our exhibitions.

During the Track Record Period, we maintained a relatively low level of inventory. As of June 30, 2025, our inventory was RMB0.5 million.

As of October 31, 2025, our inventory was RMB3.5 million, primarily due to our procurement of AI glasses for exhibitions to be organized by us in the second half of 2025.

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Prepayments and other receivables

Our prepayments and other receivables primarily consist of (i) prepayments for exhibition related expenses; (ii) prepayment expenses and others; (iii) deposits; and (iv) advance to employees and others. The following table sets out a breakdown of our prepayments and other receivables as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Prepayments for exhibition related expenses	12,789	8,597	11,958	42,516
Prepayment expenses and others	<u>2,008</u>	<u>2,957</u>	<u>2,290</u>	<u>6,221</u>
	14,797	11,554	14,248	48,737
Less: provision for impairment	<u>(2,914)</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<u>11,883</u>	<u>11,554</u>	<u>14,248</u>	<u>48,737</u>
Other receivables:				
Deposits	4,273	2,592	2,768	4,788
Advance to employees and others	<u>3,442</u>	<u>2,636</u>	<u>4,003</u>	<u>4,135</u>
	7,715	5,228	6,771	8,923
Less: provision for impairment	<u>(1,539)</u>	<u>(1,685)</u>	<u>(1,887)</u>	<u>(2,101)</u>
	<u>6,176</u>	<u>3,543</u>	<u>4,884</u>	<u>6,822</u>
Total	<u>18,059</u>	<u>15,097</u>	<u>19,132</u>	<u>55,559</u>

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Our prepayments and other receivables decreased from RMB18.1 million as of December 31, 2022 to RMB15.1 million as of December 31, 2023, then increased to RMB19.1 million as of December 31, 2024 and further increased to RMB55.6 million as of June 30, 2025, primarily due to the following reasons:

- for prepayments for exhibition related expenses: they decreased from RMB12.8 million as of December 31, 2022 to RMB8.6 million as of December 31, 2023, primarily due to certain exhibitions originally scheduled for 2022 being postponed to 2023 and the related prepayments made in 2022 subsequently being expensed upon the completion of such exhibitions in 2023; they increased from RMB8.6 million as of December 31, 2023 to RMB12.0 million as of December 31, 2024, primarily due to an increase in the area of the exhibitions organized and/or agented by us; and they increased from RMB12.0 million as of December 31, 2024 to RMB42.5 million as of June 30, 2025, primarily because the majority of our exhibitions in 2025 are scheduled in the second half of the year, and the related prepayments were made during the first half of 2025;
- for prepayment expenses and others which mainly consisted of prepaid property management fees, real property rental and service fees: they remained relatively stable at RMB2.0 million, RMB3.0 million and RMB2.3 million as of December 31, 2022, 2023 and 2024, respectively; and they increased from RMB2.3 million as of December 31, 2024 to RMB6.2 million as of June 30, 2025, primarily due to an increase in our office software service fees and other service fees;
- for deposits which mainly consisted of deposits paid to exhibition halls, industry associations and relevant business partners: they decreased from RMB4.3 million as of December 31, 2022 to RMB2.6 million as of December 31, 2023, primarily due to the return of deposits in connection with certain exhibitions; they remained relatively stable at RMB2.6 million and RMB2.8 million as of December 31, 2023 and 2024, respectively; and they increased from RMB2.8 million as of December 31, 2024 to RMB4.8 million as of June 30, 2025, primarily due to an increase in deposits paid in connection with exhibitions;
- advance to employees and others remained relatively stable at RMB3.4 million, RMB2.6 million, RMB4.0 million, and RMB4.1 million as of December 31, 2022, 2023 and 2024, and as of June 30, 2025, respectively.

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Trade receivables

During the Track Record Period, our trade receivables primarily represent receivables from customers. The following table sets forth our trade receivables as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Trade receivables	3,405	6,446	6,083	11,735
Less: credit loss allowance	<u>(1,491)</u>	<u>(961)</u>	<u>(1,195)</u>	<u>(1,769)</u>
Total	<u>1,914</u>	<u>5,485</u>	<u>4,888</u>	<u>9,966</u>

Our trade receivables increased from RMB1.9 million as of December 31, 2022 to RMB5.5 million as of December 31, 2023, as our business rebounded in 2023. Our trade receivables remained relatively stable at RMB5.5 million and RMB4.9 million as of December 31, 2023 and 2024, respectively. Our trade receivables increased from RMB4.9 million as of December 31, 2024 to RMB10.0 million as of June 30, 2025, primarily due to a longer average collection period for trade receivables from government authorities and industry associations.

For the majority of our sales, payments are received in advance of the services rendered, with exceptions primarily for payments from government organizations and industry associations which are eligible for a credit term of up to 90 days. The following table sets forth an aging analysis of our trade receivables at the end of each period during the Track Record Period, based on revenue recognition date:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Within 1 year	1,590	5,327	3,490	8,331
1 to 2 years	830	272	1,690	1,873
2 to 3 years	79	784	104	732
Over 3 years	<u>906</u>	<u>63</u>	<u>799</u>	<u>799</u>
	<u>3,405</u>	<u>6,446</u>	<u>6,083</u>	<u>11,735</u>

We calculated expected credit losses based on historical credit losses, current conditions and forecasts of future economic conditions, and by comparing accounts receivable aging with expected credit loss rates.

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The following table sets forth the average turnover days of our trade receivables for the periods indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	(days)	(days)	(days)	2025
Average trade receivables turnover days ⁽¹⁾	<u>3.7</u>	<u>2.2</u>	<u>3.0</u>	<u>6.7</u>

Note:

- (1) Average trade receivables turnover days equals the average of the beginning and ending balances of trade receivables for that period divided by revenue for that period and multiplied by 365 days (for a year) or 180 days (for the six-month period).

Our average trade receivables turnover days remained relatively stable as of December 31, 2022, 2023 and 2024, and increased to 6.7 days in the six months ended June 30, 2025, primarily due to a longer average collection period for trade receivables from government authorities and industry associations.

As of October 31, 2025, RMB7.3 million or 61.9% of our trade receivables as of June 30, 2025 had been settled.

Other financial assets at FVTPL

Our other financial assets at FVTPL mainly consist of wealth management products and listed equity shares. Our financial product portfolio could be subject to the impact of macroeconomic environment conditions, and we monitor the performance and fair value of our portfolio mix closely. Our other financial assets at FVTPL increased from RMB3.5 million as of December 31, 2022 to RMB38.8 million as of December 31, 2023, then slightly decreased to RMB35.4 million as of December 31, 2024, and then increased to RMB58.6 million as of June 30, 2025, primarily due to fluctuations in the fair value of the listed equity shares held by us and our placement of wealth management products.

To control our risk exposure, we have been selecting the relatively stable financial products with an aim to avoid significant risks resulting from fair value fluctuations. For wealth management products, we are more inclined to invest in those with low to medium risk and issued by banks and licensed financial institutions. For investments in other financial products, our investment strategy is to diversify risks with an aim to generate returns and ensure the safety of the funds.

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Our finance department and general manager are mainly responsible for making and implementing our investment strategies and decisions, and our finance department closely monitors the performance of the financial products invested by us. We have been implementing the following:

- Our finance department is responsible for the collection of information, the analysis and research of investments in financial products, and the routine management of such investments;
- Our general manager is responsible for the approval of our investments in financial products through a sound review and decision-making process; and
- Investments in financial products could be made when we have surplus cash that is not required for our short-term working capital purposes.

We have established internal control measures for investing in financial products, including: (i) evaluating working capital sufficiency for business needs prior to and after investments; (ii) adopting a prudent approach in selecting and approving financial assets to minimize financial risks; and (iii) making case-by-case investment decisions based on factors such as the macroeconomic environment, market conditions, risk control, and expected investment outcomes.

Restricted cash and term deposits

The following table sets forth a breakdown of our restricted cash and term deposits as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				RMB'000
				(unaudited)
Current: Restricted cash ⁽¹⁾	820	3,607	6,073	8,312
Current: Term deposits	—	100,000	—	—
Non-current: Term deposits	100,000	—	—	—
	<u>100,820</u>	<u>103,607</u>	<u>6,073</u>	<u>8,312</u>

Note:

- (1) Restricted cash was primarily pledged as a guarantee for the derivative instruments.

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Our restricted cash and term deposits (current and non-current) increased from RMB100.8 million as of December 31, 2022 to RMB103.6 million as of December 31, 2023, primarily due to (i) an increase in foreign exchange margin; and (ii) the purchase of foreign currency. Our restricted cash and term deposits decreased from RMB103.6 million as of December 31, 2023 to RMB6.1 million as of December 31, 2024, primarily due to the withdraw of a term deposit of RMB100 million, as partially offset by an increase in foreign exchange margin. Our restricted cash and term deposits increased from RMB6.1 million as of December 31, 2024 to RMB8.3 million as of June 30, 2025, primarily due to an increase in foreign exchange margin.

Other current assets

Our other current assets mainly consist of deductible input VAT and prepaid income tax. Our other current assets increased from RMB0.5 million as of December 31, 2022 to RMB2.1 million as of December 31, 2023, increased to RMB4.9 million as of December 31, 2024, and further increased to RMB6.5 million as of June 30, 2025. The increases were primarily due to the increases in the ending balance of our input VAT credit and in prepaid corporate income tax.

Trade payables

Our trade payables represent the amounts due to our suppliers. Our trade payables increased from RMB18.9 million as of December 31, 2022 to RMB26.5 million as of December 31, 2023, primarily due to an increase in the scale of our business. Our trade payables decreased from RMB26.5 million as of December 31, 2023 to RMB23.7 million as of December 31, 2024, primarily because more exhibitions were held in December 2023 as compared to December 2024, resulting in a higher balance of trade payables due to our suppliers as of December 31, 2023. Our trade payables decreased from RMB23.7 million as of December 31, 2024 to RMB8.8 million as of June 30, 2025, primarily because the majority of our exhibitions are scheduled in the second half of the year, resulting in a relatively lower trade payables balance as of June 30, 2025.

The following table sets forth an aging analysis of our trade payables at the end of each period during the Track Record Period, based on the recognition date:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Within 1 year	18,106	26,463	23,498	8,280
1 to 2 years	817	4	222	317
2 to 3 years	—	—	—	178
Total	18,923	26,467	23,720	8,775

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The following table sets forth our trade payables turnover days for the periods indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	(days)	(days)	(days)	2025
				(days)
Average trade payables turnover days ⁽¹⁾	<u>24.4</u>	<u>19.6</u>	<u>24.2</u>	<u>24.6</u>

Note:

- (1) Calculated as the average of the beginning and ending balance of trade payables for the year/period divided by the cost of sales for that year/period and multiplied by 365 days (for a year) or 180 days (for the six-month period).

Our average trade payable turnover days remained relatively stable during the Track Record Period.

As of October 31, 2025, RMB7.7 million or 88.3% of our trade payables as of June 30, 2025 had been settled.

Contract liabilities

Our contract liabilities mainly consist of cash collections in advance of fulfilling performance obligations.

During the Track Record Period, our contract liabilities remained relatively stable at RMB72.4 million, RMB96.3 million and RMB89.4 million as of December 31, 2022, 2023 and 2024, respectively. Our contract liabilities increased from RMB89.4 million as of December 31, 2024 to RMB175.9 million as of June 30, 2025, primarily due to the collection in the first half of 2025 of a relatively higher amount of prepayments for exhibitions to be held in the second half of 2025.

As of October 31, 2025, RMB76.8 million or 43.7% of our contract liabilities as of June 30, 2025 had been recognized as revenue.

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Lease liabilities

Our lease liabilities consist of current lease liabilities and non-current lease liabilities. The following table sets out a breakdown of our lease liabilities as of the dates indicated:

	As of December 31,			As of June 30,
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)
Lease Liabilities				
Current	5,292	5,480	2,885	5,591
Non-current	<u>3,858</u>	<u>2,267</u>	<u>5,093</u>	<u>7,352</u>
Total	<u>9,150</u>	<u>7,747</u>	<u>7,978</u>	<u>12,943</u>

Our total lease liabilities decreased from RMB9.2 million as of December 31, 2022 to RMB7.7 million as of December 31, 2023, primarily due to our payment of certain rental. Our total lease liabilities increased from RMB7.7 million as of December 31, 2023 to RMB8.0 million as of December 31, 2024, primarily due to the addition of our workplace leases in Guangzhou. Our total lease liabilities increased from RMB8.0 million as of December 31, 2024 to RMB12.9 million as of June 30, 2025, primarily due to our renewal of certain workplace leases.

As of October 31, 2025, our total lease liabilities (current and non-current) were RMB10.6 million.

Accruals and other payables

Our accruals and other payables mainly consist of (i) salaries, wages and benefits; (ii) accrued expenses; (iii) deposits payables; and (iv) other tax payables.

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The following table sets out a breakdown of our accruals and other payables as of the dates indicated:

	As of December 31,			As of
	2022	2023	2024	June 30,
	RMB'000	RMB'000	RMB'000	2025
				(unaudited)
Salaries, wages and benefits	16,476	23,048	18,445	13,301
Accrued expenses	8,345	7,811	5,924	5,557
Deposits payables	2,198	3,997	6,159	5,116
Other tax payables	2,855	3,291	2,108	1,867
Dividends payable	<u>1,908</u>	<u>1,908</u>	<u>5,638</u>	<u>158</u>
Total	<u>31,782</u>	<u>40,055</u>	<u>38,274</u>	<u>25,999</u>

Our accruals and other payables increased from RMB31.8 million as of December 31, 2022 to RMB40.1 million as of December 31, 2023, and decreased to RMB38.3 million as of December 31, 2024, primarily due to an increase and a decrease in compensations payable to employees. Our accruals and other payables decreased from RMB38.3 million as of December 31, 2024 to RMB26.0 million as of June 30, 2025, primarily due to (i) the decrease in salaries, wages and benefits; and (ii) the payment of 2024 year-end dividends by subsidiaries of our Company.

As of October 31, 2025, RMB20.5 million or 78.7% of our accruals and other payables as of June 30, 2025 had been settled.

LIQUIDITY AND CAPITAL RESOURCES

Historically, we have financed our operations and other capital requirements primarily through cash generated from our business operations and equity contributions from our shareholders.

After the [REDACTED], we intend to finance our future capital requirements through cash generated from our business operations and the [REDACTED] from the [REDACTED]. We do not anticipate any significant changes to the availability of financing to fund our operations in the future.

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Cash flow

The table below sets forth the selected cash flow data from the consolidated statements of cash flows for the periods indicated. This information should be read together with the consolidated financial information contained in the Accountants’ Report in Appendix I and the Interim Financial Information in Appendix IA to this document.

	For the year ended December 31,			For the six months ended	
	2022	2023	2024	June 30,	2025
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(unaudited)	(unaudited)
Net cash generated from operating activities	73,455	266,522	164,225	72,492	40,621
Net cash generated from/ (used in) investing activities	(34,255)	(34,756)	102,103	1,327	(73,079)
Net cash generated from/ (used in) financing activities	<u>(67)</u>	<u>8,636</u>	<u>(208,697)</u>	<u>(81,464)</u>	<u>(88,123)</u>
Net increase/(decrease) in cash and cash equivalents	39,133	240,402	57,631	(7,645)	(120,581)
Cash and cash equivalents at beginning of the year/ period	297,868	339,039	579,422	579,422	636,583
Effect of exchange rate changes on cash and cash equivalents	<u>2,038</u>	<u>(19)</u>	<u>(470)</u>	<u>(735)</u>	<u>(1,993)</u>
Cash and cash equivalents at the end of the year/ period	<u>339,039</u>	<u>579,422</u>	<u>636,583</u>	<u>571,042</u>	<u>514,009</u>

Cash flows generated from operating activities

During the Track Record Period, our cash flows generated from (and used in) operating activities primarily consisted of cash received from provision of exhibition services, and payments of fees for exhibitions.

For the six months ended June 30, 2025, our net cash generated from operating activities was RMB40.6 million. This net cash inflow was primarily attributable to (i) our profit before taxation of RMB26.0 million; (ii) positive total adjustments before movements in working capital, primarily reflecting the depreciation and amortization of RMB6.2 million, share-based compensation expenses of RMB3.4 million, and fair value changes in financial instruments of RMB3.2 million, as partially offset by finance income of RMB5.7 million, and net gains on disposal of financial instruments at FVTPL of RMB5.6 million; and (iii) positive movements in working capital, primarily reflecting increase in payables of RMB65.8 million, as partially offset by increase in receivables of RMB46.0 million and increase in inventories of RMB0.5 million; and (iv) as partially offset by the payment of income tax of RMB13.6 million.

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In 2024, our net cash generated from operating activities was RMB164.2 million. This net cash inflow was primarily attributable to (i) our profit before taxation of RMB197.6 million; and (ii) negative total adjustments before movements in working capital, primarily reflecting the depreciation and amortization of RMB13.9 million, share-based compensation expenses of RMB5.7 million, and impairment loss on goodwill of RMB8.2 million, as partially offset by finance income of RMB13.6 million, net gains on disposal of financial instruments at FVTPL of RMB6.6 million, and fair value changes in financial instruments of RMB6.3 million; (iii) as further offset by negative movements in working capital, primarily reflecting decrease in payables of RMB14.9 million; and (iv) as partially offset by payment of income tax of RMB23.0 million.

In 2023, our net cash generated from operating activities was RMB266.5 million. This net cash inflow was primarily attributable to (i) our profit before taxation of RMB229.5 million; (ii) positive total adjustments before movements in working capital, primarily reflecting the depreciation and amortization of RMB12.9 million, and share-based compensation expenses of RMB7.9 million, as partially offset by finance income of RMB11.3 million, and net gains on disposal of financial instruments at FVTPL of RMB3.9 million; and (iii) positive movements in working capital, primarily reflecting increase in payables of RMB41.9 million; and (iv) as partially offset by payment of income tax of RMB15.2 million.

In 2022, our net cash generated from operating activities was RMB73.5 million. This net cash inflow was primarily attributable to (i) our profit before taxation of RMB55.2 million; (ii) negative total adjustments before movements in working capital, primarily reflecting the depreciation and amortization of RMB11.2 million, impairment loss on goodwill of RMB4.0 million, and share-based compensation expenses of RMB1.8 million, as offset by finance income of RMB7.2 million, interest income of RMB2.3 million, fair value changes in financial instruments of RMB8.4 million, and net gains on disposal of financial instruments at FVTPL of RMB3.8 million; (iii) positive movements in working capital, primarily reflecting increase in payables of RMB19.9 million; and (iv) as partially offset by payment of income tax of RMB0.2 million.

Cash flows generated from/(used in) investing activities

During the Track Record Period, our cash flows generated from (and used in) investing activities primarily consisted of cash from our withdraw (and placement) of term deposits and wealth management products, proceeds from disposal of equity investments (including listed equity shares) at FVTPL, and purchase of equity investments (including listed equity shares) at FVTPL.

For the six months ended June 30, 2025, our net cash used in investing activities was RMB73.1 million. This net cash outflow was primarily attributable to (i) purchases of equity investments (including listed equity shares) at FVTPL of RMB76.9 million; (ii) placement of wealth management products of RMB40.0 million; and (iii) investments in associates of RMB15.0 million, and (iv) as partially offset by (a) proceeds from disposal of equity investments (including listed equity shares) at FVTPL of RMB36.7 million; and (b) withdraw of wealth management products of RMB20.0 million.

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In 2024, our net cash generated from investing activities was RMB102.1 million. This net cash inflow was primarily attributable to (i) withdraw of term deposits of RMB100.0 million; (ii) withdraw of wealth management products of RMB20.0 million; and (iii) proceeds from disposal of equity investments (including listed equity shares) at FVTPL of RMB119.2 million; and (iv) as partially offset by purchase of equity investments (including listed equity shares) at FVTPL at RMB130.6 million.

In 2023, our net cash used in investing activities was RMB34.8 million. This net cash outflow was primarily attributable to (i) purchases of equity investments (including listed equity shares) at FVTPL of RMB38.7 million; and (ii) placement of wealth management products of RMB33.8 million; and (iii) as partially offset by proceeds from disposal of equity investments (including listed equity shares) at FVTPL of RMB21.5 million.

In 2022, our net cash used in investing activities was RMB34.3 million. This net cash outflow was primarily attributable to (i) placement of term deposits of RMB100.0 million; (ii) placement of wealth management products of RMB150.6 million; (iii) purchase of equity investment (including listed equity shares) at FVTPL at RMB23.8 million; and (iv) acquisition of subsidiaries and other business units of RMB10.9 million, and (v) as partially offset by (a) withdraw of wealth management products of RMB192.5 million; and (b) proceeds from disposal of equity investment (including listed equity shares) at FVTPL of RMB55.2 million.

Cash flows generated from/(used in) financing activities

During the Track Record Period, our cash flows generated from financing activities primarily consisted of capital contributions from non-controlling interest and proceeds from share schemes, and our cash flows used in financing activities primarily consisted of dividends paid to our shareholders, dividends paid to non-controlling interests, repurchase of our Company’s shares for our share-based schemes, and the principal elements of lease payments.

For the six months ended June 30, 2025, our net cash flow used in financing activities was RMB88.1 million. This net cash outflow was primarily attributable to (i) dividends paid to our shareholders of RMB79.5 million; (ii) dividends paid to non-controlling interest of RMB6.3 million; and (iii) lease payments of RMB2.8 million.

In 2024, our net cash used in financing activities was RMB208.7 million. This net cash outflow was primarily attributable to (i) dividends paid to our shareholders of RMB144.3 million; (ii) dividends paid to non-controlling interest of RMB8.5 million; (iii) repurchase of shares for the share based schemes at RMB56.4 million; and (iv) lease payments of RMB7.3 million.

In 2023, our net cash generated from financing activities was RMB8.6 million. This net cash inflow was primarily attributable to (i) proceeds from share schemes of RMB11.0 million; and (ii) capital contributions from non-controlling interests of RMB4.5 million; and (iii) as partially offset by lease payments of RMB6.9 million.

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In 2022, our net cash used in financing activities was RMB0.07 million. This net cash outflow was primarily attributable to (i) lease payments of RMB5.0 million; and (ii) dividends paid to non-controlling interests of RMB4.5 million; and (iii) as partially offset by proceeds from share schemes of RMB9.4 million.

SUFFICIENCY OF WORKING CAPITAL

Taking into account the financial resources available to our Group, including the available cash and cash equivalents, cash flows generated from our operations and the estimated [REDACTED] from the [REDACTED], and in the absence of unforeseen circumstances, our Directors are of the opinion that our Group has available sufficient working capital for our present requirements for at least 12 months from the date of this document.

CAPITAL EXPENDITURES

Our capital expenditures during the Track Record Period mainly consisted of expenditures on property, plant and equipment, intangible assets, and other non-current assets. Our capital expenditures amounted to RMB2.3 million, RMB6.9 million, RMB14.2 million and RMB0.5 million for the years ended December 31, 2022, 2023 and 2024 and the six months ended June 30, 2025, respectively.

We expect to finance such capital expenditures through existing cash on hand, cash flows generated from our operations, and the [REDACTED] from the [REDACTED]. We may adjust our capital expenditures for any given year according to our development plans or in light of market conditions and other factors we believe to be appropriate.

CAPITAL COMMITMENTS

As of December 31, 2022, 2023 and 2024, and as of June 30, 2025, our Group did not have any capital commitments.

KEY FINANCIAL RATIOS

The following table sets forth our Group’s current ratios, return on equity and return on total assets as of the dates indicated:

	For the year ended/as of December 31,			For the six months ended/as of
	2022	2023	2024	June 30, 2025
Current ratio ⁽¹⁾	2.8	4.2	4.2	2.8
Return on equity ⁽²⁾	11.3%	28.7%	24.9%	N.M. ⁽⁴⁾
Return on total assets ⁽³⁾	8.5%	21.7%	18.7%	N.M. ⁽⁴⁾

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Notes:

- (1) Current ratio is calculated as total current assets divided by total current liabilities as of the relevant period end.
- (2) Return on equity equals profit attributable to owners of our Company divided by equity attributable to owners of our Company at of the relevant period end.
- (3) Return on total assets equals profit attributable to owners of our Company divided by total assets as of the relevant period end.
- (4) Return on equity and return on total assets ratios for the six months ended June 30, 2025 are not meaningful as they are not comparable to annual ratios.

Current ratio

Our current ratio increased from 2.8 as of December 31, 2022 to 4.2 as of December 31, 2023, primarily due to an increase in cash received from our offline exhibition business which resulted in an increase in our current assets. Our current ratio remained stable at 4.2 and 4.2 as of December 31, 2023 and December 31, 2024, respectively. Our current ratio decreased from 4.2 as of December 31, 2024 to 2.8 as of June 30, 2025, primarily due to an increase in the prepayments received by us from customers for exhibitions to be held in the second half of 2025 which resulted in an increase in our current liabilities.

Return on equity

Our return on equity increased from 11.3% in 2022 to 28.7% in 2023, primarily due to an increase in our revenue along with the recovery of our offline exhibitions business in 2023 which in turn resulted in an increase in our profit. Our return on equity decreased from 28.7% in 2023 to 24.9% in 2024, primarily due to a decrease in our revenue in 2024 along with the market pullback which in turn resulted in a decrease in our profit in 2024.

Return on total assets

Our return on total assets increased from 8.5% in 2022 to 21.7% in 2023, primarily due to an increase in our revenue along with the recovery of our offline exhibitions business in 2023 which in turn resulted in an increase in our profit. Our return on total assets decreased from 21.7% in 2023 to 18.7% in 2024, primarily due to a decrease in our revenue in 2024 along with the market pullback which in turn resulted in a decrease in our profit in 2024.

CONTINGENT LIABILITIES

As of December 31, 2022, 2023 and 2024, June 30, 2025 and October 31, 2025, we did not have any significant contingent liabilities. Our Directors confirmed that there had not been any material change in the contingent liabilities of our Company since October 31, 2025 and up to the Latest Practicable Date.

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RELATED PARTY TRANSACTIONS

We enter into transactions with our related parties from time to time. As of the Latest Practicable Date, we did not have any loans, advances, guarantees and/or pledges of securities with any related party. For details about our related party transactions during the Track Record Period, see note 40 to the Accountants’ Report in Appendix I and note 30 to the Interim Financial Information in Appendix IA to this document.

Our Directors believe that our transactions with related parties during the Track Record Period were conducted in the normal course of business on an arm’s-length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

OFF-BALANCE SHEET ARRANGEMENTS

We had not entered into any off-balance sheet arrangements during the Track Record Period and up to the Latest Practicable Date.

FINANCIAL RISKS DISCLOSURE

Our Group’s activities expose us to a variety of financial risks, in particular, (i) market risk, including foreign exchange risk, interest rate risk and equity price risk; (ii) credit risk; and (iii) liquidity risk. Our overall risk management seeks a balance between risk and return, so as to minimize the adverse impact of risk on our Group’s finance performance and maximize the interests of our shareholders. Further details are included in note 3 of the Accountants’ Report in Appendix I and note 3 of the Interim Financial Information in Appendix IA to this document.

Market risk

Foreign exchange risk

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not the respective functional currency of our Company and its subsidiaries. We are primarily exposed to changes in USD exchange rates. The table below demonstrates the sensitivity of profit or loss before income tax to changes in the exchange rates arising from financial instruments denominated in USD:

	Year ended December 31		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
USD exchange rate —			
Increase 5%	776	1,275	5,921
Decrease 5%	(776)	(1,275)	(5,921)

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Interest rate risk

Except for cash and cash equivalents, restricted cash and term deposits, our Group has no other significant interest-bearing assets and borrowings. Those carried at floating rates expose our Group to cash flow interest rate risk whereas those carried at fixed rates expose our Group to fair value interest rate risk. The fair value interest rate risk arises from financial assets and liabilities carried at fixed rates is not significant for our Group.

Equity price risk

Our equity price risk mainly arises from investments held by our Group that are classified as FVTPL (see note 16 of the Accountants’ Report in Appendix I and note 13 of the Interim Financial Information in Appendix IA to this document). To manage this risk, we diversify our investment portfolio and invest for strategic purposes and trading purposes. We perform a sensitivity analysis to assess the exposure of our financial results to equity price risk of FVTPL at the end of each period during the Track Record Period.

If prices of the respective instruments held by our Group had been 5%, 5% and 5% higher/lower as of December 31, 2022, 2023 and 2024, for the years ended December 31, 2022, 2023, and 2024, our profit before tax would have been approximately RMB366,400, RMB1,153,700 and RMB1,466,850 higher/lower as a result of gains/losses on financial instruments classified as at FVTPL.

Credit risk

Credit risk arises from (i) cash and cash equivalents, restricted cash and term deposits; (ii) trade receivables; and (iii) other receivables.

To manage risk from cash and cash equivalents as well as restricted cash and term deposits, we mainly place them with reputable financial institutions which are all high-credit-rating financial institutions. To manage risk from trade receivables as well as other receivables, we have policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and our management perform ongoing credit evaluations of the counterparties. We also have continuous monitoring procedures to ensure the collection of the receivables as scheduled and take follow up action to recover overdue debts, if any.

For further details and an analysis of the expected credit loss and the maximum exposure to credit risk at the end of each period during the Track Record Period, see note 3.2 to the Accountants’ Report set out in Appendix I to this document.

FINANCIAL INFORMATION

Liquidity risk

Our Group intends to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, our policy is to regularly monitor our liquidity risk and to maintain adequate liquid assets such as cash and cash equivalents and term deposits or to retain adequate financing arrangements to meet our Group’s liquidity requirements. For further details and an analysis of our financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the end of each Track Record Period to their contractual maturity date, see note 3 to the Accountants’ Report set out in Appendix I to this document.

Capital management

The primary objectives of our Group’s capital management are to safeguard our ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders’ value. We manage our capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, we may issue new shares, sell assets or raise additional funding from shareholders or financial institutions as and when necessary. We are not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2022, 2023 and 2024, and the six months ended June 30, 2025.

DIVIDENDS AND DIVIDEND POLICY

We distributed to our shareholders final dividend of RMB76.5 million for 2023, and interim dividend of RMB67.8 million and final dividend of RMB79.5 million for 2024. In September 2025, our shareholders approved interim dividend of RMB19.8 million for the six months ended June 30, 2025 and such dividend was distributed to shareholders in September 2025.

Pursuant to PRC laws and regulations, including the PRC Company Law (《中華人民共和國公司法》) and the No. 3 Guideline for the Supervision of Listed Companies — Cash Dividend Distribution of Listed Companies (2025 Revision) (《上市公司監管指引第3號 — 上市公司現金分紅(2025年修訂)》), and our Articles of Association in which we set out our policy on dividend distribution,

- we may distribute dividend by way of cash dividends, stock dividends, or a combination of cash and stock dividends;
- we shall distribute cash dividend each year in an amount not less than 20% of the distributable profit realized in the same year, if (i) there is no significant investment plan or any event that may require any significant amount of cash; (ii) the proposed distribution of profit has met all requirements under applicable laws and regulations and our Articles of Association, and will not affect the funding needs by our Company’s normal operations; and (iii) no material adverse event has occurred to the environment in which we operate or to our operations; and

FINANCIAL INFORMATION

- any declaration and distribution of dividend, including the specific dividend payout ratio, shall be approved by our Board and the general meeting of our shareholders.

DISTRIBUTABLE RESERVES

As of June 30, 2025, our reserves available for distribution, which represent our retained earnings, amounted to RMB104.7 million.

[REDACTED]

[REDACTED] represent professional fees, [REDACTED] and other fees incurred in connection with the [REDACTED]. We estimate that our [REDACTED] will be approximately HK\$[REDACTED] (assuming the [REDACTED] is not exercised and based on the [REDACTED] of HK\$[REDACTED]), which accounts for approximately [REDACTED]% of the gross [REDACTED] from the [REDACTED]. We estimate the [REDACTED] to consist of approximately HK\$[REDACTED] in [REDACTED] and HK\$[REDACTED] in [REDACTED] (which consist of fees and expenses of legal advisors and our Reporting Accountants of approximately HK\$[REDACTED] and other fees and expenses of approximately HK\$[REDACTED]). Among the total [REDACTED], approximately HK\$[REDACTED] will be directly attributable to the [REDACTED] of our Shares, which will be deducted from equity upon the completion of the [REDACTED], and the remaining approximately HK\$[REDACTED] will be expensed in our consolidated statements of comprehensive loss.

NO MATERIAL ADVERSE CHANGE

Our Directors confirm that since June 30, 2025 and up to the date of this document, (i) there was no material adverse change in the market conditions and the industry and the regulatory environment in which our Group operates that affects our financial or operating position materially and adversely; (ii) there was no material adverse change in the business, revenue structure, profitability, cost structure, financial and trading position and prospects of our Group; and (iii) no event had occurred that would affect the information shown in the Accountants’ Report in Appendix I and the Interim Financial Information in Appendix IA to this document materially and adversely.

DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors have confirmed that as of the Latest Practicable Date, they were not aware of any circumstances that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

UNAUDITED [REDACTED] STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

For details of our unaudited [REDACTED] adjusted consolidated net tangible assets, please refer to “Unaudited [REDACTED] Financial Information” in Appendix IIA to this document.

FUTURE PLANS AND USE OF [REDACTED]

FUTURE PLANS

Please refer to “Business — Strategies” in this document for a detailed discussion of our future plans.

USE OF [REDACTED]

We estimate that the [REDACTED] of the [REDACTED], after deducting the estimated [REDACTED] and other fees and expenses payable by us in connection with the [REDACTED], will be approximately HK\$[REDACTED], assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative range of the [REDACTED]).

In line with our strategies, we intend to use the [REDACTED] from the [REDACTED] for the purposes and in the amounts set forth below:

- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for the continuous expansion of our international exhibition business. In particular:
 - (i) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for actively expanding our exhibition business into new countries and territories, and more industries (such as industrial machinery and new energy sectors). We plan to organize and/or agent six to eight new exhibitions in the Middle East, Southeast Asia, Latin America and/or Africa. We expect to launch our first exhibition in a new industry in the second half of 2026 in the Middle East or Southeast Asia.
 - (ii) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for strengthening our presence and business in our existing markets. We intend to continuously enhance the competitiveness of our existing exhibitions and enhance our support services associated with our branded exhibitions by, among others, further improving the capability and services of our operating and service team. We also plan to expand our regional sales and operating force by, among others, expanding the Dubai center and setting up a new regional center in Vietnam, with an aim to provide a more comprehensive range of services for our exhibitions. As we continue to make efforts to ensure a steady growth of our business, we expect to complete the expansion of our regional sales and operating center in Dubai, and the forming of the regional sales and operating center in Vietnam, in the second half of 2026.

FUTURE PLANS AND USE OF [REDACTED]

- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for the digital and intelligent upgrade of our business. In particular:
 - (i) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for continuously upgrading our Smart Exhibition and increasing the deployment of AI hardware. We plan to enhance and upgrade the underlying data processing hardware and the algorithm model software utilized by our Smart Exhibition, so as to make it not only more intelligent and efficient, but also adaptable and compatible for relevant overseas markets.
 - (ii) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for enhancing our digital infrastructures, with which, we plan to build a cross-border sales and marketing network and a data processing center. With the aid of these, we expect to further improve the quality and efficiency of our services and deliver a greater level of precision in transaction matchmaking for our customers.
 - (iii) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for expanding our R&D team and setting up a digital innovation lab. We plan to recruit more technical personnel for core functions, such as AI algorithm engineers and data security experts. We aim to build a strong R&D team and a leading digital innovation lab, with which, we expect to strengthen our advantages in providing intelligent and digital services to our customers and to further enhance our competitiveness in the exhibition industry.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for expanding our cross-border supply chain business which, according to our plan, would be focused on the provision of cross-border distribution and transit warehouse services for exhibitors and their customers, so as to achieve our strategy in becoming a one-stop solution provider from sourcing customers for exhibitions, to overseas warehouse and distribution, including local distribution. In particular:
 - (i) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for building cross-border logistics service network. We plan to (a) build regional logistics transit warehouses in Southeast Asia, Middle East, Latin America and/or Africa; and (b) develop a system for supply chain management. As we continue to make efforts to ensure a steady growth of our business, we expect to build two regional logistics transit warehouses in Indonesia and Brazil, respectively, in the second half of 2026.
 - (ii) Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for building a cross-border distribution network and platform. We plan to form regional distribution teams in Southeast Asia, Middle East, Latin America and/or Africa. As we continue to make efforts to ensure a steady growth of our business, we expect to have our first cross-border distribution team in Southeast Asia or Latin America in the second half of 2026.

FUTURE PLANS AND USE OF [REDACTED]

- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for exploring potential opportunities for, and making, strategic acquisitions of, and/or investments in, companies within our industry and having gained a strong market position and reputation in countries where we have business operation. We intend to assess targets based on a number of key criteria, including, (a) the potential of the target to bring a strong synergy with our business; (b) the potential of the target to enhance our competitiveness in the industry; (c) the reputation of the target; (d) the target having its principal business in locations where we have exhibition business; and (e) the target having achieved a net profit of approximately RMB10 million per year. We have been, and will continue, identifying potential suitable acquisition or investment targets based on our criteria and with caution. As of the Latest Practicable Date, we had not identified any definite acquisition or investment target.
- Approximately [REDACTED]%, or HK\$[REDACTED], is expected to be used for working capital and other general corporate purposes.

We will adjust the above allocation of the [REDACTED] on a pro rata basis in the event that the [REDACTED] is fixed at a higher or lower level compared to the mid-point of the estimated [REDACTED] of HK\$[REDACTED] to HK\$[REDACTED] per [REDACTED]. To the extent our [REDACTED] are either more or less than expected, we will increase or decrease the allocation of the [REDACTED] to the above purposes on a pro-rata basis.

If any part of our business plan does not proceed as planned (i) for reasons beyond our control, such as changes in the political environment or trade policies in places where we plan to expand our business into, and such reasons would render any part of our business plan not viable; or (ii) for the occurrence of any force majeure events, we will carefully evaluate the situation and may reallocate the [REDACTED] from the [REDACTED].

To the extent that the [REDACTED] of the [REDACTED] are not immediately used for the above purposes and to the extent permitted by applicable laws and regulations, we will deposit the unused [REDACTED] into short-term interest-bearing accounts with licensed commercial banks and/or other authorized financial institutions (as defined under the SFO or applicable laws and regulations in other jurisdictions). We will make appropriate announcement(s) if there is any material change to the above proposed use of [REDACTED].

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[REDACTED]

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[REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report set out on pages [I-1 to I-•], received from the Company’s reporting accountants, Confucius International CPA Limited, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document. It is prepared and addressed to the directors of the Company and to the Sponsor pursuant to the requirements of HKSIR 200, Accountants’ Reports on Historical Financial Information in Investment Circulars issued by the Hong Kong Institute of Certified Public Accountants.



天健國際會計師事務所有限公司
Confucius International CPA Limited

Certified Public Accountants

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181 Johnston Road, Wanchai, Hong Kong
電話 Tel: (852) 3103 6980
傳真 Fax: (852) 3104 0170
電郵 Email: info@pccpa.hk

ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF ZHEJIANG MEORIENT COMMERCE & EXHIBITION INC. AND CHINA MERCHANTS SECURITIES (HK) CO., LIMITED

Introduction

We report on the historical financial information of Zhejiang Meorient Commerce & Exhibition Inc. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-[•] to I-[•], which comprises the consolidated statements of financial position of the Group and the statements of financial position of the Company as at December 31, 2022, 2023 and 2024, the consolidated statements of profit or loss, the consolidated statements of comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows for each of the years ended December 31, 2022, 2023 and 2024 (the “Track Record Period”) and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-[•] to I-[•] forms an integral part of this report, which has been prepared for inclusion in this document of the Company dated [REDACTED] (the “[REDACTED]”) in connection with the [REDACTED] of H shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited.

Directors’ Responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of Historical Financial Information that is free from material misstatement, whether due to fraud or error.

APPENDIX I

ACCOUNTANTS’ REPORT

Reporting Accountants’ Responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200, *Accountants’ Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgment, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants considers internal control relevant to the entity’s preparation of Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the Company’s and the Group’s financial position as at December 31, 2022, 2023 and 2024 and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation set out in Note 2 to the Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

Report on Matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-[•] have been made.

Dividends

We refer to Note 13 to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Track Record Period.

