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## Application Proof of



## Easy Click Worldwide Network Technology Co., Ltd.

## 易點天下網絡科技股份有限公司

(the “Company”)

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

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### Easy Click Worldwide Network Technology Co., Ltd. 易點天下網絡科技股份有限公司

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

#### [REDACTED]

Number of [REDACTED] under the [REDACTED] : [REDACTED] H Shares (subject to the [REDACTED])

Number of [REDACTED] : [REDACTED] H Shares (subject to reallocation)

Number of [REDACTED] : [REDACTED] H Shares (subject to reallocation and the [REDACTED])

Maximum [REDACTED] : HK\$[REDACTED] per H Share, plus brokerage of 1.0%, 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] and [REDACTED]*



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The [REDACTED] is expected to be determined by agreement between the [REDACTED] (for itself and on behalf of the [REDACTED]) and the Company on the [REDACTED], which is expected to be on or before [REDACTED], but in any event, no later than [12:00 noon] on [REDACTED]. The [REDACTED] is expected to be not more than HK\$[REDACTED] per H Share, and is expected to be not less than HK\$[REDACTED] per H Share, unless otherwise announced. Applicants for the [REDACTED] must pay, on application, the maximum [REDACTED] of HK\$[REDACTED] per H Share, together with brokerage of 1.0%, AFRC transaction levy of 0.00015%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.00565%, subject to refund if the [REDACTED] is less than HK\$[REDACTED] per H Share. If, for any reason, the [REDACTED] is not agreed between the Company and the [REDACTED] (for itself and on behalf of the [REDACTED]) on or before [12:00 noon] on [REDACTED], the [REDACTED] (including the [REDACTED]) will not proceed and will lapse.

The [REDACTED] (for itself and on behalf of the [REDACTED]) may, where considered appropriate and with our consent, reduce the number of [REDACTED] being offered under the [REDACTED] and/or the indicative [REDACTED] range below that is stated in this document at any time on or prior to the morning of the last day for lodging applications under the [REDACTED]. In such a case, notices of the reduction in the number of [REDACTED] being offered under the [REDACTED] and/or the indicative [REDACTED] range will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and on the website of the Company at <http://www.eclicktech.com.cn> not later than the morning of the last day for lodging applications under the [REDACTED]. See “Structure of the [REDACTED]” and “How to Apply for [REDACTED]”.

Prior to making an investment decision, prospective [REDACTED] should carefully consider all of the information set out in this document, including but not limited to the risk factors set out in “Risk Factors”.

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]”. It is important that you refer to that section for further details.

The [REDACTED] have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be [REDACTED], sold, pledged or otherwise transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The [REDACTED] may only be [REDACTED] and sold outside the United States in offshore transactions in reliance on Regulation S.

[REDACTED]

[REDACTED]

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## IMPORTANT

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## **IMPORTANT**

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## EXPECTED TIMETABLE<sup>(1)</sup>

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## EXPECTED TIMETABLE<sup>(1)</sup>

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## EXPECTED TIMETABLE<sup>(1)</sup>

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[REDACTED]

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## SUMMARY

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*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, and is qualified in its entirety by and should be read in conjunction with, the full text of this document. You should read the whole document before you decide to [REDACTED] in the [REDACTED].*

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

## OVERVIEW

### Who We Are

We are a digital marketing service provider dedicated to helping “Chinese enterprises going overseas” and achieving global business growth. As at the Latest Practicable Date, we have enabled our customers to achieve over 1.3 billion commercial conversions such as application installations, user registrations or product sales. According to CIC and by reference to gross billings in 2024, we ranked third and fourth among the PRC-based independent third-party mobile advertising platforms in the global market and the overseas-outbound digital marketing service providers in China, respectively. Our business has demonstrated substantial growth. During the Track Record Period, our revenue increased from RMB2,143.3 million in 2023 to RMB3,830.1 million in 2025, representing a CAGR of 33.7%.

We provide digital marketing services through our proprietary systems (namely, Cyberclick, Yeahmobi and zMaticoo), achieving an AI assisted evolution of the traditional advertising agency business. We play an active role and do a deep dive into a customer’s brand positioning, products, target audience, target regions and KPI requirements. With data driven marketing planning, we also identify consumer patterns and conversion rates across media and multiple geographies.

The global advertising services market can be divided, in terms of business model, into two categories: owned traffic platforms and independent third-party platforms. Owned traffic platforms are digital ecosystems that generate advertising revenue primarily from their own user base and proprietary content, what we would term as “major media”. Owned traffic platforms directly match advertiser demand with their proprietary media traffic. Independent third-party platforms, in contrast, do not own significant media traffic but instead provide advertising technology services that connect advertiser demand with media supply through traffic procurement, campaign execution and performance optimisation.

We provide our services through two business lines thereby enabling customers to connect with both owned traffic platforms and independent third-party platforms:

- (i) integrated marketing services — through Cyberclick, advertising campaigns are executed across major media, such as Google and Meta. Post marketing analysis through real time processing of data collected throughout each advertising campaign also assists in better predictions of conversion rates and recommended practices to reach its target audience more effectively. As at the Latest Practicable Date, we have helped customers place advertisements on over 30 major media;
- (ii) advertising platform business — through Yeahmobi and zMaticoo, our technology enables us to connect with media through API integration or zMaticoo ADX, a global advertisement exchange established by us. Yeahmobi allows target audience matching and advertisement budget allocation resulting in the placement of customers’ advertisements on suitable media. zMaticoo allows customers, through our independent platform zMaticoo ADX, to bid for advertising inventories and place advertisements on media in a real time basis. As at the Latest Practicable Date, we have connected our advertising platform with over 600,000 media.

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## SUMMARY

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Our proprietary systems are data-driven, AI-powered, automated and provide analysis and performance optimisation. For further details of the technology capabilities of our proprietary systems, see “Business — Our Technologies — Proprietary Systems”.

### **Our Market Opportunities**

According to CIC, the global mobile advertising services market increased from US\$241.2 billion in 2019 to US\$503.9 billion in 2024, representing a CAGR of 15.9%, and is projected to reach US\$854.9 billion in 2029, with a CAGR of 11.2% from 2024 to 2029, supported by rising digital penetration and continued budget reallocation from offline to online channels. For further details, see “Business — Overview — Our Market Opportunities”.

### **OUR BUSINESS**

We operate our business by providing integrated marketing services and advertising platform business. For details of each of our business lines, see “Business — Our Business Model”.

### **OUR STRENGTHS**

We believe that the following strengths contribute to our success: (i) solid technology capabilities covering the full cycle of digital marketing, (ii) extensive media resources across diverse media with broad industry and geographic coverage, (iii) stable customer base and extensive marketing insights and (iv) a visionary and experienced management team.

### **OUR STRATEGIES**

We are implementing the following strategies: (i) deepening the integration of AI and advertising technologies, (ii) enhancing the technology capabilities and broadening the media networking effect of our advertising platform, (iii) expanding our customer base and global footprint and (iv) attracting technology talent and exploring selective acquisitions.

### **OUR CUSTOMERS AND SUPPLIERS**

In 2023, 2024 and 2025, revenue from our five largest customers in each year of the Track Record Period amounted to RMB460.6 million, RMB681.5 million and RMB1,144.5 million, respectively, accounting for 21.5%, 26.8% and 29.9% of our total revenue for the respective year. Revenue from our largest customer in 2023, 2024 and 2025 accounted for 5.2%, 8.6% and 12.4% of our total revenue in the same years, respectively. As at the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholders (who owned, or to the knowledge of Directors, had owned more than 5% of our issued share capital) had any interest in any of our five largest customers during the Track Record Period. All of our five largest customers during the Track Record Period are Independent Third Parties. See “Business — Our Customers and Suppliers — Our Customers” for further details.

In 2023, 2024 and 2025, purchases from our five largest suppliers in each year of the Track Record Period amounted to RMB5,594.1 million, RMB8,185.4 million and RMB10,954.9 million, respectively, accounting for 79.7%, 83.7% and 82.3% of our total purchase amount of traffic for the respective year. Purchases from our largest supplier in 2023, 2024 and 2025 accounted for 38.8%, 46.7% and 30.7% of our total purchase amount of traffic in the same years, respectively. As at the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholders (who owned, or to the knowledge of Directors, had owned more than 5% of our issued share capital) had any interest in any of our five largest suppliers during the Track Record Period. All of our five largest suppliers during the Track Record Period are Independent Third Parties. See “Business — Our Customers and Suppliers — Our Suppliers” for further details.

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## SUMMARY

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During the Track Record Period, certain of our five largest customers were also among our suppliers, while certain of our five largest suppliers were also among our customers. They primarily supplied media traffic to us while purchasing our digital marketing services. This overlap arose primarily because these customers and suppliers are technology companies or marketing service providers. According to CIC, such arrangements are common in the global digital marketing services industry where media may become customers of marketing service providers when they have marketing needs to promote their products or services. See “Business — Our Customers and Suppliers — Overlapping Customers and Suppliers” for further details.

### COMPETITIVE LANDSCAPE

We compete in China’s overseas-outbound digital marketing services market, while also competing with the PRC-based independent third-party platforms within the global mobile advertising services market, both of which are highly competitive. Driven by rapid technological advancements and diverse customers’ demands, both markets have continued to develop in recent years and are expected to grow in the future.

Based on our solid technology capabilities, broad media coverage, established customer base and experienced management team, we believe that we are well-positioned to maintain our competitive position and to capture future opportunities in the industries in which we operate.

See “Industry Overview” for further details.

### RISK FACTORS

Our business and the [REDACTED] involve certain risks as set out in “Risk Factors.” You should read that section in its entirety carefully before you decide to [REDACTED] in our [REDACTED]. Some of the major risks we face include: (i) the industries in which we operate are constantly changing. Should our technologies, business models, services and solutions fail to continuously meet evolving customer needs or adapt to market demands, our business, financial condition and operating results may be materially and adversely affected; (ii) we experienced decreases in gross profit margin during the Track Record Period; (iii) we are exposed to the risk of reliance on a limited number of major media; (iv) if we fail to retain our existing customers and expand our customer base, our financial condition, results of operations and prospects may be materially and adversely affected; (v) we face intense competition in relation to our businesses; (vi) if our R&D results fail to enhance our technology capabilities or catch up with the rapid technological iteration, we may not be able to achieve better performance for our advertisers’ advertisements or greater monetisation efficiency for our publishers’ traffic, which could materially and adversely affect our business, results of operations and financial condition; and (vii) we are exposed to collection risks on our trade receivables and other receivables related to media agency services. Any significant defaults or delays in payment by our advertisers in respect of such trade receivables and other receivables related to media agency services could result in increased bad debts for us and strain our cash flows.

### SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The following tables set out summary financial data from our financial information during the Track Record Period, extracted from the Accountants’ Report set out in Appendix I to this document. The summary financial data set out below should be read together with, and is qualified in its entirety by reference to, our financial statements in this document, including the related notes. Our financial information was prepared in accordance with IFRS Accounting Standards.

## SUMMARY

### Summary of Consolidated Statements of Profit or Loss

The following table sets forth a summary of our consolidated statements of profit or loss for the years indicated.

|                                                              | For the year ended 31 December |              |                  |              |                  |              |
|--------------------------------------------------------------|--------------------------------|--------------|------------------|--------------|------------------|--------------|
|                                                              | 2023                           |              | 2024             |              | 2025             |              |
|                                                              | RMB'000                        | % of revenue | RMB'000          | % of revenue | RMB'000          | % of revenue |
| <b>Revenue</b>                                               | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b> | <b>100.0</b> | <b>3,830,067</b> | <b>100.0</b> |
| Cost of sales                                                | (1,621,290)                    | (75.6)       | (2,073,612)      | (81.4)       | (3,281,037)      | (85.7)       |
| <b>Gross profit</b>                                          | <b>522,030</b>                 | <b>24.4</b>  | <b>473,198</b>   | <b>18.6</b>  | <b>549,030</b>   | <b>14.3</b>  |
| Selling and marketing expenses                               | (40,621)                       | (1.9)        | (43,875)         | (1.7)        | (65,200)         | (1.7)        |
| Administrative expenses                                      | (140,360)                      | (6.5)        | (121,692)        | (4.8)        | (193,137)        | (5.0)        |
| Research and development expenses                            | (86,708)                       | (4.0)        | (91,387)         | (3.6)        | (159,270)        | (4.2)        |
| Impairment losses on trade receivables and other receivables | (124,912)                      | (5.8)        | (82,326)         | (3.2)        | (87,924)         | (2.3)        |
| Other net income                                             | 99,546                         | 4.6          | 97,637           | 3.8          | 143,273          | 3.7          |
| <b>Profit from operations</b>                                | <b>228,975</b>                 | <b>10.7</b>  | <b>231,555</b>   | <b>9.1</b>   | <b>186,772</b>   | <b>4.9</b>   |
| Finance costs                                                | (6,049)                        | (0.3)        | (20,735)         | (0.8)        | (13,791)         | (0.4)        |
| Share of (losses)/profits of joint ventures                  | (65)                           | (0.0)        | 153              | 0.0          | (1,360)          | (0.0)        |
| Share of profits less losses of associates                   | 3,162                          | 0.1          | 9,159            | 0.4          | 7,865            | 0.2          |
| <b>Profit before taxation</b>                                | <b>226,023</b>                 | <b>10.5</b>  | <b>220,132</b>   | <b>8.6</b>   | <b>179,486</b>   | <b>4.7</b>   |
| Income tax                                                   | (12,079)                       | (0.6)        | 9,682            | 0.4          | (24,555)         | (0.6)        |
| <b>Profit for the year</b>                                   | <b>213,944</b>                 | <b>10.0</b>  | <b>229,814</b>   | <b>9.0</b>   | <b>154,931</b>   | <b>4.0</b>   |
| <b>Attributable to:</b>                                      |                                |              |                  |              |                  |              |
| Equity shareholders of the Company                           | 217,041                        | 10.1         | 231,825          | 9.1          | 158,105          | 4.1          |
| Non-controlling interests                                    | (3,097)                        | (0.1)        | (2,011)          | (0.1)        | (3,174)          | (0.1)        |
| <b>Earnings per share</b>                                    |                                |              |                  |              |                  |              |
| Basic (RMB)                                                  | 0.46                           |              | 0.49             |              | 0.34             |              |
| Diluted (RMB)                                                | 0.46                           |              | 0.49             |              | 0.33             |              |

Our revenue increased by 18.8% from RMB2,143.3 million in 2023 to RMB2,546.8 million in 2024, primarily driven by the increase in revenue from integrated marketing services, which is mainly attributable to our promising advertising performance and enhanced sales and marketing efforts. Our revenue increased by 50.4% from RMB2,546.8 million in 2024 to RMB3,830.1 million in 2025, primarily driven by the increased amount of advertising spending from existing customers and our expanded customer base.

Our gross profit margin decreased from 24.4% in 2023 to 18.6% in 2024, primarily due to the decrease in gross profit margin of integrated marketing services, which is mainly attributable to our competitive marketing strategies. Our gross profit margin decreased from 18.6% in 2024 to 14.3% in 2025, primarily due to: (i) our competitive marketing strategies, (ii) an increase in our staff costs under cost of sales, which are primarily in relation to the increased number of operational personnel and our share-based payment, and (iii) our increased media costs, as we utilise a wider range of media resources for gathering the diverse advertisement performance data so as to optimise our advertising algorithm and expand our customer base for advertising platform business.

### Non-IFRS Measures

To supplement our historical financial information, which are presented in accordance with IFRS Accounting Standards, we also use adjusted net profit (non-IFRS measure) as additional financial measure, which is not required by, or presented in accordance with, IFRS Accounting Standards. We believe this non-IFRS measure facilitates comparisons of operating performance from year to year and company to company by eliminating potential impacts of certain items.

## SUMMARY

We believe these measures provide useful information to [REDACTED] and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, such non-IFRS measure that we presented may not be directly comparable to similar measures presented by other companies. The use of this non-IFRS measure has limitations as an analytical tool, and should not be considered in isolation from, or as substitute for analysis of, our results of operations or financial condition as reported under IFRS Accounting Standards. In addition, the non-IFRS measure may be defined differently from similar terms used by other companies.

We define adjusted net profit (non-IFRS measure) for the year as profit for the year adjusted by adding back share-based payment expenses. The following table reconciles our adjusted net profit (non-IFRS measure), from our profit for the year recognised in accordance with IFRS Accounting Standards in 2023, 2024 and 2025:

|                                                                                | For the year ended 31 December |                |                |
|--------------------------------------------------------------------------------|--------------------------------|----------------|----------------|
|                                                                                | 2023                           | 2024           | 2025           |
|                                                                                | RMB'000                        | RMB'000        | RMB'000        |
| <b>Reconciliation of net profit to adjusted net profit (non-IFRS measure):</b> |                                |                |                |
| Profit for the year                                                            | 213,944                        | 229,814        | 154,931        |
| Add:                                                                           |                                |                |                |
| Share-based payment expenses <sup>(Note)</sup>                                 | 6,011                          | (6,011)        | 81,988         |
| Tax effect of share-based payment expenses                                     | (1,028)                        | 1,028          | (4,364)        |
| <b>Adjusted net profit (non-IFRS measure)</b>                                  | <b>218,927</b>                 | <b>224,831</b> | <b>232,555</b> |

*Note:*

Share-based payment expenses are a non-cash expenses arising from granting restricted share unit to selected directors and employees. They mainly represent the arrangements that we receive services from directors and employees as consideration for our equity instruments. Share-based payment expenses are not expected to result in future cash payments. Share-based payment expenses are recorded under our cost of sales, selling and marketing expenses, administrative expenses and research and development expenses; and share-based payment expenses in the above table represents the sum of that recorded under each type of such expenses.

### Revenue by Major Business Lines

During the Track Record Period, we generated our revenue primarily through (i) integrated marketing services and (ii) advertising platform business. The following table sets out a breakdown of our revenue by major business lines, in absolute amounts and as a percentage of our revenue, for the years indicated:

#### *By Major Business Lines*

The following table sets out our revenue by business lines during the years indicated:

|                               | For the year ended 31 December |              |                   |              |                   |              |
|-------------------------------|--------------------------------|--------------|-------------------|--------------|-------------------|--------------|
|                               | 2023                           |              | 2024              |              | 2025              |              |
|                               | Amount<br>RMB'000              | %            | Amount<br>RMB'000 | %            | Amount<br>RMB'000 | %            |
| Integrated Marketing Services | 862,708                        | 40.3         | 1,308,071         | 51.4         | 1,953,614         | 51.0         |
| Advertising Platform Business | 1,274,184                      | 59.4         | 1,234,271         | 48.5         | 1,838,115         | 48.0         |
| Others                        | 6,428                          | 0.3          | 4,468             | 0.1          | 38,338            | 1.0          |
| <b>Total</b>                  | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b>  | <b>100.0</b> | <b>3,830,067</b>  | <b>100.0</b> |



## SUMMARY

### Summary of Consolidated Statements of Financial Position

The table below sets out our current assets and liabilities as at the dates indicated.

|                               | As at 31 December |                  |                  |
|-------------------------------|-------------------|------------------|------------------|
|                               | 2023              | 2024             | 2025             |
|                               | <i>RMB'000</i>    | <i>RMB'000</i>   | <i>RMB'000</i>   |
| Total current assets          | 4,261,802         | 5,381,606        | 6,024,671        |
| Total non-current assets      | 409,418           | 389,720          | 498,629          |
| <b>Total assets</b>           | <b>4,671,220</b>  | <b>5,771,326</b> | <b>6,523,300</b> |
| Total current liabilities     | 1,164,156         | 2,149,022        | 2,765,302        |
| Total non-current liabilities | 103,669           | 38,690           | 31,983           |
| <b>Total liabilities</b>      | <b>1,267,825</b>  | <b>2,187,712</b> | <b>2,797,285</b> |
| <b>Net current assets</b>     | <b>3,097,646</b>  | <b>3,232,584</b> | <b>3,259,369</b> |
| <b>Total equity</b>           | <b>3,403,395</b>  | <b>3,583,614</b> | <b>3,726,015</b> |

### Summary of the Consolidated Cash Flow Statements

The following table sets out our selected cash flows data from our consolidated cash flow statements for the years indicated.

|                                                        | For the year ended 31 December |                |                |
|--------------------------------------------------------|--------------------------------|----------------|----------------|
|                                                        | 2023                           | 2024           | 2025           |
|                                                        | <i>RMB'000</i>                 | <i>RMB'000</i> | <i>RMB'000</i> |
| Net cash generated from operating activities           | 148,025                        | 472,624        | 161,324        |
| Net cash (used in)/generated from investing activities | (798,203)                      | (98,685)       | 83,160         |
| Net cash (used in)/generated from financing activities | (6,839)                        | 292,488        | (10,338)       |
| Net (decrease)/increase in cash and cash equivalents   | (657,017)                      | 666,427        | 234,146        |
| Cash and cash equivalents at 1 January                 | 1,836,545                      | 1,194,303      | 1,875,872      |
| Cash and cash equivalents at 31 December               | 1,194,303                      | 1,875,872      | 2,082,865      |

### RECENT DEVELOPMENT

Our Directors have confirmed that there has been no material adverse change in our financial or [REDACTED] position or prospects since 31 December 2025, being the end date of our historical financial information as set out in “Appendix I — Accountants’ Report” to this document, and up to the date of this document.

#### Dividend declared after the Track Record Period

On 24 March 2026, our Board resolved to recommend, among others, a profit distribution and capital reserve capitalisation plan, pursuant to which it is proposed that our Company will (i) distribute a cash dividend in an aggregate amount of RMB16.5 million out of our distributable profits in respect of the year ended 31 December 2025, representing 10.4% of our profit for the year attributable to equity shareholders of the Company for the year ended 31 December 2025 (the “**Proposed Profit Distribution**”) and (ii) capitalise its capital reserve to issue three (3) new A Shares for every ten (10) existing A Shares held by the A shareholders (the “**Proposed Capitalisation Issue**”).

## SUMMARY

The Proposed Profit Distribution and the Proposed Capitalisation Issue are both subject to approval by the A shareholders at the annual general meeting. The Proposed Capitalisation Issue is expected to be completed prior to the [REDACTED].

### KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as at the dates or for the years indicated:

|                                                              | As at/for the year ended 31 December |      |      |
|--------------------------------------------------------------|--------------------------------------|------|------|
|                                                              | 2023                                 | 2024 | 2025 |
| Current ratio <sup>(Note 1)</sup> (times)                    | 3.7                                  | 2.5  | 2.2  |
| Liability-to-asset ratio <sup>(Note 2)</sup> (%)             | 27.1                                 | 37.9 | 42.9 |
| Gross profit margin (%)                                      | 24.4                                 | 18.6 | 14.3 |
| Revenue growth rate (%)                                      | NA                                   | 18.8 | 50.4 |
| Trade receivables turnover ratio <sup>(Note 3)</sup> (times) | 2.2                                  | 2.7  | 4.0  |

#### Notes:

1. Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the relevant year.
2. Liability-to-asset ratio is calculated by dividing total liabilities by total assets as at the end of the relevant year and multiplied by 100%.
3. Trade receivables turnover ratio is calculated by dividing revenue (excluding the revenue from media agency services) for the year by the average at the beginning and ending balances of gross trade receivable balance during the same year.

### FUTURE PLANS AND USE OF [REDACTED]

We estimate that the [REDACTED] from the [REDACTED], after deducting the estimated [REDACTED] payable by us in connection with the [REDACTED] will be RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), assuming (i) an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range) and (ii) no exercise of the [REDACTED]. We currently intend to use these [REDACTED] for the purposes and in the amounts set out below:

- (1) approximately RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), representing [REDACTED]% of the [REDACTED] will be allocated for the R&D of our AI technology and AI infrastructure;
- (2) approximately RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), representing [REDACTED]% of the [REDACTED] will be allocated to develop our advertising platform business and enhance our data analysis capabilities;
- (3) approximately RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), representing [REDACTED]% of the [REDACTED] will be allocated for sales and marketing activities to enhance our service capability as well as deepening our market penetration;
- (4) approximately RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), representing [REDACTED]% of the [REDACTED] will be allocated for possible acquisitions and investments over the next three years; and
- (5) approximately RMB[REDACTED] million (i.e. approximately HK\$[REDACTED] million), representing [REDACTED]% of the [REDACTED] will be allocated for working capital and general corporate purposes.

In the event that the [REDACTED] is fixed below or above the mid-point of the indicative [REDACTED] range, the [REDACTED] allocated to the above purposes will be adjusted on a pro rata basis.

See “Future Plans and Use of [REDACTED]” in this document for further details.



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## SUMMARY

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### DIVIDENDS AND DIVIDEND POLICY

In 2023, 2024 and 2025, we declared dividends of RMB51.9 million, RMB66.4 million, and RMB16.5 million, respectively, to our then shareholders. On 24 March 2026, our Board proposed (i) a cash dividend of RMB16.5 million in respect of the year ended 31 December 2025; and (ii) a capitalisation issue on three-to-ten basis to our existing Shareholders, both of which are subject to further approval of our Shareholders.

We have a formal dividend policy and have no fixed dividend distribution ratio. Under PRC law, dividends may only be paid from our distributable profits, which are our after-tax profits less required appropriations to statutory reserves. According to our Articles of Association, we may distribute cash dividends provided that: (i) our distributable profits for the year (being after-tax profits after covering losses and allocating to statutory reserves) are positive and we have sufficient cash flow so that the distribution does not affect our sustainable operations; (ii) the auditor has issued an unqualified audit opinion for the year’s financial report; and (iii) our cumulative distributable profits are positive. When the above conditions are met, the cash dividends distributed shall in principle be no less than 10% of the distributable profits for that year. In determining the specific amount, we will fully consider factors including the funding needs of its future operations and investments, our cash position, market cost of capital and the bank credit and debt financing environment, to ensure the distribution aligns with our overall development and the interests of all shareholders. Our dividend policy is formulated by our Board. The Board shall, after full discussion with the independent non-executive directors and the audit committee, formulate a profit distribution plan for submission to the shareholders’ meeting, considering the need to provide continuous and stable returns to all shareholders. Any dividend declaration, payment and amount is subject to our constitutional documents, applicable PRC laws and shareholder approval.

After the [REDACTED], we may declare and pay dividends mainly in cash or in shares as we consider appropriate. Any future decision to pay dividends and their amount will depend on factors including our profitability, operational and development plans, external financing environment, cost of capital, cash flow and other factors the Board deems relevant. Our ability to pay dividends also depends on receiving dividends from our subsidiaries.

### OUR LISTING ON THE CHINEXT OF THE SHENZHEN STOCK EXCHANGE

Since 19 August 2022, our A Shares have been listed on the ChiNext of the Shenzhen Stock Exchange (stock code: 301171). Since our listing on the ChiNext of the Shenzhen Stock Exchange and up to the Latest Practicable Date, our Directors have confirmed that we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the [REDACTED] attention in relation to our compliance record on the ChiNext of the Shenzhen Stock Exchange. Our PRC Legal Advisers have advised us that, since our listing on the ChiNext of the Shenzhen Stock Exchange and up to the Latest Practicable Date, we have not been subject to any material administrative penalties or material regulatory measures imposed by PRC securities regulatory authorities, and we have complied with the relevant laws and regulations on A share listings applicable to us in all material respects. Based on the independent due diligence conducted by the Sole Sponsor and considering our PRC Legal Advisers’ view above, no material matter has come to the Sole Sponsor’s attention that would cause it to disagree with our Directors’ confirmation with regard to the compliance record of our Company on the ChiNext of the Shenzhen Stock Exchange.

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## SUMMARY

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### OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As at the Latest Practicable Date, Mr. Zou was interested in approximately 30.01% of the voting power at general meetings of our Company (excluding the 735,400 A Shares held by our Company as treasury Shares as at the Latest Practicable Date), comprising (i) 25.39% of the voting power which was wholly owned by Mr. Zou and (ii) 4.62% of the voting power which was controlled by Mr. Zou in his capacity as the sole managing partner and general partner of Ningbo Zhongdianyi.

Immediately following the completion of the [REDACTED] (taking into account (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), our Single Largest Group of Shareholders will hold [REDACTED]% in aggregate of the voting power at general meetings of our Company. Accordingly, our Single Largest Group of Shareholders will not be regarded as our controlling shareholders but will remain as our Single Largest Group of Shareholders upon completion of the [REDACTED].

See “Relationship with Our Single Largest Group of Shareholders”.

[REDACTED]

[REDACTED]

[REDACTED]

Based on the [REDACTED] of HK\$[REDACTED] per share (being the mid-point of the [REDACTED] range stated in this document and assuming the [REDACTED] is not exercised at all), the total [REDACTED] expenses (including legal and professional fees, [REDACTED] and other relevant expenses) in relation to the [REDACTED] payable by us are estimated to be RMB[REDACTED]. We expect to further recognise [REDACTED] of RMB[REDACTED] to our consolidated statements of profit or loss subsequent to the Track Record Period, and approximately RMB[REDACTED] is directly attributable to [REDACTED] and will be deducted upon completion of the [REDACTED].

The total [REDACTED] of RMB[REDACTED] million borne by us include (i) [REDACTED], including [REDACTED] of RMB[REDACTED]; (ii) professional fees, including fees of legal advisers and the Reporting Accountants of RMB[REDACTED]; and (iii) other fees and expenses of RMB[REDACTED].