Confucius International CPA Limited

Certified Public Accountants

Hong Kong

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APPENDIX I

ACCOUNTANTS’ REPORT

I HISTORICAL FINANCIAL INFORMATION OF THE GROUP**Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The consolidated financial statements of the Group for the Track Record Period, on which the Historical Financial Information is based, were audited by Confucius International CPA Limited in accordance with Hong Kong Standards on Auditing issued by HKICPA (“Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	<i>Notes</i>	Year ended December 31,		
		2022	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	6	348,313	834,971	751,366
Cost of sales	9	<u>(180,772)</u>	<u>(422,528)</u>	<u>(377,864)</u>
Gross profit		<u>167,541</u>	<u>412,443</u>	<u>373,502</u>
General and administrative expenses	9	(35,882)	(47,636)	(46,798)
Selling and marketing expenses	9	(86,213)	(141,286)	(142,208)
Research and development expenses	9	(15,543)	(17,666)	(16,424)
Net impairment losses on financial assets		(309)	(539)	(482)
Other income	7	6,889	5,705	5,845
Other gains, net	8	<u>11,722</u>	<u>7,791</u>	<u>11,000</u>
Operating profit		<u>48,205</u>	<u>218,812</u>	<u>184,435</u>
Finance income	11	7,179	11,282	13,558
Finance costs	11	<u>(375)</u>	<u>(386)</u>	<u>(431)</u>
Finance income, net	11	<u>6,804</u>	<u>10,896</u>	<u>13,127</u>
Share of profits or losses of investments in associates	15	<u>176</u>	<u>(195)</u>	<u>1</u>
Profit before income tax		<u>55,185</u>	<u>229,513</u>	<u>197,563</u>
Income tax expense	12	<u>(4,039)</u>	<u>(32,253)</u>	<u>(34,516)</u>
Profit for the year		<u>51,146</u>	<u>197,260</u>	<u>163,047</u>
Profit is attributable to:				
— Owners of the company		50,385	188,208	155,168
— Non-controlling interests		<u>761</u>	<u>9,052</u>	<u>7,879</u>
Earnings per share for profit attributable to owners of the Company (in RMB per share)				
— Basic earnings per share	14	0.34	0.83	0.68
— Diluted earnings per share	14	0.33	0.82	0.68

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Profit for the year	<u>51,146</u>	<u>197,260</u>	<u>163,047</u>
Other comprehensive income			
<i>Items that may be reclassified to profit or loss in subsequent periods, net of tax:</i>			
— Foreign currency differences	<u>2,314</u>	<u>261</u>	<u>1,186</u>
Other comprehensive income for the year, net of tax	<u>2,314</u>	<u>261</u>	<u>1,186</u>
Other comprehensive income for the year is attributable to:			
— Owners of the Company	2,038	(19)	983
— Non-controlling interests	<u>276</u>	<u>280</u>	<u>203</u>
Total comprehensive income for the year	<u>53,460</u>	<u>197,521</u>	<u>164,233</u>
Total comprehensive income for the year is attributable to:			
— Owners of the Company	52,423	188,189	156,151
— Non-controlling interests	<u>1,037</u>	<u>9,332</u>	<u>8,082</u>

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CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at December 31,		
		2022	2023	2024
		RMB'000	RMB'000	RMB'000
Notes				
ASSETS				
Non-current assets				
Property, plant and equipment	19	18,923	20,401	29,259
Right-of-use assets	20	9,188	8,449	8,778
Intangible assets	21	81,245	77,068	66,947
Deferred tax assets	23	7,906	2,745	2,251
Investments in associates	15	10,533	10,563	10,564
Equity investments at fair value through profit or loss	16	3,810	4,683	4,189
Restricted cash and term deposits	27	100,000	—	—
Total non-current assets		231,605	123,909	121,988
Current assets				
Prepayments and other receivables	25	18,059	15,097	19,132
Trade receivables	24	1,914	5,485	4,888
Derivative financial assets	17	—	—	2,256
Other financial assets at fair value through profit or loss	16	3,518	38,797	35,420
Restricted cash and term deposits	27	820	103,607	6,073
Cash and cash equivalents	27	339,039	579,422	636,583
Other current assets	26	529	2,132	4,893
Total current assets		363,879	744,540	709,245
Total assets		595,484	868,449	831,233

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

	<i>Notes</i>	As at December 31,		
		2022	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
LIABILITIES				
Non-current liabilities				
Lease liabilities	20	3,858	2,267	5,093
Deferred tax liabilities	23	<u>3,609</u>	<u>9,065</u>	<u>12,988</u>
Total non-current liabilities		<u>7,467</u>	<u>11,332</u>	<u>18,081</u>
Current liabilities				
Trade payables	28	18,923	26,467	23,720
Contract liabilities	6	72,443	96,256	89,384
Lease liabilities	20	5,292	5,480	2,885
Current income tax liabilities		67	8,522	15,653
Accruals and other payables	29	31,782	40,055	38,274
Derivative financial liabilities	17	–	752	151
Other current liabilities	30	<u>782</u>	<u>189</u>	<u>81</u>
Total current liabilities		<u>129,289</u>	<u>177,721</u>	<u>170,148</u>
Net current assets		<u>234,590</u>	<u>566,819</u>	<u>539,097</u>
Total liabilities		<u>136,756</u>	<u>189,053</u>	<u>188,229</u>
EQUITY				
Equity attributable to owners of the Company				
Share capital	31	101,019	152,961	230,726
Treasury shares	32	–	–	(56,380)
Other reserves	33	350,802	327,884	279,007
Retained earnings/(Accumulated losses)	34	<u>(4,181)</u>	<u>175,419</u>	<u>168,707</u>
Equity attributable to owners of the Company		<u>447,640</u>	<u>656,264</u>	<u>622,060</u>
Non-controlling interests		<u>11,088</u>	<u>23,132</u>	<u>20,944</u>
Total equity		<u>458,728</u>	<u>679,396</u>	<u>643,004</u>
TOTAL LIABILITIES AND EQUITY		<u>595,484</u>	<u>868,449</u>	<u>831,233</u>

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COMPANY’S STATEMENTS OF FINANCIAL POSITION

		As at December 31,		
		2022	2023	2024
	Notes	RMB'000	RMB'000	RMB'000
ASSETS				
Non-current assets				
Property, plant and equipment	19	10,981	12,353	12,311
Right-of-use assets	20	3,633	1,934	985
Intangible assets		356	240	124
Deferred tax assets	23	7,340	3,295	2,251
Investments in associates	15	884	893	808
Investments in subsidiaries	18	146,636	169,060	240,826
Equity investments at fair value through profit or loss	16	3,810	4,683	4,189
Restricted cash and term deposits	27	100,000	—	—
Total non-current assets		273,640	192,458	261,494
Current assets				
Prepayments and other receivables	25	27,535	8,916	11,219
Trade receivables	24	2,320	4,295	3,775
Derivative financial assets	17	—	—	2,256
Restricted cash and term deposits	27	820	103,439	3,070
Cash and cash equivalents	27	265,402	485,665	490,683
Other current assets	26	—	1,073	199
Total current assets		296,077	603,388	511,202
Total assets		569,717	795,846	772,696

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ACCOUNTANTS’ REPORT

COMPANY’S STATEMENTS OF FINANCIAL POSITION (CONTINUED)

	<i>Notes</i>	As at December 31,		
		2022	2023	2024
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
LIABILITIES				
Non-current liabilities				
Lease liabilities	20	<u>1,292</u>	<u>219</u>	<u>658</u>
Total non-current liabilities		<u>1,292</u>	<u>219</u>	<u>658</u>
Current liabilities				
Trade payables	28	10,695	30,112	37,767
Contract liabilities		29,525	25,570	26,820
Lease liabilities	20	2,387	1,211	219
Current income tax liabilities		–	–	6,725
Accrual and other payables	29	77,066	181,553	157,101
Derivative financial liabilities	17	–	752	–
Other current liabilities	30	<u>122</u>	<u>55</u>	<u>24</u>
Total current liabilities		<u>119,795</u>	<u>239,253</u>	<u>228,656</u>
Net current assets		<u>176,282</u>	<u>364,135</u>	<u>282,546</u>
Total liabilities		<u>121,087</u>	<u>239,472</u>	<u>229,314</u>
EQUITY				
Share capital	31	101,019	152,961	230,726
Treasury shares	32	–	–	(56,380)
Other reserves	33	350,326	325,946	277,286
Retained earnings/(Accumulated losses)	34	<u>(2,715)</u>	<u>77,467</u>	<u>91,750</u>
Total equity		<u>448,630</u>	<u>556,374</u>	<u>543,382</u>
TOTAL LIABILITIES AND EQUITY		<u>569,717</u>	<u>795,846</u>	<u>772,696</u>

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CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company					Non-controlling interests	Total equity
	Share capital	Treasury shares	Other Reserves	Accumulated losses	Sub-total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at January 1, 2022	100,164	–	338,372	(54,566)	383,970	13,731	397,701
Profit for the year	–	–	–	50,385	50,385	761	51,146
Other comprehensive income	–	–	2,038	–	2,038	276	2,314
Total comprehensive income for the year	–	–	2,038	50,385	52,423	1,037	53,460
Issue of shares under employee share scheme	855	–	8,585	–	9,440	–	9,440
Share-based compensation expenses	–	–	1,807	–	1,807	–	1,807
Declaration of dividends	–	–	–	–	–	(4,500)	(4,500)
Acquisition of subsidiaries	–	–	–	–	–	820	820
Total transactions with owners in their capacity as owners	855	–	10,392	–	11,247	(3,680)	7,567
Balance at December 31, 2022	101,019	–	350,802	(4,181)	447,640	11,088	458,728
	Attributable to owners of the Company					Non-controlling interests	Total equity
	Share capital	Treasury shares	Other Reserves	Retained earnings/ (Accumulated losses)	Sub-total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at January 1, 2023	101,019	–	350,802	(4,181)	447,640	11,088	458,728
Profit for the year	–	–	–	188,208	188,208	9,052	197,260
Other comprehensive income/(loss)	–	–	(19)	–	(19)	280	261
Total comprehensive income/(loss) for the year	–	–	(19)	188,208	188,189	9,332	197,521
Issue of shares under employee share scheme	1,432	–	9,603	–	11,035	–	11,035
Share-based compensation expenses	–	–	7,919	–	7,919	–	7,919
Appropriation to statutory reserves	–	–	8,608	(8,608)	–	–	–
Transactions with non-controlling interests	–	–	1,481	–	1,481	2,712	4,193
Transfer of other reserves to share capital	50,510	–	(50,510)	–	–	–	–
Total transactions with owners in their capacity as owners	51,942	–	(22,899)	(8,608)	20,435	2,712	23,147
Balance at December 31, 2023	152,961	–	327,884	175,419	656,264	23,132	679,396

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CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

	Attributable to owners of the Company					Non-	Total equity
	Share capital	Treasury shares	Other Reserves	Retained earnings	Sub-total	controlling interests	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Balance at January 1, 2024	152,961	–	327,884	175,419	656,264	23,132	679,396
Profit for the year	–	–	–	155,168	155,168	7,879	163,047
Other comprehensive income	–	–	983	–	983	203	1,186
Total comprehensive income for the year	–	–	983	155,168	156,151	8,082	164,233
Contributions from non-controlling shareholders	–	–	–	–	–	1,973	1,973
Issue of shares under employee share scheme	1,284	–	4,515	–	5,799	–	5,799
Repurchase of shares	–	(56,380)	–	–	(56,380)	–	(56,380)
Share-based compensation expenses	–	–	5,689	–	5,689	–	5,689
Appropriation to statutory reserves	–	–	17,617	(17,617)	–	–	–
Declaration of dividends	–	–	–	(144,263)	(144,263)	(12,243)	(156,506)
Transactions with non-controlling interests	–	–	(1,200)	–	(1,200)	–	(1,200)
Transfer of other reserves to share capital	76,481	–	(76,481)	–	–	–	–
Total transactions with owners in their capacity as owners	77,765	(56,380)	(49,860)	(161,880)	(190,355)	(10,270)	(200,625)
Balance at December 31, 2024	230,726	(56,380)	279,007	168,707	622,060	20,944	643,004

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

	<i>Notes</i>	Year ended December 31,		
		2022	2023	2024
		<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Cash flows from operating activities				
Cash generated from operations	37(a)	66,548	270,859	173,822
Interest received		7,179	11,282	13,558
Interests paid		(90)	(451)	(179)
Income tax paid		(182)	(15,168)	(22,976)
Net cash generated from operating activities		73,455	266,522	164,225
Cash flows from investing activities				
Withdraw of term deposits		–	–	100,000
Withdraw of wealth management products		192,500	13,800	20,000
Proceeds from investment income		2,847	4,418	15,547
Proceeds from disposal of property, plant and equipment, intangible assets and other non-current assets		213	381	348
Proceeds from disposal of equity investments (including listed equity shares) at fair value through profit or loss		55,161	21,545	119,192
Repayment from a related party		50	–	–
Proceeds from term deposit interests		2,337	4,397	4,164
Payments for purchase of investments in associates		(1,000)	(225)	(1,200)
Purchases of equity investments (including listed equity shares) at fair value through profit and loss		(23,790)	(38,676)	(130,554)
Payments for purchase of property, plant and equipment, intangible assets and other non-current assets		(2,299)	(6,947)	(14,212)
Placement of term deposits		(100,000)	–	–
Placement of wealth management products		(150,550)	(33,800)	(10,000)
Advance to a related party		(50)	–	–
Net cash outflow on acquisition of subsidiaries and other business units		(10,927)	–	–
Movements of advance to employees		1,253	351	(1,182)
Net cash generated from/(used in) investing activities		(34,255)	(34,756)	102,103

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS (CONTINUED)

	Year ended December 31,		
	2022	2023	2024
<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash flows from financing			
Capital contributions from the non-controlling interests	–	4,490	1,973
Proceeds from share schemes	9,440	11,035	5,799
Principal elements of lease payments	(5,007)	(6,889)	(7,313)
Dividends paid to the Company’s shareholders	–	–	(144,263)
Dividends paid to non-controlling interests	(4,500)	–	(8,513)
Payments for repurchase of shares for the share based schemes	–	–	(56,380)
Net cash generated from/(used in) financing activities	(67)	8,636	(208,697)
Net increase in cash and cash equivalents	39,133	240,402	57,631
Cash and cash equivalents at beginning of the year	297,868	339,039	579,422
Effects of exchange rate changes on cash and cash equivalents	2,038	(19)	(470)
Cash and cash equivalents at the end of the year	339,039	579,422	636,583

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II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. GENERAL INFORMATION

Zhejiang Meorient Commerce & Exhibition Inc. (浙江米奧蘭特商務會展股份有限公司) (hereinafter referred to as “the Company”), is a joint stock company with limited liability incorporated in the People’s Republic of China (the “PRC”) on June 30, 2010. With the approval of the China Securities Regulatory Commission, the Company completed its initial public offering and was listed on the Shenzhen Stock Exchange (stock code: 300795) on October 22, 2019. The registered office and principal place of business of the Company is located at Room 912, Building 3, No. 452, 6th Avenue, Baiyang Sub-district, Qiantang District, Hangzhou City, Zhejiang Province PRC. There is no ultimate controlling parties or parent entities.

The Company and its subsidiaries (hereinafter collectively referred to as “the Group”) are primarily engaged in the provision of the exhibition related businesses, including the planning and initiation, organization and undertaking, promotion and operation services of exhibition projects.

The Company’s subsidiaries during the Track Record Period are set out in Note 18.

The Historical Financial Information are presented in Renminbi (“RMB”), which is also the functional currency of the Company, and all values are rounded to the nearest thousands (RMB’000) except when otherwise indicated.

The statutory consolidated financial statements of the Group for the years ended December 31, 2022, 2023 and 2024 prepared in accordance with the relevant accounting principles in the PRC were audited by Pan-China Certified Public Accountants LLP (天健會計師事務所(特殊普通合伙)) which was the certified public accountants registered in the PRC.

2. BASIS OF PREPARATION

The Historical Financial Information of the Group have been prepared in accordance with all applicable International Financial Reporting Standards (“IFRS Accounting Standards”) issued by the International Accounting Standards Board (“IASB”). The Historical Financial Information has been prepared under the historical cost convention, as modified by the revaluation of financial assets and liabilities measured at fair value through profit or loss (“FVTPL”).

The preparation of the Historical Financial Information in conformity with IFRS Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the Historical Financial Information are disclosed in Note 4 below.

New standards, amendments and interpretations to the existing standards that are effective during the Track Record Period have been adopted by the Group consistently throughout the years presented, unless prohibited by the relevant standard to apply retrospectively.

Other than those material accounting policies information as disclosed elsewhere in this Historical Financial Information, a summary of the other accounting policies information has been set out in Note 42 to this Historical Financial Information.

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ACCOUNTANTS’ REPORT

2.1 New Standards and Amendments to Standards Not Yet Adopted

Standards and amendments to standards that have been issued but not yet effective and not been early adopted by the Group during the Track Record Period are as follows:

<u>Standards and amendments</u>	<u>Effective for accounting periods beginning on or after</u>
Amendments to IFRS 10 and IAS 28 ‘Sale or Contribution of Assets between an Investor and its Associate or Joint Venture’	To be determined
Amendments to IAS 21 ‘Lack of Exchange ability’	January 1, 2025
Amendments to IFRS 9 and IFRS 7 ‘Amendments to the Classification and Measurement of Financial Instruments’	January 1, 2026
Amendments to IFRS 9 and IFRS 7 ‘Contracts Referencing Nature-dependent Electricity’	January 1, 2026
Annual Improvements — Volume 11 IFRS accounting standards	January 1, 2026
IFRS 18 ‘Presentation and Disclosure in Financial Statements’	January 1, 2027
IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’	January 1, 2027

Except for the impact of IFRS 18 mentioned below, other new/amended standards are either not relevant to the Group or not expected to have a material impact on the Group’s consolidated financial statements when they become effective.

IFRS 18 Presentation and Disclosure in Financial Statements

IFRS 18 “Presentation and Disclosure in Financial Statements”, which sets out requirements on presentation and disclosures in financial statements, will replace IAS 1 “Presentation of Financial Statements”. This new IFRS Accounting Standard, while carrying forward many of the requirements in IAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some IAS 1 paragraphs have been moved to IAS 8 “Accounting Policies, Changes in Accounting Estimates and Errors” and IFRS 7 “Financial Instruments: Disclosures”. Minor amendments to IAS 7 “Statement of Cash Flows” and IAS 33 “Earnings per Share” are also made.

IFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of IFRS 18 is not expected to have significant impact on the Group’s financial position and performance, but may affect the presentation of the statement of profit or loss and disclosures in the future financial statements.

3. FINANCIAL RISK MANAGEMENT

The Group’s activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk, and liquidity risk. The Group’s overall risk management seeks a balance between risk and return, minimizes the adverse impact of risk on the Group’s finance performance and maximize the interests of shareholders and other equity investors. Based on this risk management objective, the basic strategy of the Group’s risk management is to identify and analyze the various risks faced by the Group, establish appropriate risk tolerance thresholds and timely and reliably supervise various risks to control them within a limited range.

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ACCOUNTANTS’ REPORT

3.1 Market Risk

(a) Foreign Exchange Risk

Foreign exchange risk arises when future commercial transactions or recognized assets and liabilities are denominated in a currency that is not the respective functional currency of the Company and its subsidiaries. The Group manages its foreign exchange risk by performing regular reviews of the Group’s net foreign exchange exposures and tries to minimize these exposures through buying and selling foreign currencies at market rate, wherever possible.

As at December 31, 2022, 2023 and 2024, the Group’s major financial assets/liabilities exposed to foreign exchange risk, representing those financial assets/liabilities denominated in United States dollar (“USD”), Euro currency (“EUR”), Japanese yen (“JPY”), United Arab Emirates dirham (“AED”) and Renminbi (“RMB”) and included in a group entity with different functional currency:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial assets denominated in:			
USD	15,517	35,166	123,086
EUR	438	465	445
JPY	559	22	17
AED	2	2	22
RMB	6	6	5
Others	83	212	481
	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial liabilities denominated in:			
USD	—	9,674	4,666
AED	5,308	—	—
RMB	—	—	2,396
EUR	—	325	—

As shown in the table above, the Group is primarily exposed to changes in USD exchange rates. The sensitivity of profit or loss before income tax to changes in the exchange rates arises from USD denominated financial instruments is as below:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
USD exchange rate —			
Increase 5%	776	1,275	5,921
Decrease 5%	(776)	(1,275)	(5,921)

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(b) Interest Rate Risk

Except for cash and cash equivalents, restricted cash and term deposits, the Group has no other significant interest-bearing assets and borrowings. Those carried at floating rates expose the Group to cash flow interest rate risk whereas those carried at fixed rates expose the Group to fair value interest rate risk. The fair value interest rate risk arises from financial assets and liabilities carried at fixed rates is not significant for the Group.

The Group regularly monitors its interest rate risk to ensure there is no undue exposure to significant interest rate movements.

(c) Price Risk

The Group is mainly exposed to equity price risk arising from investments held by the Group that are classified as FVTPL (*Note 16*). The Group is not exposed to commodity price risk. To manage its price risk arising from the investments, the Group diversifies its investment portfolio. The investments are made both for strategic purposes and trading purposes. Each investment is managed by the management on a case-by-case basis.

Sensitivity analysis is performed by the management to assess the exposure of the Group’s financial results to equity price risk of FVTPL at the end of each Track Record Period. If prices of the respective instruments held by the Group had been 5%, 5% and 5% higher/lower as at December 31, 2022, 2023 and 2024, for the years ended December 31, 2022, 2023, and 2024, profit before tax would have been approximately RMB366,400, RMB1,153,700 and RMB1,466,850 higher/lower as a result of gains/losses on financial instruments classified as at FVTPL.

3.2 Credit Risk

Credit risk arises from cash and cash equivalents, restricted cash and term deposits, as well as trade receivables and other receivables. The carrying amount of each class of the above financial assets represents the Group’s maximum exposure to credit risk in relation to the corresponding class of financial assets.

(a) Risk Management

To manage this risk, cash and cash equivalents as well as restricted cash and term deposits are mainly placed with reputable financial institutions which are all high-credit-rating financial institutions.

To manage risk from trade receivables as well as other receivables, the Group has policies in place to ensure that credit terms are made to counterparties with an appropriate credit history and the management performs ongoing credit evaluations of the counterparties. It also has continuous monitoring procedures to ensure the collection of the receivables as scheduled and follow up action is taken to recover overdue debts, if any.

(b) Impairment of Financial Assets

The Group has three types of financial assets that are subject to the expected credit loss model:

- Cash and cash equivalents, restricted cash and term deposits;
- Trade receivables; and
- Other receivables.

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Credit risk of cash and cash equivalents and restricted cash and term deposits

Cash and cash equivalents and restricted cash and term deposits are mainly placed with high-credit rating financial institutions. There has been no recent history of default in relation to these financial institutions. The expected credit loss was immaterial as at December 31, 2022, 2023 and 2024.

Credit risk of trade receivables

The Group applies the IFRS 9 simplified approach to measure expected credit loss (“ECL”) which uses a lifetime expected loss allowance for all trade receivables.

To measure ECL, trade receivables have been grouped based on shared credit risk characteristics and aging.

The Group also made individual assessment on the recoverability of its trade receivables for certain customers based on historical settlement records.

The historical loss rates are calculated based on the historical payment profiles of customers and the corresponding historical incurred credit losses. The historical loss rates are adjusted to reflect the forward-looking information on macroeconomic factors as well as the credit rating analysis of respective customers and other external data which have impacts to the ability of the customers to settle the receivables. The Group has identified the Gross Domestic Product (“GDP”) of the countries in which it provides the exhibition services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include the failure of a debtor to engage in a repayment plan with the Group and other indicators of severe financial difficulties.

On that basis, the loss allowance as at December 31, 2022, 2023 and 2024 were determined as follows for trade receivables:

As at December 31, 2022, the loss allowance of individually impaired trade receivables is determined as follows:

Assess individually:

	Gross carrying amount	ECL rate	Loss allowance	Reason
	<i>RMB’000</i>		<i>RMB’000</i>	
Trade receivables	1,182	100.00%	1,182	Financial difficulty

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As at December 31, 2023, the loss allowance of individually impaired trade receivables is determined as follows:

Assess individually:

	Gross carrying amount <i>RMB'000</i>	ECL rate	Loss allowance <i>RMB'000</i>	Reason
Trade receivables	426	100.00%	426	Financial difficulty

As at December 31, 2024, the loss allowance of individually impaired trade receivables is determined as follows:

Assess individually:

	Gross carrying amount <i>RMB'000</i>	ECL rate	Loss allowance <i>RMB'000</i>	Reason
Trade receivables	381	100.00%	381	Financial difficulty

Assessed based on grouping:

	Year ended December 31, 2022			Year ended December 31, 2023			Year ended December 31, 2024		
	Expected loss rate %	Gross carrying amount <i>RMB'000</i>	Loss allowance <i>RMB'000</i>	Expected loss rate %	Gross carrying amount <i>RMB'000</i>	Loss allowance <i>RMB'000</i>	Expected loss rate %	Gross carrying amount <i>RMB'000</i>	Loss allowance <i>RMB'000</i>
Within 1 year	5.00	1,590	79	5.00	5,327	266	5.00	3,489	174
1 to 2 years	10.00	404	40	10.00	272	27	10.00	1,690	169
2 to 3 years	50.00	79	40	50.00	358	179	50.00	104	52
Over 3 years	100.00	150	150	100.00	63	63	100.00	419	419
Total		2,223	309		6,020	535		5,702	814

The management of the Group determined the ECL rates for portfolio of trade receivables with reference to past-due status of such balances by estimating their default rates taking into account the historical information and forward-looking information.

As at the end of each Track Record Period, the Group assessed the historical observed default rates and the forward-looking estimates, respectively. The management of the Group reviewed the portfolio of customers contributing the trade receivables balances for the respective past-due time band throughout the Track Record Period and noted that the majority of the balances of the respective past-due time band were due from similar portfolio of customers. Furthermore, The Group assessed these customers’ financial condition, past settlement history, business relationship with the Group and other factors such as current market conditions and industry information, and considered that the credit risk for the same portfolio of customers remains approximately the same throughout the Track Record Period. Accordingly, the same ECL rates were adopted for the same past-due time band throughout the Track Record Period.

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Based on the above calculation results and with reference to the provision ratios of other companies in the same industry, the Group conducts a comprehensive analysis and the outcome closely aligns with the fixed ratio currently adopted. Therefore, it has been decided that the fixed ratio will remain unchanged during the Track Record Period.

The loss allowances for trade receivables for the years ended December 31, 2022, 2023 and 2024 reconcile to the opening loss allowances are as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Opening loss allowance	1,032	1,491	961
Loss allowance recognized, net	459	393	280
Loss allowance write-off (i)	—	(923)	(46)
Closing loss allowance	1,491	961	1,195

- (i) In 2023 and 2024, the Group written off receivables from customers who were in financial difficulties, upon obtaining management approval.

Credit risk of other receivables

Other receivables at the end of each of the periods are mainly comprised of deposits and others. The Group considers the probability of default upon initial recognition of the assets and whether there has been significant increase in credit risk on an ongoing basis throughout Track Record Period. To assess whether there is a significant increase in credit risk, the Group compares risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated:

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant impact on the debtor’s ability to meet its obligations;
- external credit rating of the counterparty;
- actual or expected significant adverse changes in the operating results of the debtor; and
- significant changes in the expected performance and behavior of the debtor, including changes in the payment status of debtor.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 365 days past due in making a contractual payment.

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If the credit risk of the asset is in line with original expectations, the Group categorizes the asset as performing and recognizes 12 months expected credit losses (Stage 1). If a significant credit risk of the asset has occurred compared to original expectations or the credit is impaired, the asset is categorized as underperforming or non-performing and lifetime expected credit losses are recognized (Stages 2 and 3):

Set out below is the information about credit risk exposure on the Group’s other receivables:

	<u>Stage 1</u>	<u>Stage 2</u>	<u>Stage 3</u>	<u>Total</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
December 31, 2022				
Expected loss rate	5.00%	18.5%	100.0%	
Gross carrying amount	5,774	848	1,093	7,715
Loss allowance	<u>289</u>	<u>157</u>	<u>1,093</u>	<u>1,539</u>
December 31, 2023				
Expected loss rate	5.00%	34.1%	100.0%	
Gross carrying amount	3,148	837	1,243	5,228
Loss allowance	<u>157</u>	<u>285</u>	<u>1,243</u>	<u>1,685</u>
December 31, 2024				
Expected loss rate	5.00%	20.8%	100.0%	
Gross carrying amount	4,579	674	1,518	6,771
Loss allowance	<u>229</u>	<u>140</u>	<u>1,518</u>	<u>1,887</u>

The loss allowances for other receivables for the years ended December 31, 2022, 2023 and 2024 reconcile to the opening loss allowances are as follows:

	<u>Year ended December 31,</u>		
	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Opening loss allowance	1,689	1,539	1,685
Loss allowance recognized/ (reversed), net	<u>(150)</u>	<u>146</u>	<u>202</u>
Closing loss allowance	<u>1,539</u>	<u>1,685</u>	<u>1,887</u>

3.3 Liquidity Risk

The Group intends to maintain sufficient cash and cash equivalents. Due to the dynamic nature of the underlying business, the policy of the Group is to regularly monitor the Group’s liquidity risk and to maintain adequate liquid assets such as cash and cash equivalents and term deposits or to retain adequate financing arrangements to meet the Group’s liquidity requirements.

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The tables below analyze the Group’s financial liabilities that will be settled into relevant maturity groupings based on the remaining period at the end of each Track Record Period to their contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying amounts as the impact of discounting is not significant.

	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Total carrying amount
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at December 31, 2022					
Trade payables	18,106	817	–	18,923	18,923
Accruals and other payables (excluding non-financial liabilities)	10,543	–	–	10,543	10,543
Lease liabilities (including current portion)	<u>5,562</u>	<u>3,772</u>	<u>198</u>	<u>9,532</u>	<u>9,150</u>
	<u>34,211</u>	<u>4,589</u>	<u>198</u>	<u>38,998</u>	<u>38,616</u>
	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Total carrying amount
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at December 31, 2023					
Trade payables	26,463	4	–	26,467	26,467
Accruals and other payables (excluding non-financial liabilities)	11,808	–	–	11,808	11,808
Lease liabilities (including current portion)	5,708	1,637	720	8,065	7,747
Derivative financial liabilities	<u>752</u>	<u>–</u>	<u>–</u>	<u>752</u>	<u>752</u>
	<u>44,731</u>	<u>1,641</u>	<u>720</u>	<u>47,092</u>	<u>46,774</u>

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	Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total	Total carrying amount
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at December 31, 2024					
Trade payables	23,498	222	–	23,720	23,720
Accruals and other payables (excluding non-financial liabilities)	12,083	–	–	12,083	12,083
Lease liabilities (including current portion)	<u>3,168</u>	<u>3,017</u>	<u>2,364</u>	<u>8,549</u>	<u>7,978</u>
	<u>38,749</u>	<u>3,239</u>	<u>2,364</u>	<u>44,352</u>	<u>43,781</u>

3.4 Capital Management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders’ value.

The Group manages its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may issue new shares, sell assets to reduce debt or raise additional funding from shareholders or financial institutions as and when necessary. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended December 31, 2022, 2023 and 2024.

The Group monitors capital on the basis of the debt to asset ratio as at December 31, 2022, 2023 and 2024 are as follows:

	As at December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Total assets	595,484	868,449	831,233
Total liabilities	<u>136,756</u>	<u>189,053</u>	<u>188,229</u>
Debt to asset ratio	<u>22.97%</u>	<u>21.77%</u>	<u>22.64%</u>

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3.5 Fair Value Estimation

(a) Determination of Fair Value and the Fair Value Hierarchy of Financial Instruments

This note provides information on how the Group determines the fair values of various financial assets and liabilities.

For financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

The Group

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at December 31, 2022				
Financial assets				
Other financial assets at fair value through profit or loss (FVTPL)				
— Listed equity shares (i)	<u>3,518</u>	<u>—</u>	<u>—</u>	<u>3,518</u>
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>3,810</u>	<u>3,810</u>
Total financial assets	<u><u>3,518</u></u>	<u><u>—</u></u>	<u><u>3,810</u></u>	<u><u>7,328</u></u>

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	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at December 31, 2023				
Financial assets				
Other financial assets at fair value through profit or loss (FVTPL)				
— Listed equity shares (i)	18,391	—	—	18,391
— Wealth management products (ii)	<u>—</u>	<u>20,406</u>	<u>—</u>	<u>20,406</u>
	<u>18,391</u>	<u>20,406</u>	<u>—</u>	<u>38,797</u>
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>4,683</u>	<u>4,683</u>
Total financial assets	<u>18,391</u>	<u>20,406</u>	<u>4,683</u>	<u>43,480</u>
Financial liabilities				
Derivative financial liabilities (ii)	<u>—</u>	<u>752</u>	<u>—</u>	<u>752</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at December 31, 2024				
Financial assets				
Other financial assets at fair value through profit or loss (FVTPL)				
— Listed equity shares (i)	25,148	—	—	25,148
— Wealth management products (ii)	<u>—</u>	<u>10,272</u>	<u>—</u>	<u>10,272</u>
	<u>25,148</u>	<u>10,272</u>	<u>—</u>	<u>35,420</u>
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>4,189</u>	<u>4,189</u>
Derivative financial assets (ii)	<u>—</u>	<u>2,256</u>	<u>—</u>	<u>2,256</u>
Total financial assets	<u>25,148</u>	<u>12,528</u>	<u>4,189</u>	<u>41,865</u>
Financial liabilities				
Derivative financial liabilities (ii)	<u>—</u>	<u>151</u>	<u>—</u>	<u>151</u>
The Company				
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
As at December 31, 2022				
Financial assets				
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>3,810</u>	<u>3,810</u>

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	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<u>RMB’000</u>	<u>RMB’000</u>	<u>RMB’000</u>	<u>RMB’000</u>
As at December 31, 2023				
Financial assets				
Equity investments at fair value through profit or loss	<u>–</u>	<u>–</u>	<u>4,683</u>	<u>4,683</u>
Financial liabilities				
Derivative financial liabilities (ii)	<u>–</u>	<u>752</u>	<u>–</u>	<u>752</u>
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<u>RMB’000</u>	<u>RMB’000</u>	<u>RMB’000</u>	<u>RMB’000</u>
As at December 31, 2024				
Financial assets				
Derivative financial assets (ii)	<u>–</u>	<u>2,256</u>	<u>–</u>	<u>2,256</u>
Equity investments at fair value through profit or loss	<u>–</u>	<u>–</u>	<u>4,189</u>	<u>4,189</u>
Total financial assets	<u>–</u>	<u>2,256</u>	<u>4,189</u>	<u>6,445</u>

- (i) The market prices of the above listed equity shares measured at Level 1 fair value are determined based on the quoted closing price in active markets.
- (ii) The fair values of derivative financial instruments and wealth management products measured at Level 2 are based on quoted market prices or recent transaction prices provided by respective financial institutions, where appropriate.

The timing of transfers is determined at the date of the event or change in circumstances that caused the transfers. During the Track Record Period, there was no transfer between Level 1 and Level 2.

(b) The Group’s Valuation Process

For the financial assets and financial liabilities, classified as level 3 fair values, the Group’s finance department assisted by the independent valuer to perform the valuations for financial reporting purpose. The finance department reports the valuation results to the management.

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(c) *The reconciliation of Level 3 assets are analyzed below:*

	Financial assets at FVTPL		
	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Opening balance	9,168	3,810	4,683
Changes in fair value through profit or loss	(5,358)	873	(494)
Closing balance	3,810	4,683	4,189

- (i) The fair values of unlisted equity investments at FVTPL as at December 31, 2022, 2023 and 2024 have been arrived with reference to the valuation carried out on the dates by an independent qualified professional valuer not connected to the Group, using Guideline Public Company Method under market approach.

(d) *Valuation Inputs and Relationships to Fair Value*

Description	Fair value As at December 31,			Valuation techniques	Significant unobservable input(s)	Ranges of inputs			Relationship of unobservable input(s) to fair values
	2022	2023	2024			2022	2023	2024	
	RMB'000	RMB'000	RMB'000						
Equity investments on unlisted entities	3,810	4,683	4,189	Net assets value	Net assets value	N/A	N/A	N/A	An increase in net assets value would result in an increase in fair value, and vice versa.

- (i) The fair value of these investments was determined based on the net asset value of the investments, whose underlying assets and liabilities were measured at fair value.

Other than described above, there were no significant unobservable inputs that materially affect its fair values.

Sensitivity analysis is performed by the management to assess the exposure of the Group’s financial results to fair value changes of equity investments on unlisted entities at the end of each Track Record Period. If the fair values of the equity investments on unlisted entities held by the Group had been 5% higher/lower, the profit before taxation for the years ended December 31, 2022, 2023 and 2024 would have been approximately RMB191,000, RMB234,000 and RMB209,000 higher/lower respectively.

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4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The Group continually evaluates the critical accounting estimates and key judgments applied based on historical experience and other factors, including expectations of future events that are believed to be reasonable.

The critical accounting estimates and key assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are outlined below:

(a) Allowance for Expected Credit Loss of Receivables

Except for certain trade receivables from customers with specific credit risk that management adopts an individual impairment assessment approach, the Group uses a provision matrix to calculate ECLs for trade receivables. The loss allowances for receivables are based on assumptions about risk of default and expected loss rates to determine the expected loss. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation. The historical loss rates are adjusted to reflect the forward-looking information on macroeconomic factors as well as the credit rating analysis of respective customers and other external data which have impacts to the ability of the customers to settle the receivables.

The Group takes into account different macroeconomic scenarios in considering forward-looking information in Chinese mainland and abroad. The Group regularly monitors and reviews the key macroeconomic assumptions and parameters related to the calculation of expected credit losses. The Group has identified the Gross Domestic Product (“GDP”) of the countries in which it provides the exhibition services to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in these factors.

(b) Property, Plant and Equipment and Intangible Assets — Estimated Useful Lives and Residual Values

The Group determines the estimated useful lives and residual values (if applicable) and consequently the related depreciation/amortization charges for its property, plant and equipment and intangible assets (excluding freehold land and goodwill). These estimates are based on the historical experience, anticipated change of technology, market condition and the actual consumptions of related assets. The depreciation/amortization charge will increase when useful lives are less than previously estimated. In addition, technically obsolete or non-strategic assets that have been abandoned or sold will be written off or written down.

Actual economic lives may differ from estimated useful lives and actual residual values may differ from estimated residual values. Periodic review could result in change in useful lives and residual values and therefore change in depreciation/amortization expense in future periods.

(c) Income Tax and Deferred Taxation

Estimation and judgment are required in determining the amount of the provision for income tax. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recognized, such differences will impact on the income tax and deferred taxation provisions in the period in which such determination is made.

Deferred tax assets are recognized for unused tax losses and deductible temporary differences to the extent that it is probable that taxable profit will be available against which the losses and deductible temporary difference can be utilized. Significant estimation is required in determining the recoverability of deferred tax assets.

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In the event that future tax rules and regulations or related circumstances change, adjustments to current and deferred taxation may be necessary which would impact on the Group’s results or financial position.

(d) Impairment of Non-Financial Assets

The Group tests at least annually whether goodwill has suffered any impairment. Goodwill and other non-financial assets, mainly including property, plant and equipment, intangible assets, investments in associates, investments in subsidiaries, as well as right-of-use assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. The recoverable amount is the higher of value-in-use (“VIU”) calculations or fair value less costs of disposal (“FVLCD”). These calculations require the use of judgments and estimates.

Judgment is required to identify any impairment indicators existing for any of the Group’s non-financial assets, to determine appropriate impairment approaches, i.e., fair value less costs of disposal or value in use, for impairment review purposes, and to select key assumptions applied in the adopted valuation models. Changing the assumptions selected by management in assessing impairment could materially affect the result of the impairment test and in turn affect the Group’s financial condition and results of operations. If there is a significant adverse change in the key assumptions applied, it may be necessary to take additional impairment charge to the consolidated statements of profit or loss.

(e) Fair Value Measurement of Financial Assets and Liabilities at Level 3 Fair Value Hierarchy

The fair value of financial instruments classified as level 3 is determined using valuation techniques. The Group uses its judgment to select a variety of methods and make assumptions that are mainly based on market conditions existing at the end of each reporting period.

5. OPERATING SEGMENT INFORMATION

(a) Description of Segments and Principal Activities

Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker (“CODM”). The executive directors assess the consolidated financial performance and position of the Group and make strategic decisions. The executive directors, which have been identified as being the CODM, consists of the executive director and the managers for each business unit. The CODM review the Group’s internal reporting in order to assess performance, allocate resources, and determine the operating segment based on these reports.

For management purposes, the Group operates as a single business unit organized by exhibition services, with one operating segment, which is primarily engaged in the provision of planning and initiation, organization and undertaking, promotion and operation services for exhibitions.