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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## SUMMARY

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[REDACTED]

## DEFINITIONS

*In this document, unless the context otherwise requires, the following terms shall have the meanings set out below. Certain other terms are explained in the section headed “Glossary of Technical Terms” in this document.*

|                                          |                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “2023 Restricted Share Incentive Scheme” | a restricted share incentive scheme approved by the third extraordinary general meeting for 2023 of our Company dated 9 October 2023, the principal terms of which are set out in “Appendix V — Statutory and General Information”;                                                                                             |
| “2025 Restricted Share Incentive Scheme” | a restricted share incentive scheme approved by the second extraordinary general meeting for 2025 of our Company dated 7 May 2025, the principal terms of which are set out in “Appendix V — Statutory and General Information”;                                                                                                |
| “A Share(s)”                             | 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;                                                                                                                                                                          |
| “Accountants’ Report”                    | the accountants’ report for the Track Record Period of our Company, the text of which is set out in Appendix I to this document;                                                                                                                                                                                                |
| “affiliate(s)”                           | with respect to any specified person, any other person, directly or indirectly, controlling or controlled by or under direct or indirect common control with such specified person;                                                                                                                                             |
| “AFRC”                                   | the Accounting and Financial Reporting Council;                                                                                                                                                                                                                                                                                 |
| “Articles of Association” or “Articles”  | the articles of association of our Company conditionally adopted on 13 March 2026, with effect from the [REDACTED] and as amended from time to time, a summary of which is set out in “Appendix IV — Summary of Articles of Association” to this document;                                                                      |
| “Audit Committee”                        | the audit committee of our Board;                                                                                                                                                                                                                                                                                               |
| “Board” or “Board of Directors”          | the board of Directors of our Company;                                                                                                                                                                                                                                                                                          |
| “business day”                           | a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong;                                                                                                                                                              |
| “CAC”                                    | the Cyberspace Administration of China;                                                                                                                                                                                                                                                                                         |
| [REDACTED]                               |                                                                                                                                                                                                                                                                                                                                 |
| [REDACTED]                               |                                                                                                                                                                                                                                                                                                                                 |
| “China”, “Chinese Mainland” or “PRC”     | the People’s Republic of China, but for the purpose of this document and for geographical reference only and except where the context requires otherwise, references in this document to “China” and the “PRC” do not apply to Hong Kong, the Macau Special Administrative Region and Taiwan of the People’s Republic of China; |
| “CIC”                                    | China Insights Industry Consultancy Limited, an independent market research and consulting company;                                                                                                                                                                                                                             |

## DEFINITIONS

|                                                                 |                                                                                                                                                                                                                                                                                                                                          |
|-----------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Companies Ordinance”                                           | the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;                                                                                                                                                                                                        |
| “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;                                                                                                                                                               |
| “Company”, “our Company” or “the Company”                       | Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司), a company established as a limited liability company in the PRC on 6 April 2005 which was converted into a joint stock company with limited liability on 6 February 2013, the A Shares of which are listed on the Shenzhen Stock Exchange (stock code: 301171);      |
| “Company Law” or “PRC Company Law”                              | the Company Law of the PRC (《中華人民共和國公司法》), as amended, supplemented or otherwise modified from time to time;                                                                                                                                                                                                                             |
| “CSDC”                                                          | China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限責任公司);                                                                                                                                                                                                                                                           |
| “CSRC”                                                          | the China Securities Regulatory Commission (中國證券監督管理委員會);                                                                                                                                                                                                                                                                                |
| “Director(s)”                                                   | the director(s) of our Company;                                                                                                                                                                                                                                                                                                          |
| “EIT Law”                                                       | the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》), as amended, supplemented or otherwise modified from time to time;                                                                                                                                                                                                            |
| “ESG”                                                           | environmental, social and governance;                                                                                                                                                                                                                                                                                                    |
| “Extreme Conditions”                                            | the occurrence of “extreme conditions” as announced by any government authority of Hong Kong due to serious disruption of public transport services, extensive flooding, major landslides, large-scale power outage or any other adverse conditions before Typhoon Signal No. 8 or above is replaced with Typhoon Signal No. 3 or below; |
| [REDACTED]                                                      |                                                                                                                                                                                                                                                                                                                                          |
| [REDACTED]                                                      |                                                                                                                                                                                                                                                                                                                                          |
| [REDACTED]                                                      |                                                                                                                                                                                                                                                                                                                                          |
| “Group”, “our Group”, “we”, “our” or “us”                       | our Company and all of our subsidiaries and, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be);                                                                   |
| “Guide”                                                         | The Guide for New Listing Applicants, as published by the Stock Exchange on 29 November 2023 and effective on 1 January 2024, as amended or supplemented or otherwise modified from time to time;                                                                                                                                        |
| “H Share(s)”                                                    | ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, which are to be [REDACTED] for and [REDACTED] in Hong Kong dollars and to be [REDACTED] on [REDACTED];                                                                                                                                       |
| [REDACTED]                                                      |                                                                                                                                                                                                                                                                                                                                          |
| [REDACTED]                                                      |                                                                                                                                                                                                                                                                                                                                          |

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## DEFINITIONS

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Hong Kong” the Hong Kong Special Administrative Region of the PRC;

“Hong Kong dollar(s)” or “HKD” or “HK\$” Hong Kong dollars(s), the lawful currency of Hong Kong;

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

“Huanliang Zhongqing” Xi’an Huanliang Zhongqing Network Technology Co., Ltd. (西安環量眾擎網絡科技有限公司), a limited liability company incorporated in the PRC on 22 December 2020, which is a directly non wholly-owned subsidiary of our Company;

“IFRS Accounting Standards” IFRS Accounting Standards as issued by the International Accounting Standards Board;

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## DEFINITIONS

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|                                |                                                                                                                                                                                                                                 |
|--------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Independent Third Party(ies)” | individuals or entities, who or which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules; |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| “Latest Practicable Date”      | 20 March 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication;                                                                       |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| “Listing Committee”            | the listing sub-committee of the board of directors of the Stock Exchange;                                                                                                                                                      |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| [REDACTED]                     |                                                                                                                                                                                                                                 |
| “MOF”                          | the Ministry of Finance of the PRC (中華人民共和國財政部);                                                                                                                                                                                |
| “MOFCOM”                       | the Ministry of Commerce of the PRC (中華人民共和國商務部);                                                                                                                                                                               |
| “Mr. Zou”                      | Mr. Zou Xiaowu (鄒小武), our executive Director, chairman of the Board and a member of our Single Largest Group of Shareholders;                                                                                                   |
| “NDRC”                         | the 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”                         | National Equities Exchange and Quotations (全國中小企業股份轉讓系統);                                                                                                                                                                       |

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## DEFINITIONS

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|                        |                                                                                                                                                                                                                                                                                                                                                  |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Ningbo Zhongdianyi”   | Ningbo Zhongdianyi Enterprise Management Partnership (Limited Partnership) (寧波眾點易企業管理合夥企業(有限合夥)), previously known as Ningbo Zhongdian Equity Investment Partnership (Limited Partnership) (寧波眾點股權投資合夥企業(有限合夥)), which is a limited partnership established in the PRC on 7 April 2016 and a member of our Single Largest Group of Shareholders; |
| “Nomination Committee” | the nomination committee of our Board;                                                                                                                                                                                                                                                                                                           |
| [REDACTED]             |                                                                                                                                                                                                                                                                                                                                                  |
| [REDACTED]             |                                                                                                                                                                                                                                                                                                                                                  |
| [REDACTED]             |                                                                                                                                                                                                                                                                                                                                                  |
| “PBOC”                 | the People’s Bank of China (中國人民銀行), the central bank of the PRC;                                                                                                                                                                                                                                                                                |
| “PRC government”       | the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organisations of such government or, as the context requires, any of them;                                                                                                             |
| “PRC Legal Advisers”   | T&C Law Firm, our legal advisers as to PRC laws in connection with the [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;                                                                                                                                                                                                                                                                                                      |
| [REDACTED]             |                                                                                                                                                                                                                                                                                                                                                  |



## DEFINITIONS

|                                              |                                                                                                                                                                                                                                                                                   |
|----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Remuneration and Appraisal Committee”       | the remuneration and appraisal committee of our Board;                                                                                                                                                                                                                            |
| “Renminbi” or “RMB”                          | the lawful currency of the PRC;                                                                                                                                                                                                                                                   |
| “Restricted Share Incentive Schemes”         | 2023 Restricted Share Incentive Scheme and 2025 Restricted Share Incentive Scheme;                                                                                                                                                                                                |
| “SAFE”                                       | State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);                                                                                                                                                                                                             |
| “Saidian Juliang”                            | Xi'an Saidian Juliang Network Technology Co., Ltd. (西安賽點聚量網絡科技有限公司), a limited liability company incorporated in the PRC on 15 February 2022, which is an indirectly wholly-owned subsidiary of our Company;                                                                      |
| “SAMR”                                       | 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”                                        | 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 (全國人民代表大會常務委員會);                                                                                                                                                                                                         |
| “Securities and Futures Commission” or “SFC” | the Securities and Futures Commission of Hong Kong;                                                                                                                                                                                                                               |
| “SFO”                                        | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;                                                                                                                                    |
| “SGD”                                        | Singapore dollar(s), the lawful currency of Singapore;                                                                                                                                                                                                                            |
| “Shanghai Dianmao”                           | Shanghai Dianmao Enterprise Management Consulting Centre (Limited Partnership) (上海點茂企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC on 17 March 2021;                                                                                                               |
| “Shanghai Diansheng”                         | Shanghai Diansheng Enterprise Management Consulting Centre (Limited Partnership) (上海點盛企業管理諮詢中心(有限合夥)), a limited partnership established in the PRC on 17 March 2021;                                                                                                             |
| “Shanghai-Hong Kong Stock Connect”           | a securities trading and clearing links programme developed by the Hong Kong Stock Exchange, Shanghai Stock Exchange (上海證券交易所), HKSCC and CSDC for the establishment of mutual market access between Hong Kong and Shanghai, including southbound trading and northbound trading; |
| “Share(s)”                                   | ordinary share(s) in the share capital of our Company with a nominal value of RMB1.00 each, comprising the H Share(s) and the A Share(s);                                                                                                                                         |
| “Shareholder(s)”                             | holder(s) of our Share(s);                                                                                                                                                                                                                                                        |
| “Shenzhen-Hong Kong Stock Connect”           | a securities trading and clearing links programme developed by the Hong Kong Stock Exchange, Shenzhen Stock Exchange, [REDACTED] and CSDC for mutual market access between Hong Kong and Shenzhen;                                                                                |
| “Shenzhen Stock Exchange”                    | the Shenzhen Stock Exchange (深圳證券交易所);                                                                                                                                                                                                                                            |
| “Single Largest Group of Shareholders”       | Mr. Zou and Ningbo Zhongdianyi, details of which are set out in the section headed “Relationship with Our Single Largest Group of Shareholders” in this document;                                                                                                                 |

## DEFINITIONS

|                                                      |                                                                                                                                                                                                                           |
|------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “Sole Sponsor”<br>[REDACTED]<br>[REDACTED]           | CITIC Securities (Hong Kong) Limited;                                                                                                                                                                                     |
| “State Council”                                      | the State Council of the PRC (中華人民共和國國務院);                                                                                                                                                                                |
| “Stock Exchange” or<br>“Hong Kong Stock<br>Exchange” | The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited;                                                                                                           |
| “Strategy Committee”                                 | the strategy committee of our Board;                                                                                                                                                                                      |
| “Track Record Period”                                | the three years ended 31 December 2023, 2024 and 2025;                                                                                                                                                                    |
| “Trial Measures”                                     | 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》), as amended, supplemented or otherwise modified from time to time;                                |
| “U.S.” or “United States”                            | the United States of America, its territories, its possessions and all areas subject to its jurisdiction;                                                                                                                 |
| “U.S. dollar(s)”, “US\$”<br>or “USD”                 | United States dollar(s), the lawful currency of the United States;                                                                                                                                                        |
| “U.S. Securities Act”                                | United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder;                                                             |
| [REDACTED]<br>[REDACTED]                             |                                                                                                                                                                                                                           |
| “VAT”<br>[REDACTED]<br>[REDACTED]                    | value-added tax;                                                                                                                                                                                                          |
| “Xiaoya Creation”                                    | Xiaoya Creation (Beijing) Cultural Communication Co., Ltd. (小雅造物(北京)文化傳播有限公司), a limited liability company incorporated in the PRC on 17 October 2017, which is an indirectly non wholly-owned subsidiary of our Company; |
| “Xi’an Diangao”                                      | Xi’an Diangao Network Technology Co., Ltd. (西安點告網絡科技有限公司), a limited liability company incorporated in the PRC on 12 June 2015, which is a directly wholly-owned subsidiary of our Company;                               |
| “Xi’an Guangzhi”                                     | Xi’an Guangzhi Network Technology Co., Ltd. (西安廣知網絡科技有限公司), a limited liability company incorporated in the PRC on 25 January 2016, which is an indirectly wholly-owned subsidiary of our Company;                        |
| “%”                                                  | per cent.                                                                                                                                                                                                                 |

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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## DEFINITIONS

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*In this document, the terms “associate,” “close associate,” “connected person,” “core connected person,” “connected transaction”, “controlling shareholder”, “notifiable transaction”, “substantial shareholder” and “subsidiary” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*For ease of reference, the names of certain Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the 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.*

*Certain amounts and percentage figures included in this document were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be arithmetic aggregation of the figures preceding them.*

## GLOSSARY OF TECHNICAL TERMS

*This glossary contains definitions of certain technical terms used in this document in connection with us and our business. These may not correspond to standard industry definitions, and may not be comparable to similarly terms adopted by other companies.*

|                                                          |                                                                                                                                                                                                                              |
|----------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “3C electronics”                                         | computer, communication and consumer electronics                                                                                                                                                                             |
| “advertisement fill rate(s)”                             | the percentage of total number of advertisements successfully delivered out of the total number of advertisement requests                                                                                                    |
| “advertisement creative(s)” or “advertising creative(s)” | the specific rendering of the ad content                                                                                                                                                                                     |
| “advertising inventories”                                | the total amount of advertising space or time available for sale across media and publishers, including websites, apps and social platforms                                                                                  |
| “advertisement placement”                                | distribution or publication of advertisements on media and publishers                                                                                                                                                        |
| “advertising platform(s)”                                | a digital technology system that creates, targets and manages advertisements to reach audiences                                                                                                                              |
| “ADX”                                                    | ad exchange, a digital marketplace that facilitates the automated buying and selling of advertising inventories from multiple media and publishers, typically through real-time bidding auctions                             |
| “AI”                                                     | artificial intelligence                                                                                                                                                                                                      |
| “AIGC”                                                   | artificial intelligence generated content                                                                                                                                                                                    |
| “API”                                                    | application programming interface                                                                                                                                                                                            |
| “app”, “application(s)” or “mobile applications”         | application software designed to run on smartphones and other mobile devices                                                                                                                                                 |
| “big data”                                               | extremely large data sets that may be analysed computationally to reveal patterns, trends and associations                                                                                                                   |
| “CAGR”                                                   | compound annual growth rate                                                                                                                                                                                                  |
| “click-through(s)”                                       | the number of clicks on an advertisement, representing the action that users click on the advertisement during certain period of time                                                                                        |
| “cloud”                                                  | a network of remote servers hosted on the internet or intranet and used to store, manage and process data in place of local servers or personal computers                                                                    |
| “cloud-based”                                            | applications, services or resources made available to users on demand via the internet from a cloud computing provider’s servers with access to shared pools of configurable resources                                       |
| “conversion(s)” or “commercial conversions”              | the number of users who take an action desired by the advertisers such as signing up a new account or making a purchase                                                                                                      |
| “conversion rate(s)”                                     | the ratio of users who completed conversion to the total number of users who viewed or clicked the advertisement                                                                                                             |
| “CPM”                                                    | cost per mille, a non-performance-based pricing model where advertisers are charged on the basis of thousand impressions                                                                                                     |
| “customer retention”, or “user retention”                | calculated as the percentage of customers in the immediately preceding year who remain our customers in the current year                                                                                                     |
| “digital avatar(s)”                                      | AI-generated virtual representations of humans that can interact with users in digital environments, often used in customer service, marketing, or virtual reality to provide a more personalised and interactive experience |

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## GLOSSARY OF TECHNICAL TERMS

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|                           |                                                                                                                                                                                                                                                                                                                            |
|---------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| “DSP(s)”                  | demand-side platform, a platform that allows buyers of digital marketing products to manage multiple ad exchange and data exchange accounts through one interface                                                                                                                                                          |
| “e-commerce”              | electronic commerce, a transaction of buying or selling online which draws on technologies such as mobile commerce, electronic funds transfer, supply chain management, Internet marketing, online transaction processing, electronic data interchange, inventory management systems and automated data collection systems |
| “gross billing”           | the total monetary value charged to customers for marketing services provided                                                                                                                                                                                                                                              |
| “gross spending”          | the total monetary amount spent on procuring media traffic from media                                                                                                                                                                                                                                                      |
| “heterogeneous computing” | a computing architecture that utilises different types of processors, such as CPUs, GPUs and specialised AI accelerators, working together to perform complex data processing tasks more efficiently                                                                                                                       |
| “high-value users”        | a segment of users who demonstrate superior engagement, frequent purchasing behaviour, or long-term loyalty, thereby contributing a high amount of revenue or value to an advertiser                                                                                                                                       |
| “impressions”             | the number of advertisement views, represents the total number of times an advertisement is viewed or displayed during a certain period of time                                                                                                                                                                            |
| “KPI(s)”                  | key performance indicator                                                                                                                                                                                                                                                                                                  |
| “multi-cloud”             | a cloud computing strategy where an organisation utilises services from two or more different cloud providers to avoid vendor lock-in and enhance system resilience                                                                                                                                                        |
| “MWh”                     | megawatt-hour, a unit of energy equivalent to one megawatt of power sustained for one hour                                                                                                                                                                                                                                 |
| “PC/WAP”                  | the different platforms for accessing the internet, where PC represents desktop or laptop computers, and WAP (Wireless Application Protocol) represents older mobile web environments                                                                                                                                      |
| “ROI”                     | return on investment                                                                                                                                                                                                                                                                                                       |
| “SDK(s)”                  | software development kits, a collection of software used for developing applications for a specific device or operating system                                                                                                                                                                                             |
| “SSP”                     | supply-side platform, a platform that enables media partners to manage, optimise and sell their advertising inventories                                                                                                                                                                                                    |
| “traffic”                 | in terms of traffic in digital marketing, the flow of audience on media                                                                                                                                                                                                                                                    |
| “URLs”                    | Uniform Resource Locator, the address used to locate and access resources, such as web pages, on the internet                                                                                                                                                                                                              |

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## FORWARD-LOOKING STATEMENTS

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*We have included in this document forward-looking statements. Statements that are not historical facts, including statements about our intentions, beliefs, expectations or predictions for the future, are forward-looking statements.*

This document contains certain forward-looking statements and information relating to our Company that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this document, the words “aim,” “anticipate,” “believe,” “could,” “expect,” “going forward,” “intend,” “may,” “ought to,” “plan,” “project,” “seek,” “should,” “will,” “would” and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialise or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this document. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties which our Group faces and which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- general political and economic conditions, including those related to the jurisdictions where we operate;
- our operations and business prospects;
- our business and operating strategies and our ability to implement such strategies;
- our ability to develop and manage our operations and business;
- future developments, trends and conditions in the industry and markets in which we operate or into which we intend to expand;
- competition for, among other things, capital, technology and skilled personnel;
- volatility in traffic acquisition costs;
- developments in technology and our ability to successfully keep up with technological advancement;
- changes in currency exchange rates;
- our dividend policy;
- changes to regulatory and operating conditions in the industry and markets in which we operate; and
- all other risks and uncertainties described in the section headed “Risk Factors” as well as other factors beyond our control.

Subject to the requirements of applicable laws, rules and regulations, we do not have any and undertake no obligation to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. As a result of these and other risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this document might not occur in the way we expect or at all. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to the cautionary statements in this section.

In this document, statements of or references to our intentions or those of our Directors are made as at the date of this document. Any such information may change in light of future developments.

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## RISK FACTORS

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*You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an [REDACTED] in our H Shares. The following is a description of what we consider to be our material risks. Any of the following risks could have a material adverse effect on our business, financial condition and results of operations. In any such case, the [REDACTED] of our H Shares could decline, and you may lose all or part of your [REDACTED].*

*These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as at 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.*

### RISKS RELATING TO OUR BUSINESS AND INDUSTRY

**The industries in which we operate are constantly changing. Should our technologies, business models, services fail to continuously meet evolving customer needs or adapt to market demands, our business, financial condition and operating results may be materially and adversely affected.**

The industries in which we operate are characterised by constant changes, including rapidly emerging technological advancements, evolving and innovative business models, ever-changing customer demands and ongoing updates to industry standards. To align with and capitalise on industry developments, we must actively explore new business areas and models while continually investing in advanced technologies, maintaining acute awareness of new technologies, models and industry trends. To this end, we not only need to continuously predict potential industry trends and update our technologies to keep pace, but also need to invest significant resources, such as R&D funding, to develop new technologies, improve the effectiveness of our services, and expand and optimise our service offering, thereby maintaining the innovativeness and competitiveness of our businesses and services. However, innovative businesses and technologies are inherently forward-looking and uncertain. Influenced by factors such as our Company’s technology capabilities, operational and management experience and financial resources, such innovations risk failing to meet future market demands or address evolving customer needs, potentially leading to financial losses. If we fail to adjust our strategic direction in a timely manner to respond to market trends, our business and prospects may be adversely affected thus, negatively impacting our operations and financial performance.

#### **We experienced decreases in gross profit margin during the Track Record Period.**

Our gross profit margin decreased from 24.4% in 2023 to 18.6% in 2024, and further decreased to 14.3% in 2025. See “Financial Information — Review of Historical Results of Operation” in this document for further details.

We endeavour to improve our profitability by executing business initiatives aimed at achieving sustained and optimised revenue growth, managing our gross profit profile and enhancing operational efficiency. However, our future profitability will depend on a range of factors, including the expansion and performance of our business, competitive landscape, customer preferences and the macroeconomic and regulatory environment. Intensifying market competition within the industries in which we operate, changes in our business structure and focus or initiative may adversely affect our operating performance if we are unable to implement effective countermeasures.

Our revenue may not grow at the rate we anticipate or we may not be able to achieve or maintain an optimal revenue growth in our businesses where the increase in revenue will have a positive effect on our profitability. As a result, we may continue to experience a decrease in gross profit margin or even incur losses in the future, and we cannot guarantee that we will ultimately achieve our projected profitability.



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## RISK FACTORS

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**We are exposed to the risk of reliance on a limited number of major media.**

In the global digital marketing services market, the substantial user base and high market share of major media, such as Google and Meta, have resulted in a high concentration of traffic procurement for a digital marketing service provider like us. Thus, the continued development of our business, in particular, our integrated marketing services, largely depends on our ability to maintain our relationship with major media.

In 2023, 2024 and 2025, our purchase amount of media traffic from our five largest suppliers in each year of the Track Record Period, all of which are major media, accounted for 79.7%, 83.7% and 82.3% of our total purchase amount of traffic respectively. We highly rely on our five largest suppliers in each year during the Track Record Period to acquire advertising inventories for placement of advertisements on behalf of our advertisers.

We endeavour to maintain stable partnerships with major media and their agents through strict internal controls, compliance with supplier agreements, ongoing market expansion and substantial business scale; however, failure to uphold these standards (e.g., violating platform rules) may result in permanent account suspension or revocation of our partner status by the platforms. If our relationships with these major media deteriorate or terminate, our service capabilities, in particular, those relating to our integrated marketing services, may be severely impacted, which in turn could materially and adversely affect our brand, business, financial condition and results of operations.

**If we fail to retain our existing customers and expand our customer base, our financial condition, results of operations and prospects may be materially and adversely affected.**

As a digital marketing service provider, the continued development and success of our business depend, to a significant extent, on our ability to retain existing advertisers and attract new advertisers. To maintain and grow our advertiser base, we must consistently deliver increasingly precise and targeted advertising services that maximise their return on advertising spend, provide advertisers with competitive prices and payment terms and continuously expand and optimise our services to meet the evolving market demand.

However, we cannot assure you that our efforts in any such area will be successful and any such failure could result in losses of existing or potential customers, which in turn could have a material adverse effect on our financial condition, results of operations and prospects. In particular, since advertisers are generally not committed to long-term contracts and are not obligated to engage with us on an exclusive basis, they may decrease or terminate their engagement with us or allocate a larger portion of their advertising spend to our competitors if they are dissatisfied with the effectiveness of our services or the result and efficiency of the marketing campaigns for which they have engaged us to design and execute. Furthermore, some of our existing or potential customers, particularly those with significant internal technological and marketing capabilities, may even develop direct relationships with media, which could hamper our efforts in maintaining and expanding our advertiser base.

**We face intense competition in relation to our businesses.**

We face intense competition in the industries in which we operate. We compete directly with other digital marketing service providers, including independent third-party mobile advertising platforms, as well as major media that sell their traffic to advertisers on their own media directly. In our integrated marketing services, our major competitors comprise major Chinese marketing service providers operating principally in China’s outbound digital marketing services industry, while, in our advertising platform business, we compete primarily with PRC-based independent third-party platforms and major media within the global mobile advertising industry. These major media, which often possess greater pricing control and more influence on the industry, remain dominant players in the global mobile advertising industry while third-party advertising platforms, which focus on the aggregation and monetisation of other media publishers, continuously experience rapid growth and increasingly gain market share.



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## RISK FACTORS

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Our competitive position depends on a spectrum of factors that include pricing, the ROI we deliver for advertisers, access to high-quality traffic and the effectiveness of our technologies. Should any of these factors become unfavourable to us, we may not be able to effectively maintain our competitive advantage against our competitors in the industries in which we operate.

Many of our current and potential competitors may have greater reach, and substantially more financial, technical and marketing resources. Such advantages could allow them to invest more extensively in their research and development, as well as sales and marketing, potentially developing superior services and technology solutions than ours. This heightened competition may lead to reduction in price or profit margins, or a loss of our market share. Any of such scenarios could cause advertisers and publishers to reduce or terminate their relationships with us, directly resulting in diminished access to quality traffic and a decline in our revenue-generating capability. This in turn could materially and adversely affect our business, financial condition, results of operations and prospects.

**If our R&D results fail to enhance our technology capabilities or catch up with the rapid technological iteration, we may not be able to achieve better performance for our advertisers’ advertisements or greater monetisation efficiency for our publishers’ traffic, which could materially and adversely affect our business, results of operations and financial condition.**

To maintain our competitive position in the industries in which we operate, we need to make continued enhancement on our technology capability and address emerging market opportunities. If our research and development results fail to enhance our technology capabilities or keep pace with the rapid technological iteration, the advertisements placed through us might not be able to meet the KPIs as agreed with our customers and we might therefore lose our existing customers.

Additionally, shifts in technology or the emergence of new business models may necessitate substantial investment in service development, IT infrastructure and other operational areas. These investments may not succeed for various reasons, including technical obstacles, inaccurate market demand forecasts or insufficient resources. Failure to keep pace with technological developments, new industry business models or the changing needs of advertisers and publishers could render our services less appealing to both existing and potential customers, thereby materially and adversely affecting our business, operating results and prospects.

Several factors could negatively impact our ability to launch new or enhanced services: (i) delays or challenges in developing, integrating, or customising new services; (ii) competitors launching new services before we do, or introducing superior or more cost-effective services; (iii) the development of in-house services by customers that could reduce or eliminate their need for our offerings; (iv) failure to anticipate changes in user acquisition, monetisation and analytics demands; (v) decisions by advertisers to run marketing campaigns, or by publishers to monetise their traffic, without using our services; (vi) inability to adapt to other technological developments; and (vii) failure to respond promptly to the increased adoption of new advertising pricing models.

As a result, our competitiveness in respect of our businesses may be weakened and our business results of operations and financial condition could be materially and adversely affected as a result.

**We are exposed to collection risks on our trade receivables and other receivables related to media agency services. Any significant defaults or delays in payment by our advertisers in respect of such trade receivables and other receivables related to media agency services could result in increased bad debts for us and strain our cash flows.**

Our operations involve significant exposure to collection risks on our trade receivables and other receivables related to media agency services, which are primarily attributable to the timing mismatch in payments that occurs when, in our integrated marketing services, we may first pay major media for traffic and other advertising spend while collecting funds from the relevant advertisers in relation to its advertising campaign later. As at 31 December 2023, 2024 and 2025, our trade receivables and other receivables related to media agency services amounted to RMB2,183.3

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## RISK FACTORS

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million, RMB2,455.4 million and RMB2,776.3 million. For the years ended 31 December 2023, 2024 and 2025, we recorded impairment losses on trade receivables and other receivables related to media agency services of RMB124.9 million, RMB82.3 million and RMB87.9 million, respectively.

As our business scales, our trade receivables and other receivables related to media agency services balance may continue to increase, thereby increasing our exposure to uncollectible amounts. We generally do not require collateral or other security from our advertisers. Should any of our major advertisers experience a severe deterioration in their operational or financial condition due to internal or external factors, which impairs their ability to pay, we could face the risk of partial or total non-recovery of these receivables.

Furthermore, the financial health of our advertisers may be affected by adverse macroeconomic conditions such as limited access to the credit markets, insolvency or bankruptcy. This could potentially lead to delayed payments, requests for modified payment terms or defaults from or by our advertisers. Any significant defaults or payment delays by our advertisers in respect of our trade receivables and other receivables related to media agency services could result in increased bad debts for us and strain our cash flows and our business, financial condition and results of operations could be materially and adversely affected as a result.

**Our historical growth rates may not be indicative of our future growth, and, if we are unable to manage our growth or execute our strategies effectively, our business and prospects may be materially and adversely affected.**

We experienced significant and rapid revenue growth during the Track Record Period. Our revenue increased from RMB2,143.3 million in 2023 to RMB3,830.1 million in 2025, representing a CAGR of 33.7%.

However, our historical growth may not be sustainable or indicative of future performance due to various factors, including the unpredictable success of new services and intensifying competition in the industries in which we operate. For instance, while our advertising platform business is slowly growing, its future growth significantly depends on the upgrades of our technologies and certain advertising systems. There is no assurance that the advertisements bid and placed through our advertising systems will be able to achieve the ROI that our customers expect. Furthermore, our revenue, expenses and operating results may fluctuate from time to time due to factors beyond our control, and we cannot assure you that our revenue will continue to grow or that we will remain profitable in the future. Therefore, our past performance should not be relied upon as an indicator of future business performance or financial results.

In addition, our planned expansion and investments in new initiatives will require substantial managerial, operational, financial and human resources. Our existing and planned infrastructure, including personnel, systems, procedures and internal controls, may not necessarily be sufficient to support our future operational scale and complexity. We cannot provide you with any assurance that we will successfully manage our growth, implement necessary upgrades, or execute our strategic plans. Any failure to do so could materially and adversely affect our business and prospects.

**Our business is subject to risks arising from inaccurate, fraudulent, or otherwise invalid data, which could materially and adversely affect our business, financial condition and results of operations.**

Our business, the effectiveness of our services and the calculation of our fees fundamentally rely on the accuracy and authenticity of performance data. This data comes from multiple sources, including major media, third-party measurement platforms and our own analytics. The quality of this data faces interconnected threats, primarily from inaccurate or fraudulent data supplied by third-party platforms and from invalid traffic within the digital advertising ecosystem. We depend on data from media and third-party partners to evaluate advertisement campaign effectiveness and calculate performance-based service fees. If such data is inaccurate, incomplete or fraudulent, it would impair our ability to optimise campaigns, report accurate results to customers, and correctly calculate the fees to which we are entitled, potentially leading to an understatement of our service revenue. Furthermore, a portion of the traffic and engagement we measure may be invalid, generated

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## RISK FACTORS

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by automated bots (malicious software programmes), click farms or other fraudulent methods. This invalid traffic artificially inflates the key performance metrics we track and report, such as impressions, clicks, conversions and return on ad spend, distorting our operational data and hindering true performance measurement and reliable forecasting.

The combined impact of these data integrity risks is significant. They can lead to the simultaneous misstatement of our revenue and the misallocation of customer advertising spend. If customers perceive that their spend is wasted on fraudulent activity or that reported performance data is unreliable, their trust in our platform would be severely damaged, leading to potential customer loss, reduced spending and reputational harm.

**Volatility in traffic acquisition costs may materially and adversely impact our profitability and results of operations.**

We rely on media to supply advertising space for advertising placement on behalf of our customers in our businesses. Our media costs were RMB1,470.3 million, RMB1,904.7 million and RMB2,987.2 million for the years ended 31 December 2023, 2024 and 2025, respectively, representing 90.7%, 91.9% and 91.0% of our total cost of sales in 2023, 2024 and 2025 respectively. Any fluctuation in these costs could adversely affect our profitability. If we are unable to pass on increases in traffic acquisition costs, either partially or in full, to our customers, our business, financial condition and results of operations could be materially and adversely affected.

**Our financial assets measured at fair value are subject to accounting estimate uncertainties, and fair value fluctuations may adversely affect our financial results, and a significant portion of our profit for the year during the Track Record Period was attributed to other net income, which may be materially and adversely affected by such fluctuations.**

During the Track Record Period, we invested in various wealth management products, such as structured deposits, debt investments, equity investments and fund investments, with corresponding carrying amounts accounted for as fair value through profit or loss (“FVPL”) or fair value through other comprehensive income (“FVOCI”). As at 31 December 2023, 2024 and 2025, we recorded financial assets measured at FVPL of RMB704.5 million, RMB591.6 million and RMB905.4 million, respectively. As at the same date, we recorded equity securities designated at FVOCI of RMB29.0 million, RMB37.6 million and RMB35.2 million, respectively. For details, see “Financial Information — Description of Selected Items of Consolidated Statements of Financial Position”. We may continue to make such investments. We cannot assure you of fair value gains amid uncontrollable external factors, and may incur significant fair value losses that materially and adversely affect our financial condition and results of operations. Lower-than-expected yields, significant fair value fluctuations and valuation uncertainties may also materially and adversely affect our business and financial condition, and may lead to a decline in the value of our investments. Also, our other net income constituted a relatively significant proportion of our profit for the year during the Track Record Period, any adverse fluctuation in the fair value of our financial assets measured at FVPL, or any reduction in investment-related income, could result in a material decline in our other net income and, in turn, materially and adversely affect our overall profitability, financial condition and results of operations.

**Our content review and compliance measures might not be able to guarantee advertisement compliance or to detect all inappropriate advertisement creatives we generate or distribute.**

Our business involves generating and distributing digital advertising creatives for customers across various media. We produce advertising creatives for our customers, for example, by using our AI-powered Content Generation Model to generate marketing content. During our business operations, all parties involved, including advertisers, publishers and could face potential significant legal risk from advertisements that are inappropriate, illegal or non-compliant with the diverse regulations of different jurisdictions.

We are subject to laws and regulations that obligate us to monitor advertising content to ensure such content is true, accurate and fully compliant with the applicable laws and regulations. To manage these risks, we have implemented content review and compliance measures, including

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## RISK FACTORS

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contractual provisions requiring customers to warrant the compliance of their provided materials and a proprietary content review system designed to conduct pre-placement checks and flag campaigns with irregular parameters. Nevertheless, our content review and compliance measures might not be able to guarantee advertisement compliance or to detect and filter all inappropriate advertisement creatives we generate or distribute. As our business scale expands, and considering the differing divisions of responsibility between us and our advertising customers across various business models, there remains a risk of advertising review errors. These errors could arise from a minority of customers deliberately concealing information or providing product materials for review that differ from the final advertising content. In such cases, where a violation of relevant laws and regulations stems from the advertiser’s own operational situation or the content they have supplied, we may face the risk of penalties for publishing false advertising or other non-compliant activities. We cannot assure you that all advertising content handled or distributed by or through us is true, accurate and compliant with the applicable laws and regulations in part due to the ambiguities in the interpretation and application of complex and evolving advertising laws. Consequently, our reputation and business depend on providing trusted marketing services to our customers, and any failure of our systems and procedures to adequately and timely detect non-compliant content could subject us to regulatory investigations, penalties, administrative sanctions and reputational harm. Any of these consequences could materially and adversely affect our business, results of operations and financial condition.

**Any breach of our cybersecurity measures, including unauthorised access, computer viruses and hacking, could compromise our IT systems and database, diminish customer engagement with us and, in turn, damage our reputation and brand.**

We rely extensively on our information technology systems to manage and operate our business. These systems are critical to supporting our services and internal operations. While we in our ordinary course of business mainly serve enterprises instead of individual customers, our IT infrastructure and databases contain data such as proprietary business data, de-identified end-users information and confidential partner information. These systems and data are still potential targets for a wide range of cybersecurity threats, including unauthorised access, computer viruses, hacking, phishing, ransomware and other malicious or disruptive activities.

Although we have implemented protective measures, these defences may be breached due to rapidly evolving attack techniques which are often not identified until deployed. We may be unable to anticipate novel cyberattack methods or implement adequate preventative measures in a timely manner. Any security breach, whether from third-party action, employee error, or system flaws, could compromise the integrity and confidentiality of our systems and proprietary business information. This could lead to operational disruption, service interruptions and the theft of confidential business or partner data.

Such an incident could expose us to liabilities, regulatory scrutiny and costly litigation. Furthermore, any breach would likely damage our reputation and brand, potentially harming our relationships with key advertisers and partners. Any of these outcomes could severely and adversely affect our business, financial condition and results of operations.

**Our business is subject to data protection, cybersecurity and privacy laws in all jurisdictions where we operate, including the PRC and other jurisdictions. Failure to comply with, or to adapt promptly to changes in, such laws and regulations could result in fines, litigation, reputational harm and operational disruptions.**

As we operate in multiple jurisdictions globally, we are subject to increasingly complex and stringent data, cybersecurity and privacy laws and regulations in all jurisdictions where we operate. Especially, in recent years, the PRC government has enacted multiple laws and regulations concerning cybersecurity, data security and personal information protection that are applicable to our business. The interpretation and application of laws, regulations and standards on cybersecurity, data protection and privacy shall follow the then effective laws and regulations and are still evolving and subject to change that may affect us. We cannot assure you that our data security, cybersecurity



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and personal information protection measures are, and will be, always considered sufficient under applicable laws and regulations. See also “Regulatory Overview — PRC Laws, Regulations and Policies — Laws and Regulations relating to Data Security, Cybersecurity and Privacy Protection” for details.

Besides, certain legal and regulatory developments may create legal and economic uncertainties, influence our business operations and the manner in which we and our business partners process data. Compliance with such laws and regulations may entail substantial costs. Furthermore, if our business partners such as advertisers or media prohibit or restrict our collection and use of relevant data, or if countries or regions where we operate enact new data protection and privacy laws, our compliance risks may increase, which could adversely affect our operating performance.

We have implemented various measures to ensure data compliance, such as establishing a data compliance system, appointing a responsible person and instituting strict information confidentiality protocols and operational procedures. We employ technical safeguards such as firewalls and data encryption to ensure the security and reliability of data resource storage and usage. However, the effectiveness of our measures is susceptible to system failures, interruptions, inadequacies, security breaches, or cyberattacks. Should our IT systems be impacted by malicious software, viruses, or targeted hacking attacks, it could disrupt our normal operations or lead to the leakage or loss of data resources, potentially harming our market reputation and operating performance.

We face risks related to data privacy, security and compliance across the jurisdictions in which we operate. Despite our established protocols, our employees, partners, or customers may, through their own actions, cause the improper use of information. Furthermore, we are subject to evolving laws and regulations concerning data privacy and security. While we endeavour to comply with all applicable rules, we cannot guarantee that our measures will at all times be deemed fully sufficient in all jurisdictions. Any actual or alleged failure to comply with such laws, or to address privacy or data protection concerns, could harm our reputation, discourage customers from using our services, and adversely affect our business, results of operations and financial condition. For details, see “Regulatory Overview.”

**Any significant disruption or failure in our technology infrastructure and IT systems would impair our delivery of service. This could lead to the loss of advertisers and publishers and, in turn, to a material adverse effect on our business and operating results.**

Our business operations rely on the effective functioning, stability and security of Internet and telecommunications infrastructure as well as our IT systems. The delivery of our services depends on third-party suppliers that provide cloud computing, data storage, content distribution and delivery and telecommunications services. Furthermore, our advertisement placement relies on the business performance of our publishers. Therefore, any disruption or failure in their information technology or communication systems could diminish the effectiveness of our businesses and may lead advertisers to discontinue their engagements with us. In the past, we have not experienced cloud service failures that resulted in partial data loss. Any significant interruption or malfunction in Internet or telecommunications infrastructure, or any major disruption or failure in our own information technology systems, could hinder our ability to reliably deliver advertisements and provide services to our customers. This may lead to the loss of advertisers and publishers, thereby adversely affecting our business, financial condition and operating results.

**Our business is subject to the risks relating to our international operations. Failure to promptly and successfully adapt our overseas services and operations to local market dynamics and regulatory shifts could materially and adversely affect our business, financial condition and results of operations.**

We maintain overseas offices and a portion of our revenue is derived from North America, Europe, South America and other regions, apart from the Asia Pacific as we focus on helping Chinese enterprises expand into global markets and addressing their marketing needs in relation to their cross-border businesses. We aim for continued global expansion by strengthening our localisation capabilities in existing regions where we have a physical and market presence and

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extending our reach through partnerships with local entities. We may also venture into new international markets where we have limited or no prior operational experience, and where demand for our services and technologies may be limited.

However, operating business in the international market or expanding internationally is subject to various risks and uncertainties, including but not limited to: (i) challenges in selecting suitable regions for international expansion and in understanding local market dynamics, customs, legal and regulatory frameworks and cultural norms; (ii) difficulties in recruiting and retaining qualified management and personnel in foreign jurisdictions; (iii) competition from established local service providers which have strong physical and market presence; (iv) protectionist policies and business practices that favour domestic competitors in certain countries; (v) complexities in identifying, engaging and maintaining productive relationships with appropriate local or international business partners; (vi) exposure to political, economic and social instability and even the risks of military conflicts and related disruptions in or affecting the regions in which we operate or which our business or services are extended to or otherwise reach; (vii) the burden of complying with diverse foreign laws and regulations applicable to our business; (viii) compliance with the legal procedures required by relevant laws and regulations for overseas investments, including, but not limited to, obtaining necessary licenses, approvals, filings, and registrations from competent authorities; and (ix) increased operational costs inherent in international business.

Our continued success depends, in part, on our ability to manage these risks, which vary from country to country and are difficult to predict or assess. We may not be able to develop and implement initiatives that address these risks effectively in each region in which we operate or which our business or services are extended to or otherwise reach and, any such failure could adversely and materially affect our reputation, business, financial condition and results of operations.

**Our business is subject to risks arising from the international trade policies, the political environment, economic or trade sanctions and investment restrictions, as well as related regulatory measures.**

Our business operations span various industries across multiple countries and are exposed to complex international trade environments, geopolitical tensions (such as those between China and the U.S.) and evolving laws and regulations concerning export controls, sanctions and investment restrictions. The interpretation and enforcement of these laws and regulations are often uncertain and may be heightened by national security or political factors. Compliance with such requirements may be difficult or costly and could have a material adverse effect on our operations.

Our business, financial condition and results of operations could also be materially and adversely affected if our customers or suppliers become subject to restrictive measures related to trade protection or export controls, such as new tariffs, economic sanctions, or outbound investment rules, as well as economic or trade sanctions. Our downstream customers are primarily concentrated in internet enterprises in the e-commerce, entertainment and application sectors generally with significant marketing or promotion needs in overseas markets. Should bilateral relations between major countries deteriorate and lead to enhanced restrictions on companies operating in relevant industries (such as Chinese internet companies), the operating environment for our customers could worsen, reducing their demand for overseas advertising and thereby adversely affecting our performance. In extreme scenarios, significant policy shifts (e.g., prohibitions on acquiring traffic on major media or other major platforms) could severely impair our ability to secure stable traffic.

Furthermore, our business, financing and strategic initiatives may be impacted by investment screenings both domestically and abroad. For instance, existing and evolving foreign investment regulations in relevant jurisdictions like the U.S., including restrictions on investments related to specific technologies, could constrain our ability to access capital from U.S. and other sources and impede our pursuit of strategic transactions. In particular, on 28 October 2024, the U.S. Department of the Treasury (the “**Treasury**”) issued a final rule on outbound investment (the “**Final Rule**”), to implement the executive order of 9 August 2023, which became effective on 2 January 2025. The Final Rule imposes investment prohibition and notification requirements on U.S. persons (as defined in the Final Rule) for a wide range of investments in entities associated with China

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(including Hong Kong and Macau), collectively defined as “covered foreign persons”, that are engaged in activities relating to three sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) AI systems. In addition, on 18 December 2025, President Trump signed into law the Fiscal Year 2026 National Defense Authorization Act, which includes the Comprehensive Outbound Investment National Security Act of 2025 (“**COINS Act**”). The COINS Act expands the Final Rule’s sectoral coverage and geographic coverage. The new rules will not take effect immediately. Instead, the Treasury has 450 days to amend the Final Rule to conform with the provisions set out therein, and the existing Final Rule remains in effect until then. The interpretation, application and potential future amendments of such rules are uncertain and may adversely affect our strategic plans, financial performance and growth prospects.

Unfavourable macroeconomic conditions, such as inflation, foreign exchange volatility and economic recessions, may be exacerbated by trade disputes, tariffs and other political tensions. Despite our efforts to monitor these risks, any uncertainties, including a prolonged economic downturn or an escalation in trade tensions, could affect our business and ability to secure financing, and may have a material adverse effect on our business, prospects, results of operations and financial condition.

**We may be unable to prevent the unauthorised use or infringement of our intellectual property. Conversely, we may also face allegations that our services, or technology infringe upon the intellectual property rights of others.**

Our success depends significantly on our software copyrights, trademarks, domain names, know-how, proprietary technologies and similar intellectual property. Our business and operations are technology-intensive, involving numerous and extensive intellectual property rights such as software copyrights across internet and other fields. The intellectual property we own is a vital component of our core competitiveness.

A combination of intellectual property laws and contractual measures are used to safeguard these proprietary rights. We consistently adhere to relevant intellectual property laws and regulations, proactively apply for necessary intellectual property protections, and have implemented protocols including code isolation and access control. Such measures also include entering into confidentiality agreements or clauses with employees and partners and incorporating clear intellectual property protection clauses in our cooperation agreements to ensure our rights are fully protected under the law. See “Business — Intellectual Properties”.

Nonetheless, despite these efforts, our intellectual property rights could still be contested, invalidated, circumvented, or misappropriated. In the extreme case where our intellectual property is unlawfully infringed upon and we are unable to resolve such infringement in a timely and effective manner, it could harm our market reputation and adversely affect our operations. Our intellectual property may not ultimately secure us a competitive edge.

Upholding and enforcing intellectual property rights is subject to various challenges. Statutory laws and regulations are subject to judicial interpretation and enforcement, which may not be consistent. In the event where counterparties breach confidentiality, invention assignment, or non-compete agreements, we may not have access to sufficient legal remedies. Consequently, we may not be able to fully protect our intellectual property or enforce our contractual rights in all jurisdictions. Deterring unauthorised use of our intellectual property is difficult and costly, and the actions we take might not necessarily be sufficient in preventing the misappropriation of our intellectual property. If we engage in litigation to defend and enforce our intellectual property rights, it could involve substantial costs and divert management attention and financial resources. We cannot guarantee a favourable outcome in any such legal proceedings. Moreover, our trade secrets could be disclosed or otherwise obtained by, or be independently developed by, our competitors. Should our employees or consultants incorporate third-party intellectual property into their work for us, disputes may emerge over the ownership of related know-how and inventions. Failure in adequately protecting or enforcing our intellectual property rights could materially and adversely impact our business, financial condition and operating results.

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Conversely, we cannot guarantee that our operations or any element of our business does not or will not infringe or otherwise violate the trademarks, patents, copyrights, know-how or other intellectual property rights of third parties. We may, from time to time in the ordinary course of our business, be subject to legal actions and claims concerning the intellectual property rights of others. Additionally, there may be third-party trademarks, patents, copyrights, know-how or other intellectual property rights that our products, services, or business aspects infringe without our knowledge. Owners of such intellectual property rights could attempt to enforce their rights against us in various jurisdictions. If infringement claims are asserted against us, we may be compelled to divert management time and other resources away from our business and operations to defend against these claims, regardless of their validity.

Furthermore, the application and interpretation of intellectual property laws, as well as the procedures and standards for granting intellectual property rights, are continually evolving and can be uncertain. We cannot guarantee that courts or regulatory bodies will concur with our interpretations. If we are found to have infringed the intellectual property rights of others, we could be held liable for such infringement, be prohibited from using such intellectual property, incur licensing fees, or be forced to develop alternative solutions. Any of these outcomes could materially and adversely affect our business and financial performance.

**Some of our leased property interests may be imperfect or defective.**

Our operations are conducted primarily from leased properties. If third parties challenge our lease agreements, we may need to divert management attention and incur legal defence costs, even if such challenges are ultimately resolved in our favour. As at the Latest Practicable Date, certain of our lease agreements in the PRC have not been registered with the relevant government authority. Under PRC laws and regulations, although failure to register does not invalidate the lease between tenant and landlord, both the landlord and the tenant may be subject to administrative fines for non-registration. As at the Latest Practicable Date, we are not aware of any action, claim, or investigation initiated or threatened by government authorities regarding the defects in our leased properties. However, if we are fined or penalised by authorities due to our landlords’ failure to register the lease agreements, our business and financial condition could be adversely affected.

**Our management system may not be adequate or effective in all respects, which may materially and adversely affect our business and results of operations.**

We endeavour to implement risk management and internal control systems, including organisational structures, policies, procedures and risk-management methods, that are appropriate for our operations, and we continually work to improve these systems. See “Business — Risk Management and Internal Control”. However, due to inherent limitations in the design and execution of any risk management and internal control framework, we cannot guarantee that our systems can identify, prevent, or manage every risk. Our internal controls are intended to oversee our business activities and promote overall compliance, but they may not be sufficient for detecting all instances of non-compliance in a timely manner, or at all. Timely detection and prevention of fraud and other misconduct cannot be assured, and the measures we take to prevent and identify such activities may not necessarily be effective.

The effectiveness of our risk management and internal controls is also dependent on proper execution by our employees. Given the considerable scale of our operations, we cannot guarantee that such execution must be free from human error or oversight, which could materially and adversely affect our business and operating results. Moreover, as we are likely to expand and diversify our range of products and services in the future, such diversification will demand ongoing enhancement of our risk-management capabilities. If we do not adapt our risk management policies and procedures in a timely manner to reflect our evolving and growing business, our business, financial condition and results of operations could be materially and adversely affected.



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**The loss of any member of our senior management, or an inability to retain and attract skilled staff, including R&D personnel, would impede our ability to execute operations and achieve strategic objectives.**

The success of our business depends significantly on our ability to attract and retain highly skilled personnel, particularly talent with expertise in the fields of AI, big data algorithms, and overseas advertising technologies. Since our inception, we have consistently emphasised technological development, product research and development and the building of our R&D team. Through continuous practice and accumulation, we have developed and accumulated a number of core technologies and proprietary intellectual property rights, and we believe we have cultivated a team of high-calibre R&D personnel.

For instance, experienced sales personnel are crucial for effectively communicating with potential customers and delivering high-quality customer service. Our ability to provide adequate support for our products and services also relies on maintaining a skilled workforce. Several of our products and technologies are currently in the R&D stage, making the stability of our core personnel especially critical to our development. Should we fail to attract or retain qualified and capable staff, or if we experience a significant loss of core technical personnel and technical talent in the competitive talent market, our business, financial condition and operating results could suffer significant harm.

Moreover, given the scale and scope of our activities, we must also hire and retain a broad base of effective and experienced R&D personnel capable of adapting to a dynamic, competitive and challenging business environment. Competition for talent and qualified professionals in the marketing sector in China is intense, and the pool of suitable and qualified candidates is limited. Such competition may compel us to offer higher compensation and enhanced benefits to attract and retain such individuals. However, even if we offer competitive compensation and benefits, we cannot guarantee that these professionals will choose to join or remain with our Company. If we fail to attract and retain personnel with the necessary managerial and technical expertise or to maintain an adequate workforce on a consistent and sustained basis, our financial position and results of operations could be materially and adversely affected.

**Our business is exposed to a range of external risks, from macroeconomic shifts to natural disasters and health pandemics, which could materially and adversely affect our operations and business growth.**

Uncertainties in both global and regional macroeconomic conditions, including fluctuations in interest rates, inflation levels, industry-specific dynamics, unemployment, labour and healthcare costs, credit availability, consumer confidence and other factors beyond our control, may subject our customers and our business to substantial risks and materially and adversely impact demand for our services. Furthermore, natural disasters such as floods, earthquakes, sandstorms, snowstorms, fires, or droughts, the outbreak of widespread health epidemics, acts of war, terrorism, or other force majeure events outside our control could disrupt our R&D, commercial activities and general business operations. Any such disruptions could adversely affect our business, financial condition, operating results and future prospects.

**Share-based awards have resulted and will continue to result in significant share-based payment expenses, which may have a material adverse effect on our results of operations and profitability.**

We have adopted, and may further adopt, share incentive schemes to motivate and reward our employees. In accordance with applicable accounting standards, share awards granted to employees are measured at the fair value of the equity instruments at the grant date and are recognised as expenses over the vesting period. Consequently, the share awards we have granted in the past and may grant in the future have resulted and will result in significant share-based payment expenses.

Although these expenses are non-cash in nature and do not have an immediate impact on our cash flows, they directly reduce (or increase) our reported profit for the year. In 2025, we recognised share-based payment expenses of RMB82.0 million, representing 2.1% of our revenue. We expect to continue utilising share-based incentives to attract, motivate and retain key personnel. Therefore, we

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may grant additional share awards, which could cause the total amount of share-based payment expenses recognised in future periods to remain at a high level or increase further. This may continue to have a material adverse effect on our results of operations, profitability and financial performance.

Furthermore, these substantial non-cash expenses may make our financial performance appear less favourable than peers that utilise equity compensation to a lesser extent. [REDACTED] should not rely solely on our reported profit for the year in assessing our performance. For details, see “Financial Information — Non-IFRS Measures” in this document.

**If our insurance coverage is insufficient, we could incur significant uninsured liabilities and business disruptions, adversely affecting our financial condition and results of operations.**

Our insurance coverage may not be sufficient to safeguard us against all the risks and liabilities from our business and operations. Consistent with common industry practice in the PRC, we do not maintain business interruption insurance, keyman life insurance, or specific insurance for our information technology infrastructure and systems or our leased properties in the PRC; similarly, our insurance arrangements in overseas jurisdictions may not cover all potential operational and asset-related risks due to varying market practices, coverage limitations and cost considerations. Should our information technology infrastructure or business operations in any of our operating locations be disrupted by events such as litigation, natural disasters, cyberattacks, or other unforeseen circumstances, we may incur substantial costs and divert significant resources, with no or insufficient insurance coverage to offset such losses. Consequently, our business, financial condition and results of operations could be materially and adversely affected.

**If we fail to continue to obtain or maintain necessary government grants or tax incentives, our business, financial condition and results of operations could be materially and adversely affected.**

Our Group has benefited from the government grants and tax incentives. In 2023, 2024 and 2025, the government grants recognised as other net income amounted to RMB45.4 million, RMB12.0 million and RMB20.6 million, respectively. Meanwhile, Xi'an Diangao and Xinghezixing are recognised as high-tech enterprises and as a result, they have benefited from preferential tax rate of 15% since 2017, and from 2019 to 2025, respectively. Moreover, Xi'an Guangzhi, Xi'an Diangao and Xian Saidian Juliang Network Technology Co., Ltd. can enjoy a preferential tax rate of 15% from 2021, 2021, and 2024, respectively, because they are entitled by tax incentives for the Third Phase of the Western Region Development Plan of the PRC. For further details, see “Regulatory Overview — PRC Laws, Regulations and Policies — Laws and Regulations relating to Taxation” and “Financial information — Description of Selected Items of Consolidated Statements of Profit or Loss — Income Tax” in this document. There can be no assurances that we would continue to enjoy these tax incentives at the historical levels, or at all. Any change, suspension or discontinuation of these tax incentives to us could adversely affect our financial condition and cash flows.

**Failure to obtain or maintain the requisite approvals, licences, or permits for our business could have a material adverse effect on our business and results of operations.**

The legal and regulatory framework governing the digital marketing service and internet-related industries, including applicable licensing and permit requirements, is relatively new or complex and continues to evolve. Therefore, the interpretation and enforcement of these laws and regulations involve substantial uncertainty. Consequently, it may at times be difficult to ascertain whether our activities can be deemed to be in full compliance with all applicable laws and regulations. We cannot guarantee that we have obtained all permits or licences required for us to operate our business in all jurisdictions where we conduct business activities, or that we will be able to maintain our current licences or obtain new ones as required.

If a regulatory authority determines that we have operated without the requisite approvals, licences, or permits, or if new laws or regulations are introduced that require additional approvals, licences, or permits, or impose further restrictions on our operations, such authority may take various enforcement actions. These may include imposing fines, confiscating our income, revoking

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our business licences, ordering the cessation of relevant business activities, or restricting affected portions of our operations. Any such action could have a material adverse effect on our business and results of operations.

**We and our directors, senior management and Single Largest Group of Shareholders are exposed to the risk of lawsuits, investigations and other legal or regulatory proceedings.**

We may, from time to time, become involved in legal proceedings in the ordinary course of our business. Our directors and senior management may also face personal lawsuits, investigations or other legal proceedings arising from alleged breaches of duty, misconduct, or failures in corporate governance, information disclosure, fiduciary duties, or compliance with securities laws. Even if such allegations are without merit, these proceedings could divert management’s attention, entail significant legal costs, negatively affect our reputation, and may result in liabilities or settlements. Furthermore, indemnification arrangements we may provide to attract and retain qualified directors and senior management could increase our potential exposure in such situations. We may also receive formal or informal inquiries from government authorities and regulatory entities concerning our compliance with laws and regulations, many of which are evolving and subject to interpretation. Claims alleging actual or purported violations of law could be brought against us by advertisers, publishers, competitors, governmental entities in civil or criminal investigations, or other parties. Such claims may arise under various laws across different jurisdictions, including but not limited to advertising laws, internet information services laws, intellectual property laws, unfair competition laws, data protection and privacy laws, labour and employment laws, securities laws, real estate laws, tort laws, contract laws, property laws and employee benefit laws. We may also face legal action as a result of activities undertaken by our publishers or advertisers. Furthermore, the Single Largest Group of Shareholders exercises significant influence over our management and operations. If the Single Largest Group of Shareholders becomes subject to material litigation or enforcement actions initiated by third parties, such proceedings could distract its attention from our business, harm its reputation or financial condition, and consequently have a material adverse effect on our business, results of operations, financial condition and prospects.

We cannot guarantee a successful defence in any legal or administrative action, or that we will be able to effectively assert our rights under applicable laws. Even if we ultimately prevail in defending against such actions or in asserting our rights, doing so could be costly, time consuming and may not achieve a practical resolution. Involvement in such proceedings could result in negative publicity, significant monetary damages, substantial legal defence costs, injunctive relief and criminal or civil fines and penalties, including the potential suspension or revocation of business licences.

**Non-compliance with the Foreign Corrupt Practices Act and related anti-bribery laws could result in criminal penalties, significant fines and serious harm to our business and reputation.**

Our operations are governed by anti-corruption, anti-bribery and anti-money laundering laws across various jurisdictions where we operate. Failure to comply with these laws could lead to whistleblower complaints, adverse media attention, governmental investigations and substantial administrative, civil, or criminal penalties. There might also be collateral consequences including remedial obligations and significant legal costs, which could materially and adversely impact our business and reputation. Although we have established internal policies designed to promote and ensure compliance, we cannot guarantee that our shareholders, Directors, officers, employees, agents, or other representatives who act on our behalf will not violate these laws. Any such violation could result in investigations and administrative or criminal sanctions against us and/or our personnel. Negative publicity arising from such incidents could further damage our reputation. Consequently, this would materially and adversely affect our business, financial condition, results of operations and future prospects.

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**We may require additional financing in the future; however, such capital may not be available to us in a timely manner, on acceptable terms or at all.**

We may need additional financial resources in the future, in particular if business conditions change, if unexpected developments arise or if we identify and decide to pursue investment, acquisition, capital expenditure or other strategic opportunities. Should our cash requirements exceed our available cash and cash equivalents at any point, we may consider raising funds through the issuance of equity or debt securities or by securing credit facilities. Issuing additional equity would dilute the ownership interests of existing shareholders. Incurring debt would increase our fixed financial obligations and could subject us to operating or other covenants that limit our operational or financial management flexibility. In the past, we have previously relied in part on bank borrowings to finance our operations. There can be no assurance that any future bank loans or other financing will be available in the amounts we need, in a timely manner or on terms acceptable to us, if at all.

**As societal and regulatory scrutiny of ESG matters intensifies, it is likely that more rigorous requirements will be imposed, leading to an increased compliance burden and associated costs for our Company.**

In recent years, there has been growing awareness to ESG issues, including those related to greenhouse gas emissions and environmental protection. This may lead to the adoption of stricter laws and regulations, which could impact our business activities. In response, we may need to allocate greater effort and resources to ensure compliance with such legal and regulatory requirements. We have implemented a range of measures intended to maintain compliance with applicable ESG-related laws and regulations. See “Business — Environmental, Social and Governance”. However, we cannot guarantee that these risk management measures will be fully effective in mitigating related risks. Future amendments to existing ESG-related laws and regulations, or the introduction of new ESG-related requirements, could raise our compliance costs. Failure to adhere to applicable ESG-related laws and regulations could adversely affect our business, operating results and financial performance.

**If we are unable to identify and consummate strategic investments and acquisition opportunities, or fail to successfully integrate the businesses we acquire, it may affect or delay the implementation of our strategies, which might have a material adverse effect on our business and prospect.**

We may undertake the pursuit of business acquisitions and strategic investments and merger and acquisition opportunities to expand our operations and strengthen our market position. However, our ability to complete such transactions is subject to various risks and uncertainties. Even if an acquisition is completed, successfully growing our business through acquisitions involves significant challenges and risks, including: (i) difficulties in integrating the personnel, operations, services, technology, internal controls and financial reporting of acquired or invested companies into our own; (ii) potential disruption to our ongoing business, distraction of management and employees and increased operational expenses; (iii) the potential loss of key professionals and established customer relationships from the acquired or invested businesses; (iv) a possible lack of influence over the controlling partner or shareholder for investments where we do not obtain management and operational control, which could prevent us from realising our strategic objectives for the investment; (v) exposure to new regulatory requirements and compliance risks as a result of entering new industry sectors or markets through acquisitions, investments or otherwise; (vi) actual or alleged misconduct or non-compliance by an acquired or invested company (or its affiliates) that occurred prior to our involvement, which could lead to negative publicity, government inquiries, or investigations against that company or against us; (vii) the emergence of unforeseen or hidden liabilities or costs following an acquisition; and (viii) challenges in realising expected synergies and growth opportunities from the acquisitions or investments.