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6. REVENUE

(a) Disaggregation of revenue from contracts with customers

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Exhibition organization services	255,295	774,859	677,054
Exhibition agency services	3,291	38,605	58,259
Others (i)	89,727	21,507	16,053
	348,313	834,971	751,366

- (i) Others primarily comprise general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Timing of revenue recognition			
Recognized at a point in time	329,796	824,928	748,601
Recognized over time	18,517	10,043	2,765
	348,313	834,971	751,366

There was no revenue derived from a single customer which accounted for 10% or more of the Group’s revenue for the years ended December 31, 2022, 2023 and 2024.

(b) Geographical Information

The Company is domiciled in Chinese mainland. The amount of the Group’s revenue from contracts with customers by location of their registered office is shown in the table below:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Chinese mainland	347,664	833,857	745,586
Overseas	649	1,114	5,780
	348,313	834,971	751,366

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(c) Contract Liabilities

During the Track Record Period, the additions to the contract liabilities were primarily due to cash collections in advance of fulfilling performance obligations, while the reductions to the contract liabilities were primarily due to the recognition of revenues upon fulfillment of performance obligations.

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Contract liabilities	72,443	96,256	89,384

As at January 1, 2022, the Group’s contract liabilities from customers amounted to approximately RMB72,987,000.

The following table shows how much of the revenue, which was included in the contract liabilities at the beginning of the period, recognized during the Track Record Period relates to carried-forward contract liabilities:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Revenue recognized that was included in the beginning balance	55,250	56,047	78,243

Management expects that approximately RMB89,314,000 of the unsatisfied obligation as at December 31, 2024 will be recognized as revenue during the next year.

(d) Accounting Policies and Significant Judgments for Revenue Recognition

The Group recognizes revenue when (or as) a performance obligation is satisfied, i.e., when control of the services underlying the particular performance obligation is transferred to the customer.

If control of the services transfers over time, revenue is recognized over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognized at a point in time when the customer obtains control of the services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

If a customer pays consideration or the Company has a right to an amount of consideration that is unconditional, before the Company transfers services to the customer, the Company presents the contract liability when the payment is made. A contract liability is the Company’s obligation to transfer services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer.

The credit period granted to customers by the Group is determined based on their credit risk characteristics, which is consistent with industry practice, and there is no significant financing component.

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Services revenue

The Group principally provides exhibition services such as exhibition organization services and exhibition agency services.

Revenue from exhibition organization services and exhibition agency services are recognized at a point in time when control of the service transfers to the customer. This transfer occurs when the services have been completed in accordance with the contractual specifications and the customer has formally accepted the services, thereby confirming that the Group has fulfilled its performance obligation, and the Group has obtained an enforceable right to consideration with reasonable assurance that the associated economic benefits will flow to the Group.

Others

For others that contracts with multiple performance obligations, the transaction price is allocated to each obligation based on their stand-alone selling prices. Certain service contracts include multiple performance obligations, which the revenue is recognized at a point in time when control transfers to the customer in accordance with the agreed terms and the client. For contracts involving digital display services, revenue from such digital display services is recognized over time as the service period is rendered, which reflects that the customer obtains and consumes the economic benefits arising from the Group’s performance simultaneously with the Group’s performance, and control is transferred to the client as the online exhibition services are executed. The Group measures progress toward complete satisfaction of the performance obligation using the straight-line method, under which revenue is evenly allocated over the entire service period.

7. OTHER INCOME

	Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Government grants	3,869	938	1,169
Additional deduction for VAT	570	51	40
Interest income (i)	2,337	4,397	4,164
Dividends	–	151	268
Others	113	168	204
	6,889	5,705	5,845

- (i) The amount mainly comprises interest income on the Group’s term deposits. Interest income from cash and cash equivalent is included in “Finance income, net” (*Note 11*).

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8. OTHER GAINS, NET

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Net gains on disposal of financial instruments at FVTPL	3,763	3,944	6,570
Fair value changes in financial instruments at FVTPL	8,420	(1,731)	6,270
Net foreign exchange (losses)/gains	(318)	219	(1,454)
Net (losses)/gains on disposal of investments in subsidiaries and associates	(458)	297	–
Net (losses)/gains on disposal of property, plant and equipment and right-of-use assets	(65)	(22)	140
Interest income/(losses) from financial assets at FVTPL	825	241	(26)
Others	(445)	4,843	(500)
	11,722	7,791	11,000

9. EXPENSE BY NATURE

Expenses included in cost of sales, general and administrative expenses, selling and marketing expenses and research and development expenses are analyzed as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Employee benefit expenses (<i>Note 10</i>)	126,157	181,947	169,826
Airfare and ground handling costs	1,973	133,328	104,555
Exhibition hall rental and booth procurement cost	33,540	82,767	87,920
Exhibition operating cost	64,523	78,972	78,973
Exhibition promotion cost	31,356	70,297	43,063
Traveling and business entertainment expenses	14,282	18,535	21,600
Depreciation and amortization	11,177	12,926	13,905
Information service expenses	2,812	5,356	10,437
Impairment loss on goodwill	4,035	2,217	8,161
Agency service fee	1,290	3,212	6,375
Auditors’ remuneration	943	1,132	1,179
Other expenses	26,322	38,427	37,300
	318,410	629,116	583,294

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10. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTOR’S REMUNERATION)

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Salaries, wages and bonuses	102,410	145,330	135,888
Share-based compensation expenses	1,807	7,919	5,689
Housing fund, medical insurance and other social insurance	9,968	10,493	11,576
Pension costs — defined contribution plan (i)	7,390	8,202	10,422
Other employee benefits (ii)	4,582	10,003	6,251
	126,157	181,947	169,826

(i) The Group is required to make contributions for its employees in the PRC to the state-sponsored retirement plan at a certain rate based on the qualified salaries of the individual employees. The PRC government is responsible for the pension liability of the retired employees.

(ii) Other employee benefits primarily consist of staff welfare expenses, trade union funds and staff education funds.

(a) Directors’ and Supervisors’ Remuneration

	Fees	Salaries, wages and bonuses	Housing fund and other benefits (including retirement benefits)	Share-based compensation expenses	Total remuneration before tax
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended December 31, 2022					
Executive Directors:					
Mr. Fang Huansheng	—	742	133	—	875
Mr. Pan Jianjun	—	670	133	—	803
Mr. Yao Zongxian	—	384	89	—	473
Non-Executive Directors:					
Ms. Huang Ying (i)	50	—	—	—	50
Ms. Ma Ling (ii)	—	—	—	—	—
Independent Non-Executive Directors:					
Mr. Cao Huimin (ii)	25	—	—	—	25
Mr. Zhang Zhen'an (ii)	25	—	—	—	25
Mr. Yu Guangsheng (ii)	25	—	—	—	25
Mr. An Baohe (i)	50	—	—	—	50
Mr. Li Danmeng (i)	50	—	—	—	50
Ms. Liu Songping (i)	50	—	—	—	50
Supervisors:					
Mr. Yu Guangqing (ii)	—	—	—	—	—
Ms. Zhang Minqing	—	358	123	—	481
Ms. Chen Jinmiao	—	287	61	—	348
Mr. He Wenxi (i)	—	805	133	—	938
Total	275	3,246	672	—	4,193

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	Fees	Salaries, wages and bonuses	Housing fund and other benefits (including retirement benefits)	Share-based compensation expenses	Total remuneration before tax
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Year ended December 31, 2023					
Executive directors:					
Mr. Fang Huansheng	–	1,142	143	–	1,285
Mr. Pan Jiangjun	–	800	143	–	943
Mr. Yao Zongxian	–	500	87	–	587
Non-executive directors:					
Ms. Huang Ying	100	–	–	–	100
Independent non-executive directors:					
Mr. An Baohe	100	–	–	–	100
Mr. Li Danmeng	100	–	–	–	100
Ms. Liu Songping	100	–	–	–	100
Supervisors:					
Mr. He Wenxi	–	606	23	–	629
Ms. Zhang Minqin	–	700	122	–	822
Ms. Chen Jinmiao	–	415	60	–	475
Total	400	4,163	578	–	5,141
Year ended December 31, 2024					
Executive directors:					
Mr. Fang Huansheng	–	488	145	–	633
Mr. Pan Jiangjun	–	800	145	–	945
Mr. Yao Zongxian	–	283	79	–	362
Non-executive directors:					
Ms. Huang Ying	100	–	–	–	100
Independent non-executive directors:					
Mr. An Baohe	100	–	–	–	100
Mr. Li Danmeng	100	–	–	–	100
Ms. Liu Songping	100	–	–	–	100
Supervisors:					
Mr. He Wenxi	–	550	–	–	550
Ms. Zhang Minqin	–	451	119	–	570
Ms. Chen Jinmiao	–	234	61	–	295
Total	400	2,806	549	–	3,755

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- (i) Ms. Huang Ying, Mr. An Baohe, Mr. Li Danmeng and Ms. Liu Songping were appointed as non-executive directors of the Company and Mr. He Wenxi was appointed as a supervisor of the Company in June 2022.
- (ii) Ms. Ma Ling, Mr. Cao Huimin, Mr. Zhang Zhenan and Mr. Yu Guangsheng resigned as non-executive directors of the Company and Mr. Yu Guangqing resigned as a supervisor of the Company in June 2022.

(b) Directors’ and Supervisors’ Other Benefits

No termination benefits were paid to the directors and supervisors of the Company by the Group in respect of the director’s services as a director and a supervisor of the Group or other services in connection with the management of the affairs of the Group during the Track Record Period.

No consideration provided to third parties for making available directors’ and supervisors’ services subsisted at the end of each reporting period or at any time during the Track Record Period.

There were no loans, quasi-loans or other dealings entered into in favor of directors, controlled bodies corporate by and connected entities with such directors during the Track Record Period.

Save as disclosed in Note 40, there were no significant transactions, arrangements and contracts in relation to the Group’s business to which the Company was a party and in which a director and a supervisor of the Company had a material interest, whether directly or indirectly, subsisted during the Track Record Period.

(c) Five Highest Paid Individuals

The five individuals whose emoluments were the highest in the Group for the years ended December 31, 2022, 2023 and 2024 included 3, 2 and 1 directors/supervisors respectively whose emoluments are reflected in the analysis shown in Note 10(a) above. The emoluments paid to the remaining 2, 3, and 4 individuals during the years ended December 31, 2022, 2023 and 2024, respectively, are as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Wages, salaries and bonuses and benefits in kind (including contributions to pension plans)	2,137	4,266	4,661
Share-based payments	(187)	4,588	2,239
	<u>1,950</u>	<u>8,854</u>	<u>6,900</u>

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Details of the remuneration of the five highest paid employees who are neither a director nor a supervisor of the Company during the Track Record Period are as follows:

	Year ended December 31,		
	2022	2023	2024
HKD1 to HKD500,000	–	–	–
HKD500,001 to HKD1,000,000	1	–	1
HKD1,000,001 to HKD1,500,000	1	–	–
HKD1,500,001 to HKD2,000,000	–	–	1
HKD2,000,001 to HKD2,500,000	–	–	1
HKD2,500,001 to HKD3,000,000	–	1	1
HKD3,000,001 to HKD3,500,000	–	1	–
HKD3,500,001 to HKD4,000,000	–	–	–
HKD4,000,001 to HKD4,500,000	–	1	–
	<u>2</u>	<u>3</u>	<u>4</u>

11. FINANCE INCOME, NET

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Finance income:			
Interest income from financial assets held for cash management purposes	<u>7,179</u>	<u>11,282</u>	<u>13,558</u>
Finance costs:			
Interest expenses on lease liabilities	<u>(375)</u>	<u>(386)</u>	<u>(431)</u>
Finance income, net	<u>6,804</u>	<u>10,896</u>	<u>13,127</u>

12. INCOME TAX EXPENSE

The income tax expense of the Group during the Track Record Period are analyzed as follows:

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Current income tax	86	21,636	30,099
Deferred income tax	<u>3,953</u>	<u>10,617</u>	<u>4,417</u>
	<u>4,039</u>	<u>32,253</u>	<u>34,516</u>

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

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(a) PRC Corporate Income Tax

In accordance with the relevant regulations of the Enterprise Income Tax laws (the “EIT Law”) of the PRC, the applicable statutory tax rate of the PRC subsidiaries is 25% unless those subject to tax exemption set out below.

During the Track Record Period, one subsidiary of the Company applied for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Extending the Enterprise Income Tax Preferential Policy for the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone in Shenzhen” (Cai Shui [2021] No. 30) (財政部稅務總局關於延續深圳前海深港現代服務業合作區企業所得稅優惠政策的通知), which is an extension of the policy originally specified in the “Notice of the Ministry of Finance and the State Taxation Administration on Enterprise Income Tax Preferential Policies and Preferential Catalogs for Enterprises in Guangdong Hengqin New Area, Fujian Pingtan Comprehensive Experimental Zone, and Shenzhen Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone” (Cai Shui [2014] No. 26) (財政部國家稅務總局關於廣東橫琴新區、福建平潭綜合實驗區、深圳前海深港現代服務業合作區企業所得稅優惠政策及優惠目錄的通知), with a preferential tax rate of 15%.

During the Track Record Period, one subsidiary of the Company applies for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Preferential Policies for Enterprise Income Tax in Guangzhou Nansha” (Cai Shui [2022] No. 40) (財政部稅務總局關於廣州南沙企業所得稅優惠政策的通知), with a preferential tax rate of 15%.

One subsidiary of the Company applies for tax reduction benefits for qualified software enterprises in accordance with the “Notice of the State Council on Issuing Several Policies for Promoting High-Quality Development of the Integrated Circuit Industry and Software Industry in the New Era” (Guofa [2020] No. 8) (國務院關於印發新時期促進積體電路產業和軟體產業高質量發展若干政策的通知). The subsidiary is exempt from corporate income tax in the first and second profit-making years, and subject to a 50% reduction in the third to fifth years. Accordingly, this subsidiary was exempt from corporate income tax in 2023 and 2024.

Pursuant to Caishui [2021] No. 12 “Announcement on the Income Tax Preferential Policies for Small Meager-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries were qualified for Small Meager-profit Enterprises and for taxable income not exceeding RMB1,000,000, 12.5% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2021 to December 31, 2022.

Pursuant to Caishui [2022] No. 13 “Announcement on Further Implementing the Income Tax Preferential Policies for Small Meager-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), certain subsidiaries were qualified for Small Meager-profit Enterprises and for taxable income exceeding RMB1,000,000 but less than RMB3,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2022 to December 31, 2024.

Pursuant to Caishui [2023] No. 12 “Announcement on the Income Tax Policies for Further Supporting Small Meager-profit Enterprises and Self-employed Businesses” (關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告) and Caishui [2023] No. 6 “Announcement on the Income Tax Preferential Policies for Small Meager-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries were qualified for Small Meager-profit Enterprises and for taxable income not exceeding RMB1,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2023 to December 31, 2027.

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(b) Corporate Income Tax in Other Jurisdictions

The income tax rates of the subsidiaries from other jurisdictions, including the United Arab Emirates (Dubai), Jordan, Japan, Singapore, Indonesia and Hong Kong had been calculated on the estimated assessable profit for the Track Record Period at the respective rates prevailing in the relevant jurisdictions.

(c) OECD Pillar Two Model Rules

Amendments to IAS 12 “International Tax Reform — Pillar Two Model Rules” were issued on May 23, 2023 which are effective upon issuance and require retrospective application. The amendments provide a temporary exception from deferred tax accounting for the income tax arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organization for Economic Cooperation and Development (“OECD”).

The Group is within the scope of global minimum tax (“GMT”) under the OECD Pillar Two model rules (“Pillar Two”). Subject to tax legislation enacting Pillar Two Being passed in the jurisdictions where the Company and its subsidiaries operate, the Group is liable to pay a top-up tax for any deficiency between the minimum tax rate of 15% and the effective tax rate per respective jurisdiction. The Group applies the IAS 12 exception to recognition and disclosure information about deferred tax assets and liabilities relating to Pillar Two income taxes.

For those jurisdictions where the Pillar Two legislation was enacted but not effective at the reporting date, the Group has no related current tax exposure. However, certain subsidiaries of the Company are located in jurisdictions where Pillar Two legislation was effective, and the Group’s assessment indicates that there is no material related current tax exposure in these jurisdictions during the track record period.

- (d) The income tax on the Group’s profit before income tax differs from the theoretical amount that would arise using the enacted tax rate applicable to profits of the subsidiaries as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Profit before income tax	55,185	229,513	197,563
Calculated at the PRC taxation rate of the Company (25%)	13,796	57,378	49,391
Effect of different tax rates applicable to subsidiaries (i)	(6,798)	(19,779)	(18,731)
Share-based expenses	(4,519)	(4,516)	(2,010)
Unused tax losses and temporary differences not recognized as deferred tax assets	1,533	1,761	5,362
Previously unrecognized tax losses used to reduce deferred tax expense	(544)	(3,091)	(206)
Super deduction for research and development expenses	(292)	(199)	(64)
Non-deductible expenses for tax purposes	128	686	742
Tax rate changes	147	—	—
Adjustments for current tax of prior periods	588	13	32
	4,039	32,253	34,516

- (i) Reconciling differences are attributable to variations between the statutory tax rates applicable to certain subsidiaries and the parent company’s 25% rate.

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13. DIVIDENDS

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Final cash dividends in respect of the previous year, declared and paid during the year (i)	–	–	76,481
Interim cash dividends in respect of current year, declared and paid during the year (ii)	–	–	67,782

- (i) The final dividends of RMB5 yuan per 10 shares (tax inclusive) in respect of the year ended 31 December 2023 was approved by the Annual General Meeting of the Company.

No cash dividend has been paid or declared by the Company during the year ended 31 December 2021 and 2022.

- (ii) The interim dividends of RMB3 yuan per 10 shares (tax inclusive) in respect of 2024 was approved by the shareholder in the Extraordinary General Meeting.

14. EARNINGS PER SHARE

(a) Basic Earnings Per Share

The calculation of basic earnings per share is based on the following:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Profit attributable to ordinary shareholders of the Company (RMB'000)	50,385	188,208	155,168
Weighted average number of ordinary shares in issue (thousands)	150,400	228,129	228,460
Basic EPS (RMB per share)	0.34	0.83	0.68

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(b) Diluted Earnings Per Share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Adjusted profit attributable to owners of the Company used in calculating diluted EPS (RMB'000)	50,385	188,208	155,168
Weighted average number of ordinary shares in issue (thousands)	150,400	228,129	228,460
Adjustments for potential shares arising from share schemes (thousands)	717	857	490
Weighted average number of ordinary shares used in calculating diluted EPS (thousands)	151,117	228,986	228,950
Diluted EPS (RMB per share)	0.33	0.82	0.68

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

15. INVESTMENTS IN ASSOCIATES

The amounts of investments in associates recognized in the Historical Financial Information are as follows:

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Associates	10,533	10,563	10,564

The movements of investments in associates during the Track Record Period are as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
At the beginning of the year	9,492	10,533	10,563
Additions	1,876	225	—
Disposals	(1,011)	—	—
Share of results of associates	176	(195)	1
Less: provision for impairment	—	—	—
At the end of the year	10,533	10,563	10,564

The associates of the Group have been accounted based on the financial information prepared under the accounting policies consistent with the Group.

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The Group has interests in a number of individually immaterial associates that are accounted for using the equity method. The carrying amount and the Group’s share of the results of individually immaterial associates are shown in aggregate as below, respectively:

Reconciliation of the carrying amount of the interests recognized in the Historical Financial Information:

	As at/Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Aggregate carrying amount of individually immaterial associates	10,533	10,563	10,564
Aggregate amounts of the Company’s share of: Profit/(loss) for the year	176	(195)	1

The Company

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Associates	884	893	808

The movements of investments in associates during the Track Record Period are as follows:

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
At the beginning of the year	–	884	893
Additions	1,000	225	–
Share of results of associates	(116)	(216)	(85)
At the end of the year	884	893	808

Reconciliation of the carrying amount of the interests recognized in the Historical Financial Information:

	As at/Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Aggregate carrying amount of individually immaterial associates	884	893	808
Aggregate amounts of the Company’s share of: Loss for the year	(116)	(216)	(85)

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16. FINANCIAL INSTRUMENTS MEASURED AT FVTPL

(i) Classification of financial instruments measured at fair value through profit or loss

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Non-current Assets:			
Equity investments on unlisted entities	3,810	4,683	4,189
Current Assets:			
Other financial assets at FVTPL:			
— Listed equity shares	3,518	18,391	25,148
— Wealth management products	—	20,406	10,272
	3,518	38,797	35,420
Derivative financial assets (<i>Note 17</i>)	—	—	2,256
	7,328	43,480	41,865
Liabilities			
Derivative financial liabilities (<i>Note 17</i>)	—	752	151

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Non-current Assets:			
Equity investments on unlisted entities	3,810	4,683	4,189
Current Assets:			
Derivative financial assets (<i>Note 17</i>)	—	—	2,256
	3,810	4,683	6,445
Liabilities			
Derivative financial liabilities (<i>Note 17</i>)	—	752	—

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17. DERIVATIVE FINANCIAL INSTRUMENTS

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Assets			
Foreign currency forwards	—	—	2,256
Liabilities			
Foreign currency forwards	—	752	151

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Assets			
Foreign currency forwards	—	—	2,256
Liabilities			
Foreign currency forwards	—	752	—

18. SUBSIDIARIES

During the Track Record Period, the Company’s primary subsidiaries are as follows:

Name of subsidiary	Place of incorporation and type of legal entity	Share capital registered/ paid-up capital '000	Equity interest held by the Company						Principal activities
			As at December 31,						
			2022		2023		2024		
			Direct	Indirect	Direct	Indirect	Direct	Indirect	
			%	%	%	%	%	%	
1 Shenzhen Meorient International Exhibition Co., Ltd. (深圳米奧蘭特國際會展有限公司)	PRC, limited liability company	RMB5,000.00	100.0	—	100.0	—	100.0	—	Exhibition Sales
2 Meorient (Zhejiang) Network Technology Co., Ltd. (米奧蘭特(浙江)網路科技有限公司)	PRC, limited liability company	RMB10,000.00	100.0	—	100.0	—	100.0	—	Research and Development
3 Meorient (Guangdong) Commerce Technology Co., Ltd. (米奧蘭特(廣東)商務科技有限公司)	PRC, limited liability company	RMB10,000.00	100.0	—	100.0	—	100.0	—	Exhibition Sales
4 CHINATEX ADVERTISING & EXHIBITION CO., LTD (中紡廣告展覽有限公司)	PRC, limited liability company	RMB5,000.00	60.0	—	54.0	0.2	54.0	0.2	Organizing Exhibitions
5 Swift International Exhibition Organizing FZ-LLC	UAE, limited liability company	USD160.00	100.0	—	100.0	—	100.0	—	Organizing Exhibitions
6 Guangdong Meorient International Exhibition Co., Ltd. (廣東米奧蘭特國際會展有限公司)	PRC, limited liability company	RMB100,000.00	—	—	—	—	100.0	—	Organizing Exhibitions

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Name of subsidiary	Place of incorporation and type of legal entity	Share capital registered/ paid-up capital '000	Equity interest held by the Company						Principal activities
			As at December 31,						
			2022		2023		2024		
			Direct	Indirect	Direct	Indirect	Direct	Indirect	
			%	%	%	%	%	%	
7 DIGITALBRIDGE HONGKONG EXPOS LIMITED	HK, limited liability company	USD9,000.00	–	–	–	–	100.0	–	Online Promotion
8 Meorient (Zhejiang) Equity Investment Co., Ltd. (米奧蘭特(浙江)股權投資有限公司)	PRC, limited liability company	RMB100,000.00	100.0	–	100.0	–	100.0	–	Equity Investment
9 Zhejiang Huizhan Elf Technology Co., Ltd. (浙江慧展精靈科技有限公司)	PRC, limited liability company	RMB10,000.00	–	–	–	–	–	–	Research and Development

The statutory auditors of the above subsidiaries of the Group during the Track Record Period are set out below:

Name of subsidiary	Name of statutory auditors		
	2022	2023	2024
1 Shenzhen Meorient International Exhibition Co., Ltd. (深圳米奧蘭特國際會展有限公司)	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP
2 Meorient (Zhejiang) Network Technology Co., Ltd. (米奧蘭特(浙江)網路科技有限公司)	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP
3 Meorient (Guangdong) Commerce Technology Co., Ltd. (米奧蘭特(廣東)商務科技有限公司)	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP
4 CHINATEX ADVERTISING & EXHIBITION CO., LTD (中紡廣告展覽有限公司)	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP
5 Swift International Exhibition Organizing FZ-LLC	A&M ALANSARI AUDITING	A&M ALANSARI AUDITING	A&M ALANSARI AUDITING
6 Guangdong Meorient International Exhibition Co., Ltd. (廣東米奧蘭特國際會展有限公司) (i)	—	—	Pan-China Certified Public Accountants LLP
7 DIGITALBRIDGE HONGKONG EXPOS LIMITED (ii)	—	—	—
8 Meorient (Zhejiang) Equity Investment Co., Ltd. (米奧蘭特(浙江)股權投資有限公司)	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP	Pan-China Certified Public Accountants LLP
9 Zhejiang Huizhan Elf Technology Co., Ltd. (浙江慧展精靈科技有限公司)(iii)	—	—	—

- (i) The entity was established in January 2024 and was not required to issue audited financial statements under the statutory requirements of its place of incorporation for the years ended December 31, 2022 and 2023.

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- (ii) The entity was established in June 2024 and was not required to issue audited financial statements under the statutory requirements of its place of incorporation for the years ended December 31, 2022, 2023 and 2024.
- (iii) The entity was established in 2025 and no audited financial statements were issued for the years ended 31 December 2022, 2023 and 2024.

The Company

Investments in subsidiaries

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Cost	146,636	171,260	240,826
Impairment loss on investments in subsidiaries (i)	—	(2,200)	—
Investments in subsidiaries	146,636	169,060	240,826

- (i) For the year ended 31 December 2023, the Group recognized an impairment provision for one subsidiary amounting to RMB2,200,000 due to the operating losses during 2023, the management evaluated the recoverable amounts is zero and determined to fully accrued the impairment for the subsidiary.

19. PROPERTY, PLANT AND EQUIPMENT

The Group

	Buildings	General equipment	Motor vehicles	Leasehold improvement	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At January 1, 2022					
Cost	21,367	12,454	4,422	2,842	41,085
Accumulated depreciation	(8,014)	(7,975)	(3,234)	(548)	(19,771)
Carrying amounts	13,353	4,479	1,188	2,294	21,314
Opening carrying amounts	13,353	4,479	1,188	2,294	21,314
Additions	—	1,057	—	781	1,838
Disposals	—	(149)	(129)	—	(278)
Business combinations	—	138	—	—	138
Depreciation charges	(1,016)	(1,851)	(426)	(796)	(4,089)
Closing carrying amounts	12,337	3,674	633	2,279	18,923
At December 31, 2022					
Cost	21,367	13,014	3,873	3,623	41,877
Accumulated depreciation	(9,030)	(9,340)	(3,240)	(1,344)	(22,954)
Carrying amounts	12,337	3,674	633	2,279	18,923

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	<u>Buildings</u> <i>RMB'000</i>	<u>General equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Leasehold improvement</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
At January 1, 2023					
Cost	21,367	13,014	3,873	3,623	41,877
Accumulated depreciation	<u>(9,030)</u>	<u>(9,340)</u>	<u>(3,240)</u>	<u>(1,344)</u>	<u>(22,954)</u>
Carrying amounts	<u>12,337</u>	<u>3,674</u>	<u>633</u>	<u>2,279</u>	<u>18,923</u>
Opening carrying amounts	12,337	3,674	633	2,279	18,923
Additions	–	3,054	385	3,127	6,566
Disposals	–	(183)	(221)	–	(404)
Depreciation charges	<u>(1,015)</u>	<u>(2,015)</u>	<u>(224)</u>	<u>(1,430)</u>	<u>(4,684)</u>
Closing carrying amounts	<u>11,322</u>	<u>4,530</u>	<u>573</u>	<u>3,976</u>	<u>20,401</u>
At December 31, 2023					
Cost	21,367	13,206	3,779	6,750	45,102
Accumulated depreciation	<u>(10,045)</u>	<u>(8,676)</u>	<u>(3,206)</u>	<u>(2,774)</u>	<u>(24,701)</u>
Carrying amounts	<u>11,322</u>	<u>4,530</u>	<u>573</u>	<u>3,976</u>	<u>20,401</u>
	<u>Buildings</u> <i>RMB'000</i>	<u>General equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Leasehold improvement</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
At January 1, 2024					
Cost	21,367	13,206	3,779	6,750	45,102
Accumulated depreciation	<u>(10,045)</u>	<u>(8,676)</u>	<u>(3,206)</u>	<u>(2,774)</u>	<u>(24,701)</u>
Carrying amounts	<u>11,322</u>	<u>4,530</u>	<u>573</u>	<u>3,976</u>	<u>20,401</u>
Opening carrying amounts	11,322	4,530	573	3,976	20,401
Additions	9,029	2,420	1,361	1,240	14,050
Disposals	–	(134)	(151)	–	(285)
Depreciation charges	<u>(1,106)</u>	<u>(2,225)</u>	<u>(292)</u>	<u>(1,284)</u>	<u>(4,907)</u>
Closing carrying amounts	<u>19,245</u>	<u>4,591</u>	<u>1,491</u>	<u>3,932</u>	<u>29,259</u>
At December 31, 2024					
Cost	30,396	15,048	2,690	7,990	56,124
Accumulated depreciation	<u>(11,151)</u>	<u>(10,457)</u>	<u>(1,199)</u>	<u>(4,058)</u>	<u>(26,865)</u>
Carrying amounts	<u>19,245</u>	<u>4,591</u>	<u>1,491</u>	<u>3,932</u>	<u>29,259</u>

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	<u>Buildings</u> <i>RMB'000</i>	<u>General equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Leasehold improvement</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
At January 1, 2022					
Cost	11,186	8,721	2,245	1,716	23,868
Accumulated depreciation	<u>(4,205)</u>	<u>(5,113)</u>	<u>(1,247)</u>	<u>(270)</u>	<u>(10,835)</u>
Carrying amounts	<u>6,981</u>	<u>3,608</u>	<u>998</u>	<u>1,446</u>	<u>13,033</u>
Opening carrying amounts	6,981	3,608	998	1,446	13,033
Additions	–	391	–	637	1,028
Disposals	–	(122)	(129)	–	(251)
Depreciation charges	<u>(531)</u>	<u>(1,409)</u>	<u>(370)</u>	<u>(519)</u>	<u>(2,829)</u>
Closing carrying amounts	<u>6,450</u>	<u>2,468</u>	<u>499</u>	<u>1,564</u>	<u>10,981</u>
At December 31, 2022					
Cost	11,186	8,447	1,696	2,353	23,682
Accumulated depreciation	<u>(4,736)</u>	<u>(5,979)</u>	<u>(1,197)</u>	<u>(789)</u>	<u>(12,701)</u>
Carrying amounts	<u>6,450</u>	<u>2,468</u>	<u>499</u>	<u>1,564</u>	<u>10,981</u>
	<u>Buildings</u> <i>RMB'000</i>	<u>General equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Leasehold improvement</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
At January 1, 2023					
Cost	11,186	8,447	1,696	2,353	23,682
Accumulated depreciation	<u>(4,736)</u>	<u>(5,979)</u>	<u>(1,197)</u>	<u>(789)</u>	<u>(12,701)</u>
Carrying amounts	<u>6,450</u>	<u>2,468</u>	<u>499</u>	<u>1,564</u>	<u>10,981</u>
Opening carrying amounts	6,450	2,468	499	1,564	10,981
Additions	–	1,679	385	2,885	4,949
Disposals	–	(120)	(221)	–	(341)
Depreciation charges	<u>(533)</u>	<u>(1,363)</u>	<u>(212)</u>	<u>(1,128)</u>	<u>(3,236)</u>
Closing carrying amounts	<u>5,917</u>	<u>2,664</u>	<u>451</u>	<u>3,321</u>	<u>12,353</u>
At December 31, 2023					
Cost	11,186	8,563	1,602	5,238	26,589
Accumulated depreciation	<u>(5,269)</u>	<u>(5,899)</u>	<u>(1,151)</u>	<u>(1,917)</u>	<u>(14,236)</u>
Carrying amounts	<u>5,917</u>	<u>2,664</u>	<u>451</u>	<u>3,321</u>	<u>12,353</u>

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	Buildings	General equipment	Motor vehicles	Leasehold improvement	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2024					
Cost	11,186	8,563	1,602	5,238	26,589
Accumulated depreciation	<u>(5,269)</u>	<u>(5,899)</u>	<u>(1,151)</u>	<u>(1,917)</u>	<u>(14,236)</u>
Carrying amounts	<u>5,917</u>	<u>2,664</u>	<u>451</u>	<u>3,321</u>	<u>12,353</u>
Opening carrying amounts	5,917	2,664	451	3,321	12,353
Additions	–	1,247	608	1,036	2,891
Disposals	–	(41)	(61)	–	(102)
Depreciation charges	<u>(531)</u>	<u>(1,280)</u>	<u>(150)</u>	<u>(870)</u>	<u>(2,831)</u>
Closing carrying amounts	<u>5,386</u>	<u>2,590</u>	<u>848</u>	<u>3,487</u>	<u>12,311</u>
At December 31, 2024					
Cost	11,186	9,561	1,549	6,274	28,570
Accumulated depreciation	<u>(5,800)</u>	<u>(6,971)</u>	<u>(701)</u>	<u>(2,787)</u>	<u>(16,259)</u>
Carrying amounts	<u>5,386</u>	<u>2,590</u>	<u>848</u>	<u>3,487</u>	<u>12,311</u>

- (a) Property, plant, and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements, the shorter of lease term as follows:

Buildings	20 years
General equipment	3–5 years
Motor vehicles	4–5 years
Leasehold improvement	Shorter of the estimated useful lives and remaining lease terms

See Note 42 for the other accounting policies relevant to property, plant and equipment.

- (b) Depreciation of the Group’s property, plant and equipment has been recognized as follows:

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Selling and marketing expenses	1,463	2,542	2,183
General and administrative expenses	1,329	705	1,408
Cost of sales	687	812	550
Research and development expenses	<u>610</u>	<u>625</u>	<u>766</u>
	<u>4,089</u>	<u>4,684</u>	<u>4,907</u>

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20. LEASE

This note provides information for leases where the Group is a lessee.

(a) Amounts Recognized in the Consolidated Statements of Financial Position

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Right-of-use assets			
Buildings	<u>9,188</u>	<u>8,449</u>	<u>8,778</u>
Lease liabilities			
Current	5,292	5,480	2,885
Non-current	<u>3,858</u>	<u>2,267</u>	<u>5,093</u>
	<u>9,150</u>	<u>7,747</u>	<u>7,978</u>

Additions to the right-of-use assets during the years ended December 31, 2022, 2023 and 2024 were approximately RMB12,024,000, RMB6,150,000, and RMB8,902,000, respectively.

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Right-of-use assets			
Buildings	<u>3,633</u>	<u>1,934</u>	<u>985</u>
Lease liabilities			
Current	2,387	1,211	219
Non-current	<u>1,292</u>	<u>219</u>	<u>658</u>
	<u>3,679</u>	<u>1,430</u>	<u>877</u>

Additions to the right-of-use assets during the years ended December 31, 2022, 2023 and 2024 were approximately RMB3,918,000, RMB1,302,000, and RMB722,000, respectively.

- (b) The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee’s incremental borrowing rate is used. The discount rate used during the years ended December 31, 2022, 2023 and 2024 were 4.65%, 4.65% and 4.65%, respectively.

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(c) Amounts Recognized in the Consolidated Statements of Profit or Loss

The consolidated statements of profit or loss and the consolidated statements of cash flow contain the following amounts relating to leases:

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Depreciation charge of right-of-use assets:			
— Buildings	<u>5,124</u>	<u>6,282</u>	<u>7,038</u>
	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Interest expense (including in finance costs)	375	386	431
Expense relating to short-term and low value leases not included in lease liabilities	<u>284</u>	<u>900</u>	<u>1,134</u>
	<u>659</u>	<u>1,286</u>	<u>1,565</u>

The total cash outflows for lease payments during the years ended December 31, 2022, 2023 and 2024 were approximately RMB5,381,000, RMB8,240,000 and RMB8,626,000, respectively.

The Group leases properties as lessee. Lease contracts are typically made for fixed periods from 1 to 4 years. They are stated at cost less accumulated depreciation and accumulated impairment losses.

See Note 42 for the other accounting policies relevant to lease.

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21. INTANGIBLE ASSETS

	<u>Software</u>	<u>Call</u>	<u>Trademark</u>	<u>Website</u>	<u>Goodwill</u>	<u>Total</u>
	<i>RMB'000</i>	<i>Center</i>	<i>Rights</i>	<i>and</i>	<i>RMB'000</i>	<i>RMB'000</i>
		<i>RMB'000</i>	<i>RMB'000</i>	<i>Domain</i>		
				<i>Name</i>		
				<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2022						
Cost	1,555	2,139	16,700	197	47,997	68,588
Accumulated amortization	(1,080)	(2,139)	(607)	(7)	–	(3,833)
Accumulated impairment	–	–	–	–	(6,294)	(6,294)
Carrying amounts	475	–	16,093	190	41,703	58,461
Year ended December 31, 2022						
Opening carrying amounts	475	–	16,093	190	41,703	58,461
Business combinations	–	–	–	–	28,783	28,783
Amortization charges	(119)	–	(1,822)	(23)	–	(1,964)
Impairment charges	–	–	–	–	(4,035)	(4,035)
Closing carrying amounts	356	–	14,271	167	66,451	81,245
At December 31, 2022						
Cost	1,580	2,139	16,700	197	76,780	97,396
Accumulated amortization	(1,224)	(2,139)	(2,429)	(30)	–	(5,822)
Accumulated impairment	–	–	–	–	(10,329)	(10,329)
Carrying amounts	356	–	14,271	167	66,451	81,245

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	<u>Software</u>	<u>Call</u>	<u>Trademark</u>	<u>Website</u>	<u>Goodwill</u>	<u>Total</u>
	<i>RMB'000</i>	<i>Center</i>	<i>Rights</i>	<i>and</i>	<i>RMB'000</i>	<i>RMB'000</i>
		<i>RMB'000</i>	<i>RMB'000</i>	<i>Domain</i>		
				<i>Name</i>		
				<i>RMB'000</i>		
At January 1, 2023						
Cost	1,580	2,139	16,700	197	76,780	97,396
Accumulated amortization	(1,224)	(2,139)	(2,429)	(30)	–	(5,822)
Accumulated impairment	–	–	–	–	(10,329)	(10,329)
Carrying amounts	356	–	14,271	167	66,451	81,245
Year ended December 31, 2023						
Opening carrying amounts	356	–	14,271	167	66,451	81,245
Amortization charges	(116)	–	(1,822)	(22)	–	(1,960)
Impairment charges	–	–	–	–	(2,217)	(2,217)
Closing carrying amounts	240	–	12,449	145	64,234	77,068
At December 31, 2023						
Cost	1,580	2,139	16,700	197	76,780	97,396
Accumulated amortization	(1,340)	(2,139)	(4,251)	(52)	–	(7,782)
Accumulated impairment	–	–	–	–	(12,546)	(12,546)
Carrying amounts	240	–	12,449	145	64,234	77,068

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	<u>Software</u>	<u>Call</u>	<u>Trademark</u>	<u>Website</u>	<u>Goodwill</u>	<u>Total</u>
	<u>RMB'000</u>	<u>Center</u>	<u>Rights</u>	<u>and</u>	<u>RMB'000</u>	<u>RMB'000</u>
		<u>RMB'000</u>	<u>RMB'000</u>	<u>Domain</u>		
				<u>Name</u>		
				<u>RMB'000</u>		
At January 1, 2024						
Cost	1,580	2,139	16,700	197	76,780	97,396
Accumulated amortization	(1,340)	(2,139)	(4,251)	(52)	–	(7,782)
Accumulated impairment	–	–	–	–	(12,546)	(12,546)
Carrying amounts	240	–	12,449	145	64,234	77,068
Year ended December 31, 2024						
Opening carrying amounts	240	–	12,449	145	64,234	77,068
Amortization charges	(116)	–	(1,822)	(22)	–	(1,960)
Impairment charges	–	–	–	–	(8,161)	(8,161)
Closing carrying amounts	124	–	10,627	123	56,073	66,947
At December 31, 2024						
Cost	1,580	2,139	16,700	197	76,595	97,211
Accumulated amortization	(1,456)	(2,139)	(6,073)	(74)	–	(9,742)
Accumulated impairment	–	–	–	–	(20,522)	(20,522)
Carrying amounts	124	–	10,627	123	56,073	66,947

(a) Amortization expenses have been charged to the consolidated statements of profit or loss as follows:

	<u>Year ended December 31,</u>		
	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<u>RMB'000</u>	<u>RMB'000</u>	<u>RMB'000</u>
General and administrative expenses	1,896	1,896	1,896
Selling and marketing expenses	32	32	32
Cost of sales	32	32	32
Research and development expenses	4	–	–
	1,964	1,960	1,960

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(b) Amortization Methods and Periods

The Group amortizes intangible assets with a limited useful life using the straight-line method over the following periods:

Software	3–5 years
Call Center	3–5 years
Trademark Rights	10 years
Website and Domain Name	10 years

(i) Software

Software are amortized on a straight-line basis based on the beneficial period over their estimated useful life up to 5 years.