Consequently, we cannot guarantee that any future investments or acquisitions will not adversely affect our business, results of operations or reputation.

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### **We are subject to the risks in relation to certain Third-Party Payment Arrangements.**

During the Track Record Period, some of our customers have settled their payments with us through third-party payors (the “**Third-Party Payment Arrangement(s)**”). These arrangements expose us to several risks, including potential claims from third-party payors seeking the return of funds on the basis that they were not contractually obligated to make such payments, as well as potential claims from the liquidators of such third-party payors. If any such claims or legal proceedings, whether civil or criminal, are initiated against us in connection with these third-party payments, we would be required to commit substantial financial and managerial resources to defend ourselves against such claims. This could adversely affect our financial condition and results of operations.

### **We may be subject to risks associated with our transfer pricing arrangement.**

We are subject to reviews of our tax returns and other tax-related matters by local and overseas tax authorities and government agencies. We regularly assess the likelihood of adverse outcomes from these reviews to determine the adequacy of our tax provisions. However, there can be no assurance regarding the final outcomes of these reviews. Should the effective tax rate increase, or should the final assessed tax liability exceed the amounts previously provided for, our financial condition, operating results and cash flows could be adversely affected.

Some of the jurisdictions in which we operate have transfer pricing regulations that require intra-group transactions to be conducted on an arm’s length basis. We engaged an adviser on transfer pricing to perform a transfer pricing review and benchmarking analysis on our major international intra-group transactions during the Track Record Period. Upon an independent analysis, we understand that the transfer pricing arrangements for the reviewed international intra-group transactions complied with the arm’s length principle as set out in the Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations issued by the Organisation for Economic Co-operation and Development (an intergovernmental organisation that establishes international trade policies). For details, see “Business — Transfer Pricing Arrangements”. Nevertheless, there can be no assurance that the tax authorities in these jurisdictions will not challenge our transfer pricing arrangements. If challenged, we could be required to pay additional taxes, interest, or penalties, which could have a material adverse effect on our financial condition, operating results and prospects.

### **Our businesses experience seasonal volatility, and consequently our operating results may fluctuate materially.**

Our revenue, cash flow, operating results and other key performance metrics may fluctuate on a quarterly basis due to the seasonal nature of our advertisers’ advertisement campaign expenditures. The internet advertising industry exhibits certain seasonal characteristics influenced by the annual marketing investment plans of major customers and fluctuations in web traffic. For instance, certain advertisers typically allocate a larger portion of their advertising budgets during holiday periods, such as Thanksgiving, Christmas and New Year, when consumer spending increases. As global consumer demand generally rises in the second half of the year driven by these holidays, customer demand for overseas marketing services increases, resulting in a historically higher proportion of our annual revenue being generated in the second half of the year.

Additionally, traffic often becomes more costly during these high-demand holiday seasons. While our historical revenue growth has previously offset the visible effects of seasonality, a decline in our growth rate or a more pronounced seasonal spending pattern could cause seasonality to materially affect our revenue, cash flow and operating results from one period to another. Our operating performance is therefore subject to the risk of seasonal fluctuations.



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**We are exposed to ethical, legal, regulatory and reputational risks arising from our use of AI technology and the AI-generated marketing content, which could, in turn, materially harm our business.**

As with many emerging technologies, AI technology presents risks and challenges that could impact its continued development, adoption and application. Our deployment of AI technology, particularly in generating marketing content for sales and marketing activities, may result in biased analysis and discriminatory outcomes based on stereotypes, such as unequal risk scoring tied to age, cultural background, or gender. Moreover, AI-generated marketing content may contain inaccuracies and errors, which could damage our reputation and credibility and potentially lead to regulatory fines or legal liabilities if the content is misleading or includes material errors or omissions. Should AI-assisted tools produce flawed or incorrect content, we could face competitive disadvantages, legal liability, and ethical or reputational harm.

The use of AI-generated content also raises potential copyright concerns, especially if the underlying algorithms have been trained in part on copyrighted material. We cannot guarantee that our use of such content will not infringe upon the intellectual property rights of third parties. Furthermore, AI-generated content may become subject to increased regulatory scrutiny and legal challenges in the future. Failure to ensure compliance with applicable laws and regulations governing AI-generated content, including intellectual property laws, consumer protection laws and advertising standards, could materially and adversely affect our reputation, business and operating results.

**We are subject to restrictions as a result of our use of open-source technology.**

From time to time, our business incorporates open-source software. While we actively manage our use to avoid unintended licensing terms, we could face claims alleging infringement of open-source licences. These claims might demand the release of our modified open-source code or even our proprietary source code developed from it, potentially leading to litigation.

Many open-source licence terms lack definitive court interpretation, creating a risk that they could be construed in ways that impose unexpected restrictions on our ability to commercialise our products. Should this occur, we might be forced to obtain third-party licences, publicly release our proprietary source code, undertake costly re-engineering, or discontinue software sales, any of which could harm our business and revenue.

The use of open-source software presents additional risks. As it can be freely modified by anyone, others may develop competitive offerings or render the software obsolete for our needs. Competitors could also use the same open-source software to build rival products or services, potentially reducing demand for our own. Failure to effectively manage these challenges could adversely affect our operating results and increase development costs.

**We face foreign currency exchange risk, and fluctuations in exchange rates could adversely affect our financial condition and results of operations.**

A significant portion of our revenues is denominated in foreign currencies, primarily U.S. dollars, while our reporting currency is Renminbi. Consequently, we have exposure to fluctuations in exchange rates, particularly between the Renminbi, the U.S. dollar and the Hong Kong dollar. Any significant depreciation of the Renminbi against these currencies would increase the Renminbi value of our foreign-currency denominated revenues when translated into our financial statements, while an appreciation would have the opposite effect. These fluctuations could result in foreign currency exchange losses and make our financial results more volatile, adversely affecting our financial condition and results of operations. Furthermore, the net [REDACTED] from this [REDACTED] will be received in Hong Kong dollars. Fluctuations in exchange rates will affect the relative purchasing power of these [REDACTED] in Renminbi terms. Such exchange-rate fluctuations may also influence the relative value in Renminbi of any dividends we may declare. Additionally, because we report our consolidated financial results in Renminbi, appreciation or depreciation of the Renminbi against the Hong Kong dollar or U.S. dollar will affect the reported amount of our financial results in these currencies, which may not reflect the actual performance of our underlying business.

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### RISKS RELATING TO OUR BUSINESS AND INDUSTRY IN THE PRINCIPAL PLACE OF OUR BUSINESS

**The PRC’s economic and social conditions and government policies, as well as the global economy, may continue to affect our business.**

We are incorporated and headquartered in the PRC, with a business focus on assisting Chinese enterprises to expand their business in global market, and a significant portion of our businesses, assets and revenue are located in or derived from our operations in the PRC. Consequently, our business, financial condition and results of operations are significantly influenced by the economic, social and regulatory environment in the PRC. The PRC government manages the national economy and various industries through industrial policies and macroeconomic controls using fiscal and monetary measures. It also promotes economic growth by directing resources, implementing monetary policies and offering preferential treatment to certain industries or enterprises.

Our performance has been and will remain subject to the economic condition of the PRC, which is in turn affected by the global economic environment. Uncertainties in the world economy, as well as political conditions across different regions, will continue to impact the economic growth in the PRC. Concerns exist regarding the relationship between the PRC and other nations, including the United States and neighbouring Asian countries, which may have adverse economic consequences. In addition, there are ongoing concerns related to the trade war initiated by the United States against the PRC and other countries. We cannot predict all the risks, uncertainties and fluctuations resulting from current economic, social and regulatory developments, many of which are beyond our control. All of these factors could materially and adversely affect our business, operations and financial performance.

**Our business is subject to complex and evolving laws and regulations, which may be relatively new.**

We operate in the digital marketing services market which is subject to substantial regulation. Both our media partners and we are governed by a wide array of laws and regulations covering critical aspects of our business, including but not limited to advertising, marketing, distribution, intellectual property, data security, privacy and taxation. We may also be impacted by the implementation of new laws and regulations applicable to our publisher partners. Additionally, our publisher partners may collect personal information from users through their platforms. If they do so, they must obtain user consent or have other legal basis, and comply with requirements under applicable laws and regulations. Should new regulatory restrictions prevent our media publishers from collecting performance data for advertisements, they may be unable to collect and provide us with such data.

We rely on our media partners and third-party platforms to collect advertising-related information, enabling us to develop more effective marketing plans for our customers. If regulations are imposed on our publisher partners’ platforms, they may from time to time adjust their data policies, including those on data access, data collection and content restrictions. Such changes are beyond our control and could affect the operations of media, potentially limiting our ability to collect the necessary data to optimise our digital marketing services. This, in turn, could adversely affect our business and financial performance.

Moreover, since our customers operate in various industries, if regulatory authorities targeting those industries implement regulations and policies which affect our customers’ businesses and their advertising requirements, our ability to generate profits from customers in those industries could be affected. Consequently, laws and regulations governing those industries may indirectly affect our business and/or our collection of accounts receivables.

On 28 December 2021, the CAC and 12 other PRC regulatory authorities jointly revised and promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》) (the “**Revised Measures for Cybersecurity Review**”), which became effective on 15 February 2022. Under the Revised Measures for Cybersecurity Review, critical information infrastructure operators purchasing network products and services, that affect or may affect national security, must apply for a



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cybersecurity review. Network platform operators holding personal information of more than one million users that seek to [REDACTED] abroad are also required to apply for a cybersecurity review. In addition, the relevant regulatory authorities may initiate cybersecurity review on any company if such regulatory authorities determine that certain network products or services, or data processing activities affect or may affect national security.

As at the Latest Practicable Date, we have not received any official notification from relevant regulatory authorities designating our network facilities and information systems as critical information infrastructure or requiring us to apply for a cybersecurity review, and our proposed [REDACTED] is a [REDACTED] in Hong Kong instead of [REDACTED] abroad. Based on the foregoing, the obligation to proactively apply for a cybersecurity review does not apply to our proposed [REDACTED].

Additionally, on 24 September 2024, the State Council released the Administration Regulations on Cyber Data Security (《網絡數據安全管理條例》) (the “**Cyber Data Security Regulation**”), which came into effect on 1 January 2025. The Cyber Data Security Regulation stipulates that cyber data processors whose cyber data processing activities affect or may affect national security shall be subject to national security review in accordance with the relevant regulations. However, the Cyber Data Security Regulation does not provide further explanation or interpretation of the phrase “affect or may affect national security.” The Cyber Data Security Regulation also requires cyber data processors to be responsible for the security of processed data and to fulfil data security protection obligations. For further details of our compliance obligations in relation to the Cyber Data Security Regulation, see “Regulatory Overview — PRC Laws, Regulations and Policies — Laws and Regulations relating to Data Security, Cybersecurity and Privacy Protection”.

Furthermore, the SAMR promulgated the Administrative Measures for Online Advertising (《互聯網廣告管理辦法》) on 25 February 2023, which took effect on 1 May 2023, simultaneously repealing the Interim Administrative Measures for Online Advertising (《互聯網廣告管理暫行辦法》). Under the new measures, commercial advertising activities conducted within the PRC to directly or indirectly promote products or services through text, images, audio, video, or any other form via websites, web pages, web applications, or other online media, are governed by these measures and the PRC Advertising Law (《中華人民共和國廣告法》) (the “**Advertising Law**”). Advertising agents and advertising publishers are required to establish, improve and implement systems for the receipt, registration, review and file management of their online advertising business. They are also required by the law to cooperate lawfully with market regulatory authorities in their investigations of the online advertising industry and to provide truthful, accurate and complete information in a timely manner.

The Administrative Measures for Online Advertising further require that online advertisements be clearly identifiable as such to consumers. Paid search advertisements for products or services must be prominently labelled as “advertisement” by the advertising publisher to distinguish them from natural search results. When publishing online advertisements in pop-up or similar forms, the advertiser and advertising publisher must display a close symbol prominently, ensuring it can be closed with one click. Deceiving or misleading users into clicking or viewing advertisements through certain means is strictly prohibited. Violations of the measures may result in penalties, including fines, confiscation of advertising fees, suspension of advertisement publishing business, or revocation of business licences. Following the implementation of the Administrative Measures for Online Advertising (《互聯網廣告管理辦法》), any non-compliance could harm our reputation and lead to significant consequences for our business, financial condition and operating results.

Our Directors believe that compliance with these laws and regulations, as well as any related inquiries, investigations, or other governmental actions, could be costly and may generate negative publicity, increase operating expenses, demand significant management time and attention, and subject us to remedies, including fines or orders to modify or cease existing business practices, that could harm our business.

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**We face potential liability and harm to our business based on the nature of our business and the content distributed by us.**

Our marketing activities may lead to litigation related to copyright or trademark infringement, public performance royalties, or other claims arising from the nature and content of advertisements we distribute. Under the Advertising Law, any individual, legal entity, or organisation which provides advertising design, production, or agency services related to an advertisement would be considered an advertising operator and must ensure that any advertisement it prepares or distributes is truthful and compliant with applicable laws and regulations. For example, the advertising operator must ensure that there is no prohibited content in the advertisement (such as superlative claims, socially destabilising material, obscenity, superstition, violence, discrimination, content infringing public interests, or content harmful to the health of minors or persons with disabilities); it must also ensure that the advertisement does not involve products whose advertising is prohibited or restricted (for example, narcotics, psychotropic or toxic drugs, radioactive substances, breast-milk substitutes, tobacco, pharmaceuticals, medical devices, pesticides, food, alcohol, cosmetics and other products subject to specific prohibitions or restrictions); it shall also ensure that the advertisement does not infringe the legal rights and interests of third parties. Advertising operators must also establish and maintain systems for registration, review and record-keeping according to the relevant provisions. If an advertisement violates any of the above requirements, or if the advertising operator knows or should have known that an advertisement is false, fraudulent, misleading, or otherwise illegal, the relevant PRC authorities may confiscate the advertising revenue of the advertising operator, impose fines, order cessation or correction of such false, fraudulent, misleading or otherwise illegal advertisement, and in serious cases suspend its business operations or revoke its business licences. Advertising operators may also be held jointly and severally liable with advertisers for damages caused to consumers or third parties.

Since our marketing services involve providing “advertising design, production and agency services”, we are considered an “advertising operator” under the Advertising Law. We cannot guarantee that all marketing content we prepare and distribute is in full compliance with the applicable laws and regulations, or that the documentation provided by our customers is accurate and lawful. Although we require customers contractually to warrant that their advertisements comply with the applicable laws and regulations, and a strict review process is implemented, we do not independently verify the permissibility or accuracy of the advertisement content. If any customer representations are untrue, we could be subject to liability and reputational harm. Furthermore, our internal control measures for advertising compliance may not necessarily be able to detect and filter all content containing offensive language or involving violation of media policies, which could lead to media removing campaigns or suspending advertiser accounts. See “Business — Risk Management and Internal Control”. While our customers are generally obligated to indemnify us, such indemnification may be insufficient or uncollectible. Beyond administrative penalties, civil liabilities and settlement costs, we could also incur substantial litigation expenses. Additionally, we utilise AI to generate marketing creatives for customers. According to our PRC Legal Advisers, although our customers using these services remain the “advertiser” under the Advertising Law, if distributed content violates relevant laws and we fail to demonstrate that the violation originated from customer-provided or approved content, we may be unable to obtain indemnification from them. In such cases, customers may seek compensation from us even if a contractual indemnity clause is absent in the agreement, and we may not successfully defend against such claims. This could result in negative publicity, monetary damages and significant legal defence costs.

**We are subject to the currency exchange regulatory system.**

The conversion of RMB is governed by the applicable laws and regulations of the PRC. Under the current PRC foreign exchange regulatory regime, prior approval from the State Administration of Foreign Exchange (SAFE) is not required for foreign exchange transactions under the current account that we conduct, including dividend payments. However, we are required to provide

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supporting documentation for such transactions and to conduct such transactions through designated foreign exchange banks in the PRC that are licensed to conduct foreign exchange business.

In the field of marketing for overseas markets, major media such as Meta and Google control a majority of the global internet marketing media resources. These suppliers typically settle transactions in U.S. dollars. For the convenience and consistency of settlement, integrated marketing services, generally use U.S. dollars for settlements with customers. Consequently, fluctuations in the exchange rate between the Renminbi and the U.S. dollar will have an impact on our operating performance.

Pursuant to existing foreign exchange regulations, after the completion of this [REDACTED], we will be permitted to pay dividends in foreign currencies without obtaining advance SAFE approval, provided that we fulfil certain procedural requirements. However, we cannot guarantee that these foreign exchange policies regarding dividend payments in foreign currencies will remain unchanged in the future. Furthermore, any shortage of foreign exchange availability could limit our ability to secure sufficient foreign currency for dividend distributions to Shareholders or for meeting other foreign exchange needs. Such constraints could also affect our ability to fund capital expenditure plans and may, as a result, impact our business, operating results and financial condition.

**We could be subject to changes in our tax rates, the adoption of new tax legislation or exposure to additional tax liabilities.**

The EIT Law imposes a tax rate of 25% on business enterprises. Our Company and some of our subsidiaries are entitled to preferential tax treatment. For example, several of our subsidiaries in Chinese Mainland have been qualified as high-tech enterprises, entitled to preferential tax treatments under the Third Phase of the Western Region Development Plan of the PRC or engaged in policy-encouraged businesses, accordingly, they were entitled to a preferential income tax rate of 15% during the Track Record Period. For details, see “Financial Information — Description of Selected Items of Consolidated Statements of Profit or Loss — Income Tax.” To the extent there are any changes in the laws and regulations governing preferential tax treatment or increases in our effective tax rate due to any other reasons, our tax liability would increase correspondingly. In addition, the PRC government may amend or restate regulations on income, withholding, value-added and other taxes. Non-compliance with the tax laws and regulations in Chinese Mainland may also result in penalties or fines imposed by relevant tax authorities. Adjustments or changes to tax laws and regulations in Chinese Mainland and tax penalties or fines could affect our businesses, financial condition and results of operations.

We also operate in countries and regions overseas and are subject to various taxes. Due to the fact that the tax environment can be different in different jurisdictions and that the regulations regarding various taxes, including but not limited to corporate income tax, are complex, our overseas operations may expose us to risks associated with the overseas tax policy changes. Due to economic and political conditions, tax rates in various jurisdictions may be subject to significant change. Our effective tax rates could be affected by changes in the mix of earnings in countries with differing statutory tax rates, changes in the valuation of deferred tax assets and liabilities, or changes in tax laws or their interpretation. Dealing with such regulatory complexities and changes may require us to invest more managerial and financial resources, which in turn could affect our results of operations.

We are also subject to the examination of our tax returns and other tax matters by local and overseas tax authorities and governmental authorities. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase, or if the ultimate determination of our taxes payable is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected.

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**Holders of H Shares may be subject to PRC income taxes. Under the EIT Law of the PRC, our offshore subsidiaries may be subject to PRC income tax on their worldwide taxable income.**

Pursuant to the EIT Law and its implementing regulations, unless a different arrangement is provided under an applicable tax treaty or similar agreement between the PRC and the jurisdiction of residence of a non-PRC investor, PRC withholding tax at a rate of 10% generally applies to dividends from PRC sources paid to non-PRC resident enterprises that do not maintain an establishment or place of business in the PRC, or that have such an establishment but where the relevant income is not effectively connected with it. Gains derived from the transfer of shares by such investors are also subject to PRC income tax at a rate of 10% if the gains are considered sourced within the PRC, unless a treaty or similar arrangement stipulates otherwise.

Under the PRC Individual Income Tax Law (《中華人民共和國個人所得稅法》) and its implementation rules, dividends from PRC sources paid to foreign individual investors who are not PRC residents are generally subject to PRC withholding tax at a rate of 20%. Gains from PRC sources realised by such investors on the transfer of shares are generally subject to a 20% PRC income tax rate. These rates are subject to any reduction or exemption provided in applicable tax treaties and PRC laws. According to the Circular on Questions Concerning the Collection of Individual Income Tax Following the Repeal of Guo Shui Fa [1993] No. 045 (《關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) (Guo Shui Han [2011] No. 348) (國稅函[2011]348號) dated 28 June 2011, issued by the SAT, dividends paid to non-PRC resident individual holders of H Shares are generally subject to PRC individual income tax at a withholding rate of 10%, depending on the existence and terms of any applicable tax treaty between the PRC and the holder’s jurisdiction of residence, as well as the tax arrangement between the PRC and Hong Kong. Non-PRC resident individual holders residing in jurisdictions without a tax treaty with the PRC are subject to a 20% withholding tax on dividends received from us. However, under Circular Declaring that Individual Income Tax Continues to be Exempted over Income of Individuals from Transfer of Shares (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) issued by the MOF of the PRC and the SAT on 30 March 1998, gains obtained by individuals from the transfer of [REDACTED] shares may be exempt from individual income tax. Furthermore, the Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of Listed Shares Subject to Sales Limitation (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的通知》) (Cai Shui [2009] No. 167), issued by the MOF, the SAT and the CSRC jointly, states that individuals’ income from transferring [REDACTED] shares on certain domestic exchanges continues to be exempt from individual income tax, except for shares subject to sales restrictions as defined in Supplementary Circular on Relevant Issues Concerning the Collection of Individual Income Tax over the Income Received by Individuals from Transfer of the Listed Shares Subject to Sales Limitations (《關於個人轉讓上市公司限售股所得徵收個人所得稅有關問題的補充通知》) (Cai Shui [2010] No. 70). As at the Latest Practicable Date, the above provisions have not expressly stipulated that individual income tax shall be levied on non-PRC resident individuals from the transfer of shares of PRC resident enterprises [REDACTED] on overseas exchanges. To our knowledge, PRC tax authorities have not in practice sought to collect individual income tax from non-PRC resident individuals on gains from the transfer of [REDACTED] shares of PRC resident enterprises on overseas stock exchanges. Nevertheless, we cannot assure you whether future laws, regulations, or practices may impose income tax on non-PRC resident individuals with respect to gains from the transfer of H Shares.

If PRC income tax is levied on gains from the transfer of our H Shares or on dividends paid to our non-PRC resident [REDACTED], the value of your investment in our H Shares could be affected. Additionally, Shareholders whose jurisdictions of residence have tax treaties or arrangements with the PRC may not qualify for benefits under such treaties or arrangements.



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**While this may also apply to other jurisdictions, there might be difficulties in effecting service of legal process, enforcing foreign judgements against us or our Directors and senior management in the PRC.**

A significant part of our operations, assets and subsidiaries are located in the PRC, and all members of our senior management are residents of the PRC. Certain assets owned by us and these individuals are also situated within the PRC. Consequently, it may be difficult for [REDACTED] to effect service of legal process on these individuals within the PRC or to enforce within the PRC any judgements obtained against us or them from courts outside the PRC. The PRC currently lacks treaties on the reciprocal recognition and enforcement of court judgements with the United States, the United Kingdom, Japan and many other developed countries. As a result, obtaining recognition and enforcement in the PRC of a judgement rendered by a court in such a jurisdiction, in relation to any matter not governed by a binding arbitration clause, could be difficult or, in some cases, impossible.

Furthermore, the legal system applicable to our Company differs materially from the Companies Ordinance or corporate law in the United States and other jurisdictions in certain respects, including protections for minority shareholders. Mechanisms for enforcing rights under the corporate governance framework to which we are subject are also relatively undeveloped and have not been extensively tested. However, under the PRC Company Law, Shareholders may, under certain circumstances, initiate derivative actions on behalf of the company against directors, supervisors, officers, or third parties.

In July 2006, the PRC Supreme People’s Court and the Hong Kong Government signed the Arrangement on Reciprocal Recognition and Enforcement of Judgements in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned 《最高人民法院關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排》. The arrangement took effect on 1 August 2008. Under such an arrangement, where any designated peoples’ court in the PRC or any designated Hong Kong court has made an enforceable and final monetary judgement in a civil and commercial case pursuant to a choice-of-court agreement in writing between the parties, any interested party concerned may apply to the relevant people’s court in the PRC or Hong Kong court for recognition and enforcement of the judgement. Although this arrangement is still in effect, the outcome and effectiveness of any proceedings brought under the arrangement still remain uncertain.

### **RISKS RELATING TO THE [REDACTED]**

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

As we are listed on the Shenzhen Stock Exchange and will be [REDACTED] on the Main Board, we are 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 expend further resources to meet the compliance obligations of both markets.

**The characteristics of the A share and H share markets may differ.**

Our A Shares are listed and traded on the ChiNext of the Shenzhen Stock Exchange. Following the [REDACTED], our A Shares will continue to be [REDACTED] on the ChiNext of the Shenzhen Stock Exchange and our H Shares will be [REDACTED] on the Main Board. Under current PRC laws and regulations, without the approval from the relevant regulatory authorities, our H Shares and A Shares are neither interchangeable nor fungible, and there is no direct [REDACTED] or settlement between the H Share and A Share markets. With different [REDACTED] characteristics, the H Share and A Share markets have different [REDACTED], 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 [REDACTED] of our H Shares and

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vice versa. Furthermore, 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 investment decision in our H Shares.

**There has been no prior public market for the H Shares and the liquidity and [REDACTED] of our H Shares may be volatile.**

Prior to the [REDACTED], there was no public market for our [REDACTED]. We cannot assure you that a public market for our [REDACTED] with adequate liquidity and [REDACTED] 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 an 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 public market 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.

**The liquidity, [REDACTED] and [REDACTED] of our H Shares following the [REDACTED] may be volatile, which could result in substantial losses to [REDACTED].**

The [REDACTED] at which our H Shares will [REDACTED] after the [REDACTED] will be determined by the marketplace, which may be affected by various factors beyond our control, including: (i) our financial performance; (ii) changes in securities analysts’ estimates, if any, of our financial performance; (iii) the history of, and the prospects for, ourselves and the industries in which we operate; (iv) an assessment on the prospects for, and timing of, our future revenue and cost; (v) structures that independent research analysts may publish, if any; (vi) the present state of our development; (vii) the valuation of publicly [REDACTED] companies that are engaged in business activities similar to ours; (viii) general market sentiment regarding the industries we operate in; (ix) changes in laws and regulations of relevant jurisdictions where we operate; (x) our actual or perceived failure to compete effectively in the market; and (xi) political, economic, financial and social conditions.

In addition, the Stock Exchange has from time to time experienced significant volatility in [REDACTED] and volumes that have affected the market prices of securities of companies quoted on the Stock Exchange. As a result, [REDACTED] in our H Shares may experience volatility in the [REDACTED] of their H Shares and a decrease in the value of their H Shares regardless of our operating performance or prospects.

**Our historical dividends may not be indicative of our future dividend policy, and there can be no assurance whether and when we will pay dividends in the future.**

In the past, we have declared dividends. However, we cannot guarantee that we will declare or distribute dividends of any amount in any future year. Under the applicable laws and regulations of China, the payment of dividends may be subject to certain limitations. Moreover, the calculation of our profit under the China Accounting Standards for Business Enterprises (“PRC GAAP”) may differ in certain respects from the calculation under the IFRS Accounting Standards. As a result, even if we report a profit for the year under IFRS Accounting Standards, we may not have distributable profits as determined by PRC GAAP. Additionally, the declaration, payment and amount of any future dividends are subject to the discretion of our Directors after taking into account various factors, including but not limited to our results of operations, financial condition, 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 as our Directors may deem relevant, and subject to the approval at a 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 China. 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.



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Under the existing foreign exchange regulations of China, 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 China 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 affect the remittance of RMB into or out of China.

**Purchasers of our H Shares in the [REDACTED] will incur immediate and substantial dilution and may experience further dilution if we issue [REDACTED] in the future.**

The [REDACTED] of the [REDACTED] is higher than the net tangible assets book value per Share immediately prior to the [REDACTED]. As a result, you and other [REDACTED] of the [REDACTED] in the [REDACTED] will experience an immediate dilution in the [REDACTED] net tangible asset value. In order to expand our business, we may consider offering and issuing [REDACTED] in the future. [REDACTED] of the [REDACTED] may experience dilution in the net tangible asset value per share of their Shares if we issue [REDACTED] in the future at a [REDACTED] which is lower than the net tangible asset value per Share at that time.

**Future sales or perceived sales of substantial amounts of our H Shares in the public market could have a material adverse effect on the [REDACTED] of our H Shares and our ability to raise additional capital in the future, or may result in dilution of your shareholding.**

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 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 public market, especially by our Directors, executive officers, members of the Single Largest Group of Shareholders and other significant Shareholders, or the issuance of new shares or other securities of our Company, 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 incentive schemes, which would further dilute our Shareholders’ interests in our Company. New shares or equity-linked securities issued by us may also confer rights and privileges that take priority over those conferred by the H Shares. Certain amount of the Shares controlled by the Single Largest Group of Shareholders will be subject to certain lock-up periods beginning on the date on which [REDACTED] in our H Shares commences on the 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 [REDACTED] of our H Shares.

In addition, while [REDACTED] subscribing shares in the [REDACTED] generally are not subject to any restrictions on the disposal of the H Shares they subscribed, they may have existing arrangements or agreement to dispose of part or all of the H Shares they hold immediately or within certain periods upon completion of the [REDACTED] for legal and regulatory, business and market, or other reasons. Such disposal may occur within a short period or any time or period after the [REDACTED] Date. Any sale of the H Shares subscribed by such [REDACTED] pursuant to such arrangement or agreement could adversely affect the [REDACTED] of our H Shares and any sizeable sale could have a material and adverse effect on the [REDACTED] of our H Shares and could cause substantial volatility in the [REDACTED] volume of our H Shares.

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## RISK FACTORS

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**Our Single Largest Group of Shareholders has substantial influence over our Group and their interests may not be aligned with the interests of our other Shareholders.**

Our Single Largest Group of Shareholders has significant influence in determining the outcome of any corporate transaction or other matter submitted to the Shareholders. Immediately following the completion of the [REDACTED], our Single Largest Group of Shareholders will remain as the Single Largest Group of Shareholders of our Company. The interests of our Single Largest Group of Shareholders might differ from the interests of our other Shareholders. In the event that our Single Largest Group of Shareholders causes us to pursue businesses that conflict with the interests of our other Shareholders, our other Shareholders could be disadvantaged, and their interests could be damaged. Any conflict of interest between our Single Largest Group of Shareholders and our other Shareholders may also materially and adversely affect our operations such as the decision and implementation of our business plans, which may in turn adversely affect our business and results of operations.

**Our future financing may cause dilution of your shareholding or place restrictions on our operations.**

In order to raise capital and expand our business, we may consider offering and issuing additional Shares or other securities convertible into or exchangeable for our Shares in the future other than on a pro rata basis to our then existing Shareholders. As a result, the shareholdings of those Shareholders may experience dilution in net asset value per Share. If additional funds are to be raised through debt financing, certain restrictions may be imposed on our operations, which may: (i) further limit our ability or discretion to pay dividends; (ii) increase our risks in adverse economic conditions; (iii) adversely affect our cash flows; or (iv) limit our flexibility in business development and strategic plans.

**We have significant discretion as to how we will use the net [REDACTED] of the [REDACTED], and you may not necessarily agree with how we use them.**

Our management may spend the net [REDACTED] from the [REDACTED] in ways you may not agree with or that do not yield a favorable return to our Shareholders. For details, see “Future Plans and [REDACTED].” However, our management will have discretion as to the actual application of our net [REDACTED]. You are entrusting your funds to our management, whose judgment you must depend on, for the specific uses we will make of the net [REDACTED] from this [REDACTED].

**Certain facts, forecasts and statistics derived from official government sources contained in this document may not be reliable and accurate.**

We have derived certain facts and other statistics in this document, particularly those relating to the general economy and the industry in which we operate, from information provided by various public sources, industry associations, independent research institutes and other third-party sources, including the CIC Report that we commissioned. We have not independently verified information and statistics from official government sources. We cannot assure you as to the accuracy and reliability of such facts and statistics. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other data problems, the statistics herein may be inaccurate. You should consider carefully how much weight or importance you should attach to or place on such facts or statistics.

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

This document contains certain statements and information that are forward-looking and uses forward-looking terminology such as “anticipate,” “believe,” “could,” “going forward,” “intend,” “plan,” “project,” “seek,” “expect,” “may,” “ought to,” “should,” “would” or “will” and similar expressions. You are cautioned that reliance on any forward-looking statement involves risks and uncertainties and that any or all of those assumptions could prove to be inaccurate, and as a result the forward-looking statements based on those assumptions could also be incorrect. In light of these and other risks and uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations or warranties by us that our plans and objectives will be

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## RISK FACTORS

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achieved, and these forward-looking statements should be considered in light of various important factors, including those set out in this section. Subject to the requirements of the Listing Rules, we do not intend publicly to update or otherwise revise the forward-looking statements in this document, whether as a result of new information, future events or otherwise. Accordingly, you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to this cautionary statement.

**You should not place any reliance on any information released by us in connection with the listing of our A Shares.**

Our A Shares are listed on the ChiNext of the Shenzhen Stock Exchange. We are therefore subject to periodic reporting and other information disclosure requirements in the PRC. Accordingly, we periodically release information concerning our Company to the public through the Shenzhen Stock Exchange or other media outlets designated by the CSRC. However, such information is prepared in accordance with the regulatory requirements of the PRC securities authorities, as well as industry standards and market practices in the Chinese Mainland, which differ from those applicable to the Hong Kong market. The presentation of financial and operational information for the Track Record Period disclosed on the Shenzhen Stock Exchange or through other mainland Chinese channels may not be directly comparable to the information presented in this document. Consequently, prospective [REDACTED] in our H Shares should be aware that, when making an investment decision regarding the purchase of our H Shares, they should rely solely on the financial, operational and other information contained in this document. By applying to purchase our H Shares in this [REDACTED], you will be deemed to have agreed that you will not place reliance on any information other than that those contained in this document and any formal announcements we make in Hong Kong in relation to this [REDACTED].

**You should read this entire document carefully, and we strongly caution you not to place any reliance on any information contained in press articles and/or other media regarding us, our business, our industry or the [REDACTED].**

The [REDACTED] is being made solely on the basis of the information and representations contained in this document, which are true and accurate to the best of our knowledge and belief. Any information not contained in this document should not be relied upon in making an investment decision with respect to the securities being offered. We strongly advise you not to place reliance on any information about us or this [REDACTED] that appears in press articles or other media. Prior to the publication of this document, there has been coverage in the media regarding us and the [REDACTED], which may have contained among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. [REDACTED] should be aware that information and opinions published by third-party sources may have been based on outdated, incomplete or inaccurate information. These sources may also have conflicts of interest, and their opinions may not be independent or objective. The media’s coverage of our Company and the [REDACTED] may be influenced by a wide range of factors, including the bias of individual journalists, the preferences of media outlets and the demands of advertisers. We have not authorised the disclosure of any such information in the press or media. As such, we do not accept any responsibility for such press or media coverage or for the accuracy or completeness of any such information or publication. We make no representation regarding the appropriateness, accuracy, completeness, or reliability of any such information or publication. To the extent any such information is inconsistent with or contradicts the information contained in this document, we disclaim responsibility for it, and you should not place any reliance on such information.

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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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

### WAIVER IN RELATION TO MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rules 8.12 and 19A.15 of the Listing Rules, we must have sufficient management presence in Hong Kong, which normally means that at least two of our executive Directors must be ordinarily resident in Hong Kong. As at the Latest Practicable Date, none of our executive Directors resided in Hong Kong.

Pursuant to Rule 19A.15 of the Listing Rules, the requirement in Rule 8.12 may be waived by having regard to, among other considerations, the applicant’s arrangements for maintaining regular communication with the Stock Exchange.

Since our Group’s principal business activities and management are primarily conducted in the PRC, and all our executive Directors ordinarily reside outside Hong Kong, our Company considers that it would be practically difficult and commercially unfeasible and undesirable for our Company to arrange for two executive Directors to be ordinarily resident in Hong Kong, either by means of relocation of existing executive Directors or appointment of additional executive Directors. Therefore, we do not and, in the foreseeable future, will not have sufficient management presence in Hong Kong for the purpose of satisfying the requirements under Rule 8.12 of the Listing Rules.

Accordingly, pursuant to Rule 19A.15 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rule 8.12 of the Listing Rules, subject to the following conditions. We will ensure that there is an effective channel of communication between us and the Stock Exchange by way of the following arrangements:

1. we have appointed Ms. Wu Ying and Mr. Zheng Zhengdong, our executive Directors, as our authorised representatives (the “**Authorised Representatives**”) pursuant to Rule 3.05 of the Listing Rules. The Authorised Representatives will act as our principal channel of communication with the Stock Exchange. Each of the Authorised Representatives will be readily contactable by phone, facsimile and email to promptly address any enquiries from the Stock Exchange, and will also be available to meet with the Stock Exchange to discuss any matter within a reasonable period of time upon the Stock Exchange’s request;
2. when the Stock Exchange wishes to contact our Directors on any matter, each of the Authorised Representatives will have all necessary means to contact all of our Directors (including our independent non-executive Directors) and senior management team promptly at all times. Our Company will also inform the Stock Exchange promptly in respect of any changes in the Authorised Representatives. We have provided the Stock Exchange with the contact details (i.e., mobile phone number, office phone number, fax number and email address) of each of our Authorised Representatives and our Directors to facilitate communication with the Stock Exchange;
3. all Directors who do not ordinarily reside in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange within a reasonable period of time upon request; and
4. in compliance with Rules 3A.19 of the Listing Rules, we have appointed Lego Corporate Finance Limited as our compliance adviser (the “**Compliance Adviser**”), which has access at all times to our Authorised Representatives, Directors and other officers of our Company, and will act as an additional channel of communication with the Stock Exchange. Our Company will keep the Stock Exchange up to date in respect of any change to such details. Our Authorised Representatives, Directors and other officers will provide promptly such information and assistance as the Compliance Adviser may reasonably require in connection with the performance of the Compliance Adviser’s duties as set out in Chapter 3A of the Listing Rules. There will be adequate and efficient means of communication between our Company, our Authorised Representatives, our Directors



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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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and other officers and the Compliance Adviser, and to the extent reasonably practicable and legally permissible, our Company will keep our Compliance Adviser informed of all communications and dealings between our Company and the Stock Exchange.

### WAIVER IN RESPECT OF APPOINTMENT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who, by virtue of his/her academic or professional qualifications or relevant experience, is, in the opinion of the Stock Exchange, capable of discharging the functions of company secretary.

Note 1 to Rule 3.28 of the Listing Rules further provides that the Stock Exchange considers that 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).

Note 2 to Rule 3.28 of the Listing Rules provides that the Stock Exchange will consider the following factors in assessing an individual’s “relevant experience”:

- (i) length of employment with the issuer and other issuers and the roles he/she played;
- (ii) 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;
- (iii) relevant training taken and/or to be taken in addition to the minimum requirement of taking not less than fifteen hours of relevant professional training in each financial year under Rule 3.29 of the Listing Rules; and
- (iv) professional qualifications in other jurisdictions.

We have appointed Ms. Wang Ping as one of our joint company secretaries. In view of her experience within our Group and thorough understanding of the administration and business operations of our Group, our Directors consider that Ms. Wang Ping is a suitable person to act as a company secretary of our Company. In addition, as the core business and operations of our Group are substantially based and conducted in the PRC, our Directors believe that it is necessary to appoint Ms. Wang Ping as a joint company secretary whose presence in the headquarters of our Group enables her to attend to the day-to-day corporate secretarial matters concerning our Group.

Since Ms. Wang Ping does not possess the qualification and sufficient relevant experience stipulated in Rule 3.28 of the Listing Rules, she is not able to solely fulfil the requirements as a company secretary of a listed issuer stipulated under Rules 3.28 and 8.17 of the Listing Rules. To provide assistance to Ms. Wang Ping and enable her to acquire all qualifications and experience as the company secretary of our Company required under Rule 3.28 of the Listing Rules, we have also appointed Mr. Wong Chun Yu, a solicitor (as defined in the Legal Practitioners Ordinance (Chapter 159 of the Laws of Hong Kong)), who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules to act as the other joint company secretary and to provide assistance to Ms. Wang Ping for an initial period of three years from the [REDACTED].

Since Ms. Wang Ping does not possess the formal qualifications required of a company secretary under Rule 3.28 of the Listing Rules, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Ms. Wang Ping may act as a joint company secretary of our Company. Pursuant to paragraph 13 of Chapter 3.10 of the Guide, the waiver will be for a fixed period of time (the “**Waiver Period**”) and on the following conditions:

- (i) 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

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## **WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES**

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- (ii) the waiver can be revoked if there are material breaches of the Listing Rules by the issuer.

The waiver is valid for an initial period of three years from the [REDACTED], and [is granted] on the condition that Mr. Wong Chun Yu, as our joint company secretary, will work closely with, and provide assistance to, Ms. Wang Ping in the discharge of her duties as a joint company secretary and in gaining the relevant company secretary experience as required under Rule 3.28 of the Listing Rules and to become familiar with the requirements of the Listing Rules and other applicable Hong Kong laws and regulations, for an initial period of three years commencing on the [REDACTED].

Given Mr. Wong Chun Yu’s professional qualifications and experience, he will be able to explain to both Ms. Wang Ping and our Company the relevant requirements under the Listing Rules. Mr. Wong Chun Yu will also assist Ms. Wang Ping in organising Board meetings and Shareholders’ meetings as well as other matters of our Company which are incidental to the duties of a company secretary. Mr. Wong Chun Yu is expected to work closely with Ms. Wang Ping, and will maintain regular contact with Ms. Wang Ping, our other Directors and the senior management of our Company. The waiver will be revoked immediately if Mr. Wong Chun Yu ceases to assist Ms. Wang Ping as a joint company secretary for the three-year period after the [REDACTED] or where there are material breaches of the Listing Rules by our Company.

In addition, Ms. Wang Ping will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance her knowledge of the Listing Rules during the three-year period from the [REDACTED]. Ms. Wang Ping will also be assisted by (a) the Compliance Adviser, particularly in relation to compliance with the Listing Rules; and (b) the Hong Kong legal advisers of our Company, on matters concerning our Company’s ongoing compliance with the Listing Rules and the applicable laws and regulations.

Prior to the expiration of the initial three-year period, the qualifications and experience of Ms. Wang Ping will be re-evaluated to determine whether the requirements as stipulated in Rules 3.28 and 8.17 of the Listing Rules can be satisfied and whether the need for ongoing assistance of Mr. Wong Chun Yu will continue. We will liaise with the Stock Exchange to enable it to assess whether Ms. Wang Ping, having benefited from the assistance of Mr. Wong Chun Yu for the preceding three years, will have acquired the skills necessary to carry out the duties of company secretary and the relevant experience within the meaning of Note 2 to Rule 3.28 of the Listing Rules so that a further waiver will not be necessary.

For the biographical information of Ms. Wu Ying, Mr. Zheng Zhengdong, Ms. Wang Ping and Mr. Wong Chun Yu, see “Directors and Senior Management”.

### **ALLOCATION OF H SHARES TO EXISTING MINORITY SHAREHOLDERS AND THEIR CLOSE ASSOCIATES**

Rule 10.04 of the Listing Rules requires that a person who is an existing shareholder of the issuer may only subscribe for or purchase any securities for which [REDACTED] is sought which are being marketed by or on behalf of the issuer either in his or its own name or through nominees if the conditions in Rules 10.03(1) and (2) of the Listing Rules are fulfilled. It is provided in Rule 10.03(1) of the Listing Rules that no securities may be offered to existing shareholders on a preferential basis and no preferential treatment may be given to them in the allocation of the securities; and in Rule 10.03(2) that the minimum prescribed percentage of public shareholders required by Rule 8.08(1) (as amended and replaced by Rule 19A.13A) must be achieved.

Paragraph 1C(2) of Appendix F1 to the Listing Rules provides that no allocations will be permitted to the existing shareholders of the applicant or their close associates, whether in their own names or through nominees, in the [REDACTED] unless the conditions set out in Rules 10.03 and 10.04 of the Listing Rules are fulfilled. Chapter 4.15 of the Guide provides that the Hong Kong Stock Exchange will consider giving consent and granting waiver from Rule 10.04 of the Listing Rules to an applicant’s existing shareholders or their close associates to participate in an initial public offering if any actual or perceived preferential treatment arising from their ability to influence the applicant during the allocation process can be addressed.



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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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Prior to the [REDACTED], our Company’s share capital comprises entirely A Shares listed on the Shenzhen Stock Exchange. We have a large and widely dispersed public A Share shareholder base.

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 Rule 10.04 and consent under Paragraph 1C(2) of Appendix F1 to the Listing Rules to permit H Shares in the [REDACTED] to be placed to certain existing minority Shareholders who (i) hold less than 5% of the total number of A Shares in issue of our Company prior to the completion of the [REDACTED], (ii) are not and will not become (upon the completion of the [REDACTED]) core connected persons of our Company or the close associates of any such core connected person (together, the “**Existing Minority Shareholders**”) and (iii) do not have the power to appoint a Director and/or have any other special rights, subject to the conditions as follows:

- (i) each Existing Minority Shareholder to whom our Company may allocate the H Shares in the [REDACTED] holds less than 5% of the total number of A Shares in issue of our Company before Listing;
- (ii) each Existing Minority Shareholder is not, and will not be, a core connected person of our Company or any close associate of any such core connected person immediately prior to or following the [REDACTED];
- (iii) none of the Existing Minority Shareholders has the right to appoint a Director and/or has any other special rights;
- (iv) allocation to the Existing Minority Shareholders or their close associates will not affect our ability to satisfy the public float requirement as prescribed by the Hong Kong Stock Exchange under Rule 8.08 (as amended and replaced by Rule 19A.13A) of the Listing Rules or otherwise approved by the Hong Kong Stock Exchange;
- (v) the Sole Sponsor will confirm to the Hong Kong Stock Exchange that based on (a) the discussions amongst our Company, the Sole Sponsor and the [REDACTED]; and (b) the confirmations provided to the Hong Kong Stock Exchange by our Company, the Sole Sponsor and the [REDACTED] (including this confirmation and confirmations (vi) and (vii) mentioned below), and to the best of their knowledge and belief, they have no reason to believe that the Existing Minority Shareholders or their close associates received any preferential treatment, either as [REDACTED] or as placees by virtue of their relationship with our Company, other than, in the case of participation as [REDACTED], the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Chapter 4.15 of the Guide, and details of allocation to the Existing Minority Shareholders holding more than 1% of the issued share capital of our Company immediately prior to the completion of the [REDACTED] and/or their close associates will be disclosed in this document (for [REDACTED], if any) and allotment results announcement (for both cornerstone [REDACTED] and placees) of our Company;
- (vi) our Company will confirm to the Hong Kong Stock Exchange in writing that:
  - a. in the case of participation as cornerstone [REDACTED], no preferential treatment has been, nor will be, given to the Existing Minority Shareholders or their close associates by virtue of their relationship with our Company, other than the preferential treatment of assured entitlement under a cornerstone investment following the principles set out in Chapter 4.15 of the Guide, nor is the Existing Minority Shareholder in a position to exert influence on our Company to obtain actual or perceived preferential treatment, and the Existing Minority Shareholders or their close associates’ cornerstone investment agreements do not contain any material terms which are more favourable to the Existing Minority Shareholders or their close associates than those in other cornerstone investment agreements; or

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## WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

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- b. in the case of participation as [REDACTED], no preferential treatment has been, nor will be, given to the Existing Minority Shareholders or their close associates, nor is the Existing Minority Shareholder in a position to exert influence on our Company to obtain actual or perceived preferential treatment, by virtue of their relationship with our Company in any allocation in the placing tranche; and
- (vii) in the case of participation as [REDACTED], the [REDACTED] will confirm to the Hong Kong Stock Exchange that, to the best of their knowledge and belief, no preferential treatment has been, nor will be, given to the Existing Minority Shareholders or their close associates by virtue of their relationship with our Company in any allocation in the placing tranche.

### WAIVER IN RESPECT OF ALTERATION IN SHARE CAPITAL

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

As at the Latest Practicable Date, we had 60 subsidiaries. It would be unduly burdensome for us to disclose the required information in respect of all of its subsidiaries as our Company would have to incur additional costs and devote additional resources in compiling and verifying the relevant information for such disclosure, which would not be material nor meaningful to [REDACTED]. The non-disclosure of such information will not prejudice the interests of our Shareholders or potential [REDACTED].

We have identified 12 subsidiaries (collectively, the “**Principal Subsidiaries**” and each a “**Principal Subsidiary**”) that we consider are material to our operations and/or our financial performance during the Track Record Period. By way of illustration, without taking into accounts the inter-company eliminations, the aggregate assets of our Company and the Principal Subsidiaries represent 77.36%, 79.04% and 89.30% of our Group’s total assets as at 31 December 2023, 2024 and 2025, respectively; the aggregate revenue of our Company and the Principal Subsidiaries represents 76.27%, 95.82% and 94.77% of our Group’s total revenue for 2023, 2024 and 2025, respectively; the aggregate profits before tax of our Company and the Principal Subsidiaries represent 118.87%, 89.70% and 96.10% of our Group’s profits before tax for 2023, 2024 and 2025, respectively; and the aggregate net profits of our Company and the Principal Subsidiaries represent 117.15%, 90.75% and 93.91% of our Group’s total net profits for 2023, 2024 and 2025, respectively. The Principal Subsidiaries hold our Group’s material assets, intellectual property rights, proprietary technologies, licences and permits, human capital expertise and capacities, and cover all of our business segments. None of our subsidiaries other than the Principal Subsidiaries hold any major licences and permits for our Group’s operations. None of the other subsidiaries of the Company that are not Principal Subsidiaries individually contributes to 5% or more of our Group’s total assets as at 31 December 2023, 2024 and 2025, or 5% or more of our Group’s revenue or net profits for each of the financial years ended 31 December 2023, 2024 and 2025. Accordingly, the remaining subsidiaries of our Group which are not Principal Subsidiaries are considered having relatively insignificant impact on the overall operation and financial condition of our Group.

We have disclosed the particulars of the changes in the share capital of the Company and the Principal Subsidiaries. See “Appendix V — Statutory and General Information — Further Information About Our Group”.

We have applied for, and the Stock Exchange [has granted], 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.

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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**INFORMATION ABOUT THIS DOCUMENT AND [REDACTED]**

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[REDACTED]

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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## INFORMATION ABOUT THIS DOCUMENT AND [REDACTED]

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[REDACTED]

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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**INFORMATION ABOUT THIS DOCUMENT AND [REDACTED]**

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[REDACTED]

## DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

*For further information of our Directors, see “Directors and Senior Management”.*

### DIRECTORS

| <u>Names</u>               | <u>Residential address</u>                                                                                                              | <u>Nationality</u> |
|----------------------------|-----------------------------------------------------------------------------------------------------------------------------------------|--------------------|
| <i>Executive Directors</i> |                                                                                                                                         |                    |
| Mr. Zou Xiaowu (鄒小武)       | 35 Bagou South Road<br>Haidian District<br>Beijing<br>PRC                                                                               | Chinese            |
| Ms. Wu Ying (武瑩)           | Room 3504, Building 1, Lane 383<br>Ruihong Road<br>Hongkou District<br>Shanghai<br>PRC                                                  | Chinese            |
| Mr. Zheng Zhengdong (鄭正東)  | Room 1301, Unit 2, Building 4<br>Yahe Sijicheng<br>Weiyang District, Xi'an City<br>Shaanxi Province<br>PRC                              | Chinese            |
| Ms. Wang Ping (王萍)         | Room 2304, Entrance 1, Building 4<br>Shizeyuan<br>Zhongnan Road<br>Nankai District<br>Tianjin<br>PRC                                    | Chinese            |
| Ms. Yang Ya (楊婭)           | Room 502, Unit 1, Building 7<br>Vanke Feicui Guobin<br>24 Keji 7th Road<br>Yanta District, Xi'an City<br>Shaanxi Province<br>PRC        | Chinese            |
| Mr. Qin Peng (秦鵬)          | Room 902, Unit 5<br>Building 42, Phase 3<br>Vanke Golden City, Zaoyuan Street<br>Lianhu District, Xi'an City<br>Shaanxi Province<br>PRC | Chinese            |



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**DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]**

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| <u>Names</u>                               | <u>Residential address</u>                                                              | <u>Nationality</u> |
|--------------------------------------------|-----------------------------------------------------------------------------------------|--------------------|
| <i>Independent non-executive Directors</i> |                                                                                         |                    |
| Mr. Li Changcheng (李長城)                    | 10280 170A Street<br>Surrey<br>British Columbia<br>Canada                               | Chinese            |
| Mr. Meng Wei (孟煒)                          | No. 18, Changyuan Middle Road<br>Wuhua District, Kunming City<br>Yunnan Province<br>PRC | Chinese            |
| Mr. Liu Zhen (劉振)                          | 15A, Lily Court<br>No. 2–8 Lily Street<br>Tai Hang, Wan Chai<br>Hong Kong               | Chinese            |

For further details on our Directors, see “Directors and Senior Management”.

**PARTIES INVOLVED IN THE [REDACTED]**

|                                      |                                                                                                                                                                                                                                                                                                                                                                        |
|--------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Sole Sponsor</b>                  | <b>CITIC Securities (Hong Kong) Limited</b><br>18/F, One Pacific Place<br>88 Queensway<br>Hong Kong                                                                                                                                                                                                                                                                    |
| <b>[REDACTED]</b>                    | <b>[REDACTED]</b>                                                                                                                                                                                                                                                                                                                                                      |
| <b>Legal Advisers to our Company</b> | <i>As to Hong Kong laws</i><br><b>DeHeng Law Offices (Hong Kong) LLP</b><br>28/F, Henley Building<br>5 Queen’s Road Central<br>Central<br>Hong Kong<br><br>Room 1111, 11/F<br>New World Tower 1<br>No. 16–18 Queen’s Road Central<br>Central<br>Hong Kong<br><br>Room 3507, 35/F<br>Edinburgh Tower<br>The Landmark<br>15 Queen’s Road Central<br>Central<br>Hong Kong |

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**DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]**

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*As to Hong Kong regulatory and compliance matters*

**Ms. Queenie W.S. Ng**

Barrister-at-law, Hong Kong

Unit D, 33/F, United Centre

95 Queensway

Admiralty, Hong Kong

*As to the PRC laws*

**T&C Law Firm**

3F, 6–12/F, One IFC River West

No. 118 Sanxin Road, Hangzhou

PRC

*As to PRC data compliance matters*

**CM Law Firm**

Room 2805, Plaza 66 Tower 2

1366 Nanjing West Road

Shanghai

PRC

**Legal Advisers to the Sole Sponsor and the [REDACTED]**

*As to Hong Kong and United States laws*

**Reed Smith Richards Butler LLP**

17th Floor, One Island East

Taikoo Place

18 Westlands Road

Quarry Bay, Hong Kong

*As to the PRC laws*

**CM Law Firm**

Room 2805, Plaza 66 Tower 2

1366 Nanjing West Road

Shanghai

PRC

**Auditor and Reporting Accountants**

**KPMG**

*Certified Public Accountants*

*Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance*

8th Floor, Prince’s Building

10 Chater Road, Central

Hong Kong

**Independent Industry Consultant**

**China Insights Industry Consultancy Limited**

10F, Block B, Jing’an International Centre

88 Puji Road, Jing’an District

Shanghai

PRC

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## CORPORATE INFORMATION

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|                                                                                                     |                                                                                                                                                                                                                                                                                                                                                                                                                           |
|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Registered Office, Headquarter and Principal Place of Business in the PRC</b>                    | Room 903, Building C3, Software New Town R and D Base Phase II<br>No. 156 Tiangu 8th Road<br>High-tech Zone<br>Xi'an City, Shaanxi Province<br>PRC                                                                                                                                                                                                                                                                        |
| <b>Principal Place of Business in Hong Kong registered under Part 16 of the Companies Ordinance</b> | 28/F, Henley Building<br>5 Queen's Road Central<br>Central<br>Hong Kong                                                                                                                                                                                                                                                                                                                                                   |
| <b>Company's Website</b>                                                                            | <a href="https://www.eclicktech.com.cn">https://www.eclicktech.com.cn</a><br><i>(Note: the information on this website does not form part of this document)</i>                                                                                                                                                                                                                                                           |
| <b>Joint Company Secretaries</b>                                                                    | <p><b>Ms. Wang Ping (王萍)</b><br/>Room 903, Building C3, Software New Town R and D Base Phase II<br/>No. 156 Tiangu 8th Road<br/>High-tech Zone<br/>Xi'an City, Shaanxi Province<br/>PRC</p> <p><b>Mr. Wong Chun Yu (黃震宇)</b><br/><i>Solicitor (as defined in the Legal Practitioners Ordinance (Cap 159 of the laws of Hong Kong))</i><br/>28/F, Henley Building<br/>5 Queen's Road Central<br/>Central<br/>Hong Kong</p> |
| <b>Authorised Representatives</b>                                                                   | <p><b>Ms. Wu Ying (武瑩)</b><br/>Room 903, Building C3, Software New Town R and D Base Phase II<br/>No. 156 Tiangu 8th Road<br/>High-tech Zone<br/>Xi'an City, Shaanxi Province<br/>PRC</p> <p><b>Mr. Zheng Zhengdong (鄭正東)</b><br/>Room 903, Building C3, Software New Town R and D Base Phase II<br/>No. 156 Tiangu 8th Road<br/>High-tech Zone<br/>Xi'an City, Shaanxi Province<br/>PRC</p>                              |
| <b>Audit Committee</b>                                                                              | Mr. Meng Wei (孟煒) ( <i>Chairperson</i> )<br>Mr. Li Changcheng (李長城)<br>Mr. Liu Zhen (劉振)                                                                                                                                                                                                                                                                                                                                  |

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## CORPORATE INFORMATION

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|---------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Remuneration and Appraisal Committee</b> | Mr. Li Changcheng (李長城) ( <i>Chairperson</i> )<br>Mr. Meng Wei (孟煒)<br>Mr. Liu Zhen (劉振)                                                                                                                                          |
| <b>Nomination Committee</b>                 | Mr. Liu Zhen (劉振) ( <i>Chairperson</i> )<br>Ms. Wang Ping (王萍)<br>Mr. Li Changcheng (李長城)                                                                                                                                         |
| <b>Strategy Committee</b>                   | Mr. Zou Xiaowu (鄒小武) ( <i>Chairperson</i> )<br>Mr. Li Changcheng (李長城)<br>Mr. Meng Wei (孟煒)                                                                                                                                       |
| <b>[REDACTED]</b>                           | [REDACTED]                                                                                                                                                                                                                        |
| <b>Compliance Adviser</b>                   | <b>Lego Corporate Finance Limited</b><br>Room 1505, 15/F, Wheelock House<br>20 Pedder Street<br>Central, Hong Kong                                                                                                                |
| <b>Principal Bank</b>                       | <b>The Hongkong and Shanghai Banking Corporation Limited</b><br>1 Queen’s Road Central<br>Hong Kong<br><br><b>Citibank (Hong Kong) Limited</b><br>Citi Tower, One Bay East<br>No. 83 Hoi Bun Road Kwun Tong<br>Kowloon, Hong Kong |
| <b>Receiving Bank</b>                       | [ • ]                                                                                                                                                                                                                             |

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## INDUSTRY OVERVIEW

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*The information and statistics set out in this section and other sections of this document were extracted from different official government publications, available sources from public market research and other sources from independent suppliers, and from the independent industry report prepared by CIC (the “CIC Report”). We engaged CIC to prepare the CIC Report in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Sole Sponsor, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] and the [REDACTED], any of their respective directors and advisers, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.*

### INTRODUCTION OF THE GLOBAL DIGITAL MARKETING SERVICES MARKET

Global digital marketing services refer to marketing services and solutions provided through digital channels to promote brands, products and services. These marketing services typically cover end-to-end marketing execution, including market analysis, brand strategy consulting, campaign planning, advertising placement, content management and performance optimisation.

As media consumption becomes increasingly digital and advertising budgets shift from traditional media to online channels, enterprises across industries are embracing digital marketing as an essential tool for consumer engagement. This structural shift has propelled digital marketing services to become one of the fastest-growing segments of the global marketing services market, fundamentally transforming how enterprises connect with consumers worldwide.

Within the global digital marketing services market, mobile advertising services have emerged as the dominant segment and key driving force, driven by the rapid proliferation of smartphones and mobile devices worldwide. As consumers spend a large amount of their online time on mobile devices, advertisers are directing an increasing proportion of their digital marketing budget towards mobile channels. This in turn has driven the continuous growth of the global mobile advertising services market.

Furthermore, against the global backdrop described above, China has emerged as a key player in the digital marketing services landscape. As one of the world’s largest economies and a digitally advanced nation, China is now among the global leading countries in digital marketing, driven by its vast consumer base, mature e-commerce ecosystem and rapid technological innovation. This leadership position is reflected in the robust growth of China’s digital marketing services market. Driven by the increasing adoption of online marketing channels by Chinese enterprises and their growing demand for online user acquisition and brand promotion, China’s digital marketing services market has become one of the fastest-growing segments in the world and is expected to increase with a CAGR of 12.6% from 2024 to 2029.

### OVERVIEW OF THE CHINA’S OVERSEAS-OUTBOUND DIGITAL MARKETING SERVICES MARKET

#### Market Overview

China’s overseas-outbound digital marketing services refer to digital marketing services and solutions provided to help Chinese enterprises promote their brands, products and services in overseas markets through various digital media channels, enabling these enterprises to effectively reach and engage overseas consumers and users.