(ii) Call Center

Call center are amortized on a straight-line basis based on the beneficial period over their estimated useful life up to 5 years.

(iii) Trademark Rights

Trademark rights are amortized on a straight-line basis based on the beneficial period for 10 years.

(iv) Website and Domain Name

Website and Domain Name are amortized on a straight-line basis based on the beneficial period for 10 years.

(c) Impairment Tests for Goodwill

Goodwill is not subject to amortization and is tested for impairment annually, or more frequently if events or changes in circumstances indicate that they might be impaired. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets.

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The carrying amounts of goodwill allocated to the cash generating units or group of cash generating units (“CGU” or “CGUs”) are as follows:

	<u>Opening</u>	<u>Addition</u>	<u>Impairment</u>	<u>Closing</u>
	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>	<i>RMB’000</i>
Year ended December 31, 2022				
Meorient (Beijing) International Exhibition Co., Ltd. (“Meorient (Beijing)”)	757	–	(757)	–
Shanghai International Advertising and Exhibition Co., Ltd. (“Shanghai International”)	254	–	–	254
Hangzhou Shukun Technology Co., Ltd. (“Shukun”)	2,140	–	–	2,140
Shenzhen Huafu Exhibition Services Co., Ltd. (“Shenzhen Huafu”)	44,846	–	(9,572)	35,274
CHINATEX ADVERTISING & EXHIBITION CO., LTD (“CHINATEX”)	–	28,598	–	28,598
Hangzhou Miaomita Technology Co., Ltd. (“Miaomita”)	–	185	–	185
	<u>47,997</u>	<u>28,783</u>	<u>(10,329)</u>	<u>66,451</u>
Year ended December 31, 2023				
Meorient (Beijing)	757	–	(757)	–
Shanghai International	254	–	–	254
Shukun	2,140	–	–	2,140
Shenzhen Huafu	44,846	–	(11,604)	33,242
CHINATEX	28,598	–	–	28,598
Miaomita	185	–	(185)	–
	<u>76,780</u>	<u>–</u>	<u>(12,546)</u>	<u>64,234</u>
Year ended December 31, 2024				
Meorient (Beijing)	757	–	(757)	–
Shanghai International	254	–	–	254
Shukun	2,140	–	–	2,140
Shenzhen Huafu	44,846	–	(19,765)	25,081
CHINATEX	28,598	–	–	28,598
Miaomita	185	(185)	–	–
	<u>76,780</u>	<u>(185)</u>	<u>(20,522)</u>	<u>56,073</u>

- (i) The goodwill is generated from business combination of Meorient (Beijing) International Exhibition Co., Ltd. (“Meorient (Beijing)”). Management regards Meorient (Beijing) as a separate CGU of exhibition services business and reviews the business performance and monitors the goodwill on the individual CGU basis. The carrying amount of the CGU is compared against the recoverable amount, which is the higher of value-in-use (“VIU”) and fair value less costs of disposal (“FVLCD”). Based on management’s assessment, recoverable amount is determined as VIU. Management determined to fully recognize the goodwill impairment loss as the low VIU due to the operating losses for the year ended December 31, 2022. The goodwill is not expected to be deductible for tax purposes.

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- (ii) The goodwill is generated from business combination of Shanghai International Advertising and Exhibition Co., Ltd. (“Shanghai International”). Management regards Shanghai International as a separate CGU of exhibition services business and reviews the business performance and monitors the goodwill on the individual CGU basis. The goodwill is not expected to be deductible for tax purposes.
- (iii) The goodwill is generated from business combination of Hangzhou Shukun Technology Co., Ltd. (“Shukun”). Management regards Shukun as a separate CGU of technical services business and reviews the business performance and monitors the goodwill on the individual CGU basis. The goodwill is not expected to be deductible for tax purposes.
- (iv) The goodwill is generated from business combination of Shenzhen Huaifu Exhibition Services Co., Ltd. (“Shenzhen Huaifu”). Management regards Shenzhen Huaifu as a separate CGU of exhibition services business and reviews the business performance and monitors the goodwill on the individual CGU basis. Management engaged an independent valuer to perform the impairment assessment on the CGU as at 31 December 2022, 2023 and 2024. Based on the assessment, recoverable amount is determined as VIU. Due to the net profits and estimated future cash flows below the management expectations, management determined to recognize the goodwill impairment loss for the years ended December 31, 2022, 2023 and 2024, respectively. The goodwill is not expected to be deductible for tax purposes.
- (v) The goodwill is generated from business combination of CHINATEX ADVERTISING & EXHIBITION CO., LTD (“CHINATEX”). Management regards CHINATEX as a separate CGU of exhibition services business and reviews the business performance and monitors the goodwill on the individual CGU basis. The goodwill is not expected to be deductible for tax purposes.
- (vi) The goodwill is generated from business combination of Hangzhou Miaomita Technology Co., Ltd. (“Miaomita”). Management regards Miaomita as a separate CGU of technical services business and reviews the business performance and monitors the goodwill on the individual CGU basis. Based on management’s assessment, recoverable amount is determined as VIU. For the year ended December 31, 2023, management determined to fully recognize the goodwill impairment loss as the low VIU due to the negative net assets and insufficient future operating cash flows. The goodwill is not expected to be deductible for tax purposes.

The following table sets out the key assumptions for these CGUs that have goodwill allocated to them:

	<u>Shanghai International</u>	<u>Shukun</u>	<u>Shenzhen Huaifu</u>	<u>CHINATEX</u>	<u>Miaomita</u>
Year ended December 31, 2022					
Revenue annual growth rates	10.00% to 272.62%	10.00%	4.91% to 458.44%	1.84% to 62.52%	16.67% to 100.00%
Operating profit margin	40.00%	80.00%	47.73% to 48.39%	35.26% to 36.29%	80.00%
Pre-tax discount rates	15.00%	15.00%	16.04%	16.04%	15.00%

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	<u>Shanghai International</u>	<u>Shukun</u>	<u>Shenzhen Huafu</u>	<u>CHINATEX</u>
Year ended December 31, 2023				
Revenue annual growth rates	10.00% to 15.00%	5.00%	4.75% to 22.13%	1.32% to 1.56%
Operating profit margin	23.42% to 25.51%	75.00%	51.10% to 52.34%	46.04% to 46.23%
Pre-tax discount rates	15.00%	15.00%	15.56%	15.56%
	<u>Shanghai International</u>	<u>Shukun</u>	<u>Shenzhen Huafu</u>	<u>CHINATEX</u>
Year ended December 31, 2024				
Revenue annual growth rates	5.00% to 35.00%	5.00%	4.48% to 26.69%	0.94% to 1.16%
Operating profit margin	31.00%	75.00%	51.09% to 52.63%	37.95% to 38.82%
Pre-tax discount rates	15.00%	15.00%	14.15%	14.15%

The carrying amount of the CGU is compared against the recoverable amount, which is the higher of VIU and fair value less costs of disposal. Based on the assessment, recoverable amounts is determined as VIU. Management used five-year period as the projection period for the cash flow forecast and has determined the values assigned to each of the above key assumptions as follows:

Assumption	Approach used to determine values
Revenue annual growth rates	Revenue annual growth rate is estimated over the five-year forecast period. The management of the Group used a five-year period as the projection period for the cash flow forecast, which was in line with the period length used in the corresponding strategic planning and long-term budgeting purpose.
Operating profit margin	Based on past performance and management’s expectations for the future.
Pre-tax discount rates	Estimated by using the weighted average cost of capital (“WACC”) method. The WACC was calculated by referring to public market data including risk free rate, market return, beta of comparable public companies etc. and the specific risk of the business.

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(d) Impact of possible changes in key assumptions

Based on management’s assessment on the recoverable amounts, the headroom of these CGUs as follows:

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Meorient (Beijing)	—	—	—
Shanghai International	37,419	19,392	44,157
Shukun	12,255	40,365	11,327
Shenzhen Huafu	—	—	—
CHINATEX	3,536	63,934	48,767
Miaomita	162	—	—

Sensitivity analysis has been performed based on the assumptions that revenue annual growth rates, operating profit margin and pre-tax discount rates has been changed. Had the estimated key assumptions during the forecast period been changed as shown below, while other parameters remain constant, the headroom of the CGUs would be as follows:

For Shanghai International CGU

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Average revenue annual growth rate decreased by 0.5%	36,135	17,978	40,924
Operating profit margin decreased by 0.5%	36,359	17,888	41,323
Pre-tax discount rate increased by 0.5%	36,228	18,885	42,789

For Shukun CGU

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Average revenue annual growth rate decreased by 0.5%	11,618	38,896	10,598
Operating profit margin decreased by 0.5%	12,037	39,850	11,076
Pre-tax discount rate increased by 0.5%	11,563	38,588	10,558

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For CHINATEX CGU

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Average revenue annual growth rate decreased by 0.5%	436	58,404	42,447
Operating profit margin decreased by 0.5%	2,865	62,591	46,944
Pre-tax discount rate increased by 0.5%	2,943	61,398	46,027

Based on the results of impairment test as at December 31, 2022, 2023 and 2024, management believes that any reasonably possible change in any of these key assumptions would not cause the carrying amount of RMB254,000, RMB2,140,000 and RMB28,598,000 of Shanghai international, Shukun and CHINATEX respectively to exceed the recoverable amount of those units.

22. FINANCIAL INSTRUMENTS BY CATEGORY

The detailed information of financial instruments by category during the Track Record Period is as below:

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial assets			
Financial assets at amortized cost:			
— Trade receivables (Note 24)	1,914	5,485	4,888
— Other receivables (included in prepayments and other receivables) (Note 25)	6,176	3,543	4,884
— Cash and cash equivalents (Note 27)	339,039	579,422	636,583
— Restricted cash (Note 27)	820	3,607	6,073
— Term deposits (Note 27)	100,000	100,000	—
	<u>447,949</u>	<u>692,057</u>	<u>652,428</u>
Financial assets at FVTPL:			
Equity investments on unlisted entities (Note 16)	3,810	4,683	4,189
Other financial assets at FVTPL (Note 16):			
— Listed equity shares	3,518	18,391	25,148
— Wealth management products	—	20,406	10,272
Derivative financial assets (Note 17)	—	—	2,256
	<u>7,328</u>	<u>43,480</u>	<u>41,865</u>

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	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial liabilities			
Financial liabilities at amortized cost:			
— Trade payables (<i>Note 28</i>)	18,923	26,467	23,720
— Accruals and other payables (excluding non-financial liabilities) (<i>Note 29</i>)	10,543	11,808	12,083
— Lease liabilities (<i>Note 20</i>)	9,150	7,747	7,978
	<u>38,616</u>	<u>46,022</u>	<u>43,781</u>
Financial liabilities at FVTPL:			
Derivative financial liabilities (<i>Note 17</i>)	—	752	151
The Company			
	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial assets			
Financial assets at amortized cost:			
— Trade receivables (<i>Note 24</i>)	2,320	4,295	3,775
— Other receivables (included in prepayments and other receivables) (<i>Note 25</i>)	3,419	2,742	3,838
— Cash and cash equivalents (<i>Note 27</i>)	265,402	485,665	490,683
— Restricted cash (<i>Note 27</i>)	820	3,439	3,070
— Term deposits (<i>Note 27</i>)	100,000	100,000	—
	<u>371,961</u>	<u>596,141</u>	<u>501,366</u>
Financial assets at FVTPL:			
Equity investments on unlisted entities (<i>Note 16</i>)	3,810	4,683	4,189
Derivative financial assets (<i>Note 17</i>)	—	—	2,256
	<u>3,810</u>	<u>4,683</u>	<u>6,445</u>

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	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Financial liabilities			
Financial liabilities at amortized cost:			
— Trade payables (<i>Note 28</i>)	10,695	30,112	37,767
— Accruals and other payables(excluding non-financial liabilities) (<i>Note 29</i>)	66,772	169,245	147,217
— Lease liabilities (<i>Note 20</i>)	3,679	1,430	877
	<u>81,146</u>	<u>200,787</u>	<u>185,861</u>
Financial liabilities at FVTPL:			
Derivative financial liabilities (<i>Note 17</i>)	—	752	—

23. DEFERRED TAX

The Group

Deferred tax assets and liabilities are offset when there is a legally enforceable right of offsetting and when the deferred income taxes relate to the same authority. The net amounts of deferred tax assets and liabilities after offsetting are as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Gross deferred tax assets	12,968	7,817	7,741
Offsetting against deferred tax liabilities	(5,062)	(5,072)	(5,490)
Net deferred tax assets	<u>7,906</u>	<u>2,745</u>	<u>2,251</u>
Gross deferred tax liabilities	8,671	14,137	18,478
Offsetting against deferred tax assets	(5,062)	(5,072)	(5,490)
Net deferred tax liabilities	<u>3,609</u>	<u>9,065</u>	<u>12,988</u>

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The movements in deferred tax assets and liabilities before offsetting are as follows:

(a) Deferred Tax Assets

	Tax losses	Loss allowance and impairment provision	Fair value changes of equity investments	Lease liabilities	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2022	7,407	56	5,208	600	13,271
Credited/(charged) to profit or loss (Note 12)	(2,377)	3	1,339	732	(303)
At December 31, 2022	5,030	59	6,547	1,332	12,968
At January 1, 2023	5,030	59	6,547	1,332	12,968
Credited/(charged) to profit or loss (Note 12)	(5,030)	25	(30)	(116)	(5,151)
At December 31, 2023	–	84	6,517	1,216	7,817
At January 1, 2024	–	84	6,517	1,216	7,817
Credited/(charged) to profit or loss (Note 12)	–	35	(64)	(47)	(76)
At December 31, 2024	–	119	6,453	1,169	7,741

(b) Deferred Tax Liabilities

	Right of use assets	Valuation Increase Resulting from Business Combinations	Fair value changes of financial instruments at FVTPL	Temporary difference arising from foreign profit not subject to tax	Others	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2022	600	4,070	65	–	286	5,021
Charged/(credited) to profit or loss (Note 12)	732	(461)	(65)	–	3,444	3,650
At December 31, 2022	1,332	3,609	–	–	3,730	8,671
At January 1, 2023	1,332	3,609	–	–	3,730	8,671
Charged/(credited) to profit or loss (Note 12)	10	(461)	–	5,917	–	5,466
At December 31, 2023	1,342	3,148	–	5,917	3,730	14,137
At January 1, 2024	1,342	3,148	–	5,917	3,730	14,137
Charged/(credited) to profit or loss (Note 12)	(146)	(461)	564	4,384	–	4,341
At December 31, 2024	1,196	2,687	564	10,301	3,730	18,478

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(c) Deferred Tax Assets Not Recognized

The Group has not recognized deferred tax assets in respect of the items below, which were not likely to generate taxable profit:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Tax losses	49,570	25,264	21,661
Temporary differences	4,422	10,231	8,295
	<u>53,992</u>	<u>35,495</u>	<u>29,956</u>

The tax losses not recognized deferred tax assets can be carried forward in future years. As at December 31, 2022, 2023 and 2024, the following table shows unused tax losses based on its expected expiry date:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
2023	—	—	—
2024	298	298	—
2025	10,494	5,309	1,125
2026	18,671	5,006	4,926
2027	8,238	6,725	2,695
2028	—	7,926	3,550
2029	—	—	9,365
Unlimited	11,869	—	—
	<u>49,570</u>	<u>25,264</u>	<u>21,661</u>

The Company

Deferred tax assets and liabilities are offset when there is a legally enforceable right of offsetting and when the deferred income taxes relate to the same authority. The net amounts of deferred tax assets and liabilities after offsetting are as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Gross deferred tax assets	11,978	7,508	6,791
Offsetting against deferred tax liabilities	(4,638)	(4,213)	(4,540)
Net deferred tax assets	<u>7,340</u>	<u>3,295</u>	<u>2,251</u>
Gross deferred tax liabilities	4,638	4,213	4,540
Offsetting against deferred tax assets	(4,638)	(4,213)	(4,540)
Net deferred tax liabilities	<u>—</u>	<u>—</u>	<u>—</u>

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The movements in deferred tax assets and liabilities before offsetting are as follows:

(a) Deferred Tax Assets

	Tax losses	Loss allowance and impairment provision	Fair value changes of equity investments	Lease liabilities	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2022	6,268	501	5,208	547	12,524
Credited/(charged) to profit or loss (Note 12)	(1,807)	(439)	1,339	361	(546)
At December 31, 2022	4,461	62	6,547	908	11,978
At January 1, 2023	4,461	62	6,547	908	11,978
Credited/(charged) to profit or loss (Note 12)	(4,461)	572	(30)	(551)	(4,470)
At December 31, 2023	–	634	6,517	357	7,508
At January 1, 2024	–	634	6,517	357	7,508
Credited/(charged) to profit or loss (Note 12)	–	(515)	(64)	(138)	(717)
At December 31, 2024	–	119	6,453	219	6,791

(b) Deferred Tax Liabilities

	Right of use assets	Fair value changes of financial instruments at FVTPL	Others	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At January 1, 2022	547	65	286	898
Charged/(credited) to profit or loss (Note 12)	361	(65)	3,444	3,740
At December 31, 2022	908	–	3,730	4,638
At January 1, 2023	908	–	3,730	4,638
Charged to profit or loss (Note 12)	(425)	–	–	(425)
At December 31, 2023	483	–	3,730	4,213
At January 1, 2024	483	–	3,730	4,213
Charged/(credited) to profit or loss (Note 12)	(237)	564	–	327
At December 31, 2024	246	564	3,730	4,540

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24. TRADE RECEIVABLES

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade receivables	3,405	6,446	6,083
Less: credit loss allowance	(1,491)	(961)	(1,195)
	<u>1,914</u>	<u>5,485</u>	<u>4,888</u>

- (a) As at January 1, 2022, the gross carrying amounts of trade receivables from contracts with customers are amounting to RMB2,591,000 (net of expected credit loss amounting to RMB277,000).
- (b) For the majority of the Group’s sales, payments are received in advance of the services rendered. The Group grants credit terms to some customers ranging from 0 to 90 days from the date of delivery of services. The aging analysis of trade receivables based on revenue recognition date is as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 1 year	1,590	5,327	3,490
1 to 2 years	830	272	1,690
2 to 3 years	79	784	104
Over 3 years	906	63	799
	<u>3,405</u>	<u>6,446</u>	<u>6,083</u>

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade receivables	2,566	4,629	4,251
Less: credit loss allowance	(246)	(334)	(476)
	<u>2,320</u>	<u>4,295</u>	<u>3,775</u>

The aging analysis of trade receivables based on revenue recognition date is as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 1 year	2,269	4,385	2,581
1 to 2 years	168	50	1,463
2 to 3 years	26	168	13
Over 3 years	103	26	194
	<u>2,566</u>	<u>4,629</u>	<u>4,251</u>

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25. PREPAYMENTS AND OTHER RECEIVABLES

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Prepayments:			
Prepayments for exhibition related expenses	12,789	8,597	11,958
Prepayment expenses and others	2,008	2,957	2,290
	14,797	11,554	14,248
Less: provision for impairment	(2,914)	—	—
	11,883	11,554	14,248
Other receivables:			
Deposits	4,273	2,592	2,768
Advance to employees and others	3,442	2,636	4,003
	7,715	5,228	6,771
Less: provision for impairment	(1,539)	(1,685)	(1,887)
	6,176	3,543	4,884
	18,059	15,097	19,132

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Prepayments:			
Prepayments for exhibition related expenses	24,732	3,561	5,559
Prepayment expenses and others	1,335	2,613	1,822
	26,067	6,174	7,381
Less: provision for impairment	(1,951)	—	—
	24,116	6,174	7,381
Other receivables:			
Deposits	412	446	378
Advance to employees and others	3,335	2,624	3,808
	3,747	3,070	4,186
Less: provision for impairment	(328)	(328)	(348)
	3,419	2,742	3,838
	27,535	8,916	11,219

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26. OTHER CURRENT ASSETS

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Other current assets			
Deductible input VAT	427	1,134	4,867
Prepaid income tax	102	998	26
	<u>529</u>	<u>2,132</u>	<u>4,893</u>

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Other current assets			
Deductible input VAT	–	352	199
Prepaid income tax	–	721	–
	<u>–</u>	<u>1,073</u>	<u>199</u>

27. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND TERM DEPOSITS

(a) Cash and Cash Equivalents

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Cash and bank balances	439,859	683,029	642,656
Less: Restricted cash and term deposits (b)	<u>(100,820)</u>	<u>(103,607)</u>	<u>(6,073)</u>
Cash and cash equivalents	<u>339,039</u>	<u>579,422</u>	<u>636,583</u>

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Cash and Bank Balances are Denominated in:

	As at December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
RMB	423,260	647,163	518,917
USD	15,517	35,165	123,085
AED	2	2	2
JPY	559	22	17
EUR	438	465	445
SGD	–	212	190
DINAR	83	–	–
	439,859	683,029	642,656

The Company

	As at December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash and bank balances	366,222	589,104	493,753
Less: Restricted cash and term deposits (b)	(100,820)	(103,439)	(3,070)
Cash and cash equivalents	265,402	485,665	490,683

Cash and Bank Balances are Denominated in:

	As at December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
RMB	365,989	568,571	418,084
USD	231	20,529	75,654
JPY	–	–	11
AED	2	2	2
EUR	–	2	2
	366,222	589,104	493,753

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(b) Restricted cash and term deposits

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Current: Restricted cash (i)	820	3,607	6,073
Current: Term deposits	–	100,000	–
Non-current: Term deposits	100,000	–	–
	100,820	103,607	6,073

(i) Restricted cash was primarily pledged as a guarantee for the derivative instruments.

Restricted cash and term deposits of the Group are denominated in:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
RMB	100,820	103,607	6,073

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Current: Restricted cash (i)	820	3,439	3,070
Current: Term deposits	–	100,000	–
Non-current: Term deposits	100,000	–	–
	100,820	103,439	3,070

(i) Restricted cash was primarily pledged as a guarantee for the derivative instruments.

Restricted cash and term deposits of the Company are denominated in:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
RMB	100,820	103,439	3,070

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28. TRADE PAYABLES

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade payables	18,923	26,467	23,720

Aging analysis of the trade payables based on recognition date at the end of each reporting period are as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 1 year	18,106	26,463	23,498
1 to 2 years	817	4	222
	18,923	26,467	23,720

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Trade payables	10,695	30,112	37,767

An aging analysis of the trade payables based on the recognition date as at the end of the reporting period was as follows:

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Within 1 year	9,878	30,112	37,727
1 to 2 years	817	—	40
	10,695	30,112	37,767

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29. ACCRUALS AND OTHER PAYABLES

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Salaries, wages and benefits	16,476	23,048	18,445
Accrued expenses	8,345	7,811	5,924
Deposits payables	2,198	3,997	6,159
Other tax payables	2,855	3,291	2,108
Dividends payable	1,908	1,908	5,638
	<u>31,782</u>	<u>40,055</u>	<u>38,274</u>

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Salaries, wages and benefits	8,740	11,372	9,231
Accrued expenses	3,211	2,660	2,602
Deposits Payables	1,699	2,890	4,044
Other tax payables	1,554	936	653
Intercompany balances	61,862	163,695	140,571
	<u>77,066</u>	<u>181,553</u>	<u>157,101</u>

30. OTHER CURRENT LIABILITIES

The Group

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Other tax to be recognized	<u>782</u>	<u>189</u>	<u>81</u>

The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Other tax to be recognized	<u>122</u>	<u>55</u>	<u>24</u>

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31. SHARE CAPITAL

The Group and The Company

	As at December 31,					
	2022		2023		2024	
	Share capital	Number of shares	Share capital	Number of shares	Share capital	Number of shares
	RMB'000	'000	RMB'000	'000	RMB'000	'000
At the beginning of the year	100,164	100,164	101,019	101,019	152,961	152,961
Issue of shares under employee share scheme	855	855	1,432	1,432	1,284	1,284
Transfer of other reserves to share capital (i)	—	—	50,510	50,510	76,481	76,481
At the end of the year	101,019	101,019	152,961	152,961	230,726	230,726

- (i) Pursuant to the proposal approved by the Annual General Meeting of the Company, 50,510,000 shares (representing 5 additional shares per 10 existing shares, based on the total share capital of 101,019,000 shares as at December 31, 2022) were transferred from share premium to share capital.

Pursuant to the proposal approved by the Annual General Meeting of the Company, 76,481,000 shares (representing 5 additional shares per 10 existing shares, based on the total share capital of 152,961,000 shares as at December 31, 2023) were transferred from share premium to share capital.

32. TREASURY SHARES

The Group and The Company

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
At the beginning of the year	—	—	—
Repurchase of ordinary shares	—	—	56,380
At the end of the year	—	—	56,380

Pursuant to the resolution approved at the Fifth Board of Directors Meeting of 2024 on June 26, 2024, the Company repurchased 3,500,011 treasury shares for a total consideration of RMB56,380,000.

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33. OTHER RESERVES

The Group

	Share premium <i>RMB'000</i>	Surplus reserve <i>RMB'000</i>	Other comprehensive income/(loss) <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Total <i>RMB'000</i>
Balance at January 1, 2022	277,341	26,418	(1,437)	36,050	338,372
Issue of shares under employee share scheme	8,585	–	–	–	8,585
Exercise of share options	7,701	–	–	(7,701)	–
Share-based compensation expenses	–	–	–	1,807	1,807
Foreign currency differences	–	–	2,038	–	2,038
Balance at December 31, 2022	293,627	26,418	601	30,156	350,802
	Share premium <i>RMB'000</i>	Surplus reserve <i>RMB'000</i>	Other comprehensive income <i>RMB'000</i>	Other reserves <i>RMB'000</i>	Total <i>RMB'000</i>
Balance at January 1, 2023	293,627	26,418	601	30,156	350,802
Issue of shares under employee share scheme	9,603	–	–	–	9,603
Exercise of share options	10,009	–	–	(10,009)	–
Share-based compensation expenses	–	–	–	7,919	7,919
Appropriation to statutory reserves	–	8,608	–	–	8,608
Transactions with non-controlling interests	–	–	–	1,481	1,481
Transfer of other reserves to share capital	(50,510)	–	–	–	(50,510)
Foreign currency differences	–	–	(19)	–	(19)
Balance at December 31, 2023	262,729	35,026	582	29,547	327,884

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	Share premium RMB'000	Surplus reserve RMB'000	Other comprehensive income RMB'000	Other reserves RMB'000	Total RMB'000
Balance at January 1, 2024	262,729	35,026	582	29,547	327,884
Issue of shares under employee share scheme	4,515	–	–	–	4,515
Exercise of share options	5,440	–	–	(5,440)	–
Share-based compensation expenses	–	–	–	5,689	5,689
Appropriation to statutory reserves	–	17,617	–	–	17,617
Transactions with non-controlling interests	(1,200)	–	–	–	(1,200)
Transfer of other reserves to share capital	(76,481)	–	–	–	(76,481)
Foreign currency differences	–	–	983	–	983
Balance at December 31, 2024	195,003	52,643	1,565	29,796	279,007

The Company

	Share premium RMB'000	Statutory reserve RMB'000	Share-based payments reserves RMB'000	Total RMB'000
Balance at January 1, 2022	277,295	26,589	36,050	339,934
Issue of shares under employee share scheme	8,585	–	–	8,585
Exercise of share options	7,701	–	(7,701)	–
Share-based compensation expenses	–	–	1,807	1,807
Balance at December 31, 2022	293,581	26,589	30,156	350,326

	Share premium RMB'000	Statutory reserve RMB'000	Share-based payments reserves RMB'000	Total RMB'000
Balance at January 1, 2023	293,581	26,589	30,156	350,326
Issue of shares under employee share scheme	9,603	–	–	9,603
Exercise of share options	10,009	–	(10,009)	–
Share-based compensation expenses	–	–	7,919	7,919
Appropriation to statutory reserves	–	8,608	–	8,608
Transfer of other reserves to share capital	(50,510)	–	–	(50,510)
Balance at December 31, 2023	262,683	35,197	28,066	325,946

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	Share premium <i>RMB'000</i>	Statutory reserve <i>RMB'000</i>	Share-based payments reserves <i>RMB'000</i>	Total <i>RMB'000</i>
Balance at January 1, 2024	262,683	35,197	28,066	325,946
Issue of shares under employee share scheme	4,515	–	–	4,515
Exercise of share options	5,440	–	(5,440)	–
Share-based compensation expenses	–	–	5,689	5,689
Appropriation to statutory reserves	–	17,617	–	17,617
Transfer of other reserves to share capital	(76,481)	–	–	(76,481)
Balance at December 31, 2024	196,157	52,814	28,315	277,286

34. RETAINED EARNINGS/(ACCUMULATED LOSSES)

The Group

	Year ended December 31,		
	2022 <i>RMB'000</i>	2023 <i>RMB'000</i>	2024 <i>RMB'000</i>
At the beginning of the year	(54,566)	(4,181)	175,419
Net profit	50,385	188,208	155,168
Declaration of dividends	–	–	(144,263)
Appropriation to statutory reserve	–	(8,608)	(17,617)
At the end of the year	(4,181)	175,419	168,707

The Company

	Year ended December 31,		
	2022 <i>RMB'000</i>	2023 <i>RMB'000</i>	2024 <i>RMB'000</i>
At the beginning of the year	(30,889)	(2,715)	77,467
Net profit	28,174	88,790	176,163
Declaration of dividends	–	–	(144,263)
Appropriation to statutory reserve	–	(8,608)	(17,617)
At the end of the year	(2,715)	77,467	91,750

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35. SHARE-BASED COMPENSATION

Equity-Settled shared-based payment arrangement of the Company

(i) 2020 Restricted Share Incentive Plan

Pursuant to the restricted share incentive scheme approved at the Second Extraordinary General Meeting in August 2020 and the revisions approved at the Thirteenth Meeting of the Fourth Board of Directors and the further revision of performance conditions approved at the Second Extraordinary General Meeting in October 2022 (the “2020 Restricted Share Incentive Plan”), the Company granted 3,010,000 share options to 131 incentive participants at an exercise price of RMB11.10 per share. The grant date was September 1, 2020. On August 28, 2023, the exercise price adjusted to RMB7.40 per share due to the transfer of other reserves to share capital. Under this scheme, the share options are vested based on the service conditions and performance conditions. The term shall not exceed 48 months from the date of grant.

The share options shall be subject to different vesting service periods and different performance appraisal: i) 40% of the granted share options are vested on the first anniversary from the date of grant and innovation revenue for 2020 reaches at least RMB100 million, or the net profit for July to December 2020 is not less than that for the corresponding period in 2019; ii) 30% of the granted share options are vested on the second anniversary from the date of grant and innovation revenue for 2021 reaches at least RMB150 million, or the net profit growth rate in 2021 is not less than 30% with the net profit in 2019 as the base period; and iii) 30% of granted share options are vested on the third anniversary from the date of grant and revenue for 2022 reach at least RMB400 million, among which: if the current period’s operating revenue achievement rate (R) is less than 75%, the share options for the current period shall not be vested; if $75\% \leq R < 100\%$, the vesting ratio of the share options for the current period shall be equal to R; if $R \geq 100\%$, the share options for the current period shall be fully vested.

The actual vesting ratio of the share options for each incentive participant shall be determined based on their individual annual performance appraisal results.

The number of share options granted to the Group’s incentive participants is summarized as follows:

	Year ended December 31,	
	2022	2023
	<i>RMB’000</i>	<i>RMB’000</i>
At the beginning of the year	1,587,692	279,822
Adjustment	–	139,907
Vested	(326,215)	(417,457)
Forfeited	(981,655)	(2,272)
At the end of the year	279,822	–

(ii) 2021 Restricted Share Incentive Plan

Pursuant to the restricted share incentive scheme approved at the Second Extraordinary General Meeting in August 2021 and the revisions of performance conditions approved at the Second Extraordinary General Meeting in October 2022 (the “2021 Restricted Share Incentive Plan”), the Company initially granted 2,380,000 share options to 193 incentive participants at an exercise price of RMB11.00 per share. The grant date was September 24, 2021. On August 28, 2023 and September 6, 2024, the exercise price adjusted to RMB7.33 per share and RMB4.25 per share respectively due to the transfer of other reserves to share capital. Under this scheme, the share options are vested based on the service conditions and performance conditions. The term shall not exceed 48 months from the date of grant.

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The share options shall be subject to different vesting service periods and different performance appraisal: i) 40% of the granted share options are vested on the first anniversary from the date of grant and innovation revenue for 2021 reaches at least RMB150 million, or total revenue is no less than RMB200 million; ii) 30% of the granted share options are vested on the second anniversary from the date of grant and revenue for 2022 reaches at least RMB400 million, among which: if the current period’s operating revenue achievement rate (R) is less than 75%, the share options for the current period shall not be vested; if $75\% \leq R < 100\%$, the vesting ratio of the share options for the current period shall be equal to R; if $R \geq 100\%$, the share options for the current period shall be fully vested; and iii) 30% of the granted share options are vested on the third anniversary from the date of grant and revenue for 2023 reaches at least RMB600 million, among which: if the current period’s operating revenue achievement rate (R) is less than 75%, the share options for the current period shall not be vested; if $75\% \leq R < 100\%$, the vesting ratio of the share options for the current period shall be equal to R; if $R \geq 100\%$, the share options for the current period shall be fully vested.

The actual vesting ratio of the share options for each incentive participant shall be determined based on their individual annual performance appraisal results.

On August 22, 2022, the Company granted 100,000 reserved share options (as part of the 2021 Restricted Share Incentive Plan) to 16 incentive participants at an initial exercise price of RMB11.00 per share (subject to two vesting service periods, the same price adjustment rules and performance appraisal standards as the initially granted share options).

The number of share options granted to the Group’s incentive participants is summarized as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
At the beginning of the year	2,294,281	830,674	589,854
Adjustment	–	415,335	294,920
Granted	100,000	–	–
Vested	(529,018)	(570,887)	(834,122)
Forfeited	(1,034,589)	(85,268)	(50,652)
At the end of the year	830,674	589,854	–

(iii) 2022 Restricted Share Incentive Plan

Pursuant to the restricted share unit incentive scheme approved at the Second Extraordinary General Meeting in October 2022 (the “2022 Restricted Share Incentive Plan”), the Company granted 980,000 share options to 7 incentive participants.

The grant date was October 25, 2022, and the exercise price was RMB12.71 per share. On August 28, 2023 and September 6, 2024, the exercise price adjusted to RMB8.47 per share and RMB5.01 per share respectively due to the transfer of other reserves to share capital. Under this scheme, the share options are vested based on the service conditions and performance conditions. The term shall not exceed 36 months from the date of grant.

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The share options shall be subject to different vesting service periods and different performance appraisal: i) 50% of the granted share options are vested on the first anniversary from the date of grant and revenue for 2022 reaches at least 400 million, among which: if the current period’s operating revenue achievement rate (R) is less than 75%, the share options for the current period shall not be vested; if $75\% \leq R < 100\%$, the vesting ratio of the share options for the current period shall be equal to R; if $R \geq 100\%$, the share options for the current period shall be fully vested; and ii) 50% of the granted share options are vested on the second anniversary from the date of grant and revenue for 2023 reaches at least 600 million, among which: if the current period’s operating revenue achievement rate (R) is less than 75%, the share options for the current period shall not be vested; if $75\% \leq R < 100\%$, the vesting ratio of the share options for the current period shall be equal to R; if $R \geq 100\%$, the share options for the current period shall be fully vested.

The actual vesting ratio of the share options for each incentive participant shall be determined based on their individual annual performance appraisal results.

The number of share options granted to the Group’s incentive participants is summarized as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
At the beginning of the year	–	788,762	487,502
Adjustment	–	394,381	243,748
Granted	980,000	–	–
Vested	–	(444,097)	(450,000)
Forfeited	(191,238)	(251,544)	–
At the end of the year	788,762	487,502	281,250

(iv) 2024 Restricted Share Incentive Plan

Pursuant to the restricted share incentive scheme approved at the Second Extraordinary General Meeting in June 2024 (the “2024 Restricted Share Incentive Plan”), the Company initially granted 3,113,820 share options to 206 incentive participants. The grant date was June 19, 2024, and the exercise price was RMB10.61 per share. On September 6, 2024, the exercise price adjusted to RMB10.31 per share. Under this scheme, the share options are vested based on the service conditions and performance conditions. The term shall not exceed 60 months from the date of grant.

The share options shall be subject to different vesting service periods and different performance appraisal: i) 40% of the share options are vested on the first anniversary from the date of grant and revenue for 2024 reaches at least 1.305 billion or net profit reaches at least 273 million; ii) 30% of the share options are vested on the second anniversary from the date of grant and revenue for 2025 reaches at least 1.631 billion or net profit reaches at least 328 million; and iii) 30% of share options are vested on the third anniversary from the date of grant and revenue for 2026 reaches at least 2.039 billion or net profit reaches at least 393 million.

The actual vesting ratio of the share options for each incentive participant shall be determined based on their individual annual performance appraisal results.

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The number of share options granted to the Group’s incentive participants is summarized as follows:

	Year ended December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
At the beginning of the year	–	–	–
Granted	–	–	3,113,820
Forfeited	–	–	(1,268,688)
At the end of the year	–	–	1,845,132

The fair value of the 2021, 2022 and 2024 restricted share incentive plans at grant date were determined by management using the Black-Scholes model, respectively. The significant inputs used in valuations were listed as below:

	Share Incentive Plan			
	September 2021	August 2022	October 2022	June 2024
Expected price volatility	28.82%–29.10%	26.70%–28.13%	27.00%–28.44%	21.90%–24.37%
Expected option life (year)	1–3 years	1–3 years	1–3 years	1–3 years
Risk-free interest rate	1.50%–2.75%	1.50%–2.75%	1.50%–2.75%	1.50%–2.75%
Dividend yield	0.00%	0.00%	0.00%	0.00%
Share price at date of grant (RMB)	7.192	8.545	13.650	8.403

The volatility of the comparable companies for the period close to the expected time to exercise. The risk-free interest rate was referred to the market yield of government bond with similar issuing dates and maturity dates as other respective grant dates.

The total expenses arising from share-based payments during the Track Record Period are recorded as part of employee benefit expenses (*Note 10*).

36. CONTINGENCIES AND COMMITMENTS

As at December 31, 2022, 2023 and 2024, the Group did not have any significant contingent liabilities or any significant commitments.

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37. NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Reconciliation of Profit Before Income Tax to Net Cash Generated from Operations:

	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Profit before income tax for the year	55,185	229,513	197,563
Adjustments for:			
Finance income	(7,179)	(11,282)	(13,558)
Interest income	(2,337)	(4,397)	(4,164)
Finance costs	375	386	431
Depreciation and amortization	11,177	12,926	13,905
Net losses/(gains) on disposal of investments in subsidiaries and associates	458	(297)	–
Net losses/(gains) on disposal of property, plant and equipment and right-of-use assets	65	22	(140)
Net impairment losses on financial assets	309	539	482
Fair value changes in financial instruments	(8,420)	1,731	(6,270)
Share of profits or losses of investments in associates	(176)	195	(1)
Net gains on disposal of financial instruments at FVTPL	(3,763)	(3,944)	(6,570)
Interest income/(losses) from financial assets at FVTPL	(825)	(241)	26
Dividends	–	(151)	(268)
Impairment loss on goodwill	4,035	2,217	8,161
Net foreign exchange gains/(losses)	318	(219)	1,454
Share-based compensation expenses	1,807	7,919	5,689
Other gains	(85)	(2,996)	(88)
Change in working capital:			
Increase in receivables	(4,264)	(2,976)	(7,956)
Increase/(decrease) in payables	19,868	41,914	(14,874)
Cash generated from operations	66,548	270,859	173,822

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(b) Non-Cash Activities

	Year ended December 31,		
	2022	2023	2024
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Additions of right-of-use assets by way of leasing liabilities (<i>Note 20</i>)	12,024	6,150	8,902

(c) Net Debt Reconciliation

	Dividends payable <i>RMB'000</i>	Lease liabilities <i>RMB'000</i>	Total <i>RMB'000</i>
At January 1, 2022	158	3,196	3,354
Dividends declared	4,500	–	4,500
Cash flows	(4,500)	(5,007)	(9,507)
Interest paid	–	(90)	(90)
Interest accrued	–	375	375
Other non-cash movements	1,750	10,676	12,426
At December 31, 2022	1,908	9,150	11,058
At January 1, 2023	1,908	9,150	11,058
Cash flows	–	(6,889)	(6,889)
Interest paid	–	(451)	(451)
Interest accrued	–	386	386
Other non-cash movements	–	5,551	5,551
At December 31, 2023	1,908	7,747	9,655
At January 1, 2024	1,908	7,747	9,655
Dividends declared	156,506	–	156,506
Cash flows	(152,776)	(7,313)	(160,089)
Interest paid	–	(179)	(179)
Interest accrued	–	431	431
Other non-cash movements	–	7,292	7,292
At December 31, 2024	5,638	7,978	13,616

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38. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

There were no transactions with non-controlling interests in 2022.