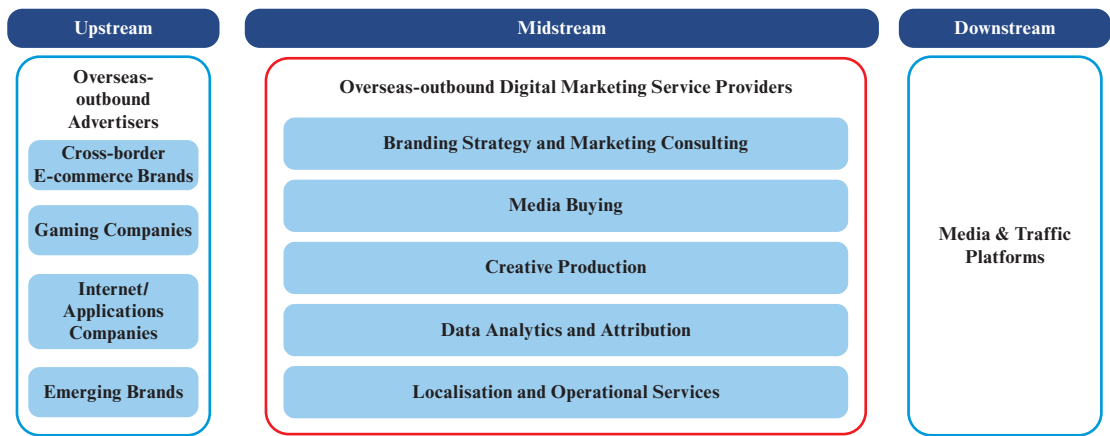
## INDUSTRY OVERVIEW

Chinese enterprises are increasingly pursuing global expansion, creating significant demand for overseas-outbound digital marketing services. Digital marketing is essential and often the most effective means for Chinese enterprises engaging in overseas-outbound commerce and other business, as it facilitates cost-effective targeting, rapid brand awareness building and high user engagement across borders. However, most Chinese enterprises lack in-depth understanding of overseas market environments, user preferences, media ecosystems and regulatory frameworks, therefore have strong demand for professional digital marketing service providers. Driven by these factors, China’s overseas-outbound digital marketing services market is experiencing accelerated growth, with the market expected to grow at a CAGR of 18.4% from 2024 to 2029.

### Value Chain

The value chain of China’s overseas-outbound digital marketing services market consists of three key segments: upstream overseas-outbound advertisers, midstream overseas-outbound digital marketing service providers and downstream media and traffic platforms. Among these, the midstream represents a high-value segment of the entire chain as it translates advertiser demand into measurable delivery and conversion results. It comprises five core service modules as follows: (i) branding strategy and marketing consulting, which supports brand positioning and marketing strategy formulation; (ii) media buying, which covers traffic procurement and budget allocation across major, long-tail and niche media; (iii) creative production, which underpins the development of marketing materials; (iv) data analytics and attribution, which enables performance measurement; (v) localisation and operational services, which facilitate localised campaign execution and operational management.

Value Chain of China’s Overseas-outbound Digital Marketing Services Market



Source: China Insights Consultancy

Notes: Our company operates in the midstream segment of the value chain, as highlighted by the red box above.

### Market Size and Analysis

China’s overseas-outbound digital marketing services market has demonstrated significant growth over the past years. The market increased from US\$8.4 billion in 2019 to US\$25.4 billion in 2024, representing a CAGR of 24.6%. As China’s overseas-outbound enterprises further evolve from early-stage product-sale driven business expansion toward brand-oriented and increasingly globalised market expansion, the market size is projected to reach US\$59.0 billion by 2029, implying a CAGR of 18.4% from 2024 to 2029.

Below is an analysis of China’s overseas-outbound digital marketing services market by upstream customer segment.



INDUSTRY OVERVIEW

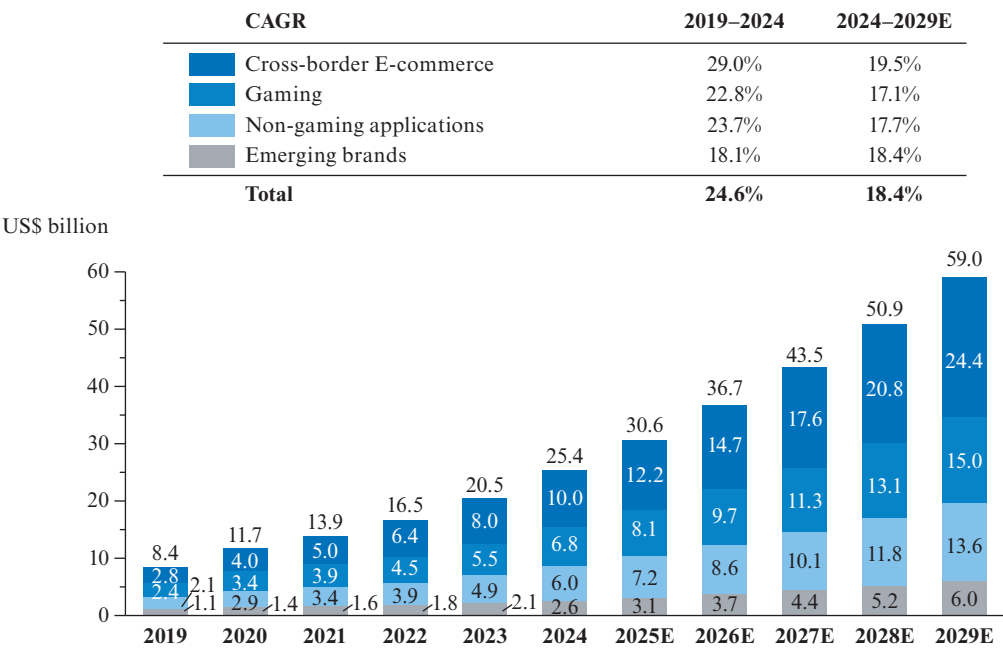
**Cross-border E-commerce** is the largest spending vertical in China’s overseas-outbound digital marketing services market, reaching approximately US\$10.0 billion in 2024 and accounting for 39.3% of the total market. Its growth is primarily driven by China’s well-established e-commerce supply chain ecosystem and fulfilment capabilities, which enable merchants to efficiently scale and penetrate overseas markets.

**Gaming** represents the second-largest vertical, contributing US\$6.8 billion in 2024. The segment’s expansion is supported by China’s leading capabilities in game development, data-driven operations and global publishing, enabling continuous user acquisition and enhancing user lifetime value across overseas markets.

**Non-gaming applications**, including short video, livestreaming, social communities, content reading platforms and utility tools, reached US\$6.0 billion in 2024. Driven by the maturity of internet technologies and continuous innovation in digital content ecosystems, this segment is characterised by content-driven user acquisition and retention, requiring multilingual creative production, rapid iteration, localised content insights and coordinated cross-platform execution.

**Emerging brands**, including consumer electronics, new energy vehicles, fast-moving consumer goods and manufacturing enterprises, accounted for US\$2.6 billion in 2024. These brands as new entrants, are expanding into untapped overseas markets, supported by strengthening brand management capabilities, thereby driving demand for services providers with deep localised market insights, consistent cross-market brand positioning abilities and strong compliance and data governance capabilities.

Market Size of China’s Overseas-outbound Digital Marketing Services Market, by Upstream Customer Segment, 2019–2029E



Source: China Insights Consultancy

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## INDUSTRY OVERVIEW

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### Key Market Drivers

The projected growth of China’s overseas-outbound digital marketing services market will primarily be driven by the following factors:

- *Growth in the Number of Overseas-outbound Enterprises.* The market size of China’s overseas-outbound business reached US\$522.6 billion in 2024 and is projected to grow to US\$1,073.1 billion by 2029, with a CAGR of 15.5%. As an increasing number of Chinese enterprises expand into overseas markets, demand for overseas-outbound digital marketing services continues to grow. The customer base is gradually extending from large-scale enterprises to a broader range of small and medium-sized enterprises, thereby enlarging the addressable market for China’s overseas-outbound digital marketing services.
- *Upgrading Demand Generated from Product Sales to Long-term Market Operations.* Chinese enterprises going abroad are no longer focus solely on product sales, but are increasingly place emphasis on brand establishment, user acquisition and long-term operations in overseas markets. As a result, market demand is expanding from short-term traffic acquisition to broader marketing needs covering brand communication, user engagement and ongoing customer operations.
- *Expansion of Upstream Customers’ Industries.* Chinese enterprises, including those in cross-border e-commerce, gaming, other applications and emerging brands continue to expand globally. As competition intensifies, enterprises are placing higher demands on overseas-outbound digital marketing service providers, seeking partners with stronger capabilities to deliver measurable results and enhance return on investment (ROI), promoting high-quality development of the industry.
- *Incremental Opportunities from Emerging Markets.* Emerging regions such as Southeast Asia and South America are becoming important sources of demand growth. For China’s overseas-outbound digital marketing services, as local consumer demand and digital adoption in these markets continue to improve, Chinese enterprises targeting these markets require services providers with stronger cross-market execution capabilities, thereby driving the growth of China’s overseas-outbound digital marketing services market.
- *AI-Driven Efficiency Improvement and Marketing Demands Expansion.* AI is improving efficiency across audience targeting, budget allocation, creative production and campaign optimisation, enabling services providers to respond faster and deliver more stable results. At the same time, AI is creating new marketing demand through AI-native products and generative applications. As user discovery increasingly shifts from traditional search to AI-driven interfaces, Generative Engine Marketing (GEM) is emerging as new marketing approach, driving growing demand for content visibility and distribution capabilities.

### Competitive Landscape

China’s overseas-outbound digital marketing services market shows signs of concentration emerging among leading players. Market leaders are expected to maintain and potentially enhance their positions by leveraging stronger coverage of large enterprise customers and more established global connectivity, which supports greater budget capture and more stable delivery capability at scale.

According to the CIC Report, the Company ranked fourth in China’s overseas-outbound digital marketing services market. Its market share was 5.0%, with 2024 gross billing of US\$1.3 billion.

## INDUSTRY OVERVIEW

### Top Five Companies in China’s Overseas-outbound Digital Marketing Services Market by Gross Billing, 2024

| Ranking         | Company                  | Gross Billing, US\$<br>in billions, 2024 | Market share,<br>2024 |
|-----------------|--------------------------|------------------------------------------|-----------------------|
| 1               | Company A <sup>(1)</sup> | 6.8                                      | 26.7%                 |
| 2               | Company B <sup>(2)</sup> | 4.9                                      | 19.3%                 |
| 3               | Company C <sup>(3)</sup> | 2.5                                      | 9.8%                  |
| 4               | <b>The Company</b>       | <b>1.3</b>                               | <b>5.0%</b>           |
| 5               | Company D <sup>(4)</sup> | 1.0                                      | 3.8%                  |
| <b>Subtotal</b> |                          | <b>16.4</b>                              | <b>64.7%</b>          |
| <b>Total</b>    |                          | <b>25.4</b>                              | <b>100.0%</b>         |

Source: China Insights Consultancy

Notes:

- (1) Established in 1996 in Beijing, China, Company A, provides one-stop, technology-driven marketing services to customers across industries, addressing their marketing needs throughout the business lifecycle.
- (2) Established in 2013 in Shanghai, China, Company B is a overseas-outbound digital marketing and performance advertising services provider, specialising in full-chain media strategy, content localisation and platform-based execution for China’s overseas-outbound brands.
- (3) Established in 2017 in Guangdong Province, China, Company C is a digital growth services provider for enterprises, leveraging advanced technology to offer comprehensive solutions for business expansion overseas.
- (4) Established in 1979 in Guangdong Province, China, Company D mainly provides advertisers with services such as online marketing, media sourcing, full case planning, short video production, consulting placement and technical support.

### Key Success Factors

- *Technology Capability.* Technology capability is an important factor underpinning service efficiency and scalability. Services providers with stronger capabilities in data analysis, user insight, creative content production, campaign management systems, algorithm optimisation and performance tracking are generally better positioned to improve decision-making efficiency, enhance matching accuracy and support more refined and scalable service delivery.
- *Resource Integration Capability.* An overseas-outbound digital marketing service provider’s competitive strength depends on its ability to integrate media resources and customer resources. Services providers with broader media access, stronger partnership networks and more diversified customer coverage are generally better positioned to enhance service quality and strengthen market competitiveness.
- *Strategy and Execution Capability.* In a market where customers place emphasis on timeliness, cost-effectiveness and delivery results, services providers with increasingly strategy and execution capability are generally better able to respond quickly to customer needs, improve resource utilisation, maintain consistency across regions and deliver more stable service outcomes.
- *Stable and Compliant Operations.* As overseas-outbound business operations involve multiple countries and regulatory environments, customers place importance on operational stability and compliance in selecting overseas-outbound digital marketing service providers. Those services providers with stronger capabilities in internal control, information protection and compliance management are generally more likely to gain customer trust and secure long-term cooperation.

## INDUSTRY OVERVIEW

### OVERVIEW OF THE GLOBAL MOBILE ADVERTISING SERVICES MARKET

#### Market Overview

Global mobile advertising services refers to digital advertising services delivered through mobile devices such as smartphones and tablets. As mobile devices have become the primary entry point for internet usage and digital content consumption, mobile advertising has emerged as the core growth engine of the digital advertising services market. It enables advertisers to reach users through mobile applications, mobile websites and other mobile-first environments, supporting user acquisition, engagement and conversion through targeted delivery.

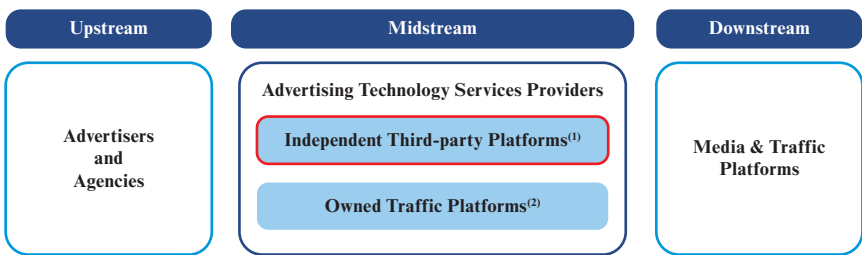
The global mobile advertising services market can be divided, in terms of business model, into two categories: owned traffic platforms and independent third-party platforms. Owned traffic platforms are digital ecosystems that generate advertising revenue primarily from their own user base and proprietary content, such as social media networks and search engines. Independent third-party platforms, in contrast, do not own significant media traffic but instead provide advertising technology services that connect advertisers with various media publishers and media traffic.

Independent third-party platforms connect advertiser demand with fragmented mobile media supply from multiple publishers and optimise delivery through algorithm-driven technologies, improving advertising efficiency and enabling advertisers to scale campaigns across a broader range of media channels. As advertisers increasingly pursue diversified media traffic and higher advertising returns, alongside the growing fragmentation of digital traffic across platforms and applications, independent third-party platforms are expected to play an increasingly critical role in the digital advertising ecosystem.

#### Value Chain

The value chain of the global mobile advertising services market consists of three key segments: upstream advertisers and agencies, midstream advertising technology services providers and downstream media and traffic platforms. Among these, the midstream represents a high-value segment of the entire chain as it connects upstream advertising budgets with downstream media resources. The midstream comprises independent third-party platforms and owned traffic platforms. Independent third-party platforms connect advertiser demand with media supply through traffic procurement, campaign execution and performance optimisation. Owned traffic platforms, by contrast, directly match advertiser demand with their proprietary media traffic.

#### Value Chain of the Global Mobile Advertising Services Market



Source: China Insights Consultancy

Notes:

- (1) The Company operates in the midstream segment of the value chain, as highlighted by the red box above.
- (2) “Owned Traffic Platforms” refer to the proprietary advertising platforms relying on their own traffic ecosystems for advertising delivery, which are owned by media and traffic platforms in the downstream segment in the majority of cases.

## INDUSTRY OVERVIEW

### Market Size and Analysis

Global mobile advertising services market has experienced substantial growth in recent years and is expected to continue expanding. In 2024, the market reached approximately US\$503.9 billion and is projected to grow to US\$854.9 billion by 2029, implying a CAGR of 11.2%.

Below is an analysis of the global mobile advertising services market by segmentation based on upstream customer type, geographic region and business model.

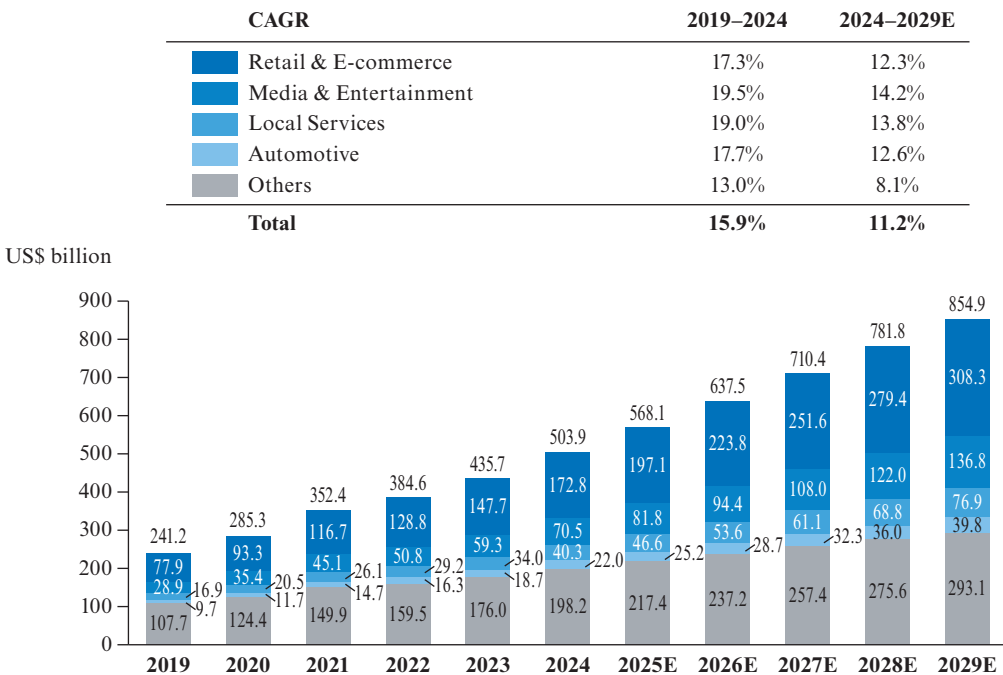
#### By Upstream Customer Segment

**Retail and E-commerce** form the largest vertical in global mobile advertising services market. Conversion-driven and tightly linked to sales, this segment enables advertisers to optimise the full customer journey for granular ROI. Spending grew from US\$77.9 billion in 2019 to US\$172.8 billion in 2024, and is projected to reach US\$308.3 billion by 2029, reflecting a CAGR of 12.3%.

**Media and Entertainment** maintained strong growth, reaching US\$70.5 billion in 2024 and projected to reach US\$136.8 billion by 2029, driven by user acquisition spending from short drama, short video and gaming platforms. Short drama and short video mobile advertising spend is projected to rise from in 2024 US\$22.7 billion to US\$47.0 billion in 2029, while gaming mobile advertising spend is expected to increase from US\$25.2 billion in 2024 to US\$49.2 billion in 2029, supported by rising user acquisition costs and reliance on paid traffic.

**Local Services and Automotive** are expanding rapidly. Global local services mobile advertising spends reached US\$40.3 billion in 2024 and is projected to reach US\$76.9 billion by 2029 as O2O (Online to Offline) monetisation matures. Automotive mobile advertising spends reached US\$22.0 billion in 2024 and is expected to grow to US\$39.8 billion by 2029, driven by budget shifts to mobile and emerging as a key incremental growth source.

Market Size of Global Mobile Advertising Services Market, by Upstream Customer Segment, 2019–2029E



Source: China Insights Consultancy

## INDUSTRY OVERVIEW

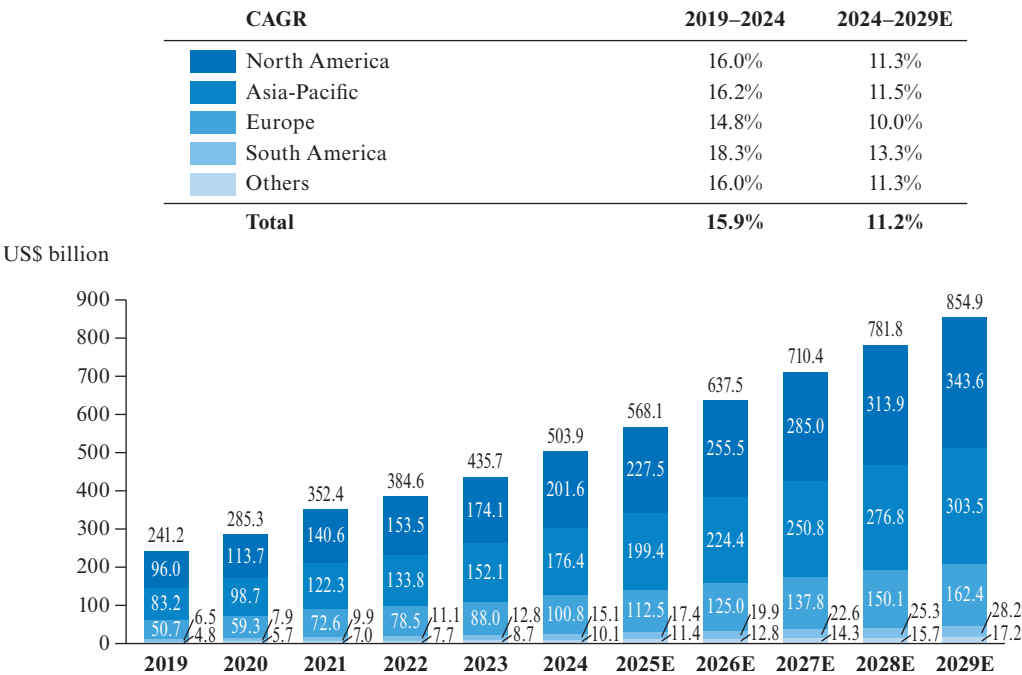
### By Geographic Region Segment

**North America and Europe** have grown steadily. In 2024, North America reached US\$201.6 billion, accounting for 40% of the global mobile advertising services market, with the United States contributing over 90% of the regional total. Europe reached US\$100.8 billion, accounting for 20% of the global market, primarily supported by mature economies including the United Kingdom, Germany and France. By 2029, North America is projected to reach US\$343.6 billion with a CAGR of 11.3% from 2024 to 2029, and Europe is projected to reach US\$162.4 billion with a CAGR of 10.0% over the same period.

**Asia Pacific** continues to expand, with China as its core growth engine, complemented by developed markets such as Japan and South Korea, as well as emerging markets across Southeast Asia. In 2024, Asia-Pacific mobile advertising expenditure reached US\$176.4 billion, accounting for 35% of the global market. This percentage has continued to rise as compared with 2019, reflecting the region’s growing importance in global mobile advertising services market. In 2024, China accounted for US\$114.6 billion in mobile advertising expenditure, representing 23% of the global market. Structurally, China’s mobile advertising expenditure is concentrated in e-commerce platforms, short video platforms and broader content platforms, where advertising is deeply integrated with commerce transactions and content consumption, forming a relatively complete mobile advertising monetisation ecosystem. In addition, Japan and South Korea are characterised by relatively higher advertiser sophistication and stronger willingness to pay, contributing a significant share of high-value advertising demand in the region. Asia Pacific is projected to reach US\$303.5 billion by 2029 with a CAGR of 11.5% from 2024 to 2029.

**South America’s** mobile advertising services market reached US\$15.1 billion in 2024, with Brazil and Mexico as the primary growth engines contributing US\$8.3 billion and US\$2.9 billion respectively. The region benefits from rising mobile penetration, improved advertising monetisation capabilities, faster e-commerce expansion, increasing cross-border brand demand and gradually maturing local advertising technology infrastructure. South America’s mobile advertising services market is expected to reach US\$28.2 billion by 2029, with a CAGR of 13.3% from 2024 to 2029.

### Market Size of Global Mobile Advertising Services Market, by Geographic Region, 2019–2029E



Source: China Insights Consultancy



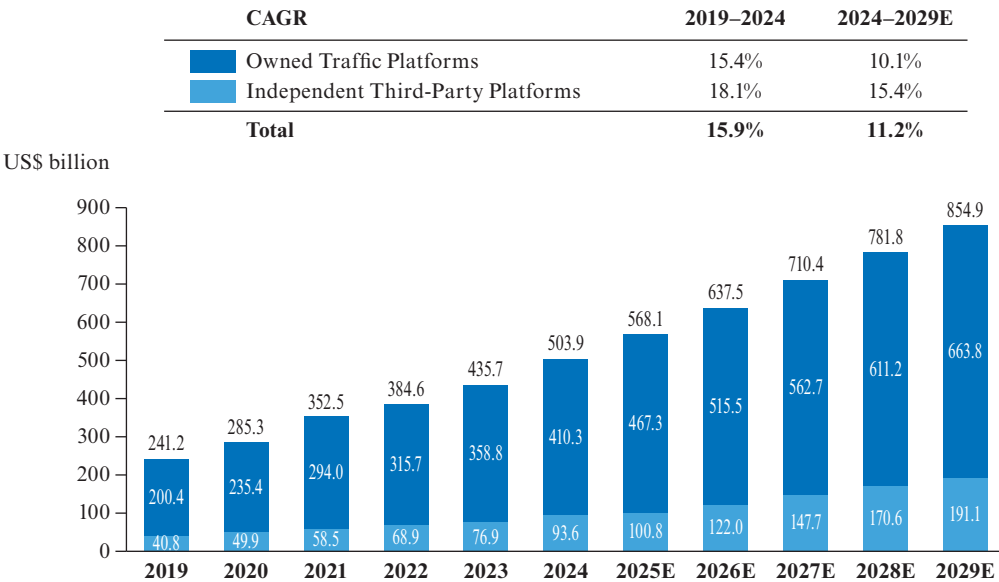
## INDUSTRY OVERVIEW

### By Business Model Segment

**Owned Traffic Platforms** represent the dominant segment of the global mobile advertising services market. This segment accounted for approximately US\$410.3 billion in 2024, representing about 81% of the global mobile advertising services market. By 2029, the segment is projected to reach US\$663.8 billion, with its market share moderating to approximately 78%, implying a 2024–2029 CAGR of 10.1%.

**Independent Third-Party Platforms**, while smaller in absolute terms, are growing at a faster rate. This segment accounted for approximately US\$93.6 billion in 2024 and by 2029, is projected to reach US\$191.1 billion, with its market share rising to approximately 22%, implying a 2024–2029 CAGR of 15.4%. This faster growth rate indicates that independent third-party platforms are expected to continue gaining share within the global mobile advertising services market, driven by advertisers’ increasing demand for diversified media traffic and cross-platform optimisation capabilities.

### Market Size of Global Mobile Advertising Services Market, by Business Model, 2019–2029E



Source: China Insights Consultancy

### Key Market Drivers

The projected growth of the global mobile advertising services market will primarily be driven by the following factors:

- *Increased of user demand and reallocation of advertiser budgets.* As consumers increasingly rely on mobile devices for daily activities, mobile has become a core touchpoint, expanding advertising scenarios and creating strong user-side demand. Meanwhile, as user attention and commercial activities concentrate on mobile, advertisers are reallocating more budgets from traditional channels to mobile, providing momentum for service providers. These combined dynamics support the sustained growth of the global mobile advertising services market.
- *Expansion of Long-tail Traffic Supply.* The rise of short video, creator-driven content and other mobile-native formats is significantly lowering the creation barriers and increasing the number of content creators. As fragmented content becomes increasingly effective at capturing user attention, individuals and small media channels are contributing a growing share of total traffic. As a result, traffic supply is becoming more fragmented, and

## INDUSTRY OVERVIEW

advertising technology services providers through their technology capabilities, increasingly aggregate these dispersed media traffic into scalable advertising inventories and enhance their monetization value.

- *Matching Efficiency Between Advertisers and Fragmented Traffic.* As mobile traffic becomes increasingly fragmented across platforms and content creators, the ability to efficiently match advertiser demand with suitable audiences is becoming more important. Improvements in data processing, targeting and automated advertising delivery are making it easier to connect advertisers with relevant users across diverse media traffic. Stronger matching capabilities help advertisers reach more relevant audiences with the same level of spending, improving advertising effectiveness while also making better use of fragmented long-tail traffic.

### Competitive Landscape

The competitive landscape of the global mobile advertising services market can be examined and analysed through its two main categories: (i) owned traffic platforms and (ii) independent third-party platforms. Owned traffic platforms, represented by Google and Meta, provide advertising services directly to advertisers based on advertising inventories. Independent third-party platforms, represented by Eclicktech, AppLovin and Mintegral, leverage data analysis and delivery systems to match advertiser demand with mobile app developers and other media supply partners. Through its advertising platform business, our Company operates and competes in the independent third-party platforms segment.

According to the CIC Report, the Company ranked 13<sup>th</sup> in the global independent third-party platforms.

#### Top 15 Independent Third-party Platforms, Global, by Third-party Advertising Gross Billing, 2024

| Ranking         | Company                   | Gross Billing, US\$<br>in billions, 2024 | Market share,<br>2024 |
|-----------------|---------------------------|------------------------------------------|-----------------------|
| 1               | Company E <sup>(1)</sup>  | 8.1                                      | 8.6%                  |
| 2               | Company F <sup>(2)</sup>  | 3.5                                      | 3.7%                  |
| 3               | Company G <sup>(3)</sup>  | 1.5                                      | 1.6%                  |
| 4               | Company H <sup>(4)</sup>  | 0.9                                      | 1.0%                  |
| 5               | Company I <sup>(5)</sup>  | 0.8                                      | 0.9%                  |
| 6               | Company J <sup>(6)</sup>  | 0.4                                      | 0.4%                  |
| 7               | Company K <sup>(7)</sup>  | 0.4                                      | 0.4%                  |
| 8               | Company L <sup>(8)</sup>  | 0.4                                      | 0.4%                  |
| 9               | Company M <sup>(9)</sup>  | 0.4                                      | 0.4%                  |
| 10              | Company N <sup>(10)</sup> | 0.4                                      | 0.4%                  |
| 11              | Company O <sup>(11)</sup> | 0.3                                      | 0.3%                  |
| 12              | Company P <sup>(12)</sup> | 0.3                                      | 0.3%                  |
| 13              | <b>The Company</b>        | <b>0.2</b>                               | <b>0.2%</b>           |
| 14              | Company Q <sup>(13)</sup> | 0.2                                      | 0.2%                  |
| 15              | Company C                 | 0.1                                      | 0.1%                  |
| <b>Subtotal</b> |                           | <b>17.7</b>                              | <b>18.9%</b>          |
| <b>Total</b>    |                           | <b>93.6</b>                              | <b>100.0%</b>         |

Source: China Insights Consultancy

## INDUSTRY OVERVIEW

### Notes:

- (1) Established in 2012 and headquartered in Palo Alto, California, USA, Company E provides advanced tools for mobile app developers to grow their businesses by automating and optimising the marketing and monetisation of their apps.
- (2) Established in 2004 and headquartered in San Francisco California, USA, Company F is the world’s leading platform for creating and operating interactive, real-time 3D content.
- (3) Established in 2013 and headquartered in Guangdong Province, China, Company G is committed to providing global customers with advertising technology (“**Ad-tech**”) services and marketing technology (“**Mar-tech**”) services required to develop the mobile internet ecosystem.
- (4) Established in 2013 and headquartered in Redwood City, California, USA, Company H provides machine learning-based advertising solutions to drive growth for businesses of all sizes.
- (5) Established in 2012 and headquartered in Redwood City, California, USA, Company I serves all verticals in the app ecosystem and is fully integrated to drive differentiated advertising performance for our customers across the app economy.
- (6) Established in 2005 and headquartered in Guangdong Province, China, Company J is a global technology company with comprehensive innovative capabilities. For the global mobile advertising platform, the company connects advertisers and publishers with high-quality traffic from their own social apps and premium international developers.
- (7) Established in 2011 and headquartered in San Francisco, California, USA, Company K is a leading in-app advertising platform, empowering app developers to monetise highly engaged audiences.
- (8) Established in 1998 and headquartered in Austin, Texas, USA, Company L powers superior mobile consumer experiences and results for the world’s leading telcos, advertisers and publishers.
- (9) Established in 2007 and headquartered in Bengaluru, India, Company M is a global GenAI powered consumer internet platform built on integrated enterprise and consumer engines, enabling how brands and consumers discover, decide and engage in an AI-first world.
- (10) Established in 2012 and headquartered in Warsaw, Poland, Company N is an advertising-technology company that develops a demand-side platform based on proprietary deep learning algorithms.
- (11) Established in 2005 and headquartered in Paris, France, Company O is a global technology company that helps marketers and media owners reach their goals through the world’s leading commerce media platform.
- (12) Established in 2014 and headquartered in Berlin, Germany, Company P is a leading demand-side platform (DSP) for high-performing, privacy-compliant app marketing campaigns.
- (13) Established in 2015 and headquartered in Jiangsu Province, China, Company Q is a company that integrates global resources and leverages advanced technology to help enterprises achieve global growth.

Based on the same metric, the Company ranked third among all PRC-based independent third-party platforms with a share of 0.2% in global market.

### Top Five PRC-based Independent Third-party Platforms, Global, by Third-party Advertising Gross Billing, 2024

| Ranking         | Company            | Gross Billing, US\$<br>in billions, 2024 | Market share,<br>2024 |
|-----------------|--------------------|------------------------------------------|-----------------------|
| 1               | Company G          | 1.5                                      | 1.6%                  |
| 2               | Company J          | 0.4                                      | 0.4%                  |
| 3               | <b>The Company</b> | <b>0.2</b>                               | <b>0.2%</b>           |
| 4               | Company Q          | 0.2                                      | 0.2%                  |
| 5               | Company C          | 0.1                                      | 0.1%                  |
| <b>Subtotal</b> |                    | <b>2.3</b>                               | <b>2.5%</b>           |
| <b>Total</b>    |                    | <b>93.6</b>                              | <b>100.0%</b>         |

Source: China Insights Consultancy

### Key Success Factors

- **Long-tail Traffic Aggregation Capability.** As the number of long-tail traffic contributors continues to increase, the ability to aggregate fragmented media traffic and convert them into scalable advertising inventories is becoming increasingly important for advertising technology services providers. Companies with stronger capabilities in integrating and managing diverse media traffic are generally better positioned to expand advertising supply and improve traffic utilisation efficiency.

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- *Demand-supply Matching Capability.* As mobile traffic becomes more fragmented, the ability to efficiently match advertiser demand with suitable audiences is becoming a key competitive factor. Companies with stronger data processing, targeting and automated delivery capabilities are generally better positioned to improve advertising effectiveness and increase the commercial value of fragmented traffic.
- *Customer Discovery and Targeting Capability.* As the industry continues to mature, the ability to identify, acquire and engage high-value customers is becoming a key success factor. Companies with stronger capabilities in customer profiling, value-based customer identification and customer full-lifecycle service capabilities are better positioned to identify high-potential customers and address their evolving needs across different growth stages, thereby supporting long-term partnerships and sustainable revenue growth.
- *Compliant and Sustainable Operations.* As market participants place increasing importance on responsible data usage and operational compliance, companies with stronger capabilities in compliance management are generally better positioned to maintain long-term competitiveness across different markets.

### SOURCE OF THE INDUSTRY INFORMATION

We engaged CIC, an independent market research consultant, to conduct an analysis of, and to prepare a report on the global digital marketing services market in for use in this document, which was commissioned by us for a fee of RMB700 thousand. CIC prepared its report based on data released by government institutions and non-government organisations and its primary and secondary research. CIC conducted both primary and secondary research using a variety of resources. Primary research involved interviewing key industry experts and leading industry participants. Secondary research involved analysing data from various publicly available data sources, such as the disclosures of listed companies.

Forecasts and assumptions included in the CIC Report are inherently uncertain because of events or combinations of events that cannot be reasonably foreseen, including, without limitation, the actions of governments, customers, competitors and other third parties. Specific factors that could cause actual results to differ materially include, among other things, risks inherent in the global digital marketing services market, social and economic factors, supply risks, regulatory risks and environmental concerns, labour risks, financing risks, force majeure or unforeseen events. Except as otherwise noted, all the data and forecasts contained in this section are derived from the CIC Report.

Our Directors confirm that, after taking reasonable care, there is no material adverse change in the overall market information since the date of the CIC Report that would materially qualify, contradict or have an impact on such information.

CIC employed both primary and secondary research methods using a variety of resources. Primary research included interviews with key industry experts and leading participants, while secondary research involved analysing data from publicly available sources, such as the National Bureau of Statistics, World Bank, International Monetary Fund and other relevant industry publications and databases. The market projections in the CIC Report are based on the following key assumptions during the forecast period: (i) a stable social, economic and political environment, (ii) continued growth in global digitalisation and cross-border commercial activities, supported by technological advancements and ongoing development of digital infrastructure, (iii) key industry drivers influencing the China’s overseas-outbound digital marketing services market and the global mobile advertising market, and (iv) no extreme force majeure or unforeseen regulatory changes that would fundamentally disrupt the industry. The key industry drivers include the continuous expansion of overseas user traffic and digital media consumption, increasing marketing demand from cross-border e-commerce, gaming, other applications and emerging brands, rising adoption of data-driven and performance-based advertising solutions, and ongoing improvements in advertising efficiency driven by advancements in data analytics, algorithm optimisation and automated advertising delivery capabilities.

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### PRC LAWS, REGULATIONS AND POLICIES

This section summarises the principal PRC laws, regulations and policies relevant to the daily business operations currently conducted by our Company within China.

#### Laws and Regulations relating to Advertising Business

Pursuant to the Advertising Law of the PRC (《中華人民共和國廣告法》) (the “**Advertising Law**”) promulgated by the SCNPC on 27 October 1994, last amended and put into effect on 29 April 2021, advertisements shall be true and legitimate, advertisements with certain special contents shall be subject to review by the relevant authorities prior to publication, and advertisements shall not (i) use or covertly use the national flag, national anthem, national emblem, military flag, military anthem, military emblem of the PRC; (ii) use or covertly use the name or image of state agencies or personnel of state agencies; (iii) use wordings such as “national level”, “highest level” and “best”; (iv) harm the dignity or interests of the state and divulge state secrets; (v) hinder social stability and harm public interest; (vi) endanger personal and property safety, and infringe upon personal privacy; (vii) hinder public order or violate social morality; (viii) contain obscenity, pornography, gambling, superstition, terror, violence contents; (ix) contain ethnic, racial, religious or sexual discrimination contents; (x) hinder protection of environment, natural resources or cultural heritage; and (xi) fall under any other circumstances prohibited by laws and administrative regulations. Violation of the aforesaid requirements may lead to penalties, confiscation of advertising revenues, or being ordered to stop spreading the advertisement or to publish an advertisement for correcting any misleading information. If such case is serious, the administration for market regulation may order termination of advertising operation or revoke the business licence.

Pursuant to the Administrative Measures for Online Advertising (《互聯網廣告管理辦法》) promulgated by the SAMR on 25 February 2023 and put into effect on 1 May 2023, commercial advertising activities for the direct or indirect promotion of goods or services within the territory of the PRC by making use of websites, webpages, internet applications and other internet media in the forms of texts, pictures, audios, videos or other forms, are subject to the Advertising Law and the Administrative Measures for Online Advertising. The Administrative Measures for Online Advertising specifically set out various requirements, including but not limited to: (i) internet advertisements shall be authentic and legal, express the advertisement content in a healthy way and comply with the requirements of building a socialist society with an advanced culture and ideology as well as promoting good traditional Chinese culture; (ii) an Internet advertisement shall be identifiable so that it can be clearly identified by consumers as an advertisement. Any paid search advertisement for a product or service shall be prominently indicated as an “advertisement” by the advertising publisher to distinguish it from natural search results; (iii) where an internet advertisement is published in the form of pop-up or otherwise, the advertiser and the advertisement publisher shall clearly mark a “Close” symbol to ensure that it can be closed by one click and shall not conduct in a way that will negatively affect the one-click-close function; (iv) cheating or misleading users into clicking on or browsing advertisements is prohibited; (v) the advertisers shall be responsible for the authenticity of the content of Internet advertisements; (vi) the advertising agencies and the advertisement publishers shall establish, improve and implement systems of registration, examination and archives management in respect of Internet advertising business; and (vii) where an Internet advertisement is published by means of algorithmic recommendation or otherwise, the relevant rules of the algorithmic recommendation service and the record of advertisement placement shall be included in the advertisement archives.

#### Laws and Regulations relating to Internet Information Services

Pursuant to the Administrative Measures on Internet Information Services (《互聯網信息服務管理辦法》) (the “**Internet Measures**”) promulgated by the State Council on 25 September 2000, amended on 6 December 2024 and put into effect on 20 January 2025, internet information services are classified into commercial services and non-commercial services. China implements a licensing system for commercial internet information services and a filing system for non-commercial internet information services. According to the Internet Measures, if an internet information service provider



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engaged in non-commercial internet information services produces, reproduces, publishes or disseminates internet content containing information prohibited by laws or administrative regulations, the PRC government may shut down its website. Internet information service providers are also required to monitor their websites, refrain from publishing or disseminating content falling within prohibited categories, and must delete such content from their websites, retain relevant records and report to the relevant government authorities.

Pursuant to the PRC Civil Code (《中華人民共和國民法典》) (the “**Civil Code**”) promulgated by the National People’s Congress on 28 May 2020 and put into effect on 1 January 2021, internet information service providers shall bear tortious liabilities in the event they infringe upon other person’s rights and interests due to providing wrong or inaccurate contents through the internet. Where an internet service provider conducts tortious acts through internet services, the infringed person has the right to request the internet service provider take necessary remedying actions such as deleting contents, screening and de-linking. Failing to take necessary remedying actions after being informed of the relevant infringement, the internet service provider will be subject to liabilities with regard to the additional damages incurred. Where an internet service provider knows that an internet user is infringing upon other persons’ rights and interests through its internet service but fails to take necessary actions, it will be jointly and severally liable with the internet user.

### **Restrictions on Foreign Investment in the Value-Added Telecommunications Services**

Pursuant to the Regulations on the Administration of Foreign-invested Telecommunications Enterprises (《外商投資電信企業管理規定》) promulgated by the State Council on 11 December 2001, amended for the third time on 29 March 2022 and put into effect on 1 May 2022, the ultimate proportion of contribution by the foreign investors of a foreign-invested telecommunications enterprise engaged in value-added telecommunications services (including the radio paging business in the basic telecommunications services) shall not be more than 50%. Pursuant to the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 version) (《外商投資准入特別管理措施(負面清單)(2024年版)》), the foreign capital share ratio in value-added telecommunications services shall not exceed 50% (except for e-commerce, domestic multi-party communications, store-and-forward services and call centres), while basic telecommunications services require sole ownership by a Chinese party.

### **Laws and Regulations relating to Data Security, Cybersecurity and Privacy Protection**

#### ***Data Security and Outbound Transfer***

Pursuant to the Data Security Law of the PRC (《中華人民共和國數據安全法》) promulgated by the SCNPC on 10 June 2021 and put into effect on 1 September 2021, organisations conducting data activities shall, in accordance with laws and regulations, establish and improve a full-process data security management system, organise and carry out data security education and training, and adopt corresponding technical and other necessary measures to ensure data security. Pursuant to the Measures on Security Assessment of Cross-Border Data Transfer (《數據出境安全評估辦法》) promulgated by the CAC on 7 July 2022 and put into effect on 1 September 2022, data processors shall apply to the CAC for a security assessment of cross-border data transfer if such transfer is conducted by a critical information infrastructure operator, or involves important data, or their cross-border data transfer activities reach certain thresholds.

On 8 December 2022, the Ministry of Industry and Information Technology of PRC (the “**MIIT**”) issued the Administrative Measures for Data Security in the Industrial and Information Technology Field (Trial Implementation) (《工業和信息化領域數據安全管理辦法(試行)》) (the “**MIIT Data Security Measures**”), which came into effect on 1 January 2023. The MIIT Data Security Measures is applicable to the processing activities carried out in the territory of the PRC in respect of data in the field of industry and information technology. The MIIT Data Security Measures provides that industrial and telecommunication data processors shall implement data classification and grading, and further imposes data security obligations and responsibilities on data processors in the field of industry and information technology.



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Pursuant to the Provisions on Promoting and Regulating Cross-Border Data Flows (《促進和規範數據跨境流動規定》) promulgated by the CAC and put into effect on 22 March 2024, where a data processor other than a critical information infrastructure operator provides non-sensitive personal information of less than 100,000 individuals overseas accumulatively since 1 January of the current year, it may be exempted from declaring a security assessment for outbound data transfer, entering into standard contracts for the outbound transfer of personal information, or obtaining personal information protection certification.

### *Cybersecurity and Personal Information Protection*

Pursuant to the Civil Code, the personal information of natural persons is protected by law. Any organisation or individual that needs to obtain another person’s personal information shall obtain it legally and ensure information security, and must not illegally collect, use, process or transmit others’ personal information, nor illegally buy, sell, provide or make public others’ personal information.

The PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》) (the “PIPL”) promulgated by the SCNPC on 20 August 2021 and put into effect on 1 November 2021, further emphasises the obligations and responsibilities of processors for protecting personal information, and requires the adoption of a higher level of protective measures for the processing of sensitive personal information. Pursuant to the PIPL, the processing of personal information shall be conducted based on consent of relevant individuals or otherwise permitted by laws and regulations, and before processing personal information, processors should truthfully, accurately and completely inform individuals of requisite matters in a conspicuous manner and in clear and easy-to-understand language.

Pursuant to the Cyber Security Law of the PRC (《中華人民共和國網絡安全法》) (the “Cybersecurity Law”) promulgated by the SCNPC on 7 November 2016 and put into effect on 1 June 2017, network operators shall fulfil their obligations to safeguard security of the network when conducting business and providing services. Those who construct or operate networks or provide services through networks shall take technical and other necessary measures pursuant to the mandatory requirements of laws, regulations and national standards to safeguard the safe and stable operation of the networks, respond to network security incidents effectively, prevent illegal and criminal activities, and maintain the integrity, confidentiality and usability of network data. On 28 October 2025, the SCNPC further revised the Cybersecurity Law, which came into effect on 1 January 2026. The revised Cybersecurity Law increases penalties under certain circumstances and expands extraterritorial application to activities outside the PRC that endanger the cybersecurity of the PRC.

The Cyber Data Security Regulation provides detailed requirements on personal information protection, important data safety, cyber data cross-border safety management and obligations of network platform service providers.

On 29 August 2015, the SCNPC issued the Ninth Amendment to the Criminal Law of the PRC (《中華人民共和國刑法修正案(九)》), which became effective on 1 November 2015, and stipulates that any network service provider that fails to fulfil the obligations related to information network security management as required by applicable laws and administrative regulations and refuses to rectify upon regulatory orders shall be subject to criminal liability for causing (i) any large-scale dissemination of illegal information; (ii) any serious consequence due to the leakage of users’ information; (iii) any serious loss of evidence of criminal activities or (iv) other serious circumstances, and any individual or entity that (a) sells or provides personal information to others unlawfully or (b) steals or illegally obtains any personal information will be subject to criminal liability in serious circumstances. The Interpretation of the Supreme People’s Court and the Supreme People’s Procuratorate on Several Issues regarding Legal Application in Criminal Cases Infringing upon the Personal Information of Citizens (《最高人民法院、最高人民檢察院關於辦理侵

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犯公民個人信息刑事案件適用法律若干問題的解釋》) issued on 8 May 2017, further clarifies the definitions of certain concepts and specifies certain standards for the conviction and sentencing in respect of the crimes in relation to personal information infringement.

### Laws and Regulations relating to Foreign Investment

The establishment, operation and management of corporate entities in the PRC are governed by the PRC Company Law, which was promulgated by the SCNPC on 29 December 1993, last amended on 29 December 2023 and put into effect on 1 July 2024. Limited liability companies and stock limited companies established in the PRC are regulated by the PRC Company Law. Unless otherwise provided by foreign investment laws, foreign-invested companies are also regulated by the PRC Company Law.

The PRC Foreign Investment Law(《中華人民共和國外商投資法》) promulgated by the NPC on 15 March 2019 and put into effect on 1 January 2020, clarifies that the PRC implements the pre-entry national treatment and the negative list management system with respect to foreign investments. The pre-entry national treatment refers to granting to foreign investors and their investments, in the stage of investment access, the treatment not less favourable than that granted to domestic investors and their investments; the negative list refers to special administrative measures for access implemented by the PRC for foreign investment in specific fields. The PRC grants national treatment to foreign investment outside the negative list. Furthermore, the Implementation Regulations for the Foreign Investment Law of the PRC (《中華人民共和國外商投資法實施條例》) (the “**Implementation Regulations**”), promulgated by the State Council on 26 December 2019 and put into effect on 1 January 2020, further stipulate that the PRC shall, based on the national economic and social development needs, formulate a catalogue of industries encouraging foreign investment, specifying specific industries, fields and regions where foreign investors are encouraged and guided to invest.

The NDRC and the MOFCOM jointly revised and issued the Special Administrative Measures (Negative List) for Foreign Investment Access (2024 version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “**Negative List**”) on 6 September 2024, which took effect on 1 November 2024, replacing the previous negative list. Where a domestic enterprise engaged in a business field prohibited for investment by the Negative List seeks to issue shares and list shares overseas for trading, it shall complete the examination process and obtain approval from the relevant competent authorities of the PRC. Foreign investors shall not participate in the enterprise’s operation and management, and their shareholding percentage shall be subject to the relevant regulations on the administration of domestic securities investment by foreign investors.

Pursuant to the Measures for the Security Review of Foreign Investment (《外商投資安全審查辦法》) promulgated by the NDRC and the MOFCOM on 19 December 2020 and put into effect on 18 January 2021, foreign investments that affect or may affect national security shall be subject to security review in accordance with the provisions of these Measures. For foreign investments falling within the following scope, foreign investors or relevant domestic parties shall proactively apply to the office of the Operational Mechanism for a security review prior to implementation of the investment: (1) investment in defence, defence support and related sectors that have an impairment on national defence security, as well as investment in areas surrounding military and defence facilities; (2) investment in important agricultural products, important energy and resources, major equipment manufacturing, important infrastructure, important transportation services, important cultural products and services, important information technology and Internet products and services, important financial services, key technologies and other important sectors related to national security, while obtaining actual control over the investee enterprise.

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### Regulations relating to Overseas Investment

Pursuant to Measures for the Administration of Overseas Investment (《境外投資管理辦法》) promulgated by the MOFCOM on 6 September 2014 and put into effect on 6 October 2014, the MOFCOM and provincial-level commerce authorities shall implement a filing or approval regulatory system for overseas investment by enterprises, depending on the specific circumstances of the investment. Overseas investments by enterprises involving any sensitive countries or regions, or any sensitive industries, shall be subject to approval regulatory system, while overseas investment under other circumstances of overseas investment shall be subject to filing regulatory system.

Pursuant to the Measures for the Administration of Overseas Investment by Enterprises (《企業境外投資管理辦法》) promulgated by the NDRC on 26 December 2017 and put into effect on 1 March 2018, domestic enterprises in China (“**Investment Entities**”) conducting overseas investments shall fulfil procedures for approval or filing of overseas investment projects, report relevant information and cooperate with supervision and inspection. The scope of approval regulatory system applies to sensitive projects carried out by Investment Entities directly or through overseas enterprises under their control. The scope of filing regulatory system applies to non-sensitive projects carried out directly by Investment Entities, i.e., non-sensitive projects involving the direct input of assets, equity or the provision of financing or guarantees by the Investment Entities. The aforementioned sensitive projects refer to projects involving sensitive countries, regions or sensitive industries. The NDRC promulgated the Catalogue of Sensitive Industries for Overseas Investment (2018 Edition) (《境外投資敏感行業目錄(2018年版)》), effective from 1 March 2018, details the sensitive industries for overseas investment.

Pursuant to the Circular of the State Administration of Foreign Exchange on Further Simplifying and Improving the Direct Investment-related Foreign Exchange Administration Policies (《國家外匯管理局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 SAFE on 13 February 2015 and put into effect on 1 June 2015, the verification and approval for foreign exchange registration of direct investment was abolished, instead the banks shall directly examine and handle foreign exchange registration of overseas direct investment, and the SAFE and its branches implement indirect supervision over the foreign exchange registration for overseas direct investment through banks.

### Laws and Regulations relating to Intellectual Property

#### *Trademark*

Pursuant to the Trademark Law of the PRC (《中華人民共和國商標法》) promulgated by the SCNPC on 23 August 1982, last amended on 23 April 2019 and put into effect on 1 November 2019, and the Implementation Rules of the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) promulgated by the State Council on 3 August 2002, last amended on 29 April 2014 and put into effect on 1 May 2014, trademarks approved and registered by the Trademark Bureau are registered trademarks, and trademark registrants enjoy exclusive rights to use trademark and are protected by the law. The term of validity of a registered trademark shall be ten years, commencing from the date of registration.

#### *Copyright*

Pursuant to the Copyright Law of the PRC (《中華人民共和國著作權法》) promulgated by the SCNPC on 7 September 1990, last amended on 11 November 2020 and put into effect on 1 June 2021, and the Implementation Regulations of the Copyright Law of the PRC (《中華人民共和國著作權法實施條例》) promulgated by the State Council on 2 August 2002, last amended on 30 January 2013 and put into effect on 1 March 2013, Chinese citizens, legal persons or organisations without legal personality enjoy copyright over their works, whether published or not, in accordance with the law. Works refer to original intellectual achievements in the fields of literature, art and science that are capable of being presented in a certain form. A copyright holder shall enjoy a number of personal rights and property rights, including, among others, the right of publication, the right of authorship and the right of revision.

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Pursuant to the Regulations on the Protection of Computer Software (《計算器軟件保護條例》) promulgated by the State Council on 20 December 2001, last amended on 30 January 2013 and put into effect on 1 March 2013, and the Measures for the Registration of Computer Software Copyright (《計算器軟件著作權登記辦法》) promulgated by the National Copyright Administration on 20 February 2002, computer software refers to computer programmes and related files. Chinese citizens, legal persons or other organisations enjoy the copyright of the software he/it has developed, whether the software is released publicly or not. Software copyright commences from the date on which the development of the software is completed. The protection period for software copyright of a legal person or other organisation shall be 50 years, ending on 31 December of the 50th year after the software’s initial release. But if the software has not been released within 50 years from the date on which the software development is completed, it shall no longer receive protection.

### ***Domain Name***

Pursuant to the Administrative Measures on the Internet Domain Names (《互聯網域名管理辦法》) promulgated by the MIIT on 24 August 2017 and put into effect on 1 November 2017, the MIIT supervises and administers domain name services nationwide. No organisation or individual may interfere with the secure and stable operation of the internet domain name system.

### **Laws and Regulations relating to Labour and Social Insurance**

#### ***Labour Law, Labour Contract Law and the Regulations on the Implementation of the Labour Contract Law of the PRC***

Pursuant to the Labour Law of the PRC (《中華人民共和國勞動法》) last amended by the SCNPC on 29 December 2018, the Labour Contract Law of the PRC (《中華人民共和國勞動合同法》) last amended by the SCNPC on 28 December 2012 and put into effect on 1 July 2013, and the Regulations on the Implementation of the Labour Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) promulgated by the State Council and put into effect on 18 September 2008, a labour contract shall be concluded when a labour relationship is established. Employers shall establish and improve labour rules and systems in accordance with the law to safeguard employees’ labour rights and fulfilment of labour obligations. Labour contracts must be concluded in writing. These regulations also impose stricter requirements on employers concerning the conclusion of fixed-term labour contracts, the employment of temporary workers and the dismissal of employees.

#### ***Social Insurance and Housing Provident Fund***

Pursuant to the Social Insurance Law of the PRC (《中華人民共和國社會保險法》) last amended and put into effect by the SCNPC on 29 December 2018, the Provisional Regulations on Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》) last amended and put into effect by the State Council on 24 March 2019, social insurance system has been established for basic pension insurance, basic medical insurance, work-related injury insurance, unemployment insurance and maternity insurance. Enterprises shall register social insurance with local social insurance agency and participate in social insurance. Enterprises and employees shall pay their social insurance premiums in full and in a timely manner.

In accordance with the Regulations on the Administration of Housing Provident Funds (《住房公積金管理條例》) which was last revised and put into effect by the State Council on 24 March 2019, enterprises shall register with the housing provident fund management centre to pay housing provident funds and open housing provident fund accounts for their employees. Enterprises are required to pay housing provident funds on behalf of their employees in full and in a timely manner.

### **Laws and Regulations relating to Taxation**

#### ***Enterprise Income Tax***

Pursuant to the EIT Law promulgated by the SCNPC and last revised and put into effect on 29 December 2018, and the Regulations on the Implementation of the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council, last revised on 6 December 2024 and took effect on 20 January 2025, the uniform enterprise income tax rate is



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25%. However, if non-resident enterprises have not formed permanent establishments or premises in the PRC, or if they have formed permanent establishment institutions or premises in the PRC but there is no actual relationship between the relevant income derived in the PRC and the established institutions or premises set up by them, the enterprise income tax is, in that case, set at the rate of 10% for their income sourced from inside the PRC. A uniform enterprise income tax rate of 25% is imposed on both foreign invested enterprises and domestic enterprises, but tax incentives are granted to special industries and projects. The enterprise income tax rate is reduced by 20% for qualifying small low-profit enterprises. The Chinese government provides key support to high-tech enterprises, which are subject to a reduced enterprise income tax rate of 15%.

Pursuant to the Administrative Measures on Accreditation of High-tech Enterprises (《高新技術企業認定管理辦法》) promulgated by the Ministry of Science and Technology, the MOF and the SAT on 19 January 2016 and becoming effective from 1 January 2016, the qualification of an enterprise recognised as a High-tech Enterprise is valid for a period of three years from the date of issuance of the certificate regarding such qualification. After obtaining the qualification of high-tech enterprise, an enterprise may go through tax preferential procedures with the competent tax authority in accordance with the provisions of Article 4 of the Administrative Measures on Accreditation of High-tech Enterprises.

### *Value-added Tax*

Pursuant to the Provisional Regulations of the PRC 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, and last revised and became effective on 19 November 2017, and the Rules for the Implementation of the Provisional Regulations of the PRC 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 Ministry of Finance, and last revised on 28 October 2011 and became effective on 1 November 2011, all entities and individuals that engage in the sale of goods, the provision of processing, repairs and replacement services, and the importation of goods within the territory of the PRC are taxpayers of the VAT and shall pay VAT. Unless stated otherwise, for payers who sell or import goods and provide processing, repairs and replacement services in the PRC, the tax rate shall be 17% and be, in certain specified circumstances, 11%, 6% and 0%.

According to 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 on 4 April 2018 and came into effect on 1 May 2018, the original rates of 17% and 11% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 16% and 10%, respectively.

According to the Announcement on Policies for Deepening the VAT Reform (《關於深化增值稅改革有關政策的公告》), which was promulgated by the MOF, the State Taxation Administration and the General Administration of Customs on 20 March 2019 and became effective on 1 April 2019, the original rates of 16% or 10% applicable to the general VAT payers’ sales activities or imports goods that are subject to VAT are adjusted to 13% or 9%, respectively.

On 25 December 2024, the SCNPC promulgated the Value-added Tax Law of the PRC (the “VAT Law”), which came into effect on 1 January 2026, and the Provisional Regulations of the PRC on Value-Added Tax was repealed concurrently. Pursuant to the VAT Law, entities and individuals (including individual industrial and commercial proprietors) selling goods, services, intangible assets or real estate and importing goods within the territory of the PRC are taxpayers of VAT and shall pay VAT in accordance with the provisions of the law. Unless stated otherwise, for payers who sell goods and provide processing, repairs and replacement services and rental services of tangible movable assets as well as import goods, the tax rate shall be 13% and be, in certain specified circumstances, 9%, 6% and 0%.

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### **Laws and Regulations relating to Foreign Exchange**

The Foreign Exchange Control Regulations of the PRC (《中華人民共和國外匯管理條例》) last revised by the State Council on 5 August 2008, are applicable to all activities related to the foreign exchange receipts and disbursements and transactions of domestic corporations and individuals and to the said activities of overseas corporations and individuals within the territory of the PRC.

According to the Circular of the SAFE on Issues concerning the Administration of Foreign Exchange Involved in Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) announced by the SAFE on 26 December 2014, the SAFE and its branch offices and administrative offices shall oversee, regulate and inspect domestic companies regarding their business registration, opening and use of accounts, trans-border payments and receipts, exchange of funds and other actions involved in overseas listing. Domestic company shall, within 15 working days upon the end of its public offering overseas, handle registration formalities for overseas listing with the foreign exchange authority at its place of registration with the submission of required materials.

According to the Circular on Reforming and Regulating Policies on the Control over Foreign Exchange Settlement of Capital Accounts (《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》) which was promulgated by the SAFE on 9 June 2016, the settlement of foreign exchange receipts in the capital account (including the foreign exchange capital, external debts and funds recovered from overseas listing, etc.) that are subject to discretionary settlement as already specified by relevant policies may be handled at banks based on the domestic institutions’ actual requirements for business operation. Where the current regulations contain any restrictive provisions on the foreign exchange settlement of foreign exchange receipts in the capital accounts of domestic institutions, such provisions shall prevail.

According to the Circular of the State Administration of Foreign Exchange on Optimising Foreign Exchange Management Service in Support of Foreign Business Development (《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 10 April 2020, enterprises meeting the prescribed requirements are allowed to use income in the capital accounts as capital funds, external debts and overseas listings for domestic payment without providing banks with authenticity certification materials in detail in advance, to the extent that funds are used for true and law-compliant purposes and such enterprises comply with the in-force administrative provisions on the use of income in the capital accounts. According to the “Notice of the State Administration of Foreign Exchange on Further Deepening Reforming to Facilitate Cross-border Trade and Investment” issued by the SAFE on 4 December 2023, the foreign exchange funds raised by domestic enterprises through overseas listing may be directly remitted to the settlement account of capital accounts. Funds in the settlement account of capital accounts may be settled and used at discretion.