On December 6, 2023, the Company disposed an additional 6% of the interests in CHINATEX ADVERTISING & EXHIBITION CO., LTD for RMB3,300,000 consideration.

Immediately prior to the disposal, the carrying amount of the existing 60% interests was RMB18,189,000.

The effect on the equity attributable to the owners of the Company during the year is summarized as follows:

	As at <u>31 December,</u> <u>2023</u> <i>RMB'000</i>
Carrying amount of non-controlling interests disposed	(1,819)
Consideration received from non-controlling interests	<u>3,300</u>
Excess of consideration received recognized in the transactions with non-controlling interests reserve within equity	<u><u>1,481</u></u>

On July 24, 2024, the Company acquired an additional 20% of the non-controlling interests in Shanghai International Advertising and Exhibition Co., Ltd. for RMB1,200,000 consideration.

Immediately prior to the purchase, the carrying amount of the existing 20% non-controlling interests was zero due to Non-controlling shareholders are limited to their capital contributions.

The effect on the equity attributable to the owners of the Company during the year is summarized as follows:

	As at <u>31 December,</u> <u>2024</u> <i>RMB'000</i>
Carrying amount of non-controlling interests acquired	–
Consideration paid to non-controlling interests	<u>(1,200)</u>
Excess of consideration paid recognized in the transactions with non-controlling interests reserve within equity	<u><u>(1,200)</u></u>

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39. BUSINESS COMBINATION

(a) Summary of acquisitions

During the year ended December 31, 2022, the acquisition of new subsidiaries is summarized as follows:

	CHINATEX ADVERTISING & EXHIBITION CO., LTD (“CHINATEX”)	Hangzhou Miaomita Technology Co., Ltd (“Miaomita”)
	<i>RMB’000</i>	<i>RMB’000</i>
	<i>(note i)</i>	<i>(note ii)</i>
Total consideration transferred		
Cash consideration	29,925	–
Previously held equity interests	–	554
Less: fair value of identifiable net assets	<u>(1,327)</u>	<u>(369)</u>
Goodwill	<u>28,598</u>	<u>185</u>

(i) Acquisition of CHINATEX

As at March 8, 2022, the Group acquired 60% equity interests of CHINATEX at a cash consideration of RMB29,925,000. Upon completion of the transactions, CHINATEX became the subsidiary of the Company. CHINATEX is mainly engaged in exhibition business.

Goodwill of RMB28,598,000 was acquired from above acquisition and was recognized at the acquisition date, being the difference between the total consideration and the fair value of net identifiable assets of acquires. None of the goodwill recognized is expected to be deductible for income tax purpose.

(ii) Acquisition of Miaomita

As at April 28, 2022, Miaomita was incorporated by the Group and other third parties. Upon establishment, the Group obtained 35% equity interests in Miaomita by a cash consideration of RMB875,000. As at August 19, 2022, the Group further acquired 20% equity interests over Miaomita for nil cash consideration. Upon the above acquisition, Miaomita became the subsidiary of the Company. The previously held equity interests of 35% were remeasured to fair value at the date of acquisition and resulted to a remeasurement losses of RMB322,000 which were recognized in “other gains, net”. Miaomita is mainly engaged in the service industry of scientific research and technology.

Goodwill of RMB185,000 arising from the acquisition is attributable to the expected synergy of business combination. None of the goodwill recognized is expected to be deductible for income tax purpose.

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(b) Financial information of acquisitions

The fair value of the identifiable assets and liabilities and cash and cash equivalent impact arising from the acquisition of subsidiaries in the above transactions are summarized as follows.

Fair value of identifiable net assets

	<u>CHINATEX</u>	<u>Miaomita</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash and cash equivalents	9,616	412	10,028
Prepayments and other receivables	706	20	726
Property, plant and equipment	31	107	138
Right-of-use assets	2,417	–	2,417
Other assets	–	9	9
Contract liabilities	(5,863)	–	(5,863)
Accruals and other payables	(2,282)	(243)	(2,525)
Lease liabilities	(2,414)	–	(2,414)
Net identifiable assets acquired	2,211	305	2,516
Less: Non-controlling interests	(884)	64	(820)
Fair value of the net assets acquired	<u>1,327</u>	<u>369</u>	<u>1,696</u>
	<u>CHINATEX</u>	<u>Miaomita</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cash impact			
Cash paid	29,925	–	29,925
Less: cash and cash equivalents included in the subsidiaries acquired	<u>(9,616)</u>	<u>(412)</u>	<u>(10,028)</u>
Net cash outflow/(inflow) on acquisitions	<u>20,309</u>	<u>(412)</u>	<u>19,897</u>

The amounts of revenue and profit of subsidiaries since the acquisition date were included in the consolidated statement of comprehensive income for the year ended December 31, 2022 are summarized as follows:

	<u>CHINATEX</u>	<u>Miaomita</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	26,834	–	26,834
Net profit/(loss)	6,056	(1,065)	4,991

If the acquisition had occurred on January 1, 2022, consolidated pro-forma revenue and net profit of the Group for the year ended December 31, 2022 would have been RMB27,074,000 and RMB4,900,000 respectively.

The amounts have been calculated using the subsidiaries’ results and adjusting them for:

- differences in the accounting policies between the Group and the subsidiary (if any).

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40. RELATED PARTY TRANSACTIONS

(a) Parent Entities

For the year ended 2022, 2023 and 2024, there is no ultimate controlling parties or parent entities. Mr. Fang Huansheng, as an executive Director and general manager, representing approximately 23.64%, 23.08% and 22.95%, respectively of the total issued share capital, was the Single Largest Shareholder.

(b) Names and Relationship with Related Parties

Related parties are those parties that have the ability, directly and indirectly, to control, jointly control or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related because they are subject to common control and common joint control in the controlling shareholder’s families. Members of key management and their close family member of the Group are also considered as related parties.

The directors of the Company are of the view that the following parties were significant related parties of the Group that had transactions or balances with the Group for the years ended December 31, 2022, 2023 and 2024:

<u>Name of the related parties</u>	<u>Relationship with the Group</u>
Hangzhou Mimo Information Technology Co., Ltd.	An associate of the Group
Shanghai Amars Technology Co., Ltd.	An associate of the Group
Yilutong (Hangzhou) International Consulting Co., Ltd.	An associate of the Group
Pan Jianjun	A shareholder of the company
Hangzhou New Silk Road Digital Foreign Trade Research Institute	An entity represented legally by Mr. Pan Jianjun, an executive director of the Group

The following transactions and balances were carried out between the Group and its related parties during the Track Record Period. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties. The Group has the following transactions with related parties:

(c) Material Transactions with Related Parties

	<u>Year ended December 31,</u>		
	<u>2022</u>	<u>2023</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Purchase of services:			
Associates of the Group	—	121	76
An entity represented legally by Mr. Pan Jianjun	—	1,000	400
	<u>—</u>	<u>1,121</u>	<u>476</u>

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	Year ended December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Rendering of services:			
Associates of the Group	25	47	—

Other transactions:

For the year ended 2022, the Group make a donation to Hangzhou New Silk Road Digital Foreign Trade Research Institute for RMB250,000 in cash.

(d) Loans to An entity represented legally by Mr. Pan Jianjun

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Beginning of the year			
Loans advanced	50	—	—
Loans repayments received	(50)	—	—
End of year	—	—	—

(e) Balance with Related Parties

All the balances with the related parties are trade in natures.

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Prepayments and other receivables			
An associate of the Group	121	—	—
Less: credit loss allowance	—	—	—
	121	—	—

For the year ended December 31, 2022, the amount of expense reversed in the year in respect of bad and doubtful debts is RMB(16,000).

	As at December 31,		
	2022	2023	2024
	RMB'000	RMB'000	RMB'000
Accruals and other payables			
An associate of the Group	—	100	—
Contract liabilities			
An associate of the Group	189	—	—

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(f) Key Management Compensation

Compensation of the key management personnel of the Group, including amounts paid to the Company’s directors and supervisors as disclosed in Note 10(a), was as follows:

	As at December 31,		
	2022	2023	2024
	RMB’000	RMB’000	RMB’000
Salaries, wages and bonuses	8,243	8,900	7,354
Share-based compensation expenses	(5,732)	4,344	2,353
Pension costs, housing fund, medical insurance and other social benefits	1,774	1,306	1,544
	<u>4,285</u>	<u>14,550</u>	<u>11,251</u>

As at December 31, 2022, 2023 and 2024, approximately RMB2,507,000, RMB3,375,000, and RMB1,866,000 of payroll payables which were unpaid as at year end were included in accruals and other payables. The share-based payments provided to key management personnel consist of restricted share incentive schemes which are equity-settled, see Note 35.

41. EVENTS AFTER THE REPORTING PERIOD

On April 26, 2025, a final dividend in respect of the year ended December 31, 2024 of RMB3.5 per 10 shares (tax inclusive) has been proposed by the Board of Directors. On May 19, 2025, the proposed final dividend in respect of 2024 was approved by the Shareholders’ meeting. These financial statements do not reflect this dividend payable as it was not approved as at the balance sheet date.

42. SUMMARY OF OTHER ACCOUNTING POLICIES

(1) Principles of Consolidation

The Historical Financial Information incorporates the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group’s voting rights in an investee are sufficient to give it power, including:

- the size of the Group’s holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;

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- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders’ meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and consolidated statement of comprehensive income from the date the Company gains control until the date when the Company ceases to control the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group’s accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group’s equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group’s ownership interests in existing subsidiaries

Changes in the Group’s ownership interests in existing subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group’s relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group’s and the non-controlling interests’ proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted, and the fair value of the consideration paid or received is recognized directly in equity and attributed to owners of the Company.

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognized. A gain or loss is recognized in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognized in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary. The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under IFRS 9 or, when applicable, the cost on initial recognition of an investment in an associate.

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(2) Investments in Associates

An associate is an entity over which the Group has significant influence but no control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies. Investments in associates are accounted for using the equity method of accounting, after initially being recognized at cost.

Under IFRS 11 Joint Arrangements investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Interests in joint ventures are accounted for using the equity method, after initially being recognized at cost in the consolidated statement of financial position.

Under the equity method of accounting, the investments are initially recognized at cost and adjusted thereafter to recognize the Group’s share of the post-acquisition profits or losses of the investee in profit or loss, and the Group’s share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognized as a reduction in the carrying amount of the investment.

Where the Group’s share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the Group and its associates are eliminated to the extent of the Group’s interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity-accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

Changes in the Group’s interests in associates and joint ventures

When the Group reduces its ownership interests in an associate or a joint venture but the Group continues to use the equity method (including situations that change of ownership interest in an associate or a joint venture due to capital increase of other shareholders to the associate or the joint venture), the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognized in other comprehensive income relating to that reduction in ownership interests if that gain or loss would have been reclassified to profit or loss on the disposal of the related assets or liabilities.

(3) Business Combinations

(i) Business Combination not Under Common Controls

The acquisition method of accounting is used to account for all business combinations (except for the business combinations under common controls), regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred
- liabilities incurred to the former owners of the acquired business
- equity interests issued by the Group

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- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognizes any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest’s proportionate share of the acquired entity’s net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the consideration transferred, amount of any non-controlling interest in the acquired entity, and acquisition date fair value of any previous equity interest in the acquired entity over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognized directly in profit or loss as a bargain purchase.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity’s incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value, with changes in fair value recognized in profit or loss.

(4) Separate Financial Statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

Impairment test of the investments in subsidiaries is required upon receiving a dividend from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount of the investee’s net assets including goodwill.

(5) Foreign Currencies

(i) Functional and Presentation Currency

Items included in the financial statements of each of the Group’s entities are measured using the currency of the primary economic environment in which the entity operates (“the functional currency”). Since the majority of the assets and operations of the Group are located in the PRC, the Historical Financial Information are presented in RMB, which is also the Company’s functional and the Group’s presentation currency.

(ii) Transactions and Balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges.

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Foreign exchange gains and losses that relate to borrowings are presented in the consolidated statements of profit or loss, within finance costs. All other foreign exchange gains and losses are presented in the consolidated statements of profit or loss on a net basis within other gains/(losses), net.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at FVTPL are recognized in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognized in other comprehensive income.

(iii) Group Companies

The results and financial position of all the Group entities that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities for each statement of financial position of the Group’s entities are translated at the closing rate at the end of the reporting period;
- income and expenses for each statement of profit or loss of the Group’s entities are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions); and
- all resulting exchange differences are recognized in other comprehensive income.

On consolidation, exchange differences arising from the translation of the net investment in foreign operations are taken to other comprehensive income. When a foreign operation is partially disposed of or sold, exchange differences that were recorded in equity are reclassified to profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate.

(6) Property, Plant and Equipment

The Group’s accounting policy for buildings is explained in Note 19. Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

The assets’ residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

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An asset’s carrying amount is written down immediately to its recoverable amount if the asset’s carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in profit or loss.

Construction in progress mainly represents buildings under construction, which is stated at cost less any impairment losses, and is not depreciated. Cost comprises the direct costs of construction and capitalized borrowing costs on related borrowed funds during the period of construction. Construction in progress is reclassified to the appropriate category of property and equipment when completed and ready for use.

(7) Impairment of Non-Financial Assets

Goodwill and intangible assets that have an indefinite useful life or are not yet available for use are not subject to amortization and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be fully recoverable. An impairment loss is recognized for the amount by which the asset’s carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset’s fair value less costs of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at each reporting date.

(8) Intangible assets

(i) Goodwill

Goodwill is measured as described in Note 42(3). Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is not amortized but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

(ii) Software copyright and domain name combination

Separately acquired software copyrights and domain name are shown at historical cost. Trademarks, licenses and customer contracts acquired in a business combination are recognized at fair value at the acquisition date. They have a finite useful life and are subsequently carried at cost less accumulated amortization and impairment losses.

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(iii) Software

Purchased software is stated at cost less any impairment losses and amortized on the straight-line basis over its estimated useful life.

(9) Financial Assets

(i) Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those to be measured at amortized cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will be recorded either in profit or loss or in OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income.

(ii) Recognition and Derecognition

Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Group commits to purchase or sell the assets. Financial assets are derecognized when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at FVTPL, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Group’s business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instruments:

- **Amortized cost:** Assets that are held for collection of contractual cash flows, where those cash flows represent solely payments of principal and interest, are measured at amortized cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognized directly in profit or loss and presented in other gains/(losses), net together with foreign exchange gains and losses. Impairment losses are presented as separate line items in the statement of profit or loss.

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- FVTPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognized in profit or loss and presented net within other gains/(losses), net in the period in which it arises, and
- FVOCI: assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets’ cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as a separate line item in the statement of profit or loss.

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group’s management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognized in profit or loss as other income when the Group’s right to receive payments is established.

Changes in the fair value of financial assets at FVTPL are recognized in other gains/(losses) in the statement of profit or loss as applicable.

(iv) Impairment of Financial Assets

The Group recognizes an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flow will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms. Details, please refer to credit risks in Note 3.2.

(10) Financial Liabilities

Financial liabilities are classified as financial liabilities at amortized cost and financial liabilities at FVTPL at initial recognition.

Financial liabilities of the Group mainly comprise financial liabilities at amortized cost, including trade and note payables, other payables and accruals, borrowings and customer deposit. Such financial liabilities are initially recognized at fair value, net of transaction costs incurred, and subsequently measured using the effective interest method. Financial liabilities that are due within one year (inclusive) are classified as current liabilities; those with maturities over one year but are due within one year (inclusive) as from the balance sheet date are classified as current portion of non-current liabilities. Others are classified as non-current liabilities.

A financial liability is derecognized or partly derecognized when the underlying present obligation is discharged or partly discharged. The difference between the carrying amount of the derecognized part of the financial liability and the consideration paid is recognized in profit or loss for the current period.

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(11) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost of inventories are assigned by specific identification method. Cost comprises direct materials, direct labor and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost includes the reclassification from equity of any gains or losses on qualifying cash flow hedges relating to purchases of raw material but excludes borrowing costs. Costs of purchased inventory are determined after deducting rebates and discounts. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(12) Trade Receivables

Trade receivables are recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, in which case they are recognized at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortized cost using the effective interest method. See Note 3.2 for a description of the Group’s impairment policies.

(13) Share Capital and Capital Reserve

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

(14) Trade and Other Payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial period which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

(15) Borrowings

Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

Borrowings are derecognized when the obligation specified in the contract is discharged, canceled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss as other income or finance costs.

Where the terms of a financial liability are renegotiated and the entity issues equity instruments to a creditor to extinguish all or part of the liability (debt for equity swap), a gain or loss is recognized in profit or loss, which is measured as the difference between the carrying amount of the financial liability and the fair value of the equity instruments issued.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

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Covenants that the Group is required to comply with, on or before the end of reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the Group is required to comply with after the reporting period do not affect the classification at the reporting date.

(16) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalized during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

Other borrowing costs are expensed in the period in which they are incurred.

(17) Provisions

Provisions for legal claims, service warranties and make good obligations are recognized when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, and the amount can be reliably estimated. Provisions are not recognized for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management’s best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognized as interest expense.

(18) Employee Benefits

(i) Short-Term Obligations

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees’ services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the statement of financial position.

(ii) Housing Funds, Medical Insurances and Other Social Insurances

Employees of the Group in the PRC are entitled to participate in various government-supervised housing funds, medical insurance and other employee social insurance plan. The Group contributes on a monthly basis to these funds based on certain percentages of the salaries of the employees, subject to certain ceiling. The Group’s liability in respect of these funds is limited to the contributions payable in each year. Contributions to the housing funds, medical insurances and other social insurances are expensed as incurred.

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(iii) Post-Employment Benefits

The Group classifies post-employment benefit plans as either defined contribution plans or defined benefit plans. Defined contribution plans are post-employment benefit plans under which the Group pays fixed contributions into a separate fund and will have no obligation to pay further contributions; and defined benefit plans are post-employment benefit plans other than defined contribution plans. During the reporting period, the Group’s defined contribution plans mainly include basic pensions and unemployment insurance, while the defined benefit plans are certain overseas subsidiaries provide supplemental retirement benefits beyond the national regulatory insurance system.

(v) Basic Pensions

The Group’s employees participate in the basic pension plan set up and administered by local authorities of Ministry of Human Resource and Social Security. Monthly payments of premiums on the basic pensions are calculated according to prescribed bases and percentage by the relevant local authorities. When employees retire, the relevant local authorities are obliged to pay the basic pensions to them. The amounts based on the above calculations are recognized as liabilities in the accounting period in which the service has been rendered by the employees, with a corresponding charge to the profit or loss for the current period or the cost of relevant assets.

(19) Share-Based Payments

(i) Equity-settled share-based payment transactions

The Group operates an equity-settled share-based compensation plan, under which the entity receives services from employees as consideration for equity instruments (including shares or share options) of the Group. The fair value of the employee services received in exchange for the grant of the equity instruments is recognized as an expense. The total amount to be expensed is determined by reference to the fair value of the equity instruments granted:

- including any market performance conditions;
- excluding the impact of any service and non-market performance vesting conditions (for example, remaining an employee of the entity over a specified time period), and
- including the impact of any non-vesting conditions.

At the end of each reporting period, the Group revises its estimates of the number of share options that are expected to vest based on the non-marketing performance and service conditions, irrespective of whether those non-vesting conditions are satisfied. It recognizes the impact of the revision to original estimates, if any, in the income statement, with a corresponding adjustment to equity.

(ii) Share-based payment transactions among group entities

The Company settling a share-based payment transaction when another entity in the Group receives the goods or services shall recognize the transaction as an equity-settled share-based payment transaction only if it is settled in the Company’s own equity instruments. Otherwise, the transaction shall be recognized as a cash settled share-based payment transaction. In its separate financial statements, the Company records a debit, recognizing an increase in the investment in subsidiaries as a capital contribution from the parent and a credit to equity as no goods or services are received by the Company. The Company records a debit, recognizing the cash the employee paid when exercising the equity-settled share-based payment along with a decrease in reserves and a credit, recognizing share capital and share premium of the Company.

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ACCOUNTANTS’ REPORT

(iii) Modifications and Cancellations

The Group may modify the terms and conditions on which the share-based compensation plan was granted. If a modification increases the fair value of the equity instruments granted, the incremental fair value granted is included in the measurement of the amount recognized for the services received over the remainder of the vesting year. A grant of the share-based compensation plan, that is canceled or settled during the vesting year, is treated as an acceleration of vesting. The Group will immediately recognize the amount that otherwise would have been recognized for services received over the remainder of the vesting year.

(20) Dividend Distribution

Dividend distribution to the shareholders is recognized as a liability in the Historical Financial Information in the period in which the dividends are approved by the entities’ shareholders or directors, where appropriate.

(21) Interest Income

Interest income from financial assets at FVTPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortized cost and financial assets at FVOCI calculated using the effective interest method is recognized in profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes.

(22) Dividend Income

Dividend income is recognized when the right to receive dividend payment is established.

(23) Earnings Per Share

Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares, and
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares, and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

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(24) Government Grant

Government grants relating to costs are deferred and recognized in profit or loss over the period necessary to match them with the costs that they are intended to compensate.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and they are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

(25) Current and Deferred Income Tax

The income tax expense or credit for the period is the tax payable on the current period’s taxable income, based on the applicable income tax rate for each jurisdiction, adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

(i) Current Income Tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

(ii) Deferred Income Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the Historical Financial Information. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

Deferred tax assets are recognized only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses.

Deferred tax liabilities and assets are not recognized for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

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Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

In assessing any uncertainty over income tax treatments, the Group considers whether it is probable that the relevant tax authority will accept the uncertain tax treatment used, or proposed to be used by individual group entities in their income tax filings. If it is probable, the current and deferred taxes are determined consistently with the tax treatment in the income tax filings. If it is not probable that the relevant taxation authority will accept an uncertain tax treatment, the effect of each uncertainty is reflected by using either the most likely amount or the expected value.

(26) Leases

(i) *Definition of a Lease*

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under IFRS 16 at inception or modification date. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

(ii) *The Group as a Lessee*

As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the financial statements would not differ materially from individual leases within the portfolio.

Short-Term Leases and Leases of Low-Value Assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies to the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognized as expense on a straight-line basis over the lease term.

Right-of-Use Assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and

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- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statement of financial position.

Land leases are also in the scope of IFRS 16. The Group recognizes any prepaid premium for leasehold lands as right-of-use assets which are depreciated over the relevant lease terms.

Refundable rental deposits paid are account under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease Liabilities

At the commencement date of a lease, the Group recognizes and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases of the Group, the lessee’s incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option;
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option; and
- lease payments to be made under reasonably certain extension options are also included in the measurement of lease liabilities.

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After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item in the consolidated statement of financial position.

(iii) The Group as a Lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Rental income from operating leases is recognized in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset, and such costs are recognized as an expense on a straight-line basis over the lease term.

Refundable rental deposits received are accounted under IFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

III SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company or any of the companies now comprising the Group in respect of any period subsequent to December 31, 2024 and up to the date of this report.

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**UNAUDITED INTERIM CONDENSED
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天健國際會計師事務所有限公司
Confucius International CPA Limited

Certified Public Accountants

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**REPORT ON REVIEW OF INTERIM FINANCIAL INFORMATION TO THE
DIRECTORS OF ZHEJIANG MEORIENT COMMERCE & EXHIBITION INC.**

Introduction

We have reviewed the interim financial information set out on pages IA-[•] to IA-[•], which comprises the interim condensed consolidated statement of financial position of Zhejiang Meorient Commerce & Exhibition Inc. (the “Company”) and its subsidiaries (together, the “Group”) as at June 30, 2025 and the related interim condensed consolidated statement of profit or loss, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six-month period then ended and selected explanatory notes (together, the “Interim Financial Information”). The directors of the Company are responsible for the preparation and presentation of the Interim Financial Information in accordance with International Accounting Standard 34 “Interim Financial Reporting”. Our responsibility is to express a conclusion on the Interim Financial Information based on our review and to report our conclusion solely to you, as a body, in accordance with our agreed terms of engagement and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Scope of Review

We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 “Review of Interim Financial Information Performed by the Independent Auditor of the Entity” as issued by the Hong Kong Institute of Certified Public Accountants. A review of the Interim Financial Information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

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Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the Interim Financial Information of the Group is not prepared, in all material respects, in accordance with International Accounting Standard 34 “Interim Financial Reporting”.

Confucius International CPA Limited

Certified Public Accountants

Hong Kong

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**UNAUDITED INTERIM CONDENSED
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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	<i>Notes</i>	Six months ended June 30,	
		2025	2024
		<i>RMB'000</i>	<i>RMB'000</i>
		<i>(Unaudited)</i>	<i>(Unaudited)</i>
Revenue	5	240,781	260,106
Cost of sales	8	<u>(119,090)</u>	<u>(119,853)</u>
Gross profit		<u>121,691</u>	<u>140,253</u>
General and administrative expenses	8	(21,504)	(21,629)
Selling and marketing expenses	8	(71,681)	(66,867)
Research and development expenses	8	(9,706)	(6,917)
Net impairment losses on financial assets		(820)	(485)
Other income	6	1,243	1,355
Other gains, net	7	<u>1,562</u>	<u>2,209</u>
Operating profit		<u>20,785</u>	<u>47,919</u>
Finance income	9	5,655	6,920
Finance costs	9	<u>(225)</u>	<u>(233)</u>
Finance income, net	9	<u>5,430</u>	<u>6,687</u>
Share of profits or losses of investments in associates	12	<u>(260)</u>	<u>29</u>
Profit before income tax		<u>25,955</u>	<u>54,635</u>
Income tax expense	10	<u>(5,363)</u>	<u>(8,862)</u>
Profit for the period		<u>20,592</u>	<u>45,773</u>
Profit is attributable to:			
— Owners of the Company		15,540	40,722
— Non-controlling interests		<u>5,052</u>	<u>5,051</u>
Earnings per share for profit attributable to owners of the Company (in RMB per share)			
— Basic earnings per share	11	0.05	0.14
— Diluted earnings per share	11	0.05	0.14

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	<u>Six months ended June 30,</u>	
	<u>2025</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Profit for the period	<u>20,592</u>	<u>45,773</u>
Other comprehensive (loss)/income		
<i>Items that may be reclassified to profit or loss in subsequent periods, net of tax:</i>		
— Foreign currency differences	<u>(1,255)</u>	<u>45</u>
Other comprehensive (loss)/income for the period, net of tax	<u>(1,255)</u>	<u>45</u>
Other comprehensive income for the period is attributable to:		
— Owners of the Company	(1,388)	183
— Non-controlling interests	<u>133</u>	<u>(138)</u>
Total comprehensive income for the period	<u>19,337</u>	<u>45,818</u>
Total comprehensive income for the period is attributable to:		
— Owners of the Company	14,152	40,905
— Non-controlling interests	<u>5,185</u>	<u>4,913</u>

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at <u>June 30,</u> <u>2025</u>	As at <u>December 31,</u> <u>2024</u>
	<i>Notes</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i>
ASSETS			
Non-current assets			
Property, plant and equipment	14	27,065	29,259
Right-of-use assets	15	13,361	8,778
Intangible assets	16	65,967	66,947
Deferred tax assets	21	6,534	2,251
Investments in associates	12	25,304	10,564
Equity investments at fair value through profit or loss	13	<u>44,589</u>	<u>4,189</u>
Total non-current assets		<u>182,820</u>	<u>121,988</u>
Current assets			
Inventories		541	–
Prepayments and other receivables	18	55,559	19,132
Trade receivables	17	9,966	4,888
Derivative financial assets	13	–	2,256
Other financial assets at fair value through profit or loss	13	58,563	35,420
Restricted cash	20	8,312	6,073
Cash and cash equivalents	20	514,009	636,583
Other current assets	19	<u>6,507</u>	<u>4,893</u>
Total current assets		<u>653,457</u>	<u>709,245</u>
Total assets		<u>836,277</u>	<u>831,233</u>

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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL POSITION (CONTINUED)

		As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
	<i>Notes</i>		
LIABILITIES			
Non-current liabilities			
Lease liabilities	15	7,352	5,093
Deferred tax liabilities	21	<u>13,435</u>	<u>12,988</u>
Total non-current liabilities		<u>20,787</u>	<u>18,081</u>
Current liabilities			
Trade payables	22	8,775	23,720
Contract liabilities	5	175,946	89,384
Lease liabilities	15	5,591	2,885
Current income tax liabilities		12,046	15,653
Accruals and other payables	23	25,999	38,274
Derivative financial liabilities	13	961	151
Other current liabilities		<u>278</u>	<u>81</u>
Total current liabilities		<u>229,596</u>	<u>170,148</u>
Net current assets		<u>423,861</u>	<u>539,097</u>
Total liabilities		<u>250,383</u>	<u>188,229</u>
EQUITY			
Equity attributable to owners of the Company			
Share capital	24	298,894	230,726
Treasury shares	25	(56,380)	(56,380)
Other reserves	27	212,824	279,007
Retained earnings	26	<u>104,718</u>	<u>168,707</u>
Equity attributable to owners of the Company		<u>560,056</u>	<u>622,060</u>
Non-controlling interests		<u>25,838</u>	<u>20,944</u>
Total equity		<u>585,894</u>	<u>643,004</u>
TOTAL LIABILITIES AND EQUITY		<u>836,277</u>	<u>831,233</u>

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	Attributable to owners of the Company						Total equity RMB'000
	Share capital	Treasury shares	Other reserves	Retained earnings	Sub-total	Non- controlling interests	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Balance at January 1, 2025	230,726	(56,380)	279,007	168,707	622,060	20,944	643,004
Profit for the period	–	–	–	15,540	15,540	5,052	20,592
Other comprehensive income/(loss)	–	–	(1,388)	–	(1,388)	133	(1,255)
Total comprehensive income/(loss) for the period	–	–	(1,388)	15,540	14,152	5,185	19,337
Contribution from non-controlling shareholders	–	–	–	–	–	500	500
Share-based compensation expenses	–	–	3,441	–	3,441	–	3,441
Declaration of dividends	–	–	–	(79,529)	(79,529)	(791)	(80,320)
Transfer of other reserves to share capital	68,168	–	(68,168)	–	–	–	–
Others	–	–	(68)	–	(68)	–	(68)
Total transactions with owners in their capacity as owners	68,168	–	(64,795)	(79,529)	(76,156)	(291)	(76,447)
Balance at June 30, 2025 (unaudited)	298,894	(56,380)	212,824	104,718	560,056	25,838	585,894

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (CONTINUED)

	Attributable to owners of the Company						Total equity RMB'000
	Share capital	Treasury shares	Other reserves	Retained earnings	Sub-total	Non- controlling interests	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
Balance at January 1, 2024	152,961	–	327,884	175,419	656,264	23,132	679,396
Profit for the period	–	–	–	40,722	40,722	5,051	45,773
Other comprehensive income/(loss)	–	–	183	–	183	(138)	45
Total comprehensive income for the period	–	–	183	40,722	40,905	4,913	45,818
Contributions from non-controlling shareholders	–	–	–	–	–	1,955	1,955
Share-based compensation expenses	–	–	1,497	–	1,497	–	1,497
Declaration of dividends	–	–	–	(76,481)	(76,481)	(6,081)	(82,562)
Transfer of other reserves to share capital	76,481	–	(76,481)	–	–	–	–
Total transactions with owners in their capacity as owners	76,481	–	(74,984)	(76,481)	(74,984)	(4,126)	(79,110)
Balance at June 30, 2024 (unaudited)	229,442	–	253,083	139,660	622,185	23,919	646,104

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**UNAUDITED INTERIM CONDENSED
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INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

	<i>Notes</i>	Six months ended June 30,	
		2025	2024
		<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Cash flows from operating activities			
Cash generated from operations	28	48,599	76,247
Interest received		5,655	6,920
Interests paid		(3)	(68)
Income tax paid		<u>(13,630)</u>	<u>(10,607)</u>
Net cash generated from operating activities		<u>40,621</u>	<u>72,492</u>
Cash flows from investing activities			
Proceeds from investment income		2,197	634
Proceeds from disposal of property, plant and equipment, intangible assets and other non-current assets		268	204
Proceeds from disposal of equity investments equity investments (including listed equity shares) at fair value through profit or loss		36,704	17,406
Proceeds from term deposit interests		165	161
Payments for purchase of investments in associates		(15,000)	(1,200)
Purchases of equity investments equity investments (including listed equity shares) at fair value through profit and loss		(76,920)	(21,438)
Payments for purchase of property, plant and equipment, intangible assets and other non-current assets		(478)	(3,724)
Placement of wealth management products		(40,000)	(10,000)
Withdraw of wealth management products		20,000	20,000
Movements of advance to employees		<u>(15)</u>	<u>(716)</u>
Net cash (used in)/generated from investing activities		<u>(73,079)</u>	<u>1,327</u>

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**UNAUDITED INTERIM CONDENSED
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**INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(CONTINUED)**

	Six months ended June 30,	
	2025	2024
<i>Notes</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Cash flows from financing activities		
Capital contributions from the non-controlling interests	500	1,955
Principal elements of lease payments	(2,823)	(3,982)
Dividends paid to the Company's shareholders	(79,529)	(76,481)
Dividends paid to non-controlling interests	(6,271)	(2,956)
Net cash used in financing activities	(88,123)	(81,464)
Net decrease in cash and cash equivalents	(120,581)	(7,645)
Cash and cash equivalents at beginning of the period	636,583	579,422
Effects of exchange rate changes on cash and cash equivalents	(1,993)	(735)
Cash and cash equivalents at the end of the period	514,009	571,042

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**UNAUDITED INTERIM CONDENSED
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**I. NOTES TO THE UNAUDITED INTERIM CONDENSED CONSOLIDATED
FINANCIAL INFORMATION**

1. GENERAL INFORMATION

Zhejiang Meorient Commerce & Exhibition Inc. (浙江米奧蘭特商務會展股份有限公司) (hereinafter referred to as “the Company”), is a joint stock company with limited liability incorporated in the People’s Republic of China (the “PRC”) on June 30, 2010. With the approval of the China Securities Regulatory Commission, the Company completed its initial public offering and was listed on the Shenzhen Stock Exchange (stock code: 300795) on October 22, 2019. The registered office and principal place of business of the Company is located at Room 912, Building 3, No. 452, 6th Avenue, Baiyang Sub-district, Qiantang District, Hangzhou City, Zhejiang Province PRC. There is no ultimate controlling parties or parent entities.

The Company and its subsidiaries (hereinafter collectively referred to as “the Group”) are primarily engaged in the provision of the exhibition related businesses, including the planning and initiation, organization and undertaking, promotion and operation services of exhibition projects.

2. BASIS OF PREPARATION

This interim condensed consolidated financial information, comprising interim condensed consolidated statement of financial position as at June 30, 2025, the interim condensed consolidated statement of profit or loss, the interim condensed consolidated statement of comprehensive income, the interim condensed consolidated statement of changes in equity and the interim condensed consolidated statement of cash flows for the six months ended June 30, 2025 (collectively referred to as the “Interim Financial Information”), has been prepared in accordance with International Accounting Standard (“IAS”) 34, “Interim Financial Reporting” issued by the International Accounting Standards Board (“IASB”).

The Interim Financial Information has been prepared in accordance with the same accounting policies adopted in the historical financial information for the years ended December 31, 2022, 2023 and 2024 (the “Historical Financial Information”) as disclosed in Appendix I to the document issued by the Company.

This Interim Financial Information contains consolidated financial statements and selected explanatory notes. The selected notes are included to explain events and transactions that are significant to an understanding of the changes in financial position and performance of the Group since the latest annual consolidated financial statements as at and for the year ended December 31, 2024. The condensed consolidated interim financial statements and notes thereon do not include all of the information required for a full set of financial statements prepared in accordance with IFRS Accounting Standards (“IFRS”). Accordingly, these unaudited condensed consolidated financial statements should be read in conjunction with the Historical Financial Information and notes thereto.

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2.1 New Standards and Amendments to Standards Not Yet Adopted

Standards and amendments to standards that have been issued but not yet effective and not been early adopted by the Group are as follows:

<u>Standards and amendments</u>	<u>Effective for accounting periods beginning on or after</u>
Amendments to IFRS 10 and IAS 28 ‘Sale or Contribution of Assets between an Investor and its Associate or Joint Venture’	To be determined
Amendments to IFRS 9 and IFRS 7 ‘Amendments to the Classification and Measurement of Financial Instruments’	January 1, 2026
Amendments to IFRS 9 and IFRS 7 ‘Contracts Referencing Nature-dependent Electricity’	January 1, 2026
Annual Improvements — Volume 11 IFRS accounting standards	January 1, 2026
IFRS 18 ‘Presentation and Disclosure in Financial Statements’	January 1, 2027
IFRS 19 ‘Subsidiaries without Public Accountability: Disclosures’	January 1, 2027

IFRS 18 will replace IAS 1 ‘Presentation of financial statements’. Even though IFRS 18 will not impact the recognition or measurement of items in the financial statements, the impacts on presentation and disclosure are expected to be pervasive. Management is currently assessing the detailed implications of applying the new standard on the Group’s consolidated financial statements.

Except for the impact of IFRS 18 mentioned below, other new/amended standards are either not relevant to the Group or not expected to have a material impact on the Group’s consolidated financial statements when they become effective.

2.2 Critical Accounting Estimates and Judgments

The preparation of the interim financial information in conformity with IAS 34 requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year-to-date basis. Actual results may differ from these estimates.

In preparing the Interim Financial Information, the significant judgments made by management in applying the Group’s accounting policies and the key sources of estimation uncertainty are the same as those applied to the Historical Financial Information.

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3. FINANCIAL RISK MANAGEMENT

3.1 Financial Risk Factors

The Group’s activities expose it to a variety of financial risks: market risk (including foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The Group’s overall risk management focuses on the unpredictability of financial markets, seeks a balance between risk and return and minimizes the adverse impact of risk on the Group’s finance performance. Based on this risk management objective, the basic strategy of the Group’s risk management is to identify and analyze the various risks faced by the Group, establish appropriate risk tolerance thresholds and timely and reliably supervise various risks to control them within a limited range.

The Interim Financial Information does not include all financial risk management information and disclosures required in the annual consolidated financial statements and should be read in conjunction with the Historical Financial Information. There were no significant changes in any material risk management policies during the six months ended June 30, 2025.

3.2 Capital Management

The primary objectives of the Group’s capital management are to safeguard the Group’s ability to continue as a going concern and to maintain healthy capital ratios in order to support its business and maximize shareholders’ value.

The Group manages its capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may issue new shares, sell assets to reduce debt or raise additional funding from shareholders or financial institutions as and when necessary. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended December 31, 2024 and the six months ended June 30, 2025.

The Group monitors capital on the basis of the debt to asset ratio as at June 30, 2025 and December 31, 2024 are as follows:

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Total assets	836,277	831,233
Total liabilities	<u>250,383</u>	<u>188,229</u>
Debt to asset ratio	<u>29.94%</u>	<u>22.64%</u>

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

3.3 Fair Value Estimation

(a) Determination of Fair Value and the Fair Value Hierarchy of Financial Instruments

This note provides information on how the Group determines the fair values of various financial assets and liabilities.

For financial reporting purposes, fair value measurements are categorized into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at June 30, 2025				
<i>(Unaudited)</i>				
Financial assets				
Other financial assets at fair value through profit or loss (FVTPL)				
— Listed equity shares (i)	28,562	—	—	28,562
— Wealth management products (ii)	<u>—</u>	<u>30,001</u>	<u>—</u>	<u>30,001</u>
	<u>28,562</u>	<u>30,001</u>	<u>—</u>	<u>58,563</u>
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>44,589</u>	<u>44,589</u>
Total financial assets	<u>28,562</u>	<u>30,001</u>	<u>44,589</u>	<u>103,152</u>
Financial liabilities				
Derivative financial liabilities (ii)	<u>—</u>	<u>961</u>	<u>—</u>	<u>961</u>

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	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at December 31, 2024				
Financial assets				
Other financial assets at fair value through profit or loss (FVTPL)				
— Listed equity shares (i)	25,148	—	—	25,148
— Wealth management products (ii)	<u>—</u>	<u>10,272</u>	<u>—</u>	<u>10,272</u>
	<u>25,148</u>	<u>10,272</u>	<u>—</u>	<u>35,420</u>
Equity investments at fair value through profit or loss	<u>—</u>	<u>—</u>	<u>4,189</u>	<u>4,189</u>
Derivative financial assets (ii)	<u>—</u>	<u>2,256</u>	<u>—</u>	<u>2,256</u>
Total financial assets	<u>25,148</u>	<u>12,528</u>	<u>4,189</u>	<u>41,865</u>
Financial liabilities				
Derivative financial liabilities (ii)	<u>—</u>	<u>151</u>	<u>—</u>	<u>151</u>

- (i) The market prices of the above listed equity shares measured at Level 1 fair value are determined based on the quoted closing price in active markets.
- (ii) The fair values of derivative financial instruments and wealth management products measured at Level 2 are based on quoted market prices or recent transaction prices provided by respective financial institutions, where appropriate.

The timing of transfers is determined at the date of the event or change in circumstances that caused the transfers. During the Track Record Period, there was no transfer between Level 1 and Level 2.

(b) Valuation Techniques Used to Determine Fair Values

The fair value of financial instruments traded in an active market is determined using quoted market price; and the fair value of those not traded in an active market is determined by the Group using valuation technique. Valuation techniques include the use of recent transaction prices, discounted cash flow analysis, option pricing models and others commonly used by market participants. These valuation techniques include the use of observable and/or unobservable inputs.

4. OPERATING SEGMENT INFORMATION

Description of Segments and Principal Activities

Operating segment is reported in a manner consistent with the internal reporting provided to the chief operating decision maker (“CODM”). The executive directors assess the consolidated financial performance and position of the Group and make strategic decisions. The executive directors, which have been identified as being the CODM, consists of the executive director, the chief financial officer and the managers for each business unit. The CODM review the Group’s internal reporting in order to assess performance, allocate resources, and determine the operating segment based on these reports.

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For management purposes, the Group operates as a single business unit organized by exhibition services, with one operating segment, which is primarily engaged in the provision of planning and initiation, organization and undertaking, promotion and operation services for exhibitions.

5. REVENUE

(a) Disaggregation of revenue from contracts with customers

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Exhibition organization services	215,324	227,646
Exhibition agency services	22,818	21,531
Others (i)	2,639	10,929
	240,781	260,106

- (i) Others primarily comprise general online marketing services such as website development and search engine optimization, which are not specifically for exhibitions.

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Timing of revenue recognition		
Recognized at a point in time	238,275	257,412
Recognized over time	2,506	2,694
	240,781	260,106

There was no revenue derived from a single customer which accounted for 10% or more of the Group's revenue for the six months ended June 30, 2025 and 2024.

(b) Geographical Information

The Company is domiciled in Chinese mainland. The amount of the Group's revenue from contracts with customers by location of their registered office is shown in the table below:

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Chinese mainland	237,976	258,440
Overseas	2,805	1,666
	240,781	260,106

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(c) Contract Liabilities

During the six months ended June 30, 2025 and 2024, the additions to the contract liabilities were primarily due to cash receipts in advance of fulfilling performance obligations, while the reductions to the contract liabilities were primarily due to the recognition of revenues upon fulfilments of performance obligations.

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> (Unaudited)	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Contract liabilities	<u>175,946</u>	<u>89,384</u>

The following table shows how much of the revenue, which was included in the contract liabilities at the beginning of the period, recognized during the Track Record Period relates to carried-forward contract liabilities:

	Six months ended June 30, <u>2025</u> <i>RMB'000</i> (Unaudited)	Six months ended June 30, <u>2024</u> <i>RMB'000</i> (Unaudited)
Revenue recognized that was included in the beginning balance	<u>35,959</u>	<u>49,878</u>

Management expects that approximately RMB175,946,000 of the unsatisfied obligation as at June 30, 2025 will be recognized as revenue during the next 12 months.

6. OTHER INCOME

	Six months ended June 30, <u>2025</u> <i>RMB'000</i> (Unaudited)	Six months ended June 30, <u>2024</u> <i>RMB'000</i> (Unaudited)
Government grants	746	735
Interest income (i)	165	161
Dividends	114	254
Others	<u>218</u>	<u>205</u>
	<u>1,243</u>	<u>1,355</u>

- (i) The amount mainly comprises interest income on the Group’s term deposits. Interest income from cash and cash equivalent is included in “Finance income, net” (Note 9).

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7. OTHER GAINS, NET

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Net gains on disposal of financial instruments at FVTPL	5,555	1,433
Fair value changes in financial instruments at FVTPL	(3,227)	2,081
Net foreign exchange losses	(965)	(1,260)
Net losses on disposal of property, plant and equipment and right-of-use assets	211	(17)
Interest income from financial assets at FVTPL	27	45
Others	(39)	(73)
	1,562	2,209

8. EXPENSE BY NATURE

Expenses included in cost of sales, general and administrative expenses, selling and marketing expenses and research and development expenses are analyzed as follows:

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
Employee benefit expenses	96,176	80,498
Airfare and ground handling costs	29,383	25,276
Exhibition hall rental and booth procurement cost	28,424	30,435
Exhibition operating cost	25,483	24,262
Exhibition promotion cost	11,234	15,668
Traveling and business entertainment expenses	8,266	11,459
Depreciation and amortization	6,176	7,325
Information service expenses	2,667	3,205
Agency service fee	275	1,754
Auditors' remuneration	600	589
Other expenses	13,297	14,795
	221,981	215,266

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9. FINANCE INCOME, NET

	Six months ended June 30,	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Finance income:		
Interest income from financial assets held for cash management purposes	5,655	6,920
Finance costs:		
Interest expenses on lease liabilities	(225)	(233)
Finance income, net	5,430	6,687

10. INCOME TAX EXPENSE

The income tax expense of the Group during the six months ended June 30, 2025 and 2024 are analyzed as follows:

	Six months ended June 30,	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Current income tax	9,199	8,815
Deferred income tax	(3,836)	47
	5,363	8,862

The Group is subject to income tax on an entity basis on profits arising in or derived from the jurisdictions in which members of the Group are domiciled and operate.

(a) PRC Corporate Income Tax

In accordance with the relevant regulations of the Enterprise Income Tax laws (the “EIT Law”) of the PRC, the applicable statutory tax rate of the PRC subsidiaries is 25% unless those subject to tax exemption set out below.

During the Track Record Period, one subsidiary of the Company applied for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Extending the Enterprise Income Tax Preferential Policy for the Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone in Shenzhen” (Cai Shui [2021] No. 30) (財政部稅務總局關於延續深圳前海深港現代服務業合作區企業所得稅優惠政策的通知), which is an extension of the policy originally specified in the “Notice of the Ministry of Finance and the State Taxation Administration on Enterprise Income Tax Preferential Policies and Preferential Catalogs for Enterprises in Guangdong Hengqin New Area, Fujian Pingtan Comprehensive Experimental Zone, and Shenzhen Qianhai Shenzhen-Hong Kong Modern Service Industry Cooperation Zone” (Cai Shui [2014] No. 26) (財政部國家稅務總局關於廣東橫琴新區、福建平潭綜合實驗區、深圳前海深港現代服務業合作區企業所得稅優惠政策及優惠目錄的通知), with a preferential tax rate of 15%.

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During the Track Record Period, one subsidiary of the Company applies for tax reduction benefits for qualified enterprises in accordance with the “Notice of the Ministry of Finance and the State Taxation Administration on Preferential Policies for Enterprise Income Tax in Guangzhou Nansha” (Cai Shui [2022] No. 40) (財政部稅務總局關於廣州南沙企業所得稅優惠政策的通知), with a preferential tax rate of 15%.

One subsidiary of the Company applies for tax reduction benefits for qualified software enterprises in accordance with the “Notice of the State Council on Issuing Several Policies for Promoting High-Quality Development of the Integrated Circuit Industry and Software Industry in the New Era” (Guofa [2020] No. 8) (國務院關於印發新時期促進積體電路產業和軟體產業高質量發展若干政策的通知). The subsidiary is exempt from corporate income tax in the first and second profit-making years, and subject to a 50% reduction in the third to fifth years. Accordingly, this subsidiary was exempt from corporate income tax during the six months ended June 30, 2024.

Pursuant to Caishui [2022] No. 13 “Announcement on Further Implementing the Income Tax Preferential Policies for Small Meager-profit Enterprises” (關於進一步實施小微企業所得稅優惠政策的公告), certain subsidiaries were qualified for Small Meager-profit Enterprises and for taxable income exceeding RMB1,000,000 but less than RMB3,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% during the six months ended June 30, 2024.

Pursuant to Caishui [2023] No. 12 “Announcement on the Income Tax Policies for Further Supporting Small Meager-profit Enterprises and Self-employed Businesses” (關於進一步支持小微企業和個體工商戶發展有關稅費政策的公告) and Caishui [2023] No. 6 “Announcement on the Income Tax Preferential Policies for Small Meager-profit Enterprises and Self-employed Businesses” (關於小微企業和個體工商戶所得稅優惠政策的公告), certain subsidiaries were qualified for Small Meager-profit Enterprises and for taxable income not exceeding RMB1,000,000, 25% of the income was included in the taxable base, with a preferential tax rate of 20% from January 1, 2023 to December 31, 2027.

(b) Corporate Income Tax in Other Jurisdictions

The income tax rates of the subsidiaries from other jurisdictions, including the United Arab Emirates (Dubai), Jordan, Japan, Singapore, Indonesia and Hong Kong had been calculated on the estimated assessable profit for the six months ended June 30, 2024 and 2025 at the respective rates prevailing in the relevant jurisdictions.

(c) OECD Pillar Two Model Rules

Amendments to IAS 12 “International Tax Reform — Pillar Two Model Rules” were issued on May 23, 2023 which are effective upon issuance and require retrospective application. The amendments provide a temporary exception from deferred tax accounting for the income tax arising from tax law enacted or substantively enacted to implement the Pillar Two model rules published by the Organization for Economic Cooperation and Development (“OECD”).

The Group is within the scope of global minimum tax (“GMT”) under the OECD Pillar Two model rules (“Pillar Two”). Subject to tax legislation enacting Pillar Two Being passed in the jurisdictions where the Company and its subsidiaries operate, the Group is liable to pay a top-up tax for any deficiency between the minimum tax rate of 15% and the effective tax rate per respective jurisdiction. The Group applies the IAS 12 exception to recognition and disclosure information about deferred tax assets and liabilities relating to Pillar Two income taxes.

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For those jurisdictions where the Pillar Two legislation was enacted but not effective at the reporting date, the Group has no related current tax exposure. However, certain subsidiaries of the Company are located in jurisdictions where Pillar Two legislation was effective, and the Group’s assessment indicates that there is no material related current tax exposure in these jurisdictions during the six months ended June 30, 2024 and 2025.

11. EARNINGS PER SHARE

(a) Basic Earnings Per Share

The calculation of basic earnings per share is based on the following:

	Six months ended June 30,	
	2025	2024
	(Unaudited)	(Unaudited)
Profit attributable to ordinary shareholders of the Company used in calculating basic EPS (RMB'000)	15,540	40,722
Weighted average number of ordinary shares in issue (thousands)	298,894	297,610
Basic EPS (RMB per share)	0.05	0.14

(b) Diluted Earnings Per Share

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares.

	Six months ended June 30,	
	2025	2024
	(Unaudited)	(Unaudited)
Adjusted profit attributable to owners of the Company used in calculating diluted EPS (RMB'000)	15,540	40,722
Weighted average number of ordinary shares in issue (thousands)	298,894	297,610
Adjustments for potential shares arising from share schemes (thousands)	1,769	—
Weighted average number of ordinary shares used in calculating diluted EPS (thousands)	300,663	297,610
Basic EPS (RMB per share)	0.05	0.14

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12. INVESTMENTS IN ASSOCIATES

The movements of investments in associates during the six months ended June 30, 2025 and 2024 are as follows:

	As at June 30,	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
At the beginning of the period	10,564	10,563
Additions	15,000	–
Share of results of associates	(260)	29
At the end of the period	25,304	10,592

The associates of the Group have been accounted based on the financial information prepared under the accounting policies consistent with the Group.

The Group has interests in a number of individually immaterial associates that are accounted for using the equity method. The carrying amount and the Group’s share of the results of individually immaterial associates are shown in aggregate as below, respectively:

Reconciliation of the carrying amount of the interests recognized in the Historical Financial Information:

	As at/Six months ended June 30,	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Aggregate carrying amount of individually immaterial associates	25,304	10,592
Aggregate amounts of the Group’s share of:		
(Loss)/profit for the period	(260)	29
	(260)	29

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13. FINANCIAL INSTRUMENTS MEASURED AT FVTPL

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Non-current assets:		
Equity investments on unlisted entities	44,589	4,189
Current assets:		
Other financial assets at fair value through profit or loss		
— Listed equity shares	28,562	25,148
— Wealth management products	30,001	10,272
	58,563	35,420
Derivative financial assets	—	2,256
	<u>103,152</u>	<u>41,865</u>
Liabilities		
Derivative financial liabilities	<u>961</u>	<u>151</u>

14. PROPERTY, PLANT AND EQUIPMENT

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Buildings	18,473	19,245
General equipment	4,067	4,591
Motor vehicles	1,310	1,491
Leasehold improvement	3,215	3,932
	<u>27,065</u>	<u>29,259</u>

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- (a) Depreciation of the Group’s property, plant and equipment has been recognized as follows:

	Six months ended June 30,	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Selling and marketing expenses	1,314	1,140
General and administrative expenses	745	502
Research and development expenses	324	405
Cost of sales	169	305
	<u>2,552</u>	<u>2,352</u>

15. LEASE

15.1 The Group as the lessee

- (a) *Amounts Recognized in the Consolidated Statement of Financial Position*

	As at June 30, 2025	As at December 31, 2024
	RMB'000	RMB'000
	(Unaudited)	
Right-of-use assets		
Buildings	<u>13,361</u>	<u>8,778</u>
Lease liabilities		
Current	5,591	2,885
Non-current	<u>7,352</u>	<u>5,093</u>
	<u>12,943</u>	<u>7,978</u>

- (b) *Amounts Recognized in the Consolidated Statements of Profit or Loss*

The consolidated statements of profit or loss and the consolidated statements of cash flow contain the following amounts relating to leases:

	Six months ended June 30,	
	2025	2024
	RMB'000	RMB'000
	(Unaudited)	(Unaudited)
Depreciation charge of right-of-use assets:		
— Buildings	<u>2,644</u>	<u>3,993</u>

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	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Interest expense (including in finance cost)	225	233
Expense relating to short-term and low value leases not included in lease liabilities	463	287
	688	520

The total cash outflows for lease payments during the six months ended June 30, 2025 and 2024 were approximately RMB3,443,000 and RMB4,270,000, respectively.

16. INTANGIBLE ASSETS

	As at June 30, 2025	As at December 31, 2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	
Software	66	124
Trademark rights	9,717	10,627
Website and Domain Name	111	123
Goodwill	56,073	56,073
	65,967	66,947

Amortization expenses have been recognized as follows:

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
General and administrative expenses	948	948
Cost of sales	16	16
Selling and marketing expenses	16	16
	980	980

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

17. TRADE RECEIVABLES

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Trade receivables	11,735	6,083
Less: credit loss allowance	<u>(1,769)</u>	<u>(1,195)</u>
	<u>9,966</u>	<u>4,888</u>

- (a) For the majority of the Group’s sales, payments are received in advance of the services rendered. The aging analysis of trade receivables based on revenue recognition date is as follows:

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Within 1 year	8,331	3,490
1 to 2 years	1,873	1,690
2 to 3 years	732	104
Over 3 years	<u>799</u>	<u>799</u>
	<u>11,735</u>	<u>6,083</u>

18. PREPAYMENTS AND OTHER RECEIVABLES

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Prepayments:		
Prepayments for exhibition related expenses	42,516	11,958
Prepayment expenses and others	<u>6,221</u>	<u>2,290</u>
	<u>48,737</u>	<u>14,248</u>
Other receivables:		
Deposits	4,788	2,768
Advance to employees and others	<u>4,135</u>	<u>4,003</u>
	8,923	6,771
Less: provision for impairment	<u>(2,101)</u>	<u>(1,887)</u>
	<u>6,822</u>	<u>4,884</u>
	<u>55,559</u>	<u>19,132</u>

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

19. OTHER CURRENT ASSETS

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Other current assets:		
Deductible input VAT	5,681	4,867
Prepaid income tax	<u>826</u>	<u>26</u>
	<u>6,507</u>	<u>4,893</u>

20. CASH AND CASH EQUIVALENTS, RESTRICTED CASH AND TERM DEPOSITS

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Cash and bank balances	522,321	642,656
Less: Restricted cash (i)	<u>(8,312)</u>	<u>(6,073)</u>
Cash and cash equivalents	<u>514,009</u>	<u>636,583</u>

- (i) As at June 30, 2025 and December 31, 2024, the Group's restricted cash of approximately RMB8,030,000 and RMB6,029,000 were pledged as a guarantee for the derivative instruments.

21. DEFERRED TAX

Deferred tax assets and liabilities are offset when there is a legally enforceable right of offsetting and when the deferred income taxes relate to the same authority. The net amounts of deferred tax assets and liabilities after offsetting are as follows:

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Gross deferred tax assets	12,551	7,741
Offsetting against deferred tax liabilities	<u>(6,017)</u>	<u>(5,490)</u>
Net deferred tax assets	<u>6,534</u>	<u>2,251</u>
Gross deferred tax liabilities	19,452	18,478
Offsetting against deferred tax assets	<u>(6,017)</u>	<u>(5,490)</u>
Net deferred tax liabilities	<u>13,435</u>	<u>12,988</u>

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22. TRADE PAYABLES

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Trade payables	<u>8,775</u>	<u>23,720</u>

An aging analysis of the trade payables based on the recognition date as at the end of the reporting period was as follows:

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Within 1 year	8,280	23,498
1 to 2 years	317	222
2 to 3 years	<u>178</u>	<u>—</u>
	<u>8,775</u>	<u>23,720</u>

23. ACCRUALS AND OTHER PAYABLES

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Salaries, wages and benefits	13,301	18,445
Accrued expenses	5,557	5,924
Deposits payables	5,116	6,159
Other tax payables	1,867	2,108
Dividends payable	<u>158</u>	<u>5,638</u>
	<u>25,999</u>	<u>38,274</u>

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24. SHARE CAPITAL

	As at June 30,			
	2025		2024	
	Share capital	Number of shares	Share capital	Number of shares
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>	<i>'000</i> <i>(Unaudited)</i>
At the beginning of the period	230,726	230,726	152,961	152,961
Transfer of other reserves to share capital	68,168	68,168	76,481	76,481
At the end of the period	298,894	298,894	229,442	229,442

25. TREASURY SHARES

	As at June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
At the beginning of the period	56,380	—
Repurchase of ordinary shares	—	—
At the end of the period	56,380	—

26. RETAINED EARNINGS

	As at June 30,	
	2025	2024
	<i>RMB'000</i> <i>(Unaudited)</i>	<i>RMB'000</i> <i>(Unaudited)</i>
At the beginning of the period	168,707	175,419
Net profit	15,540	40,722
Declaration of dividends	(79,529)	(76,481)
At the end of the period	104,718	139,660

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27. OTHER RESERVES

	Share premium <i>RMB'000</i>	Surplus reserve <i>RMB'000</i>	Other comprehensive income <i>RMB'000</i>	Share-based payments reserves <i>RMB'000</i>	Total <i>RMB'000</i>
Balance at January 1, 2025	195,003	52,643	1,565	29,796	279,007
Foreign currency differences	–	–	(1,388)	–	(1,388)
Share-based compensation expenses	–	–	–	3,441	3,441
Transfer of other reserves to share capital	(68,168)	–	–	–	(68,168)
Others	(68)	–	–	–	(68)
Balance at June 30, 2025 (unaudited)	126,767	52,643	177	33,237	212,824
	Share premium <i>RMB'000</i>	Surplus reserve <i>RMB'000</i>	Other comprehensive income <i>RMB'000</i>	Share-based payments reserves <i>RMB'000</i>	Total <i>RMB'000</i>
Balance at January 1, 2024	262,729	35,026	582	29,547	327,884
Foreign currency differences	–	–	183	–	183
Share-based compensation expenses	–	–	–	1,497	1,497
Transfer of other reserves to share capital	(76,481)	–	–	–	(76,481)
Balance at June 30, 2024 (unaudited)	186,248	35,026	765	31,044	253,083

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

28. NOTES TO INTERIM CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

Reconciliation of Profit Before Income Tax to Net Cash Generated from Operations:

	Six months ended June 30,	
	2025	2024
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Profit before income tax for the period	25,955	54,635
Adjustments for:		
Finance income	(5,655)	(6,920)
Interest income	(165)	(161)
Finance costs	225	233
Depreciation and amortization	6,176	7,325
Net (gains)/losses on disposal of property, plant and equipment and right-of-use assets	(211)	17
Net impairment losses on financial assets	820	485
Fair value changes in financial instruments	3,227	(2,081)
Share of profits or losses of investments in associates	260	(29)
Net gains on disposal of financial instruments at FVTPL	(5,555)	(1,433)
Interest income from financial assets at FVTPL	(27)	(45)
Dividends	(114)	(254)
Net foreign exchange losses	965	1,260
Share-based compensation expenses	3,441	1,497
Other (gains)/losses	(6)	26
Change in working capital:		
Increase in receivables	(46,034)	(20,721)
Increase in payables	65,838	42,413
Increase in inventories	(541)	—
Cash generated from operations	48,599	76,247

29. CONTINGENCIES AND COMMITMENTS

As at June 30, 2025 and December 31, 2024, the Group did not have any significant contingent liabilities or any significant commitments.

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UNAUDITED INTERIM CONDENSED CONSOLIDATED FINANCIAL INFORMATION

30. RELATED PARTY TRANSACTIONS

(a) Parent Entities

For the six months ended June 30, 2025 and the year ended 2024, there is no ultimate controlling parties or parent entities. Mr. Fang Huansheng, as an executive Director and general manager, representing approximately 23.03% of the total issued share capital, is the Single Largest Shareholder.

(b) Names and Relationship with Related Parties

Related parties are those parties that have the ability, directly and indirectly, to control, jointly control or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related because they are subject to common control and common joint control in the controlling shareholder’s families. Members of key management and their close family member of the Group are also considered as related parties.

The directors of the Company are of the view that the following parties were significant related parties of the Group that had transactions or balances with the Group during the period:

<u>Name of the related parties</u>	<u>Relationship with the Group</u>
Hangzhou Mimo Information Technology Co., Ltd.	An associate of the Group
Anhui Lawaken Technology Co., Ltd.	An associate of the Group
Yilutong (Hangzhou) International Consulting Co., Ltd.	An associate of the Group

The following transactions and balances were carried out between the Group and its related parties during the Track Record Period. In the opinion of the directors of the Company, the related party transactions were carried out in the normal course of business and at terms negotiated between the Group and the respective related parties. In addition to those disclosed elsewhere in the Historical Financial Information.

The Group has the following transactions with related parties:

(c) Material Transactions with Related Parties

	<u>Six months ended June 30,</u>	
	<u>2025</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Purchase of goods and services:		
Associates of the Group	<u>1,119</u>	<u>76</u>
	<u>Six months ended June 30,</u>	
	<u>2025</u>	<u>2024</u>
	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Unaudited)</i>	<i>(Unaudited)</i>
Rendering of services:		
Associates of the Group	<u>157</u>	<u>–</u>

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(d) Balance with Related Parties

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Trade payables		
An associate of the Group	<u>885</u>	<u>–</u>

(e) Key Management Compensation

Compensation of the key management personnel of the Group, including amounts paid to the Company’s directors and supervisors was as follows:

	As at <u>June 30,</u> <u>2025</u> <i>RMB'000</i> <i>(Unaudited)</i>	As at <u>December 31,</u> <u>2024</u> <i>RMB'000</i>
Salaries, wages and bonuses	3,642	7,354
Share-based compensation expenses	758	2,353
Pension costs, housing fund, medical insurance and other social benefits	<u>879</u>	<u>1,544</u>
	<u>5,279</u>	<u>11,251</u>

As at June 30, 2025 and December 31, 2024, approximately RMB697,000 and RMB1,866,000 of payroll payables were included in accruals and other payables. The share-based payments provided to key management personnel consist of restricted share incentive schemes which are equity-settled.

31. EVENTS AFTER THE REPORTING PERIOD

On August 29, 2025, a half year dividend in respect of the six months ended June 30, 2025 of RMB0.67 per 10 shares (tax inclusive) has been proposed by the Board of Directors. On September 15, 2025, the proposed dividend was approved by the Shareholders’ meeting. These financial statements do not reflect this dividend payable as it was not approved as at June 30, 2025.

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APPENDIX IIA UNAUDITED [REDACTED] FINANCIAL INFORMATION

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APPENDIX IIA UNAUDITED [REDACTED] FINANCIAL INFORMATION

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APPENDIX IIA UNAUDITED [REDACTED] FINANCIAL INFORMATION

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APPENDIX IIA UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

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APPENDIX IIA UNAUDITED [REDACTED] FINANCIAL INFORMATION

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APPENDIX IIB

UNAUDITED [REDACTED]

[REDACTED]

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

The Articles of Association is considered and approved at the general meeting of the Company, which shall come into effective and be implemented upon the [REDACTED] of the overseas-[REDACTED] foreign shares of the Company and from the date of its [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange. The following information is only a summary, not covering all the information that may be material to potential [REDACTED].

GENERAL PROVISIONS

The Company is a joint stock company with perpetual existence.

All assets of the Company shall be divided into shares of equal value. The shareholders shall be liable to the Company to the extent of the shares they subscribed for. The Company shall be liable for its debts to the extent of all of its assets.

From the effective date of the Articles of Association, the Articles of Association shall be a legally binding document which regulates the Company’s organization and acts, governs the rights and obligations between the Company and the shareholders, and amongst the shareholders themselves, and shall be a legally binding document governing on the Company, its shareholders, directors and senior management. Pursuant to the Articles of Association, a shareholder may take legal actions against the other shareholders; a shareholder may take legal actions against the Company’s directors and senior management; a shareholder may take legal actions against the Company; and the Company may take legal actions against its shareholders, directors and senior management.

SHARES

Issuance of Shares

The shares of the Company shall take the form of share certificates.

The shares of the Company shall be issued in accordance with the principles of openness, fairness and impartiality. Each share of the same class shall carry the same rights.

Shares of the same class and in the same issuance shall be issued on the same conditions and at the same price. Any entity or individual shall pay the same price for each of the shares he/she subscribes for.

INCREASE, REDUCTION AND REPURCHASE OF SHARES

Capital Increase

The Company may, based on its operational and developmental needs, increase its capital in accordance with applicable laws, administrative regulations, and subject to a resolution of the general meeting, by any of the following methods:

- i. a public offering of shares;
- ii. a non-public offering of shares;

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

- iii. allotment bonus shares to existing shareholders;
- iv. conversion of common reserve funds to share capital;
- v. other methods permitted by the laws, administrative regulations as well as the CSRC and the securities regulatory authorities of the place where the Company’s shares are listed.

Capital Reduction

The Company may reduce its registered capital. If the Company reduces its registered capital, it shall do so by the procedures set forth in the Company Law, Listing Rules, other relevant regulations and the Articles of Association.

Repurchase of Shares

The Company shall not acquire its shares, except under one of the following circumstances:

- i. reducing the registered capital of the Company;
- ii. merging with other companies that hold shares in the Company;
- iii. using the shares for employee shareholding schemes or as share incentives;
- iv. acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at any general meetings on the merger or division of the Company;
- v. using the shares to satisfy the conversion of those corporate bonds convertible into share certificates issued by the Company;
- vi. safeguarding corporate value and shareholders’ equity as the Company deems necessary;
- vii. other circumstances as permitted by the laws, administrative regulations and the rules of the securities regulatory authorities of the place where the Company’s shares are listed.

The Company may acquire its own shares through public and centralized trading or other ways specified by the laws, administrative regulations, and the CSRC and in accordance with applicable laws, administrative regulations and departmental rules.

In the event that the Company acquires its own shares under the circumstances set forth in (I) and (II) above, this shall be resolved at a general meeting of shareholders; in the event that the Company acquires its own shares under the circumstances set forth in (III), (V) and (VI) above, subject to compliance with the rules of the securities regulatory authorities of the place where the Company’s shares are listed, this shall be resolved at a board meeting with more than two-thirds of directors present.

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

After the Company acquires its own shares, under the circumstance in (I) above, subject to compliance with the rules of the securities regulatory authorities of the place where the Company’s shares are listed, the shares so acquired shall be canceled within 10 days from the date of acquisition. In the case of (II) or (IV) above, the shares so acquired shall be transferred or canceled within 6 months.

In the event that the Company acquires its own shares under the circumstances set forth in (III), (V) or (VI) above, the shares so acquired shall not exceed 10% of the total issued shares of the Company, and they shall be transferred or canceled within 3 years.

As for H shares, where laws, regulations and the securities regulatory authority in the place where the Company’s shares are listed have otherwise prescribed relevant matters concerning the share repurchase, such provisions shall prevail.

Transfer of Shares

The shares of the Company may be transferred in accordance with the laws.

The Company shall not accept any of its own shares as the subject of pledges.

Shares issued prior to the Company’s public offering of shares shall not be transferred for a period of 1 year from the date of listing and trading of the Company’s shares on the stock exchange.

The directors and senior management of the Company shall declare to the Company the numbers of the shares of the Company held by them and the changes thereof and shall not transfer in a given year during their terms of office determined at the time of their assumption of office more than 25% of the total number of shares of the Company they hold. The shares of the Company held by the said person shall not be transferred within 1 year from the date of listing and trading of the Company’s shares. Any of the aforesaid persons shall not transfer the shares of the Company held by him/her within 6 months from his/her termination of the office.

All transfers of [REDACTED] shall be effected by written transfer documents in a general or standard format or any other format acceptable to the Board of Directors (including the standard transfer format or transfer form prescribed from time to time by the Hong Kong Stock Exchange); such transfer documents may only be executed by handwritten signature or by affixing the company’s valid seal (if the transferor or transferee is a company). If the transferor or transferee is a recognized clearing house (as defined by the relevant regulations in force from time to time under Hong Kong law) or its agent, the transfer document may be signed in handwritten or machine-printed form.

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

SHAREHOLDERS AND GENERAL MEETINGS

Shareholders

The shareholders of the Company shall be entitled to the following rights:

- i. to receive distribution of dividends and other forms of benefits in proportion to their shareholdings;
- ii. to legally require, convene, preside over, participate in or appoint a shareholder proxy to participate in the general meeting and exercise corresponding right to speak and voting right;
- iii. to supervise the business operations of the Company, put forward proposals or raise enquiries;
- iv. to transfer, give as gift or pledge the shares held in accordance with the laws, administrative regulations, other relevant regulations and the Articles of Association;
- v. to inspect the Articles of Association, register of shareholders, minutes of general meetings, resolutions of the Board meetings, resolutions of meetings of the Audit Committee and financial accounting reports Shareholders who are in compliance with the provisions may inspect the accounting books and vouchers of the Company;
- vi. in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in proportion to the number of shares held;
- vii. with respect to shareholders who voted against any resolution adopted at any general meetings on the merger or division of the Company, to request the Company to buy back the shares held by them;
- viii. other rights as stipulated by the laws, administrative regulations, departmental rules, the rules of the securities regulatory authorities of the place where the Company’s shares are listed or the Articles of Association.

Where the content of a resolution of the general meeting or the meeting of the Board of the Company violates laws or administrative regulations, the shareholders shall be entitled to request the People’s Court to hold it invalid.

If the convening procedure or voting method of a general meeting or board meeting violates laws, administrative regulations or the Articles of Association, or if the content of a resolution violates the Articles of Association, the shareholders shall be entitled to request the People’s Court to revoke the resolution within 60 days from the date it was made, except for those with only minor defects in the convening procedure or voting method of the Board meetings and those without material impact on resolutions.

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

In the event of any loss caused to the Company as a result of violation of any laws, administrative regulations or the Articles of Association by the directors or senior management when performing their duties in the Company, the shareholders holding 1% or more shares of the Company separately or jointly for over 180 consecutive days may submit a written request to the audit committee to file an action with the People’s Court. Where Audit Committee violate any laws, administrative regulations or the Articles of Association in their performance of duties and cause losses to the Company, the aforesaid shareholders may submit a written request to the Board to file an action with the People’s Court.

In the event that the Audit Committee or the Board refuses to file an action upon receipt of the shareholders’ written request specified in the preceding paragraph, or fails to file an action within 30 days upon receipt thereof, or in the event that the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholders specified in the preceding paragraph may, in their own name, directly file an action with the People’s Court for the interests of the Company.

In the event that any person infringes upon the legitimate rights and interests of the Company and causes losses thereto, the shareholders specified in paragraph 1 of this Article may file an action with the People’s Court pursuant to the provisions of the preceding two paragraphs.

Where the directors or senior management violate any laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may file an action with the People’s Court.

The shareholders of the Company shall have the following obligations:

- i. to comply with the laws, administrative regulations, and the Articles of Association;
- ii. to pay subscription monies according to the number of shares subscribed and the method of subscription;
- iii. not to withdraw shares unless required by the laws and regulations;
- iv. not to abuse their shareholders’ rights to harm the legitimate interests of the Company or other shareholders; and not to abuse the independent legal person status of the Company and the limited liability of shareholders to harm the legitimate interests of any creditor of the Company;
- v. any other obligations imposed by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

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Shareholders who abuse their rights and thereby cause losses to the Company or other shareholders shall be liable for compensation in accordance with the law. Shareholders who abuse the Company’s status as an independent legal entity and the limited liability of shareholders to evade debts and thereby materially prejudice the interests of the Company’s creditors shall bear joint and several liability for the Company’s debts.

Restriction on Rights of the Controlling Shareholders

The controlling shareholders, de facto controllers, directors shall not use their connections to harm the interests of the Company. Any person who violates this provision and causes losses to the Company shall be liable for compensation.

The Company’s Controlling Shareholders and actual controllers shall comply with the following provisions:

- (i) To exercise shareholder rights according to law and not to abuse control rights or use affiliated relationships to damage the legitimate rights and interests of the Company or other shareholders;
- (ii) To strictly fulfill the public statements and commitments made and not to change or exempt them without authorization;
- (iii) To strictly fulfill information disclosure obligations in accordance with relevant regulations, actively cooperate with the Company in information disclosure work, and promptly inform the Company of major events that have occurred or are about to occur;
- (iv) Not to occupy the Company’s funds in any way;
- (v) Not to force, instruct, or require the Company and its relevant personnel to provide guarantees in violation of laws and regulations;
- (vi) Not to use the Company’s undisclosed major information to seek benefits, not to disclose the Company’s undisclosed major information in any way, and not to engage in illegal activities such as insider trading, short- swing trading, and market manipulation;
- (vii) Not to damage the legitimate rights and interests of the Company and other shareholders through unfair related party transactions, profit distribution, asset restructuring, external investment, etc.;
- (viii) To ensure the Company’s asset integrity, personnel independence, financial independence, institutional independence, and business independence, and not to affect the Company’s independence in any way;
- (ix) Other provisions stipulated by laws, administrative regulations, the CSRC, the securities regulatory authorities and stock.

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General Rules of the General Meeting

The general meeting is the organ of authority of the Company and shall exercise the following functions and powers in accordance with the laws:

- i. to elect and replace directors and decide on matters relating to the remuneration of directors;
- ii. to consider and approve reports of the Board;
- iii. to consider and approve profit distribution plans and loss recovery plans of the Company;
- iv. to decide on any increase or reduction of the registered capital of the Company;
- v. to decide on the issuance of corporate bonds;
- vi. to decide on merger, division, dissolution, liquidation and change of form of the Company;
- vii. to amend the Articles of Association;
- viii. to decide on the engagement or dismissal of the accounting firm of the Company;
- ix. to consider and approve the guarantees as provided below;
- x. to consider the purchase or disposal of substantial assets of the Company with an amount exceeding 30% of the latest audited total assets of the Company within one year;
- xi. to consider the change of the use of proceeds;
- xii. to consider and approve any transaction (excluding provision of guarantees and the receipt of cash assets by way of donation) between the Company and its related parties, where the transaction amount exceeds 5% of the Company’s latest audited total assets and exceeds RMB30 million;
- xiii. to consider using the shares for employee shareholding schemes or as share incentives;
- xiv. to consider other matters which are required to be determined at the general meeting as required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

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The following external guarantee offered by the Company shall be considered and approved by a general meeting after considering and approving by a meeting of the Board of Directors of the Company:

- i. guarantee where the amount of a single guarantee exceeds 10% of the audited net assets of the latest period;
- ii. guarantee provided after the aggregate amount of guarantees offered by the Company and its controlling subsidiaries exceeds 50% of the Company’s latest audited net assets;
- iii. guarantee provided for the guaranteed party whose asset-liability ratio exceeds 70%;
- iv. guarantee amount within a consecutive 12-month period exceeds 50% of the company’s latest audited net assets, and the absolute amount exceeds RMB50 million;
- v. guarantee amount within a consecutive 12-month period exceeds 30% of the company’s audited total assets of the latest period;
- vi. guarantee provided to shareholders, de facto controllers and their connected parties;
- vii. other guarantee circumstances as prescribed by the securities regulatory rules of the stock exchange or the place where the Company’s shares are listed, or as provided in these Articles of Association.

General meetings include annual general meetings and extraordinary general meetings. Annual general meetings shall be held once every year and within 6 months from the close of the preceding fiscal year.

The Company shall convene an extraordinary general meeting within 2 months upon the occurrence of the following events:

- i. the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number as specified in the Articles of Association;
- ii. the unrecovered losses of the Company amount to one-third of the total amount of its paid-up share capital;
- iii. on request by the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company;
- iv. when the Board considers it is necessary;
- v. when the audit committee proposes to convene;

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- vi. other circumstances as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

Convening of General Meetings

General meetings shall be called by the Board in accordance with the laws.

The independent non-executive directors shall have the right to propose to the Board to convene an extraordinary general meeting. In response to a proposal by an independent non-executive director to convene an extraordinary general meeting, the Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal. Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made; where the Board disagrees to convene the extraordinary general meeting, reasons shall be specified.

The audit committee shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice will be issued within 5 days after the resolution of the Board is made, and the changes made to the original proposal in the notice shall be approved by the audit committee.

Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon the receipt of such proposal, the Board will be deemed as not being able to perform or not to perform its duty to convene a general meeting, and the audit committee may convene and preside over such meeting on their own.

The shareholder(s) severally or jointly holding 10% or more of the voting shares of the Company shall have the right to propose to the Board to convene an extraordinary general meeting and such proposal shall be made to the Board in writing. The Board shall, in accordance with the laws, administrative regulations and the Articles of Association, give a written response as to whether or not it agrees to convene an extraordinary general meeting within 10 days upon receipt of such proposal.

Where the Board agrees to convene the extraordinary general meeting, a convening notice shall be issued within 5 days after the resolution of the Board is made, and the changes made to the original proposal in the notice shall be approved by the relevant shareholders.

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Where the Board disagrees to convene the extraordinary general meeting, or fails to reply within 10 days upon receipt of such proposal, the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company shall have the right to propose to the audit committee to convene an extraordinary general meeting and such proposal shall be made to the audit committee in writing.

Where the audit committee agrees to convene the extraordinary general meeting, a convening notice shall be issued within 5 days upon receipt of the proposal, and the changes made to the original proposal in the notice shall be approved by the relevant shareholders.

Where the audit committee fails to issue the notice of the general meeting within the prescribed period, the audit committee will be deemed as not being able to convene or not to preside over the general meeting, and the shareholder(s) individually or collectively holding 10% or more of the voting shares of the Company for 90 or more consecutive days may convene and preside over such meeting on their own.

Notices of General Meetings

The convener shall notify all shareholders by written notice (including announcement) no later than 21 days prior to the date of convening the annual general meeting and no later than 15 days prior to the date of convening the extraordinary general meeting. If the laws, administrative regulations, departmental rules and the securities regulatory rules of the place where the Company's shares are listed (including but not limited to the Hong Kong Listing Rules) have any other provisions, such provisions shall prevail.

Proposals of General Meetings

The Board, the audit committee, and shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company shall have the right to make a proposal to the Company at a general meeting of the Company.

The shareholder(s) severally or jointly holding more than 1% of the voting shares of the Company may make provisional proposals in writing to the convener of a general meeting 10 days prior to such meeting. The convener shall issue a supplementary notice of the general meeting and announce the contents of such provisional proposals within 2 days upon receipt thereof, unless the provisional proposal does not comply with the Articles of Association. However, temporary proposals that violate laws, administrative regulations, or the Articles of Association, or do not fall within the scope of the Shareholders' meeting's authority, shall be excluded.

Except as provided by the preceding paragraph and laws, administrative regulations, the convener of a general meeting shall not amend the proposals already specified in the notice of the general meeting or add new proposals subsequent to the issue of the notice of the general meeting.

Proposals which are not specified in the notice of the general meeting or which do not comply with the Articles of Association shall not be voted on and resolved at the general meeting.

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Holding of General Meetings

All shareholders or their proxies recorded in the register on the record date shall have the right to attend general meetings, and they are entitled to speak and vote at general meetings in accordance with the relevant laws, regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association. Shareholders may attend general meetings in person or appoint their proxies to attend, speak and vote on their behalf.

A corporate shareholder shall be represented by its legal representative or an agent entrusted by the legal representative to attend the meeting and vote at the meeting. When the legal representative attends the meeting, he/she shall present his/her identity card, the business license of the corporate shareholder affixed with the official seal, a valid certificate proving his/her qualification as the legal representative; when an agent is entrusted to attend the meeting, the agent shall present his/her identity card, the written power of attorney lawfully issued by the legal representative of the corporate shareholder, the business license of the corporate shareholder affixed with the official seal (except when the shareholder is a recognized clearing house (or its agent) as defined in the relevant ordinances promulgated from time to time in Hong Kong).

Individual shareholders attending the meeting in person shall present his/her identification card or other valid documents or proof of his/her identification and certificate of shareholding. In the case of attendance by proxies, they shall present his/her valid identification documents and the proxy forms from the shareholders.

If the shareholder is a recognized clearing house (or its proxy) as defined in the relevant ordinances promulgated in Hong Kong from time to time, the shareholder may authorize one or more persons as he/she thinks fit to act as his/her proxy or representative(s) at any general meeting (and/or any meeting of creditors). However, if more than one person is authorized, the power of attorney shall state the number and class of shares in respect of which each such person is authorized and shall be signed by the authorized officer of a recognized clearing house. A person so authorized is entitled to attend meetings and exercise the rights (including the right to speak and vote) on behalf of the recognized clearing house (or its proxy) (without the need to produce a certificate of shareholding, notarized power of attorney and/or further evidence of formal authorization), as if they were the individual shareholders of the Company. Such authorized person shall be entitled with the same statutory rights as other shareholders, including the right to speak and vote.

It shall be stated clearly in the power of attorney if the shareholder proxy can vote at his/her discretion when the shareholder does not give any specific instructions.

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Voting and Resolutions at General Meetings

The resolutions of general meetings shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions of a general meeting shall be approved by more than one half of the voting rights held by the shareholders (including proxies thereof) present at the general meeting. special resolutions of a general meeting shall be approved by more than two-thirds of the voting rights held by the shareholders (including proxies thereof) present at the general meeting.

The following matters shall be approved by ordinary resolutions at the general meeting:

- i. work reports of the Board;
- ii. profit distribution plans and loss recovery plans drafted by the Board;
- iii. appointment or dismissal of the members of the Board, and determination of the remuneration of the Board;
- iv. annual reports of the Company;
- v. matters other than those approved by special resolution as stipulated by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

The following matters shall be approved by special resolutions at the general meeting:

- i. amendments to the Articles of Association including the Rules of Procedure for Shareholders’ Meetings and the Board of Directors;
- ii. the increase or decrease of the registered capital of the Company;
- iii. division, spin-off, merger, termination, dissolution, liquidation and change in the form of the Company;
- iv. spin-off the Company’s subsidiary for listing;
- v. purchase and disposal of substantial assets by the Company within one year, or a guaranteed amount exceeding 30% of the latest audited total assets of the Company;
- vi. issuing shares, convertible corporate bonds, preferred shares, and other types of securities recognized by the CSRC;
- vii. repurchase of the Company’s shares;
- viii. material asset restructuring;
- ix. equity incentive plan;

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- x. the Company voluntarily withdraw the company’s shares from trading on the Shenzhen Stock Exchange (SZSE), and decides not to continue trading the shares on the Exchange or instead apply for the shares to be traded or transferred on other trading venues;
- xi. other matters as required by the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association, and confirmed by an ordinary resolution at a general meeting that it may have a material impact on the Company and accordingly shall be approved by special resolutions.

Where matters relating to connected transactions are considered at the general meeting, the connected shareholders and their associates shall not be involved in voting, and the voting shares they represent shall not be counted in the total number of valid voting rights. The voting particulars of the non-connected persons shall be fully disclosed in the announcement on the resolution of the general meeting.

DIRECTORS AND THE BOARD**Directors**

Directors of the Company shall be natural persons. The following person may not serve as a director of the Company:

- i. a person without capacity or with limited capacity for civil conduct;
- ii. a person who has been sentenced to criminal punishment for corruption, bribery, infringement of property, misappropriation of property or for damaging the order of the socialist market economy, where less than five years have elapsed since the sentence was served, or who has been deprived of his/her political rights due to criminal offense, where less than 5 years have elapsed since the sentence was served, or where less than 2 years have elapsed since the date of expiration of the probationary period if such person is sentenced to probation;
- iii. a person who served as a director, or factory director or general manager, and who assumed personal liability for the bankruptcy liquidation of a company or enterprise, where less than 3 years have elapsed since the date of completion of the bankruptcy liquidation of such company or enterprise;
- iv. a person who served as a legal representative of a company or enterprise which had its business license revoked and was ordered to close down due to violation of law, and who assumed personal liability for such violation, where less than 3 years have elapsed since the date of the revocation of business license of such company or enterprise;
- v. a person who has a relatively large amount of debts which have fallen due but have not been settled and was listed as a dishonest person subject to enforcement by the People’s Court;

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- vi. has been subject to administrative penalties imposed by the CSRC within the most recent three years;
- vii. has been subject to public condemnation or circularized criticism three or more times by stock exchanges within the most recent three years;
- viii. a person who is banned by the CSRC from entering into the securities market for a period which has not yet expired;
- ix. having been subject to publicly recognized by the stock exchange as unsuitable to serve as a director, senior management, and so forth of a listed company for an unexpired period of time;
- x. for being suspected of committing a crime and placed on file for investigation by judicial authorities, or suspected of violating laws and regulations and placed on file for investigation by the CSRC, with no definite conclusion or opinion rendered yet;
- xi. other contents required by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed.

Directors shall be elected or replaced at a general meeting and he/she may be dismissed at a general meeting before the expiry of his/her term of office. Directors serve a term of office of 3 years for each session. A director may be re-elected and reappointed upon the expiry of his/her term of office, unless otherwise stipulated by the relevant laws, regulations and the securities regulatory rules of the place where the Company’s shares are listed.

A Director may resign before the expiration of their term. A Director’s resignation shall take effect on the date the Company receives the written resignation report, and the Company shall disclose the relevant information as soon as practicable (no later than 2 trading days). If the resignation of a Director results in the number of board members falling below the statutory minimum, the original Directors shall continue to perform their duties as Directors in accordance with laws, administrative regulations, departmental rules, and the Articles of Association until the newly elected Directors assume office.

Duties of Directors

Directors shall comply with the laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association, and bear the following duties of loyalty to the Company:

- i. not to exploit their positions to accept bribes or obtain other illegal income;
- ii. not to misappropriate the funds of the Company;
- iii. not to open any account in their own name or in any other name for the deposit of the assets or funds of the Company;

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- iv. shall not, in violation of the provisions of the articles of association, lend the company’s funds to others or provide guarantees for others with the company’s property without the consent of the shareholders’ meeting or the board of directors;
- v. shall not, in violation of the provisions of the articles of association or without the consent of the shareholders’ meeting, enter into contracts or conduct transactions with the company;
- vi. without the consent of the shareholders’ meeting, they shall not, by taking advantage of their positions, seek business opportunities that should belong to the company for themselves or others, or operate by themselves or for others the businesses of the same kind as that of the company;
- vii. not to take as their own any commission for any transaction with the Company;
- viii. not to disclose any secret of the Company without authorization;
- ix. not to use their connected relationships to harm the interests of the Company;
- x. other duties of loyalty as stipulated by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed and the Articles of Association.

The Board

The Company shall set up a board of directors, which shall be accountable to the general meeting. Directors of the Company are classified as executive directors, non-executive directors and independent non-executive directors, and the number of independent non-executive directors shall comprise at least one-third of the members of the Board and shall not be less than 3 members.

The Board exercises the following functions and powers:

- i. to convene general meetings and report on work to the general meeting;
- ii. to implement the resolutions of the general meeting;
- iii. to determine the business plans and investment plans of the Company;
- iv. to formulate the profit distribution plans and loss recovery plans of the Company;
- v. to formulate plans for increasing or decreasing the registered capital of the Company, the issuance of bonds or other securities, as well as the listing plan of the Company;
- vi. to formulate plans for major acquisitions, purchases of the company’s own shares, merger, division, dissolution or change of form of the Company;

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- vii. to decide on the setup of the internal management organization of the Company;
- viii. to appoint or dismiss the general manager of the Company, and determine their remunerations; based on the nomination of the general manager, to appoint or dismiss other senior management of the Company, and determine their remunerations;
- ix. to set the basic management systems of the Company;
- x. formulate the plan for the amendment of the company’s Articles of Association;
- xi. manage the company’s information disclosure matters;
- xii. propose to the shareholders’ meeting to hire or replace the accounting firm that audits the company;
- xiii. listen to the work report of the company’s manager and inspect the manager’s work;
- xiv. other functions and powers authorized by the laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are listed or the Articles of Association.

The Board of the Company shall establish the special committees, namely, an audit committee, a nomination committee and a remuneration committee. The special committees shall be accountable to the Board and perform their duties in accordance with the Articles of Association and the authorization from the Board. Their proposals shall be submitted to the Board for consideration and decision making. The members of each special committee shall all be directors, with reference to the laws, administrative regulations, departmental rules, and the regulatory rules of the place where the Company’s shares are listed for specific composition and qualification requirements. The Board of Directors is responsible for formulating the working rules of the special committees and regulating the operation of the special committees.

The chairman of the Board exercises the following functions and powers:

- i. to preside over general meetings, and to convene and preside over the Board meetings;
- ii. to supervise and inspect the implementation of the resolutions of the Board;
- iii. other functions and powers that the Board, in accordance with the relevant laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are listed, prudently grant to the chairman of the Board.

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Board meetings shall be classified into regular meetings and extraordinary meetings. The Board shall convene regular meetings at least 4 times a year, which shall be held approximately once each quarter and convened by the chairman of the Board. The written notice of the regular meeting shall be delivered 14 days before the date of the meeting. The chairman of the Board shall hold at least one meeting with the independent non-executive directors without the presence of other directors each year.

A Board meeting may be held only when a majority of the directors are present at the meeting. A resolution of the Board meeting must be approved with affirmative votes of a majority of all directors.

SENIOR MANAGEMENT

The Company shall have one General Manager, who shall be appointed or dismissed by the Board of Directors. The Company shall also have five Deputy General Managers, who shall be appointed or dismissed by the Board of Directors; the Deputy General Managers shall assist the General Manager in the performance of his/her duties. The General Manager, Deputy General Managers, Chief Financial Officer and Secretary of the Board of Directors of the Company shall constitute the senior management personnel of the Company.

Each term of office of the general manager is 3 years and is renewable upon re-election of the Board.

The general manager is accountable to the Board and exercises the following functions and powers:

- i. to be in charge of the production and operational management of the Company, organize the enforcement of resolutions of the Board and report to the Board on work;
- ii. to organize the implementation of the annual operation plans and investment schemes of the Company;
- iii. to formulate the structure scheme of the internal management department of the Company;
- iv. to formulate the basic management system of the company;
- v. to formulate the specific rules and regulations of the Company;
- vi. to propose to the Board the appointment or dismissal of the chief financial officer of the Company and other senior management;
- vii. to decide on the appointment or dismissal of responsible management personnel except those whose appointment or dismissal shall be determined by the Board;

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- viii. other functions and powers authorized by the securities regulatory rules of the place where the Company’s shares are listed, the Articles of Association or the Board.

AUDIT COMMITTEE

The Board of Directors shall establish an Audit Committee, which shall exercise the functions and powers of the supervisory board as stipulated under the PRC Company Law.

The Audit Committee shall consist of three (3) members. Among them, two (2) shall be Independent Directors, and the convener shall be an accounting professional selected from among the Independent Directors.

The Audit Committee shall be responsible for reviewing the Company’s financial information and its disclosure, supervising and assessing internal and external audit activities, and overseeing internal control.

The following matters shall be submitted to the Board of Directors for consideration only after receiving the approval of more than half of all members of the Audit Committee:

- (i) disclosure of financial information in financial reports and periodic reports, and reports on the evaluation of internal controls;
- (ii) engagement or dismissal of the accounting firm responsible for the Company’s audit;
- (iii) appointment or dismissal of the Company’s chief financial officer;
- (iv) changes in accounting policies or accounting estimates, or correction of material accounting errors, except where such changes result from amendments to accounting standards; and
- (v) other matters as prescribed by laws, administrative regulations, the CSRC, the securities regulatory rules of the stock exchange(s) where the Company’s shares are listed, and the Articles of Association.

Resolutions of the Audit Committee shall be adopted by a majority vote of its members.

FINANCIAL AND ACCOUNTING SYSTEM, PROFIT DISTRIBUTION AND AUDIT**Financial and Accounting System**

The Company shall establish its financial and accounting system in accordance with the laws, administrative regulations and the requirements of the relevant authorities of China. If the securities regulatory authorities of the place where the Company’s shares are listed have any other provisions, such provisions shall prevail.

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Regarding A-share periodic report disclosure, the Company shall submit and disclose its annual report to the CSRC dispatched agencies and the Shenzhen Stock Exchange within four months after the end of each fiscal year, submit and disclose its semi-annual report to the local offices of the CSRC dispatched agencies and the Shenzhen Stock Exchange within two months after the end of the first six months of each fiscal year, and submit and disclose its quarterly reports to the local offices of the CSRC dispatched agencies and the Shenzhen Stock Exchange within one month after the end of the first three months and the first nine months of each fiscal year. Regarding.

H-share periodic report disclosure, the periodic reports for the Company’s H-shares include the annual report and the interim report. The company shall disclose a preliminary announcement of its annual results within three months after the end of each fiscal year, prepare and disclose the annual report within four months after the end of each fiscal year and at least 21 days before the annual Shareholders’ Meeting, disclose a preliminary announcement of its interim results within two months after the end of the first six months of each fiscal year, and prepare and disclose the interim report within three months after the end of the first six months of each fiscal year.

The Company shall not establish any other accounting books except for the statutory ones. No assets of the Company shall be deposited in any account opened in the name of any individual.

Profit Distribution

In distributing the after-tax profit of the current year, the Company shall withdraw 10% of the profit as its statutory reserve funds. When the aggregate amount of the statutory reserve funds of the Company is more than 50% of its registered capital, further appropriations are not required.

Where the statutory reserve funds of the Company are insufficient to make up for the losses of the previous year, the profits of the current year shall be used to make up for such losses before making allocation to its statutory reserve funds in accordance with the preceding paragraph.

After withdrawing the statutory reserve funds from after-tax profit, the Company may, subject to a resolution of the general meeting, withdraw the discretionary reserve funds from after-tax profit.

After making up for the losses and making allocations to the reserve funds, any remaining after-tax profit shall be distributed by the Company to the shareholders in proportion to their respective shareholdings.

The shares of the Company held by it are not entitled to any profit distribution.

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Reserve funds of the Company shall be used for making up for the losses, business expansion for operation or registered capital replenishment of the Company. When using the reserve funds to make up for the losses of the Company, the discretionary reserve funds and the statutory reserve funds shall be used first; if the losses still cannot be made up, the capital reserve funds can be used in accordance with the requirements.

The Company must appoint one or more receiving agents in Hong Kong for its H-share shareholders. The receiving agents shall collect and hold the dividends and other amounts payable by the Company in respect of the H-shares on behalf of the relevant H-share shareholders until payment is made to such H-share shareholders. The receiving agents appointed by the Company shall meet the requirements of laws, regulations, and the securities regulatory rules of the place where the Company’s shares are listed.

Engagement of Accounting Firms

The Company shall engage an accounting firm which complies with the laws and regulations to conduct accounting statements audit, net assets verification and other relevant consultancy services, which is subject to renewal.

The appointment of any accounting firm of the Company shall be subject to the approval of the general meeting, prior to which the Board shall not appoint any accounting firm.

When a general meeting of the Company votes on the dismissal of the accounting firm, the firm shall be allowed to represent its opinions.

MERGER, DIVISION, CAPITAL INCREASE AND CAPITAL REDUCTION

In the event of a merger, the parties to the merger shall enter into a merger agreement, and prepare balance sheets and inventories of assets. The Company shall notify the creditors within 10 days from the date of the resolution to merge and publish an announcement within 30 days in accordance with the requirements. The creditors may require the Company to settle the debts or provide appropriate guarantees within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

In the event of a division, balance sheets and inventories of assets shall be prepared. The Company shall notify the creditors within 10 days from the date of the resolution to divide and publish an announcement within 30 days in accordance with the requirements.

The Company shall prepare balance sheets and inventories of assets when it needs to reduce its registered capital.

The Company shall notify the creditors within 10 days from the date of the resolution to reduce its registered capital and publish an announcement within 30 days in accordance with the requirements. The creditors may require the Company to settle the debts or provide appropriate guarantees within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

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Where a merger or division of the Company involves any changes to any registration, an application for modification of registration shall be made to the Company’s registration authority pursuant to the laws; where the Company is dissolved, the Company shall apply for cancelation of its registration in accordance with the laws; where a new company is established, the Company shall apply for registration thereof in accordance with the laws.

Where the Company increases or reduces its registered capital, an application for modification of registration shall be made to the Company’s registration authority pursuant to the laws.

Dissolution and Liquidation

In any of the following circumstances, the Company shall be dissolved:

- i. the term of business operation set out in the Articles of Association has expired or other events of dissolution specified in the Articles of Association have occurred;
- ii. a resolution for dissolution is passed at a general meeting;
- iii. dissolution is necessary due to a merger or division of the Company;
- iv. the business license is revoked, the Company is ordered to close or is eliminated according to the laws;
- v. the Company has experienced material difficulties in operation and management and the continuous operation would lead to substantial losses to the interests of its shareholders and there are no other solutions to resolve the matters. Shareholders holding 10% or more of the total voting rights of the Company may appeal to the People’s Court for dissolution of the Company.

The Company shall, within ten days of the occurrence of the reasons for dissolution as stipulated in the preceding paragraph, disclose the reasons for dissolution on the National Enterprise Credit Information Publicity System and by announcement on the website of The Stock Exchange of Hong Kong Limited (HKEX).

The liquidation committee exercises the following functions and powers during the liquidation period:

- i. to sort out the assets of the Company and prepare balance sheets and inventories of assets respectively;
- ii. to notify creditors by notice or public announcements;
- iii. to deal with and settle any outstanding businesses of the Company;
- iv. to pay outstanding taxes as well as taxes arising in the course of liquidation;
- v. to settle claims and debts;

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

- vi. to allocate the remaining assets of the Company after the repayment of debts;
- vii. to represent the Company in any civil proceedings.

The liquidation committee shall notify the creditors within 10 days from the date of its establishment and publish an announcement within 60 days in accordance with the requirements. The creditors shall declare their claims to the liquidation committee within 30 days after the receipt of the notice or within 45 days after the date of the announcement if the creditors have not received the notice.

When declaring the claims, the creditors shall specify the relevant matters about the claims and provide corresponding evidence. The liquidation committee shall register such claims.

During the period of declaration of claims, the liquidation committee shall not repay any debts to the creditors.

After sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee shall formulate a liquidation plan and present it to the general meeting or to the People’s Court for confirmation.

The remaining assets of the Company after repayment of liquidation expenses, staff wages and social insurance expenses and statutory compensation, payment of outstanding taxes, and payment of the debts of the Company shall be distributed by the Company to the shareholders in proportion to their respective shareholdings.

During the liquidation, the Company shall continue to exist but shall not commence any business activities unrelated to the liquidation. The assets of the Company shall not be distributed to the shareholders before repayment of its debts in full in accordance with the preceding paragraph.

If, after sorting out the assets of the Company and preparing balance sheets and inventories of assets, the liquidation committee discovers that the assets of the Company are insufficient to repay its debts in full, it shall apply to the People’s Court for bankruptcy in accordance with the laws.

After the People’s Court has accepted that the Company is declared bankrupt, the liquidation committee shall hand over the liquidation matters to the bankruptcy administrator designated by the People’s Court.

Upon completion of the liquidation of the Company, the liquidation committee shall prepare a liquidation report and submit to the general meeting or the People’s Court for confirmation. The liquidation committee shall submit the foregoing documents to the Company’s registration authority and apply for deregistration of the Company.

APPENDIX III**SUMMARY OF THE ARTICLES OF ASSOCIATION**

AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Company shall amend the Articles of Association in any of the following circumstances:

- i. after amendment has been made to the Company Law or relevant laws, administrative regulation or the securities regulatory rules of the place where the Company’s shares are listed, the contents of the Articles of Association are in conflict with the amended laws, administrative regulations or securities regulatory rules of the place where the Company’s shares are listed;
- ii. the changes that the Company have undergone are inconsistent with the records made in the Articles of Association;
- iii. the shareholders’ meeting has resolved to amend the Articles of Association.

Where the amendments to the Articles of Association approved by the general meetings are subject to the examination and approval by the competent authorities, such amendments shall be submitted to the competent authorities for approval. Where the amendments involve registration of the Company, the Company shall register relevant changes according to the laws.

NOTICES

The notices of the Company may be served as follows:

- i. by personal delivery;
- ii. by fax, email or post;
- iii. by telephone;
- iv. by announcement (including on the designated website and the website of the Company in accordance with the securities regulatory rules of the place where the Company’s shares are listed);
- v. by other means as specified by the securities regulatory authorities of the place where the Company’s shares are listed or the Articles of Association.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

FURTHER INFORMATION ABOUT OUR GROUP

Incorporation of our Company

Our Company was established as a joint stock company with limited liability under the laws of the PRC on June 30, 2010. In January 2015, our Company was listed on the NEEQ. On October 22, 2019, the A Shares of our Company were listed on the Shenzhen Stock Exchange (stock code: 300795). In accordance with applicable laws and regulations, our Company ceased to be listed on the NEEQ with effect from 8 October 2019.

Our registered office is located at Room 912, Building 3, No. 452, 6th Avenue, Baiyang Street, Qiantang District, Hangzhou City, PRC. Our principal place of business in Hong Kong is 46th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong. [We have been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance] and [Ms. Wong Mei Fung Carrie] will be our authorized representative 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 our principal place of business in Hong Kong as set out above.

As our Company is incorporated in the PRC, our operations are subject to the relevant laws and regulations of the PRC. A summary of our Articles of Association and relevant aspects of PRC law is set out in “Regulatory Overview” and “Summary of the Articles of Association” in Appendix III to this document.

Changes in the share capital of our Company

Save as disclosed in the section headed “History, Development and Corporate Structure — Establishment and Development of Our Company” and the below, there has been no other alteration in the share capital of our Company during the two years immediately preceding the date of this document.

Changes in the share capital of our Major Subsidiaries

We have applied to the Hong Kong Stock Exchange for, [and the Hong Kong Stock Exchange has granted us] a waiver from strict compliance with the requirements of paragraph 26 of Appendix D1A to the Listing Rules in relation to the disclosure of information relating to the changes in the share capital of any member of our Group within the two years immediately preceding the date of this document. For details, see “Waivers from Strict Compliance with the Listing Rules — Waivers and Exemption in respect of Particulars of Information of our Subsidiaries”.

A summary of the corporate information and the particulars of our Major Subsidiaries are set out in Note 18 to the Accountants’ Report in Appendix I to this document.

As of the Latest Practicable Date, there have been no alterations in the share capital of our Major Subsidiaries within the two years preceding the date of this Document.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Resolutions of our Shareholders

At the general meeting of our Company held on December 12, 2025, the following resolutions, among other things, were duly passed:

- (a) the [REDACTED] by our Company of H Shares of nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Hong Kong Stock Exchange;
- (b) the number of H Shares to be [REDACTED] before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged share capital of our Company upon completion of the [REDACTED] and granting the [REDACTED] the [REDACTED] of no more than [REDACTED]% of the above number of H Shares to be [REDACTED];
- (c) subject to the completion of the [REDACTED], the conditional adoption of the Articles of Association, which shall become effective on the [REDACTED]; and
- (d) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of H Shares on the Hong Kong Stock Exchange.

FURTHER INFORMATION ABOUT OUR BUSINESS

Summary of material contracts

The following contracts (not being contracts entered into in the ordinary course of the business carried on or intended to be carried on by our Company) were entered into by any member of our Group within the two years preceding the date of this document and is or may be material:

- (a) [the cornerstone investment agreement dated [•]]; and
- (b) the [REDACTED].

Our intellectual property rights

As of the Latest Practicable Date, our Group has registered the following intellectual property rights which were material to our Group’s business.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

Trademarks

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

NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
1		39	Our Company	Chinese Mainland	5739464	April 13, 2030
2		35	Our Company	Chinese Mainland	5739465	April 13, 2030
3		42	Our Company	Chinese Mainland	5739463	May 13, 2030
4		35	Our Company	Chinese Mainland	9189437	March 13, 2032
5		6	Our Company	Chinese Mainland	10264910	June 2, 2033
6		11	Our Company	Chinese Mainland	10264984	June 2, 2033
7		11	Our Company	Chinese Mainland	10264971	June 2, 2033
8		6	Our Company	Chinese Mainland	10264876	March 20, 2033
9		42	Our Company	Chinese Mainland	26932134	November 13, 2028
10		38	Our Company	Chinese Mainland	26913719	November 13, 2028
11		35	Our Company	Chinese Mainland	26927571	November 13, 2028
12		9	Our Company	Chinese Mainland	26920958	November 13, 2028

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APPENDIX IV STATUTORY AND GENERAL INFORMATION

NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
13	米奥兰特	39	Our Company	Chinese Mainland	30280153	February 6, 2029
14	 米奥兰特 MEORIENT 跨境电商综合服务平台 FOREIGN TRADE	39	Our Company	Chinese Mainland	30260383	February 13, 2029
15	 米奥兰特 MEORIENT 跨境电商综合服务平台 FOREIGN TRADE	42	Our Company	Chinese Mainland	30260394	February 13, 2029
16	 米奥兰特 MEORIENT 跨境电商综合服务平台 FOREIGN TRADE	36	Our Company	Chinese Mainland	30281905	February 13, 2029
17	米奥兰特	36	Our Company	Chinese Mainland	30281480	February 13, 2029
18	米奥兰特	24	Our Company	Chinese Mainland	30262702	February 13, 2029
19	米奥兰特	42	Our Company	Chinese Mainland	30280157	February 13, 2029
20	米奥兰特	38	Our Company	Chinese Mainland	30268311	March 6, 2029
21	 米奥兰特 MEORIENT 跨境电商综合服务平台 FOREIGN TRADE	38	Our Company	Chinese Mainland	30268344	March 6, 2029
22	 米奥兰特 MEORIENT 跨境电商综合服务平台 FOREIGN TRADE	9	Our Company	Chinese Mainland	30260358	May 27, 2029
23	米奥拓海	35	Our Company	Chinese Mainland	33991196	June 13, 2029
24	米奥拓海	42	Our Company	Chinese Mainland	33992227	June 13, 2029
25	米奥拓海	39	Our Company	Chinese Mainland	33997981	June 20, 2029
26	米奥拓海	36	Our Company	Chinese Mainland	34012070	June 27, 2029
27	24/7 网展贸	35	Our Company	Chinese Mainland	35058486	August 13, 2029
28	24/7 网展贸	42	Our Company	Chinese Mainland	35053687	August 13, 2029
29	24/7 网展贸	38	Our Company	Chinese Mainland	35062167	August 13, 2029
30	米奥兰特	37	Our Company	Chinese Mainland	35805347	August 27, 2029
31	米奥兰特	16	Our Company	Chinese Mainland	35801034	August 27, 2029

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APPENDIX IV STATUTORY AND GENERAL INFORMATION

NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
32	米奥兰特	45	Our Company	Chinese Mainland	35813147	August 27, 2029
33	米奥兰特	1	Our Company	Chinese Mainland	35817772	August 27, 2029
34	米奥兰特	43	Our Company	Chinese Mainland	35811803	August 27, 2029
35	米奥兰特	20	Our Company	Chinese Mainland	35805358	August 27, 2029
36		1	Our Company	Chinese Mainland	35819062	September 13, 2029
37		20	Our Company	Chinese Mainland	35800948	September 13, 2029
38		9	Our Company	Chinese Mainland	35800965	September 13, 2029
39		37	Our Company	Chinese Mainland	35796895	September 13, 2029
40		43	Our Company	Chinese Mainland	35816062	September 13, 2029
41		24	Our Company	Chinese Mainland	35807567	September 13, 2029
42		35	Our Company	Chinese Mainland	35808738	September 13, 2029
43		1	Our Company	Chinese Mainland	35808097	September 13, 2029
44		37	Our Company	Chinese Mainland	35807355	September 13, 2029
45		24	Our Company	Chinese Mainland	35805267	September 13, 2029
46		38	Our Company	Chinese Mainland	35811421	September 13, 2029
47		16	Our Company	Chinese Mainland	35802062	September 13, 2029
48		45	Our Company	Chinese Mainland	35815953	September 13, 2029

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
49		20	Our Company	Chinese Mainland	35796202	September 13, 2029
50		43	Our Company	Chinese Mainland	35813456	September 13, 2029
51		35	Our Company	Chinese Mainland	27839846	September 27, 2029
52	米奥兰特	35	Our Company	Chinese Mainland	27137717	September 27, 2029
53	米奥兰特	41	Our Company	Chinese Mainland	27137737	September 27, 2029
54		36	Our Company	Chinese Mainland	35823445	October 6, 2029
55		39	Our Company	Chinese Mainland	35823435	October 6, 2029
56		42	Our Company	Chinese Mainland	35838709	October 13, 2029
57	米奥兰特	9	Our Company	Chinese Mainland	30277087	October 13, 2029
58		41	Our Company	Chinese Mainland	35830985	October 20, 2029
59		45	Our Company	Chinese Mainland	35804631	October 20, 2029
60		16	Our Company	Chinese Mainland	35816107	October 20, 2029
61	米奥兰特	6	Our Company	Chinese Mainland	35797019	November 6, 2029
62		6	Our Company	Chinese Mainland	35806804	November 27, 2029
63		11	Our Company	Chinese Mainland	35813501	December 6, 2029
64		11	Our Company	Chinese Mainland	35800959	December 6, 2029
65	米奥兰特	11	Our Company	Chinese Mainland	35809300	December 6, 2029

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
66	 米奥兰特国际会展	6	Our Company	Chinese Mainland	35808090	February 20, 2030
67		42	Our Company	Chinese Mainland	41924995	July 13, 2030
68		9	Our Company	Chinese Mainland	41926213	July 27, 2030
69		36	Our Company	Chinese Mainland	41918582	July 27, 2030
70		35	Our Company	Chinese Mainland	41911142	July 27, 2030
71		39	Our Company	Chinese Mainland	41911126	August 6, 2030
72		41	Our Company	Chinese Mainland	41928560	August 20, 2030
73		38	Our Company	Chinese Mainland	41918578	August 20, 2030
74		35	Our Company	Chinese Mainland	45540778	January 27, 2031
75		42	Our Company	Chinese Mainland	45553425	January 27, 2031
76	网展贸通	42	Our Company	Chinese Mainland	45533967	January 27, 2031
77	网展贸通	38	Our Company	Chinese Mainland	45521724	January 27, 2031
78		38	Our Company	Chinese Mainland	45558354	January 27, 2031
79	网展贸通	9	Our Company	Chinese Mainland	45537323	February 6, 2031
80		9	Our Company	Chinese Mainland	45553817	February 6, 2031
81	 米奥兰特 跨境电商综合服务平台 FOREIGN TRADE	35	Our Company	Chinese Mainland	40717771	February 13, 2031
82	 米奥兰特 跨境电商综合服务平台 FOREIGN TRADE	41	Our Company	Chinese Mainland	30267365	February 27, 2031

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
83		35	Our Company	Chinese Mainland	30268336	February 27, 2031
84		41	Our Company	Chinese Mainland	27847248	February 27, 2031
85	MEORIENT	45	Our Company	Chinese Mainland	49196599	April 6, 2031
86	MEORIENT	42	Our Company	Chinese Mainland	49223478	April 6, 2031
87	MEORIENT	9	Our Company	Chinese Mainland	49229120	April 6, 2031
88	MEORIENT	36	Our Company	Chinese Mainland	49216384	April 6, 2031
89	网展贸通	35	Our Company	Chinese Mainland	45549063	April 6, 2031
90	MEORIENT	38	Our Company	Chinese Mainland	49208889	May 27, 2031
91		45	Our Company	Chinese Mainland	49222703	June 6, 2031
92		42	Our Company	Chinese Mainland	49214170	June 6, 2031
93	MEORIENT	41	Our Company	Chinese Mainland	49199000	June 13, 2031
94	米奥兰特	3	Our Company	Chinese Mainland	51193017	July 20, 2031
95	米奥兰特	23	Our Company	Chinese Mainland	51186047	July 20, 2031
96	米奥兰特	5	Our Company	Chinese Mainland	51193015	July 20, 2031
97	米奥兰特	31	Our Company	Chinese Mainland	51186046	July 20, 2031
98	米奥兰特	8	Our Company	Chinese Mainland	51180249	July 27, 2031
99	米奥兰特	29	Our Company	Chinese Mainland	51167648	July 27, 2031
100	米奥兰特	18	Our Company	Chinese Mainland	51167649	July 27, 2031
101	米奥兰特	2	Our Company	Chinese Mainland	51172945	July 27, 2031

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
102	米奥兰特	30	Our Company	Chinese Mainland	51167647	August 6, 2031
103	米奥兰特	4	Our Company	Chinese Mainland	51191511	August 6, 2031
104	米奥兰特	32	Our Company	Chinese Mainland	51174517	August 6, 2031
105	米奥兰特	14	Our Company	Chinese Mainland	51195997	August 6, 2031
106	米奥兰特	22	Our Company	Chinese Mainland	51187798	August 13, 2031
107	米奥兰特	27	Our Company	Chinese Mainland	51180403	August 13, 2031
108	米奥兰特	15	Our Company	Chinese Mainland	51175229	August 13, 2031
109	米奥兰特	33	Our Company	Chinese Mainland	51196743	August 13, 2031
110	米奥兰特	13	Our Company	Chinese Mainland	51180127	August 20, 2031
111	米奥兰特	44	Our Company	Chinese Mainland	51166014	August 20, 2031
112	米奥兰特	21	Our Company	Chinese Mainland	51196746	August 20, 2031
113	米奥兰特	34	Our Company	Chinese Mainland	51164408	August 20, 2031
114	米奥兰特	19	Our Company	Chinese Mainland	51186048	September 6, 2031
115	米奥兰特	17	Our Company	Chinese Mainland	51175227	September 20, 2031
116	米奥兰特	40	Our Company	Chinese Mainland	51172665	October 6, 2031
117	米奥兰特	10	Our Company	Chinese Mainland	51180128	October 6, 2031
118	米奥兰特	26	Our Company	Chinese Mainland	51172944	October 6, 2031
119	MEORIENT 米奥兰特	38	Our Company	Chinese Mainland	56659395	December 27, 2031
120	MEORIENT 米奥兰特	36	Our Company	Chinese Mainland	56655516	December 27, 2031

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
121	MEORIENT 米奥兰特	45	Our Company	Chinese Mainland	56678247	December 27, 2031
122	MEORIENT 米奥兰特	42	Our Company	Chinese Mainland	56655481	December 27, 2031
123	MEORIENT	30	Our Company	Chinese Mainland	58181563	January 27, 2032
124	MEORIENT	33	Our Company	Chinese Mainland	58181591	January 27, 2032
125	MEORIENT	39	Our Company	Chinese Mainland	58199046	January 27, 2032
126	MEORIENT	3	Our Company	Chinese Mainland	58174678	January 27, 2032
127	MEORIENT	24	Our Company	Chinese Mainland	58193028	January 27, 2032
128	MEORIENT	15	Our Company	Chinese Mainland	58185146	January 27, 2032
129	MEORIENT	29	Our Company	Chinese Mainland	58192026	January 27, 2032
130	MEORIENT	18	Our Company	Chinese Mainland	58184239	January 27, 2032
131	MEORIENT	32	Our Company	Chinese Mainland	58193074	January 27, 2032
132	MEORIENT	26	Our Company	Chinese Mainland	58192990	January 27, 2032
133	MEORIENT	40	Our Company	Chinese Mainland	58200126	January 27, 2032
134	MEORIENT	23	Our Company	Chinese Mainland	58172476	January 27, 2032
135	MEORIENT	31	Our Company	Chinese Mainland	58185082	January 27, 2032
136	MEORIENT	8	Our Company	Chinese Mainland	58175669	January 27, 2032
137	MEORIENT	25	Our Company	Chinese Mainland	58201760	January 27, 2032
138	MEORIENT	34	Our Company	Chinese Mainland	58194994	January 27, 2032
139	MEORIENT	14	Our Company	Chinese Mainland	58188381	January 27, 2032
140	MEORIENT	4	Our Company	Chinese Mainland	58182519	January 27, 2032

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
141	MEORIENT	28	Our Company	Chinese Mainland	58179374	January 27, 2032
142	MEORIENT	22	Our Company	Chinese Mainland	58185095	January 27, 2032
143	MEORIENT	27	Our Company	Chinese Mainland	58181758	February 6, 2032
144	MEORIENT	13	Our Company	Chinese Mainland	58196025	February 13, 2032
145	MEORIENT 米奥兰特	9	Our Company	Chinese Mainland	56651918	February 13, 2032
146	 数洽基	9	Our Company	Chinese Mainland	59348833	May 13, 2032
147	MEORIENT	43	Our Company	Chinese Mainland	58179362	May 13, 2032
148	MEORIENT	6	Our Company	Chinese Mainland	58176352	May 20, 2032
149	MEORIENT	5	Our Company	Chinese Mainland	58188701	May 20, 2032
150	MEORIENT 米奥兰特	41	Our Company	Chinese Mainland	56674729	June 6, 2032
151	MEORIENT 米奥兰特	35	Our Company	Chinese Mainland	56674754	January 13, 2033
152	展必赢	41	Our Company	Chinese Mainland	71021907	October 20, 2033
153		35	Our Company	Chinese Mainland	74046151	March 6, 2034
154		41	Our Company	Chinese Mainland	73115919	May 6, 2034
155		35	Our Company	Chinese Mainland	75536716	June 13, 2034
156	MBPTE	35	Our Company	Chinese Mainland	79499471	December 13, 2034
157	TINX	35	Our Company	Chinese Mainland	79506370	December 13, 2034
158	PNEEC	35	Our Company	Chinese Mainland	79506366	December 13, 2034

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
159		35	Our Company	Chinese Mainland	79507205	December 27, 2034
160	AESM	35	Our Company	Chinese Mainland	79496479	December 27, 2034
161		35	Our Company	Chinese Mainland	76699857	March 20, 2035
162		35	Our Company	Chinese Mainland	79493610	May 27, 2035
163	米奥慧记	35	Our Company	Chinese Mainland	84185370	August 27, 2035
164	米奥慧译	35	Our Company	Chinese Mainland	84180424	August 27, 2035
165	米奥慧搜	35	Our Company	Chinese Mainland	84170905	August 27, 2035
166	米奥慧看	35	Our Company	Chinese Mainland	84188425	September 6, 2035
167	米奥慧写	35	Our Company	Chinese Mainland	84183691	September 6, 2035
168	鲲拓	9	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	52334736	August 13, 2031
169	鲲拓	42	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	52311516	August 13, 2031
170	鲲拓	38	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	52318262	August 20, 2031
171	数智盈	9	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53322019	September 6, 2031
172	数智盈	38	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53348618	September 6, 2031
173	数智盈	42	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53343036	September 6, 2031
174	数智盈	35	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53355424	September 6, 2031
175	贸查查	38	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53348303	September 13, 2031
176	贸查查	42	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53342603	September 13, 2031

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
177	贸查查	9	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53350059	September 13, 2031
178	小鲲探客	38	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53343385	September 13, 2031
179	贸查查	35	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53339412	September 13, 2031
180	小鲲探客	35	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53328779	September 20, 2031
181	小鲲看客	35	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	54816939	October 13, 2031
182	小鲲看客	42	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	54824541	October 13, 2031
183	小鲲看客	9	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	54836721	October 20, 2031
184	小鲲看客	38	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	54831936	October 20, 2031
185	鲲拓	35	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	52352841	October 20, 2031
186	小鲲探客	42	Hangzhou Shukun Technology Co., Ltd.	Chinese Mainland	53329141	December 20, 2031
187		35	Chinatex Advertising and Beijing Weizhan Chuangxiang Technology Co., Ltd.	Chinese Mainland	16656193	May 27, 2026
188	时尚大巴	35	Chinatex Advertising and Beijing Weizhan Chuangxiang Technology Co., Ltd.	Chinese Mainland	16656271	May 27, 2026
189	创教展	41	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	43231006	September 20, 2030
190	创教展	35	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	43223285	September 20, 2030
191		35	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	43211018	November 6, 2030
192		41	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	43226681	November 27, 2030

THIS DOCUMENT IS IN DRAFT FORM, INCOMPLETE AND SUBJECT TO CHANGE AND THAT THE INFORMATION MUST BE READ IN CONJUNCTION WITH THE SECTION HEADED “WARNING” ON THE COVER OF THIS DOCUMENT.

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NO.	Trademark	Class	Registrant	Place of registration	Registration number	Expiration date
193		41	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	75933117	June 20, 2034
194		35	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	75946005	June 20, 2034
195		41	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	75933119	June 27, 2034
196		35	Shenzhen Huaifu Exhibition Services Co., Ltd.	Chinese Mainland	75934467	July 6, 2034

As of the Latest Practicable Date, we had applied for the registration of the following trademark which we consider to be material in relation to our business:

NO.	Trademark	Class	Applicant	Place of application	Application Number	Application date
1		9, 35, 38, 41	Our Company	Hong Kong	307059907	October 15, 2025

Patents

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

No.	Patent	Patent owner	Patent number	Patent type	Application date
1	Information Processing Method and Device for Foreign Trade Matchmaking Scenarios (基於外貿撮合場景的信息處理方法及設備)	Meorient Network	ZL201910088744.6	Invention	January 30, 2019
2	A Transaction Method and Device Based on Foreign Trade Matchmaking Scenarios (一種基於外貿撮合場景的交易方法及設備)	Meorient Network	ZL201910088725.3	Invention	January 30, 2019
3	A Matching Processing Method and Apparatus Based on Multimodal Data (一種基於多模式數據的匹配處理方法及裝置)	Meorient Network	ZL202011075872.6	Invention	October 10, 2020
4	A Data Matching-Based Communication Establishment Method and Apparatus (一種基於數據匹配的通信建立方法及裝置)	Meorient Network	ZL202011075873.0	Invention	October 10, 2020

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No.	Patent	Patent owner	Patent number	Patent type	Application date
5	Online Roadshow Methods, Devices, Electronic Equipment, and Storage Media (線上路演方法、裝置、電子設備及存儲介質)	Meorient Network	ZL202111499096.7	Invention	December 9, 2021
6	Data Processing Methods and Storage Media for Online and Offline Exhibition Integration (線上展會與線下展會聯動的數據處理方法及存儲介質)	Meorient Network	ZL202310446733.7	Invention	April 24, 2023
7	Exhibition Service Method and System Based on Potential Buyer Analysis Model (基於潛在買家分析模型的展會服務方法及系統)	Meorient Network	ZL202311812874.2	Invention	December 26, 2023
8	An Intelligent Procurement Q&A Management Method and System Based on Large Language Models (一種基於大語言模型的智能採購問答管理方法和系統)	Meorient Network	ZL202510286293.2	Invention	March 12, 2025
9	Business Data Intelligence Management Method, Apparatus, Electronic Device, and Storage Medium (商業數據智能管理方法、裝置、電子設備及存儲介質)	Hangzhou Shukun Technology Co., Ltd.	ZL202111501500.X	Invention	December 9, 2021

Software copyrights

As of the Latest Practicable Date, the Group had registered the following software copyrights which we consider to be material in relation to our business:

No.	Name of Software	Place of Registration	Registered Owner	Registration Date
1	Meo Lecture Hall H5 Edition System (米奧大講堂H5版系統)	Chinese Mainland	Our Company	October 22, 2019
2	China Homelife Expo (Android) Software (China Homelife Expo (Android) 軟件)	Chinese Mainland	Our Company	October 22, 2019
3	China Homelife Expo (iOS) Software (China Homelife Expo (iOS) 軟件)	Chinese Mainland	Our Company	October 22, 2019
4	Meo Exploration H5 Edition System (米奧探索H5版系統)	Chinese Mainland	Our Company	October 21, 2019
5	Meo Exploration System (米奧探索系統)	Chinese Mainland	Our Company	July 1, 2019
6	Meo Lean Operations Platform (米奧精益運營平台)	Chinese Mainland	Our Company	June 28, 2019
7	Meo Lecture Series System (米奧大講堂系統)	Chinese Mainland	Our Company	June 28, 2019
8	Meo Data Factory Platform (米奧數據工廠平台)	Chinese Mainland	Our Company	June 28, 2019

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No.	Name of Software	Place of Registration	Registered Owner	Registration Date
9	Exhibition Site Operations Management System (Server Edition) (展會現場運營管理系統 (服務器版))	Chinese Mainland	Our Company	August 31, 2018
10	Exhibition Site Operations Management System — On-Site Check-In/Check-Out PDA Software (Android Version) (展會現場運營管理系統 — 現場簽到、簽退PDA軟件 (Android版))	Chinese Mainland	Our Company	August 31, 2018
11	Zhejiang Meorient CRM Customer Management System (浙江米奧蘭特CRM客戶管理系統)	Chinese Mainland	Our Company	August 31, 2018
12	Exhibition Site Operations Management System — On-Site Badge Printing PDA Software (Android Edition) (展會現場運營管理系統 — 現場展證打印PDA軟件 (Android版))	Chinese Mainland	Our Company	August 31, 2018
13	Exhibition Site Operations Management System — Buyer On-Site Registration App (iOS Version) (展會現場運營管理系統 — 買家現場註冊App軟件 (IOS版))	Chinese Mainland	Our Company	August 31, 2018
14	Zhejiang Meorient Exhibitor On-Site Operations System (浙江米奧蘭特展商現場運營系統)	Chinese Mainland	Our Company	August 31, 2018
15	Meorient Exhibition O2O Online Trade Fair App (Android Version) Software (米奧蘭特展會O2O之網展貿APP (Android版) 軟件)	Chinese Mainland	Our Company	April 23, 2018
16	Meorient Exhibition O2O ChinaHomelife App (iOS Version) Software (米奧蘭特展會O2O之ChinaHomelife APP (IOS版) 軟件)	Chinese Mainland	Our Company	April 23, 2018
17	Meorient Exhibition O2O ChinaHomelife App (Android Version) Software (米奧蘭特展會O2O之ChinaHomelife APP (Android版) 軟件)	Chinese Mainland	Our Company	April 23, 2018
18	MioLante Exhibition O2O Online Trade Fair App (iOS Version) Software (米奧蘭特展會O2O之網展貿APP (IOS版) 軟件)	Chinese Mainland	Our Company	April 23, 2018

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No.	Name of Software	Place of Registration	Registered Owner	Registration Date
19	Meorient Exhibition O2O Platform System (米奧蘭特展會O2O平台系統)	Chinese Mainland	Our Company	April 20, 2018
20	AI Wisdom Exhibition App (Android Version) Software (AI慧展APP(android版)軟件)	Chinese Mainland	Our Company	April 1, 2025
21	Meo AI Intelligent Customer Service System (米奧AI智能客服系統)	Chinese Mainland	Meorient Network	May 23, 2025
22	Meorient RFQ Open Marketplace Platform (米奧蘭特RFQ公開市場平台)	Chinese Mainland	Meorient Network	April 24, 2025
23	Meorient Data Circle Selection Platform (米奧蘭特數據圈選平台)	Chinese Mainland	Meorient Network	April 23, 2025
24	Meo Industrial Machinery B2B Platform (米奧工業機械B2B平台)	Chinese Mainland	Meorient Network	April 23, 2025
25	Online Exhibition Trade Buyer Packaging Platform (網展貿買家包裝平台)	Chinese Mainland	Meorient Network	October 24, 2024
26	Exhibitor Guide Service Platform (參展指南服務平台)	Chinese Mainland	Meorient Network	October 22, 2024
27	Work Order Service Management Platform App (工單服務管理平台APP)	Chinese Mainland	Meorient Network	August 7, 2024
28	Work Order Service Management Platform (工單服務管理平台)	Chinese Mainland	Meorient Network	August 6, 2024
29	Work Order Service Client Management Software (工單服務客戶端管理軟件)	Chinese Mainland	Meorient Network	August 6, 2024
30	WebExpo Trade Logistics Service Progress Management Platform (網展貿物流服務進度管理平台)	Chinese Mainland	Meorient Network	June 28, 2024
31	Meorient Exhibition On-Site Buyer and Exhibitor Management System (米奧蘭特展會現場買家及展商運營系統)	Chinese Mainland	Meorient Network	August 16, 2023
32	Meorient Exhibition Site Management System (米奧蘭特展會現場管理系統)	Chinese Mainland	Meorient Network	August 16, 2023
33	Overseas Field Promotion Staff App (海外地推人員APP)	Chinese Mainland	Meorient Network	August 14, 2023
34	MeoCopilot Software (米奧外貿助手MeoCopilot軟件)	Chinese Mainland	Meorient Network	August 14, 2023
35	Meorient Buyer Data Self-Selection and Self-Pickup Invitation System (米奧蘭特買家數據自選自提邀約系統)	Chinese Mainland	Meorient Network	August 14, 2023
36	Meorient Exhibition On-Site Consultation System (米奧蘭特展會現場諮詢系統)	Chinese Mainland	Meorient Network	January 31, 2023

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No.	Name of Software	Place of Registration	Registered Owner	Registration Date
37	Meorient Dual-Line Exhibition On-Site Translation Dispatch System (米奧蘭特雙線展現場翻譯派單系統)	Chinese Mainland	Meorient Network	January 31, 2023
38	Meorient Dual-Line Exhibition Digital Lounge Integrated Control Platform (米奧蘭特雙線展數字會客廳集成控制平台)	Chinese Mainland	Meorient Network	January 31, 2023
39	Meorient Operations Platform (米奧蘭特運營平台)	Chinese Mainland	Meorient Network	June 9, 2022
40	Meorient Dual-Line Exhibition Digital Reception Management System (米奧蘭特雙線展數字會客廳管理系統)	Chinese Mainland	Meorient Network	June 9, 2022
41	Meorient Website Builder System (米奧蘭特建站通系統)	Chinese Mainland	Meorient Network	June 6, 2022
42	Meorient Customer Business Full-Path Monitoring System (米奧蘭特客戶業務全鏈路監控系統)	Chinese Mainland	Meorient Network	December 6, 2021
43	Meorient Digital Business Negotiation Real-Time Display Large Screen System (米奧蘭特數字商洽實時展示大屏系統)	Chinese Mainland	Meorient Network	December 3, 2021
44	Meorient Digital Business Negotiation Marketplace System (米奧蘭特數字商洽集市系統)	Chinese Mainland	Meorient Network	December 3, 2021
45	Global Multilingual Intelligent Translation System (全球多語種智能引擎翻譯系統)	Chinese Mainland	Meorient Network	November 15, 2021
46	Meorient O2O Product Search Engine System (米奧蘭特O2O商品搜索引擎系統)	Chinese Mainland	Meorient Network	November 12, 2021
47	Meorient Inquiry Promotion Landing Page Builder System (米奧蘭特詢盤推廣落地頁搭建系統)	Chinese Mainland	Meorient Network	November 12, 2021
48	Meorient Digital Exhibition Backend Support System (米奧蘭特數字展後台支撐系統)	Chinese Mainland	Meorient Network	March 2, 2021
49	Meorient Digital Business Negotiation Integrated Management Platform (米奧蘭特數字商洽綜合管理平台)	Chinese Mainland	Meorient Network	March 1, 2021
50	Meorient City Digital Foreign Trade Comprehensive Service Platform (米奧蘭特城市數字外貿綜合服務平台)	Chinese Mainland	Meorient Network	March 1, 2021
51	Meorient Online Foreign Trade Learning Platform (米奧蘭特外貿在線學習平台)	Chinese Mainland	Meorient Network	February 26, 2021

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No.	Name of Software	Place of Registration	Registered Owner	Registration Date
52	Meorient Digital Exhibition Pre-Event Business Matching System (米奧蘭特數字展售前商機匹配系統)	Chinese Mainland	Meorient Network	February 26, 2021
53	Meorient Digital Exhibition Dynamic Data Display System (米奧蘭特數字展動態數據大屏系統)	Chinese Mainland	Meorient Network	February 26, 2021
54	Meorient Digital Exhibition Platform Online Data Matching Management System (米奧蘭特數字展覽平台在線數據撮合管理系統)	Chinese Mainland	Meorient Network	October 9, 2020
55	NetExpo Max Digital Exhibition Online Digital Live Streaming Platform System (網展貿Max數字展覽在線數字直播平台系統)	Chinese Mainland	Meorient Network	October 9, 2020
56	Meorient NetExpo Max Digital Exhibition Platform Software (米奧蘭特網展貿Max數字展覽平台軟件)	Chinese Mainland	Meorient Network	October 9, 2020
57	NetExpo Mobile APP (Android Version) Software (網展貿移動APP (Android版) 軟件)	Chinese Mainland	Meorient Network	October 9, 2020
58	NetExpo Mobile APP (IOS Version) Software (網展貿移動APP (IOS版) 軟件)	Chinese Mainland	Meorient Network	October 9, 2020
59	NetExpo Max Digital Exhibition Online Video Conferencing System (網展貿Max數字展覽在線視頻會議系統)	Chinese Mainland	Meorient Network	October 9, 2020
60	AI Wisdom Exhibition Platform (AI 慧展平台)	Chinese Mainland	Huizhan Elf	July 4, 2025
61	AI Wisdom Exhibition App (iOS Version) Software (AI慧展APP (ios版) 軟件)	Chinese Mainland	Huizhan Elf	July 3, 2025
62	AI Wisdom Exhibition App (Android Version) Software (AI慧展APP (android版) 軟件)	Chinese Mainland	Huizhan Elf	July 2, 2025
63	Shukun CDP Buyer Data Analysis Management Platform (數鯤CDP買家數據分析管理平台)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	January 31, 2023
64	Shukun Bill of Lading Buyer Data Completion System (數鯤提單買家數據補全系統)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	January 31, 2023
65	Shukun Global Buyer Rapid Search Software (數鯤全域買家快速搜索軟件)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	January 31, 2023

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No.	Name of Software	Place of Registration	Registered Owner	Registration Date
66	Digital Foreign Trade Operations Monitoring Dashboard System (數字化外貿運營監測大屏系統)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	January 6, 2022
67	DATATHINK Automotive Parts Specialized Platform Software (DATATHINK 汽摩配專題平台軟件)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	January 6, 2022
68	DATATHINK Equity Management System (DATATHINK 權益管理系統)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	November 12, 2021
69	DATATHINK Customs Trade Intelligence System Platform (DATATHINK 探客海關貿易情報系統平台)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	November 12, 2021
70	Industry Report Personalized Intelligent Customization System Platform (行業報告個性化智能定制系統平台)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	July 8, 2021
71	DATATHINK Enterprise Specialized System Platform (DATATHINK 探客企業專題系統平台)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	July 8, 2021
72	Industry Specific Platform for Rapid Buyer Identification (行業站快速鎖定買家系統平台)	Chinese Mainland	Hangzhou Shukun Technology Co., Ltd.	July 8, 2021

Domain name

As of the Latest Practicable Date, we had registered the following domain name which we consider to be material in relation to our business:

No.	Domain name	Domain owner
1	kazakhstanhomelife.com	Our Company
2	brazilmachinex.com	Our Company
3	me360.net	Our Company
4	jordanhomelife.com.cn	Our Company
5	me360.com	Our Company
6	moxigezhan.com	Our Company
7	baxizhan.com	Our Company
8	hasakezhan.com	Our Company
9	yuedanzhan.com	Our Company
10	tuerqizhan.com	Our Company
11	ydzhan.com	Our Company
12	aizizhan.com	Our Company

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No.	Domain name	Domain owner
13	bolanzhanhui.com	Our Company
14	nanfeizhan.com	Our Company
15	dubaihomelife.com.cn	Our Company
16	chinahomelife247.cn	Our Company
17	tradechina.com	Our Company
18	yilangzhan.com	Our Company
19	miaohuizhan.com	Our Company
20	dibaizhan.com	Our Company
21	miaohuizhan.com	Our Company
22	africahomelife.com.cn	Our Company
23	kazakhstanmachinex.com	Our Company
24	iranhomelife.com.cn	Our Company
25	mexicohomelife.com.cn	Our Company
26	turkeyhomelife.com.cn	Our Company
27	polandhomelife.com.cn	Our Company
28	kenyahomelife.com.cn	Our Company
29	jordanmachinex.com	Our Company
30	indiahomelife.com.cn	Our Company
31	chinahomelife.com.cn	Our Company
32	egypthomelife.com.cn	Our Company
33	indiamachinex.com	Our Company
34	brazilhomelife.com.cn	Our Company
35	nigeriahomelife.com.cn	Our Company
36	chinamachinex.com	Our Company
37	meorient.com	Our Company
38	defuexpo.com	Our Company
39	aesmexpo.com	Our Company
40	expobde.com	Our Company
41	globalmachinex.com	Our Company
42	homelifexpo.com	Our Company
43	ieasexpo.com	Our Company
44	abcmexpo.com	Our Company
45	globaltextileexpo.com	Our Company
46	builddecoexpo.com	Our Company
47	pneec.com	Our Company
48	cncice.com	Our Company
49	wangzhanmao.com	Our Company
50	gdtexpo.com	Our Company
51	globalpetfair.com	Meorient Network
52	asiaeduexpo.com	Meorient Network
53	worlddidacasia.cn	Meorient Network
54	globalindustrial247.com	Meorient Network
55	ceetshow.com	Shenzhen Huafu Exhibition Services Co., Ltd.

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No.	Domain name	Domain owner
56	texexpo.com	Chinatex Advertising
57	datathink.com	Hangzhou Shukun Technology Co., Ltd.

Save as aforesaid, as of the Latest Practicable Date, there were no other trademarks, patents or other intellectual or industrial property rights which we consider to be material in relation to our business.

FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Disclosure of interests

Interests of our Directors and chief executive

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]), the interests or short positions of our Directors and chief executive in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of [REDACTED] as set out in Appendix C3 to the Listing Rules, to be notified to our Company and the Stock Exchange, once the H Shares are [REDACTED], are set out below:

Interest in our Company

Name of Director or chief executive	Nature of interest	Number and class of Shares or underlying Shares held ⁽¹⁾	Approximate percentage of shareholding in the A Shares immediately after completion of the [REDACTED] ⁽²⁾	Approximate percentage of shareholding in the total Share capital immediately after completion of the [REDACTED] ⁽²⁾	Approximate percentage of voting rights in our Company immediately after completion of the [REDACTED] ⁽³⁾
Mr. Fang	Beneficial owner	68,834,176 A Shares	[REDACTED]%	[REDACTED]%	[REDACTED]%
Mr. Pan	Beneficial owner	68,478,207 A Shares	[REDACTED]%	[REDACTED]%	[REDACTED]%
Mr. Yao Zongxian	Beneficial owner	27,744,755 A Shares	[REDACTED]%	[REDACTED]%	[REDACTED]%

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Notes:

1. All interests stated are long positions in the Shares.
2. The calculation is based on the total number of [REDACTED] A Shares and [REDACTED] H Shares in issue immediately after completion of the [REDACTED] assuming that the [REDACTED] is not exercised.
3. The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED] excluding the treasury shares and without taking into account any [REDACTED] which may be [REDACTED] pursuant to the exercise of the [REDACTED].

Interest in our associated corporations

So far as our Directors are aware, immediately following the completion of the [REDACTED], no Directors or the chief executive will, directly or indirectly, be interested in the shares or underlying shares of the associated corporations of our Company.

Interests of substantial shareholders in members of our Group

Interest in our Company

Save as disclosed in the section headed “Substantial Shareholders” in this document, immediately following the completion of the [REDACTED] and without taking into account any Shares which may be issued pursuant to the exercise of the [REDACTED], our Directors are not aware of any other person (other than a Director or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares 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, or are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

Interest in our subsidiaries

So far as the Directors are aware, the following persons (other than our Company, and any subsidiaries of our Group) are entitled to exercise, or control the exercise of, 10% or more of voting power at the general meetings of other members of our Group:

Name of the subsidiary	Name of the shareholder	Percentage of interest in the subsidiary
Meorient (Beijing) International Exhibition Co., Ltd. (北京米奧蘭特國際會展有限公司)	China Huayang Economic and Trade Group Co., Ltd. (中國華陽經貿集團有限公司)	35%
Chinatex Advertising	Chinatex Corporation	26%

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Name of the subsidiary	Name of the shareholder	Percentage of interest in the subsidiary
Shenzhen Huaifu Exhibition Services Co., Ltd. (深圳華富展覽服務有限公司)	Wen Yi (文熠) Cao Xiangjun (曹祥軍)	24.75% 19.85%
Hangzhou Shangyuan Electronic Technology Co., Ltd. (杭州尚源電子科技有限公司)	Shenzhen Waimaoxia Technology Co., Ltd. (深圳市歪貓俠科技有限公司)	49%
Jiaxing Guanping Enterprise Management Partnership (Limited Partnership) (嘉興觀平企業管理合夥企業 (有限合夥))	Bai Zhouhua (柏周華) Huang Yuchen (黃雨晨) Tu Yuqi (屠玉奇) Guan Lina (關麗娜) Cheng Yijun (程奕俊) Gu Zhixin (谷志新)	13.33% 13.33% 13.33% 11.67% 10.00% 10.00%
Fan-ao (Ningbo) Supply Chain Management Co., Ltd. (泛奧(寧波)供應鏈管理有限公司)	Panex WD International Limited	49%

Directors’ service contracts and letters of appointment

We have entered into a service contract or appointment letter with each of our Directors. The principal particulars of these service contracts and appointment letters comprise (a) the term of the service, (b) termination provisions, and (c) dispute resolution provision. The service contracts and appointment letters 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 our Directors or have entered, or have proposed to enter, a service contract with any member of our Group (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

Directors’ remuneration

The aggregate remuneration (including fees, salaries, wages, share-based compensation, contributions to pension plans, benefits-in-kind and discretionary bonuses) for our Directors for the years ended December 31, 2022, 2023 and 2024 were approximately RMB2.4 million, RMB3.2 million and RMB2.3 million, respectively.

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Based on the current arrangements in force as of the Latest Practicable Date, it is estimated that the total remuneration for our Directors (including independent non-executive Directors) for the year ending 31 December 2025 will be approximately RMB2.3 million. The actual total remuneration of Directors for the year ending 31 December 2025 may be different from the expected remuneration as the discretionary bonuses will be determined based on the results of our Company for the year ending 31 December 2025.

Save as disclosed above, no other payments have been made or are payable in respect of the years ended 31 December 2022, 2023 and 2024 and the six months ended June 30, 2025 by any member of our Group to any of our Directors.

Disclaimers

- (i) save as disclosed in this section, none of our Directors or our chief executive has any interest or short position 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) which will have to be notified to us and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to us and the Stock Exchange pursuant to Model Code for Securities Transactions by Directors of Listed Issuers once the H Shares are [REDACTED] on the Stock Exchange;
- (ii) save as disclosed in the section headed “Substantial Shareholders”, none of our Directors is aware of any person (not being a Director or chief executive of our Company) who will, immediately following the completion of the [REDACTED] (without taking into account any H Shares which may be allotted and issued pursuant to the exercise of the [REDACTED]), 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 who is interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group;
- (iii) none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders who own more than 5% of the number of issued shares of our Company have any interests in the five largest customers or the five largest suppliers of our Group for each year/period during the Track Record Period; and
- (iv) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole. None of our Directors or any of the parties listed in “Other Information — Qualifications and Consent of Experts” of this Appendix is:
 - i. interested in our promotion, or in any assets which have been, within two years immediately preceding the date of this document, acquired or disposed of by or leased to us, or are proposed to be acquired or disposed of by or leased to any member of our Group; or

APPENDIX IV

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- ii. materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to our business.

2024 RESTRICTED SHARE INCENTIVE PLAN

We adopted the 2024 Restricted Share Incentive Plan by the then shareholders’ meeting on June 19, 2024, which was still in effect as of the Latest Practicable Date. The terms of 2024 Restricted Share Incentive Plan do not involve any grant of Share Incentives by our Company after the [REDACTED] and are not subject to the provisions of Chapter 17 of the Listing Rules. The terms of the 2024 Restricted Share Incentive Plan are summarized below.

Purposes

The purposes of the 2024 Restricted Share Incentive Plan are to further establish and improve our long-term incentive mechanism, attract and retain outstanding talents, and fully motivate their enthusiasm and innovation to enhance cohesion and core competitiveness of our Company. The 2024 Restricted Share Incentive Plan is implemented to align the interests of our Shareholders, our Company and our core team members, which is beneficial to the sustainable development of our Group and ensures the realization of our development strategy and business objectives.

Type of Share Incentives

The Share Incentives are granted in the form of type II restricted shares, which, pursuant to the Listing Rules of the ChiNext Board of the Shenzhen Stock Exchange (深圳證券交易所創業板股票上市規則), refer to shares of a relevant company that are granted to participants who satisfy the eligibility criteria under an equity incentive plan which are acquired and registered by the participants in installments upon the fulfilment of the relevant vesting conditions.

Administration

The shareholders’ general meeting shall be the authority responsible for the consideration and approval of the implementation, amendment and termination of the 2024 Restricted Share Incentive Plan. Within the scope of its authority, the shareholders’ general meeting may delegate to the Board certain matters in connection with the 2024 Restricted Share Incentive Plan. The Board shall act as the executive and administrative body of the 2024 Restricted Share Incentive Plan and shall be responsible for its overall implementation. The Remuneration and Evaluation Committee shall be responsible for formulating and amending the 2024 Restricted Share Incentive Plan and submitting the same to the Board for consideration. Upon approval by the Board, the 2024 Restricted Share Incentive Plan shall be submitted to the shareholders’ general meeting for consideration and approval.

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Participants

Participants under the 2024 Restricted Share Incentive Plan include senior management members and core technical and business employees of our Group, but do not include (i) Directors, (ii) supervisors, and (iii) Shareholders who, individually or in aggregate, holding 5% or more of the Shares of our Company, or actual controller(s) and their respective spouse, parents and children.

Source of Shares

The source of the underlying A Shares of the 2024 Restricted Share Incentive Plan shall be A Shares of the Company repurchased from the secondary market or new A Shares to be issued by our Company.

Total number of the Shares

The number of A Shares under the 2024 Restricted Share Incentive Plan shall not exceed 3,533,820 A Shares, accounting for 1.54% of the total share capital of the Company on the date of publication of the 2024 Restricted Share Incentive Plan. The maximum number of A Shares underlying to the Share Incentives granted to any individual grantee under the 2024 Restricted Share Incentive Plan shall not exceed 1% of the total share capital of the Company.

Date of grant and term of the plan

The grant date of Share Incentives shall be determined by the Board after the approval of the 2024 Restricted Share Incentive Plan by the Shareholders at a general meeting. Unless otherwise stipulated by laws and regulations, the grant date must be a trading day of the Shenzhen Stock Exchange. The grant of Share Incentives is subject to the approval of the Board and shall be announced within 60 days after the approval of the 2024 Restricted Share Incentive Plan at a general meeting.

The term of the 2024 Restricted Share Incentive Plan shall commence from the date of the grant of Share Incentives under the plan and continue until the Share Incentives are fully vested or lapsed, whichever is earlier. This term shall not exceed 60 months.

Conditions to the grant of Share Incentives

Share Incentives will only be granted to eligible participants if the following conditions are fulfilled:

- (i) With respect to our Company, none of the following circumstances having occurred:
 - (a) an audit report with an adverse opinion or a qualified opinion has been issued by the certified public accountant with respect to our accountant’s report for the most recent financial year;

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- (b) an audit report with an adverse opinion or a qualified opinion has been issued by the certified public accountant with respect to the internal control report contained in accountant’s report for the most recent financial year;
 - (c) our Company has failed to distributed profits in accordance with the laws and regulations, our Articles of Association or our public commitment within the last 36 months after its listing on the Shenzhen Stock Exchange;
 - (d) the prohibition of the implementation of any share incentive plan is prohibited under applicable laws and regulations; or
 - (e) any other circumstances determined by the CSRC.
- (ii) With respect to a grantee, none of the following circumstances having occurred:
- (a) he or she has been regarded as an inappropriate participant by a stock exchange within the last 12 months;
 - (b) he or she has been regarded as an inappropriate participant by the CSRC or its local office within the last 12 months;
 - (c) he or she has been punished or prohibited from entering into the securities market by the CSRC or its local office due to material non-compliance of laws and regulations within the last 12 months;
 - (d) he or she is not qualified to serve as a director or senior management according to the PRC Company Law;
 - (e) he or she is prohibited from participating in any share incentive plans of listed companies according to applicable laws and regulations; or
 - (f) any other circumstances determined by the CSRC.

Lock-up arrangement

The lock-up arrangement under the 2024 Restricted Share Incentive Plan is determined according to the Articles of Association and applicable PRC laws and regulations:

- (i) if the grantee is a Director or a senior management of our Company, the Shares to be transferred each year during his or her tenure shall not exceed 25% of the total Shares he or she holds. No Shares held by such Director or senior management may be transferred within six months after termination of his or her employment;
- (ii) if the grantee is a Director or senior management of our Company, income gained through sale of Shares of our Company within six months or the purchase or repurchase of Shares of our Company within six months of the sale, shall belong to our Company and be reclaimed by the Board; and

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- (iii) if there is any change in the applicable laws and regulations or the relevant provisions of the Articles of Association on the foregoing lock-up requirements within the term of the plan, the grantee shall comply with the amended laws and regulations and the Articles of Association.

Any Incentive Share granted to the grantee shall, prior to vesting, not be transferable, pledgeable or chargeable, nor be used for the satisfaction or discharge of any indebtedness.

Vesting of Share Incentives

The Share Incentives will be vested or exercised when (i) the conditions set out under paragraph 8 above are fulfilled; and (ii) the performance targets of our Company and the grantees as set out under the 2024 Restricted Share Incentive Plan are achieved. Under the first grant of the plan, the granted Share Incentives will be vested in three tranches of 40%, 30% and 30% during the respective 12-month periods between the first trading date after the 12 months from the date of grant and the last trading day within the 48 months of the date of grant. Under the reserved portion of the plan, the granted Share Incentives will be vested in two equal tranches of 50% each during the respective 12-month periods between the first trading date after the 12 months from the date of grant and the last trading day within the 36 months of the date of grant.

During the relevant vesting period, any tranche of restricted shares that fails to vest, or cannot vest due to failure to meet the applicable vesting conditions, shall not vest and shall be forfeited.

Any shares acquired as a result of capitalization of capital reserves, stock dividends or share split in relation to the unvested Share Incentives granted to the participants shall be subject to the same vesting conditions, and shall not be sold in the secondary market or otherwise transferred prior to vesting. If the Share Incentives fail to vest, any such shares acquired for the foregoing reasons shall likewise not vest.

Grant price

The grant price of each Share Incentives shall not be lower than the nominal value of each A Share and shall not be lower than the higher of (i) 50% of the average trading price of A Shares on the trading day immediately preceding the announcement of the 2024 Restricted Share Incentive Plan; and (ii) 50% of the average trading price of A Shares during the 20 trading days immediately preceding the announcement of the 2024 Restricted Share Incentive Plan.

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Adjustment

Subject to the other terms and conditions contained in the 2024 Restricted Share Incentive Plan, the number and/or grant price of granted Share Incentives may be adjusted upon the occurrence of certain events from the date of the announcement of the 2024 Restricted Share Incentive Plan to the completion of relevant vesting by the grantee. These events include, as the case may be, (i) capitalization of reserves, (ii) distribution of stock dividends, (iii) distribution of cash dividends, (iv) share subdivision, and (v) share issuance or share consolidation.

Outstanding Share Incentives

As of the Latest Practicable Date, the number of the outstanding Share Incentives granted under the 2024 Restricted Share Incentive Plan was 2,863,291, representing approximately [REDACTED]% of the issued Shares immediately following the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED]). Assuming all outstanding Share Incentives granted under the 2024 Restricted Share Incentive Plan are fully vested by issue of A Shares, instead of repurchase of A Shares from the secondary market, and the [REDACTED] is not exercised and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED], the issued and outstanding Shares held by Shareholders following the [REDACTED] will be diluted by approximately [REDACTED]%, and such issue of A Shares will have anti-dilutive effect on the earning per Share.

The following table sets forth the details of outstanding Share Incentives granted to all grantees (including senior management members and employees of our Group) under the 2024 Restricted Share Incentive Plan as of the Latest Practicable Date.

Name of Grantee	Position in our Group	Date of grant	Number of outstanding Share Incentives	Grant Price ⁽³⁾ (per Share) (RMB)	Approximate % of the issued Shares immediately after the [REDACTED] ⁽¹⁾
<i>Senior management members</i>					
Mr. BINU SOMANATHAN PILLAI	Chief operating officer and deputy general manager	June 19, 2024	131,040	7.66	[REDACTED]
Mr. Zheng Wei	Deputy general manager	June 19, 2024	131,040	7.66	[REDACTED]
Mr. Liu Fengyi	Deputy general manager	June 19, 2024	109,200	7.66	[REDACTED]
Mr. Zheng Min	Deputy general manager and the deputy general manager of human resources	June 19, 2024	78,000	7.66	[REDACTED]
Mr. Deng Meng	Chief digital strategy officer and deputy general manager	June 19, 2024/ May 19, 2025	143,000	7.66	[REDACTED]
<i>Connected Persons</i>					
Other connected persons ⁽⁴⁾					
	Core employees	June 19, 2024	70,200	7.66	[REDACTED]
		June 19, 2024	10,920	7.66	[REDACTED]
<i>Other grantees</i>					
Employee ⁽²⁾					
	Core employees	June 19, 2024/ May 19, 2025	2,189,891	7.66	[REDACTED]
Total			2,863,291		[REDACTED]

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Notes:

- (1) Assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) No employee grantees have been granted Share Incentives in excess of 1% of the issued Shares of our Company immediately after the [REDACTED] on a standalone basis.
- (3) The grant price per Share was RMB10.61 at the first grant on June 19, 2024 and was subsequently adjusted to RMB7.66 by the Board on August 27, 2025.
- (4) Including other two connected persons who are connected persons at the subsidiary level.

* Denotes less than 0.01%

The following table sets forth the details of outstanding Share Incentives granted to other grantees (excluding senior management members of the Group) under the 2024 Restricted Share Incentive Plan as of the Latest Practicable Date, by number range:

Range of outstanding Share Incentives	Number of grantees	Date of grant	Number of outstanding Share Incentives	Grant Price ⁽²⁾ (per Share) (RMB)	Approximate % of the issued Shares immediately after the [REDACTED] ⁽¹⁾
10,000 or fewer	146	June 19, 2024/ May 19, 2025	757,452	7.66	[REDACTED]
10,001 to 20,000	37	June 19, 2024/ May 19, 2025	535,912	7.66	[REDACTED]
20,001 or more	27	June 19, 2024/ May 19, 2025	977,647	7.66	[REDACTED]
Total	<u>210</u>		<u>2,271,011</u>		<u>[REDACTED]</u>

Note:

- (1) Assuming (i) the [REDACTED] is not exercised and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and the [REDACTED].
- (2) The grant price per Share was RMB10.61 at the first grant on June 19, 2024 and was subsequently adjusted to RMB7.66 by the Board on August 27, 2025.

OTHER INFORMATION

Estate duty

Our Directors have been advised that no material liability for estate duty would be likely to fall upon any member of our Group.

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Litigation

Save as disclosed in this document and so far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

Sole Sponsor

The Sole Sponsor has made an [REDACTED] on our behalf to the Listing Committee for the [REDACTED] of, and permission to [REDACTED] in, the H Shares in [REDACTED] and to be [REDACTED] pursuant to the [REDACTED] (including any additional H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]).

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules. The Sole Sponsor will receive a fee of HK\$1 million for acting as a sponsor for the [REDACTED].

No material adverse change

Save as disclosed in this document, our Directors confirm that there has been no material adverse change in the financial or trading position of our Group since June 30, 2025, being the end of the period reported on in the Accountants’ Report set out in Appendix A and the Interim Financial Information set out in Appendix IA to this document.

Qualification and consent of experts

This document contains statements made by the following experts:

Name	Qualification
China Merchants Securities (HK) Co., Limited	A corporation licensed to carry out Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities under the SFO
Beijing Deheng Law Offices	Qualified PRC lawyers
Confucius International CPA Limited	Certified public accountants and public interest entity auditor
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Industry consultant

As of the Latest Practicable Date, none of the experts named above had any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

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The experts named above have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case maybe) and references to their names included in the form and context in which they are respectively included.

Promoters

Our promoters at the time of our Company’s establishment as a joint stock company are Mr. Pan, Mr. Yao Zongxian, Mr. Yu Guangqing and Mr. Cheng Yijun. Save as disclosed in this document, within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to the above promoters in connection with the [REDACTED] and the related transactions described in this document.

Preliminary expenses

We have not incurred any material preliminary expenses.

Binding effect

This document shall have the effect, where an application is made in pursuance hereof, 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.

Bilingual [REDACTED]

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 [REDACTED] from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

Miscellaneous

- (a) Save as disclosed in this document, within the two years immediately preceding the date of this document:
- (i) no [REDACTED], discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of any member of our Group, and no Directors, promoters or experts named in “— Other Information — Qualification and consent of experts” in this section have received any such payment or benefit;
 - (ii) no capital of any member of our Group has been issued or is proposed to be issued for cash or issued as fully or partly paid up otherwise than in cash;

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- (iii) none of our Directors or the experts named in “— Other Information — Qualification and consent of experts” in this section have any interest, direct or indirect, in the promotion of, or in any assets which have been, 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; and
 - (iv) no commissions (but not including commissions to sub-[REDACTED]) have been paid or payable for subscribing or agreeing to subscribe, or procuring or agreeing to procure subscriptions, for any Shares or debentures of our Company.
- (b) Save as disclosed in this document:
- (i) there is no arrangement under which future dividends are waived or agreed to be waived;
 - (ii) our Company has no outstanding convertible debt securities or debentures;
 - (iii) there are no founder, management or deferred shares in our Company or any of our subsidiaries;
 - (iv) no capital of any member of our Group is under option, or is agreed conditionally or unconditionally to be put under option;
 - (v) there has not been any interruption in the business of our Group which may have or have had a significant effect on our financial position in the 12 months immediately preceding the date of this document; and
 - (vi) none of our Directors are 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.

APPENDIX V**DOCUMENTS DELIVERED TO THE REGISTRAR
OF COMPANIES AND AVAILABLE ON DISPLAY**

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

- (i) the written consents referred to in “Appendix IV — Statutory and General Information — Other Information — Qualification and consent of experts” to this document; and
- (ii) a copy of each of the material contracts referred to in “Appendix IV — Statutory and General Information — Further Information about Our Business — Summary of material contracts” to this document.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the Stock Exchange’s website at www.hkexnews.hk and our Company’s website at www.meorient.com during a period of 14 days from the date of this document:

- (i) the Articles of Association;
- (ii) the Accountants’ Report from Confucius International CPA Limited, the text of which is set out in Appendix I to this document;
- (iii) the audited financial statements of our Group for the years ended December 31, 2022, 2023 and 2024;
- (iv) the report on review of the unaudited condensed consolidated interim financial information of our Group for the six months ended June 30, 2025 from Confucius International CPA Limited, the text of which is set out in Appendix IA to this document;
- (v) the report on unaudited [REDACTED] financial information of our Group from Confucius International CPA Limited, the text of which is set out in Appendix IIA to this document;
- (vi) the legal opinions issued by Beijing Deheng Law Offices, our PRC Legal Advisors in respect of certain matters of our Group in the PRC;
- (vii) the industry report prepared by Frost & Sullivan, the summary of which is set forth in “Industry Overview;”
- (viii) the PRC Company Law, the PRC Securities Law and the Overseas Listing Trial Measures, together with their unofficial English translations;

APPENDIX V

**DOCUMENTS DELIVERED TO THE REGISTRAR
OF COMPANIES AND AVAILABLE ON DISPLAY**

- (ix) the material contracts referred to in “Appendix IV — Statutory and General Information — Further Information about Our Business — Summary of Material Contracts” to this document;
- (x) the written consents referred to in “Appendix IV — Statutory and General Information — Other Information — Qualification and consent of experts” to this document;
- (xi) the service contracts referred to in “Appendix IV — Statutory and General Information — Further Information about our Directors and Substantial Shareholders” to this document; and
- (xii) the terms of the 2024 Restricted Share Incentive Plan.