### **Laws and Regulations relating to the Issuance and Listing of Securities Overseas by Domestic Enterprises**

#### ***Securities Laws and Regulations***

The PRC Securities Law, which was last revised by the SCNPC on 28 December 2019 and became effective on 1 March 2020, comprehensively regulates the activities of the securities market in the PRC, including the issuance and trading of securities, acquisitions of listed companies, disclosure of information, investor protection, stock exchanges, securities companies, securities registration and clearing institutions, securities service agencies, securities associations and securities regulatory authorities. The PRC Securities Law further stipulates that domestic enterprises that directly or indirectly issue securities abroad or list their securities abroad shall comply with the relevant provisions of the State Council, and that the specific provisions for subscription and trading of shares of domestic companies in foreign currencies shall be separately stipulated by the State Council. The CSRC is a securities regulatory body established by the State Council, which is responsible for supervising and managing the securities market in accordance with the law, maintaining market order and safeguarding the legal operation of the market.



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### *Overseas Listing*

On 17 February 2023, the CSRC promulgated the Trial Measures and related guidelines, which came into effect on 31 March 2023. Pursuant to the Trial Measures, where a domestic enterprise in the PRC directly or indirectly issues or lists shares overseas, it shall file a report with the CSRC within 3 working days after submitting the application documents for issuance and listing overseas; overseas issuance and listing shall be prohibited under any of the following circumstances: where the issuance and listing is prohibited by laws, administrative regulations or the relevant provisions of the state; where the overseas issuance and listing is recognised by the relevant competent department of the State Council in accordance with the law as potentially jeopardising national security; where domestic enterprises or their controlling shareholders or de facto controllers are involved in criminal offences of corruption, bribery, misappropriation of property, embezzlement of property or disruption of the socialist market economy order within the last three years; where domestic enterprises suspected of committing crimes or major violations of laws and regulations are being investigated by relevant authorities in accordance with the law, and such investigation has not yet come to a definitive conclusion as to the relevant enterprises’ culpability; where there are significant ownership disputes over the shareholdings held by controlling shareholders or shareholders directed by controlling shareholders or de facto controllers.

Pursuant to the Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Issuance and Listing by Domestic Companies (《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 “**Provisions on Confidentiality**”), which was jointly issued by the CSRC together with other relevant authorities on 24 February 2023 and became effective on 31 March 2023, for the activities of overseas issuance and listing of domestic enterprises, the domestic enterprises as well as securities companies and securities service agencies providing relevant services shall strictly comply with the relevant laws and regulations of the PRC and the requirements of the Provisions on Confidentiality, enhance their legal awareness of the need to protect state secrets and enhance archive management, and establish a sound system for confidentiality and archive management. Necessary measures shall be taken to fulfil the responsibility of confidentiality and archive management, and state secrets and the working secrets of state organs shall not be disclosed, or the state and public interests shall not be jeopardised. Where any domestic enterprise provides or publicly discloses to the relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, or provides or publicly discloses through its overseas listed entities documents and materials involving state secrets and working secrets of state organs, it shall report the same to the competent department with examination and approval authority for approval in accordance with the law, and submit the same to the national secrets administration department of the same level for filing. Where a domestic enterprise provides or publicly discloses to relevant securities companies, securities service institutions, overseas regulatory authorities and other entities and individuals, or provides or publicly discloses through its overseas listed entities’ documents or materials the disclosure of which would adversely affect national security or public interests, it shall strictly fulfil the relevant procedures in accordance with the relevant provisions of the state.

### **RELEVANT HONG KONG LAWS AND REGULATIONS**

The following sets out a summary of certain aspects of Hong Kong laws and regulations that are material to and applicable to the business operations of the Group in Hong Kong.

#### **Corporation Administration and Business Registration**

##### ***Business Registration Ordinance (Chapter 310 of the Laws of Hong Kong)***

The Business Registration Ordinance requires every person or entity carrying on a business in Hong Kong to apply for and maintain a valid business registration. A business registration certificate must be obtained within one month of the commencement of business and renewed annually or every three years, depending on the term selected.

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### *Companies Ordinance*

The Companies Ordinance governs the incorporation, corporate administration and ongoing statutory compliance of companies incorporated in Hong Kong. It sets out requirements relating to, among others, the maintenance of statutory registers, appointment and resignation of directors and company secretaries, filing of annual returns, preparation and audit of financial statements and notification of changes in corporate particulars.

### **Taxation**

#### *Inland Revenue Ordinance (Chapter 112 of the Laws of Hong Kong)*

The Inland Revenue Ordinance (“IRO”) is the principal legislation governing taxation in Hong Kong. Under the IRO, profits tax is charged on profits (excluding profits arising from the sale of capital assets) arising in or derived from Hong Kong from any trade, profession or business carried on in Hong Kong. The IRO also contains provisions governing, among other matters, allowable deductions, depreciation allowances, loss set-offs, filing obligations and tax assessments.

### **Employment-Related Legislation**

Hong Kong employment laws, including the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), the Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) and the Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong) apply to employers in Hong Kong that employ staff.

#### *Employment Ordinance (Chapter 57 of the Laws of Hong Kong)*

The Employment Ordinance (Chapter 57 of the Laws of Hong Kong) (“**Employment Ordinance**”) regulates the general conditions of employment and matters connected therein in Hong Kong. It provides for the payment of wages, restrictions on deductions from wages, the grant of statutory holidays and the termination of contract, among other things. Further, employees under a continuous contract are entitled to benefits such as maternity leave, sickness allowance, paid annual leave, rest days, severance and long service payment under the Employment Ordinance.

Under Section 25 of the Employment Ordinance, where a contract of employment is terminated, any sum due to the employee shall be paid to him as soon as is practicable and in any case not later than 7 days after the date of termination. Any employer who willfully and without reasonable excuse contravenes this section commits an offence and is liable to a fine of HK\$350,000 and to imprisonment for 3 years. Further, pursuant to Section 25A, if any wages or any sum referred in Section 25(2)(a) (e.g. amount for payment in lieu of notice, long service payment) are not paid within 7 days from the day on which they become due, the employer shall pay interest at a specified rate on the outstanding amount of wages or sum from the date on which such wages or sum become due up to the date of actual payment. Any employer who willfully and without reasonable excuse contravenes this section commits an offence and is liable to a level 3 fine of HK\$10,000.

#### *Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong)*

The Employees’ Compensation Ordinance (Chapter 282 of the Laws of Hong Kong) (“**ECO**”) establishes a no-fault, non-contributory employee compensation system for work injuries, and lays down the rights and obligations of employees and employers respectively in respect of injuries sustained by, or death of, employees as a result of an accident arising out of and in the course of employment, or in respect of specified occupational diseases suffered by the employees.

If an employee sustains an injury or dies as a result of an accident arising out of and in the course of his employment, his employer shall be generally liable to pay compensation in accordance with the ECO. Pursuant to Section 5(4), an accident is deemed to arise out of and in the course of employment even if the employee was at the time when the accident happened acting in contravention of any statutory or other regulation applicable to his employment, or of any orders given by or on behalf of his employer, or acting without instructions from his employer, if such act

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was done by the employee for the purposes of and in connection with his employer’s trade or business. Nevertheless, pursuant to Section 5(3), where it is proved that the injury to an employee is attributable to the serious and willful misconduct of the employee, or the injury is deliberately aggravated by the employee, any compensation claimed in respect of that injury shall be disallowed.

Pursuant to Section 40 of the ECO, an employer is not allowed to employ any employee in any employment unless there is in force in relation to such employee a policy of insurance issued by an insurer for an amount not less than the specified amount. At present, the minimum insurance amount is HK\$100 million per event where the number of employees in relation to whom the policy is in force does not exceed 200, while the minimum insurance amount is HK\$200 million per event where the number of employees in relation to whom the policy is in force exceeds 200. An employer who fails to comply commits an offence and is liable on conviction upon indictment to a level 6 fine of HK\$100,000 and to imprisonment of 2 years.

### ***Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong)***

The Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong) provides for the establishment and regulation of non-governmental mandatory provident fund schemes, enabling for members of the workforce to accumulate financial benefits for retirement.

Unless otherwise exempted, employers are required to arrange their employees who are aged between 18 and 64 and employed for not less than 60 days to be enrolled as a member of a mandatory provident fund scheme (“**MPF Scheme**”). Employers and employees are both required to contribute 5% of the employee’s monthly relevant income as mandatory contribution to the MPF Scheme, subject to the minimum and maximum level of relevant income for contribution purpose, which are currently HK\$7,100 per month and HK\$30,000 per month respectively. An employer who without reasonable excuse fails to enrol his employees in a MPF Scheme commits an offence and is liable on conviction to a fine of HK\$350,000 and to imprisonment for 3 years, while an employer who without reasonable excuse fails to comply with the contribution requirement is liable to a fine of HK\$450,000 and to imprisonment for 4 years.

### ***Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong)***

The Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong) (“**MWO**”) provides that an employee is entitled to be paid wages not less than the minimum wage in respect of any wage period. The prescribed minimum hourly wage rate at present is HK\$42.10 per hour, effective from 1 May 2025. Pursuant to Section 15, a provision of a contract of employment that purports to extinguish or reduce any right, benefit or protection conferred on the employee by the MWO is void.

The MWO applies to every employee being engaged under a contract of employment to which the Employment Ordinance applies, except those who are employed as a domestic worker in, or in connection with, a household and who dwells in that household free of charge, a student intern, or a work experience student during a period of exempt student employment.

## **Data Protection**

### ***Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong)***

The Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (“**PDPO**”) aims to safeguard the privacy of individuals in relation to personal data. Section 2 of the PDPO defines “personal data” as any data (i) relating directly or indirectly to a living individual; (ii) from which it is practicable for the identity of the individual to be directly or indirectly ascertained; and (iii) in a form in which access to or processing of the data is practicable. The PDPO regulates the conduct of a data user, i.e. person who, either alone or jointly or in common with other persons, controls the collection, holding, processing or use of the personal data.

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Section 38 of the PDPO empowers the Privacy Commissioner for Personal Data to initiate an investigation against a data user if a complaint is received, or if there is reasonable ground to believe that the data user has done an act or practice or engaged in an act or practice in relation to personal data that may contravene the PDPO. The Commissioner may, under Section 50, issue an enforcement notice directing the data user to remedy the contravention and/or take steps to prevent its recurrence. A data user who fails to comply with an enforcement notice commits an offence and is liable, on first conviction, to a level 5 fine of HK\$50,000 and imprisonment for 2 years.

### Intellectual Property

#### *Trade Marks Ordinance (Chapter 559 of the Laws of Hong Kong)*

The Trade Marks Ordinance (Chapter 559 of the Laws of Hong Kong) (“TMO”) governs the registration, use and protection of registered trade marks in Hong Kong. Trade mark protection in Hong Kong is territorial in nature, therefore, trade marks registered in other countries or regions do not automatically enjoy protection in Hong Kong. In order to obtain protection as registered trade marks in Hong Kong, trade marks must be registered under TMO and the Trade Marks Rules (Chapter 559A of the Laws of Hong Kong).

According to Section 10 of the TMO, a registered trade mark is a property right obtained by registration under the ordinance, and the owner of a registered trade mark has the rights and is entitled to the remedies provided by the ordinance. Section 14 further provides that the owner of a registered trade mark has exclusive rights in the trade mark which are infringed by use of the trade mark in Hong Kong without his consent.

Conducts which amount to infringement of a registered trade mark are set out in Section 18 of TMO, which include, *inter alia*, (i) the use, in the course of trade or business, of a sign identical to the registered trade mark in relation to goods or services to those for which it is registered; (ii) the use, in the course of trade or business, of a sign identical to the trade mark in relation to goods or services which are similar to those for which it is registered; and the use of the sign in relation to such goods or services is likely to cause confusion on the part of the public.

Pursuant to Section 22 of TMO, the registered owner of a trade mark is entitled to commence infringement proceedings once any infringement by third parties occurs, and is entitled to seek remedies including damages, injunctions, taking of accounts or such other relief as is available in respect of infringement of any other property right. The trade mark owner may also apply to the court for an order for delivery up and an order for disposal pursuant to Sections 23 and 25 of TMO.

#### *Copyright Ordinance (Chapter 528 of the Laws of Hong Kong)*

Section 30 of the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong) (“**Copyright Ordinance**”) provides that the copyright in a work is infringed if a person, without the licence of the copyright owner, imports into or exports from Hong Kong, otherwise than for his private or domestic use, a copy of the work which is, and which he knows or has reason to believe to be, an infringing copy of the work.

Further, Section 31 of the Copyright Ordinance provides that the copyright in a work is infringed by a person who, without the licence of the copyright owner:

- (i) possesses for the purpose of or in the course of any trade or business;
- (ii) sells or lets for hire, or offers or exposes for sale or hire;
- (iii) exhibits in public or distributes for the purpose of or in the course of any trade or business; or
- (iv) distributes (otherwise than for the purpose of or in the course of any trade or business) to such an extent as to affect prejudicially the owner of the copyright,

a copy of the work which is, and which he knows or has reason to believe to be, an infringing copy of the work.

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Under Section 35(2) of the Copyright Ordinance, a copy of a work is regarded as an infringing copy if its making constituted an infringement of the copyright of the work in question. However, Section 35(4) provides that, for the purpose of the criminal provisions (Sections 118 to 133), an “infringing copy” does not include a copy of a work that (a) was lawfully made in the country, territory or area where it was made; (b) has been or is proposed to be imported into Hong Kong any time after the expiration of 15 months beginning on the first day of publication of the work in Hong Kong or elsewhere; and (c) its making in Hong Kong would have constituted an infringement of the copyright in the work in question, or a breach of an exclusive licence agreement relating to that work.

### **Advertising, Consumer Protection and Competition**

#### ***Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong)***

The Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong) (“TDO”) seeks to prohibit false trade description, misleading, false or incomplete information, false marks and misstatements in relation to goods and services supplied in the course of trade. Under Section 2 of the TDO, the definition of trade description is broad and includes, *inter alia*, references to quantity, method of manufacture, composition, fitness for purpose, availability, compliance with a standard specified or recognised by any person, price, approval by any person, a person by whom they have been acquired, the goods being of same kind as goods supplied to a person, place or date of manufacture, etc. Section 2 further provides that a trade description which is false to a material degree, or which, though not strictly false, is misleading such that it is likely to be taken as a materially false description, will be regarded as a false trade description.

Section 7 of TDO makes it an offence for any person who, in the course of any trade or business, applies a false trade description to any goods or supplies or offer to supply any goods to which a false description is applied. Section 7A extends this prohibition to services, making it an offence for a trader to apply a false trade description to a service supplied or offered to a consumer, or to supply or offer such a service. In addition, Section 12 prohibits the import or export of goods to which a false trade description or a forged trade mark has been applied.

Sections 13E, 13F, 13G, 13H and 13I of TDO provide that a trader commits an offence if the trader engages, in relation to a consumer, in a commercial practice that is a misleading omission, or is aggressive, or constitutes bait advertising, or constitutes a bait and switch, or wrongly accepting payment for a product.

Any person who commits an offence under Sections 7, 7A, 13E, 13F, 13G, 13H or 13I shall be liable, on conviction on indictment, to a fine of HK\$500,000 and to imprisonment for 5 years, and on summary conviction, to a level 6 fine of HK\$100,000 and imprisonment for 2 years. However, Sections 30L and 30M empower an officer authorised by the Commissioner of Customs and Excise, with the written consent of the Secretary for Justice, to accept a written undertaking from a business or individual not to continue, repeat or engage in conduct constituting an offence under the TDO. Upon acceptance of such an undertaking, neither the Commissioner of Customs and Excise nor the authorised officer may commence or continue an investigation or proceedings in respect of the matter to which the said undertaking relates.

### **SINGAPORE LAWS AND REGULATIONS GOVERNING OUR BUSINESS IN SINGAPORE**

#### **Personal Data Protection Act 2012 (“PDPA”)**

The PDPA governs the collection, use and disclosure of the personal data of individuals (being data, whether true or not, about an individual, who can be identified from that data or other accessible information), and is administered and enforced by the regulator, the Personal Data Protection Commission (“PDPC”). The PDPA sets out data protection obligations which all organisations are required to comply with in undertaking activities relating to the collection, use or disclosure of personal data and to provide individuals with the right to access and correct their own personal data.



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Organisations have mandatory obligations to assess data breaches they suffer, and to notify the PDPC and where applicable, the relevant individuals where the data breach is (or is likely to be) of a significant scale or resulting in (or is likely to result in) significant harm to individuals. Other obligations include accountability, protection, retention and requirements around the overseas transfers of personal data.

Organisations are required to, among other things, (i) obtain consent from individuals and inform them of the applicable purposes before collecting, using or disclosing their personal data; and (ii) put in place reasonable measures to (a) protect the personal data in their possession or control from unauthorised access, loss or damage, and (b) prevent the loss of any storage medium or device on which personal data is stored. In the event of a data breach involving any personal data in an organisation’s possession or control, the PDPA requires the organisation to reasonably and expeditiously assess whether the data breach is notifiable and notify the PDPC and, unless exceptions apply, the affected individuals of the data breach, if the data breach is assessed to be one that (a) is likely to result in significant harm or impact to the individuals to whom the information relates, or (b) is, or is likely to be, of a significant scale.

Non-compliance with the PDPA may attract financial penalties or even criminal liability. The PDPC has broad powers to give any such directions as it thinks fit to ensure compliance, which include requiring an organisation to pay a financial penalty. From 1 October 2022, for organisations whose annual turnover in Singapore exceeds S\$10 million, the maximum financial penalty that the PDPC may impose is 10% of the annual turnover in Singapore of that organisation or S\$1 million, whichever is higher.

### **Employment Act 1968 of Singapore**

The Employment Act 1968 of Singapore (“**Employment Act**”) is Singapore’s main labour law. It provides for the basic terms and conditions at work for employees covered by the Employment Act. The term “employee” is defined in the Employment Act to mean a person who has entered into or works under a contract of service with an employer and includes a workman.

A workman is defined under the Employment Act means (a) any person, skilled or unskilled, who has entered into a contract of service with an employer in pursuance of which he or she is engaged in manual labour, including any artisan or apprentice, but excluding any seafarer or domestic worker; (b) any person, other than clerical staff, employed in the operation or maintenance of mechanically-propelled vehicles used for the transport of passengers for hire or for commercial purposes; (c) any person employed partly for manual labour and partly for the purpose of supervising in person any workman in and throughout the performance of his or her work; (d) any person specified in First Schedule of the Employment Act (i.e. cleaners, construction workers, labourers, machine operators and assemblers, metal and machinery workers, train, bus, lorry and van drivers, train and bus operators and all workmen employed on piece rates in the employer’s premises); or (e) any person whom the Minister may, by notification in the Gazette, declare to be a workman for the purpose of Employment Act. The definition of “employee” under the Employment Act also does not extend to include any seafarer, domestic workers and any person belonging to any other class of persons whom the Minister may, by notification in the Gazette, declare not to be employees for the purposes of Employment Act.

In accordance to section 112 of Employment Act, any person who is guilty of any breach or any offence under the Employment Act for which no penalty is otherwise provided shall be liable on conviction to a fine not exceeding S\$5,000 or to imprisonment for a term not exceeding 6 months or to both, and for a subsequent offence under the same section to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 12 months or to both.

### **Companies Act 1967 of Singapore**

The Companies Act 1967 of Singapore (“**Companies Act of Singapore**”) generally governs, amongst others, matters relating to the status, power and capacity of a company, shares and share capital of a company (including issuances of new shares (including preference shares), treasury



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shares, share buybacks, redemption, share capital reduction, declaration of dividends, financial assistance, directors and officers and shareholders of a company (including meetings and proceedings of directors and shareholders, dealings between such persons and the company), protection of minority shareholders’ rights, accounts, arrangements, reconstructions and amalgamations, winding up and dissolution.

A person who, (a) does that which under the Companies Act of Singapore the person is forbidden to do; (b) does not do that which under the Companies Act of Singapore the person is required or directed to do; or (c) otherwise contravenes or fails to comply with any provision of the Companies Act of Singapore, shall be guilty of an offence. Under section 407(2) of the Companies Act of Singapore, a person who is guilty of an offence under the Companies Act of Singapore shall be liable on conviction to a penalty or punishment not exceeding the penalty or punishment expressly mentioned as the penalty or punishment for the offence, or if a penalty or punishment is not so mentioned, to a fine not exceeding S\$1,000.

### Central Provident Fund Act 1953 of Singapore

The Central Provident Fund Act 1953 of Singapore (“CPF Act”) governs the contributions made by employers and employees into the central provident fund (“CPF”). The CPF Act is administered by the Central Provident Fund Board of Singapore. Section 7(1) of the CPF Act provides that subject to Section 69 of the CPF Act and any regulations made under Section 77 of the CPF Act, every employer of an employee shall pay to the CPF monthly in respect of each employee contributions at the appropriate rates set out in the First Schedule of the CPF Act.

CPF contributions are not applicable for foreigners who hold employment passes, S passes or work permits. CPF contributions are required for both ordinary wages and additional wages (subject to an ordinary wage ceiling and a yearly additional wage ceiling) of employees at the applicable prescribed rates which is dependent on, amongst others, the amount of monthly wages and the age of the employee. An employer must pay both the employer’s and employee’s share of the monthly CPF contribution.

Section 61(1) of the CPF Act provides that except as otherwise provided in Section 61(2) of the CPF Act, any person convicted of an offence under the CPF Act for which no penalty is provided shall be liable on conviction:

- (a) to a fine not exceeding S\$5,000 or to imprisonment for a term not exceeding six (6) months or to both; and
- (b) if that person is a repeat offender in relation to the same offence, to a fine not exceeding S\$10,000 or to imprisonment for a term not exceeding 12 months or to both.

Section 61(2) of the CPF Act provides that where any person:

- (a) is guilty of an offence under Section 7(5) or 58(b) of the CPF Act; or
- (b) being a director, manager or secretary or any other officer of a body corporate, is guilty of an offence under Section 60 by virtue of the fact that an offence under Section 7(3) or (5) or 58(b) of the CPF Act has been committed by that body corporate and is found to have been committed with the consent or connivance of or to be attributable to any act or default on the part of that person, that person shall be liable on conviction:
  - (i) to a fine of not less than S\$1,000 and not more than S\$5,000 or to imprisonment for a term not exceeding six (6) months or to both; and
  - (ii) if that person is a repeat offender in relation to the same offence, to a fine of not less than S\$2,000 and not more than S\$10,000 or to imprisonment for a term not exceeding 12 months or to both.

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### Exchange Control and Repatriation of Capital and Remittance of Profit

There are no foreign exchange control restrictions imposed under Singapore laws and there are no exchange control formalities or approvals required for all forms of payments or capital transfers into or out of Singapore. Powerengine Pte. Limited is not restricted in their ability to repatriate profits to our Group.

The return of capital proceeds by Powerengine Pte. Limited to our Group should not be subject to Singapore income tax as Singapore does not impose tax on capital proceeds/capital gains.

Pursuant to the provisions of the Companies Act of Singapore, capital may not be returned to shareholders unless a capital reduction exercise is carried out in accordance with the provisions of the Companies Act of Singapore and the company’s constitution (or memorandum and articles of association). There are no restrictions on payment of capital from a capital reduction exercise to foreign shareholders who are not subject to any financial sanctions or other restrictions imposed by the Monetary Authority of Singapore or other regulatory authorities.

A company may, if so authorised by its constitution (or memorandum and articles of association) and subject to the requirements imposed by the Companies Act 1967 of Singapore, buy back its own shares. Similarly, there are no restrictions on payment of the purchase price to foreign shareholders in respect of such purchase.

### Corporate Tax in Singapore

The prevailing corporate tax rate in Singapore is 17%, with partial tax exemption for normal chargeable income of up to S\$200,000. With effect from the Year of Assessment (“YA”) 2020, 75% of up to the first S\$10,000, and 50% of up to the next S\$190,000 of a company’s chargeable income (otherwise subject to normal taxation) is exempt from corporate tax. The remaining chargeable income that exceeds S\$200,000 will be fully taxable at the prevailing corporate tax rate. In addition, new start-up companies will, subject to certain conditions and exceptions, be eligible for 75% exemption on the first S\$100,000 of normal chargeable income and a further 50% exemption on the next S\$100,000 of normal chargeable income, for each of the company’s first three consecutive years of assessment.

For YA 2025, corporate taxpayers are entitled to corporate income tax rebates of 50% of the corporate tax payable (which is capped at S\$40,000 for YA 2025 less CIT Rebate Cash Grant of \$2,000 where applicable.).

For YA 2026, corporate taxpayers are entitled to corporate income tax rebates of 40% of the corporate tax payable (which is capped at S\$30,000 for YA 2026 less CIT Rebate Cash Grant of \$1,500 where applicable.).

### Goods and Services Tax in Singapore

Goods and Services Tax (“GST”) in Singapore is a consumption tax that is levied on import of goods into Singapore, as well as nearly all supplies of goods and services in Singapore at a prevailing rate of 9%.

### Dividend Distributions

Singapore adopts the one-tier corporate tax systems, the tax paid by a Singapore tax resident company is a final tax (except co-operatives) and after-tax profits of the Singapore tax resident company can be distributed to its shareholders as tax-exempt dividends. Such dividends are exempt in the hands of all shareholders, regardless of the tax residency status of the shareholders. Singapore does not impose taxes on capital gains. There is no Singapore withholding tax on dividends paid to resident and non-resident shareholders.

## U.S. REGULATORY OVERVIEW

The following summarises certain laws and regulations in the U.S. relating to privacy and data protection.

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The United States does not have a single, comprehensive federal privacy statute. In the United States, various federal regulators, including governmental agencies like the Federal Trade Commission, and states and state regulators, have adopted, or are considering adopting, laws and regulations concerning personal information and data security. This patchwork of legislation and regulation has given, and will likely continue to give, rise to conflicting or differing legal and regulatory obligations with respect to personal privacy rights.

### **The Federal Trade Commission Act**

While the United States lacks a comprehensive data security law, the Federal Trade Commission (“**FTC**”) fills in gaps between industry-specific laws and rules with its general authority under Section 5 of the Federal Trade Commission Act (15 U.S.C. §§ 41–58) (the “**FTC Act**”), which is a primary federal consumer protection statute. Section 5 of the FTC Act gives the FTC broad authority to investigate “unfair and deceptive acts and practices in or affecting commerce.”

The FTC increasingly uses this broad authority aggressively in the privacy and data security contexts, initiating investigations pertaining to a wide variety of “unfair” or “deceptive” practices. In particular, the FTC has brought a number of enforcement actions and cases alleging that website operators engaged in deceptive acts in failing to adhere to their stated policies and practices. In addition to its general Section 5 authority, the FTC enforces numerous sector-specific privacy and data security statutes, including the Children’s Online Privacy Protection Act, the Fair Credit Reporting Act (including the Disposal Rule), the Gramm-Leach-Bliley Act Safeguards Rule and the CAN-SPAM Act of 2003, among others.

### **The Children’s Online Privacy Protection Act**

The Children’s Online Privacy Protection Act (“**COPPA**”), enacted in 1998 and codified at 15 U.S.C. §§ 6501–6506, imposes requirements on operators of websites or online services that are (i) directed to children under 13 years of age, or (ii) operated by any person who has actual knowledge that it is collecting personal information from children under 13. COPPA is enforced by the FTC, which implements it through the COPPA Rule, codified at 16 C.F.R. Part 312 (“**COPPA Rule**”).

Under COPPA and the COPPA Rule, covered operators must: (i) post a clear and comprehensive privacy policy; (ii) provide direct notice to parents and obtain verifiable parental consent (“**VPC**”) before collecting, using, or disclosing personal information from children; (iii) give parents the ability to review or delete their child’s personal information; (iv) not condition a child’s participation in a game or online service on disclosure of more personal information than is reasonably necessary; and (v) maintain reasonable data security procedures.

On 16 January 2025, the FTC unanimously adopted final amendments to the COPPA Rule. The amendments took effect on 23 June 2025, and covered operators have until 22 April 2026 to come into compliance with the amended rule. Key changes directly affecting advertising technology companies include: (i) a requirement for separate verifiable parental consent before disclosing children’s personal information to third parties for targeted advertising, meaning behavioural advertising directed at children must be off by default pending active parental opt-in; (ii) an expanded definition of “personal information” to include biometric identifiers; and (iii) explicit data retention limits prohibiting the indefinite retention of children’s data. The FTC has also stated that a platform or app that uses a third-party SDK is responsible for ensuring COPPA compliance in connection with that SDK.

### **Communications Decency Act**

Section 230 of the Communications Decency Act (“**CDA**”), codified at 47 U.S.C. § 230, provides that “no provider or user of an interactive computer service shall be treated as the publisher or speaker of any information provided by another information content provider.” This provision grants broad immunity to online intermediaries, including internet service providers, social media, online marketplaces and other interactive computer services, from civil liability for content created by third parties. Section 230 immunity has historically provided a critical legal foundation for the

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## REGULATORY OVERVIEW

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operation of digital advertising markets, enabling publishers and platforms to host and monetise third-party content without assuming strict publisher liability for that content. The immunity is subject to exceptions, including for federal criminal law, intellectual property claims and certain sex trafficking content.

However, there have been a number of recent legislative proposals in the United States, at both the federal and state level, that could impose new obligations in areas such as privacy and liability for copyright infringement by third parties such as various Congressional efforts to restrict the scope of the protections available to online platforms under Section 230 of the CDA and current protections from liability for third-party content in the United States could decrease or change. The U.S. government, including the FTC and the Department of Commerce, has announced that it is reviewing the need for greater regulation for the collection of information concerning user behaviour on the Internet, including regulation aimed at restricting certain online tracking and targeted advertising practices.

### **California Consumer Privacy Act/California Privacy Rights Act**

The State of California has enacted comprehensive consumer privacy law in the United States. The California Consumer Privacy Act (“CCPA”) was enacted in 2018 and became effective and enforceable in 2020. The CCPA was subsequently amended by the California Privacy Rights Act (“CPRA”), with the CPRA’s additional requirements becoming effective and enforceable from 1 January 2023 (references in this document to the “CCPA” refer to the statute as amended by the CPRA unless otherwise indicated). The California Privacy Protection Agency (“CPPA”) was established by the CPRA as a dedicated enforcement agency with rulemaking authority, and conducts enforcement activities alongside the California Attorney General.

The CCPA applies to for-profit businesses that collect personal information about California residents and that satisfy one or more of the following thresholds: (i) have annual gross revenues in excess of US\$25 million; (ii) annually buy, sell, or share the personal information of 100,000 or more California residents or households; or (iii) derive 50% or more of annual revenues from selling or sharing consumers’ personal information. The CCPA grants California residents broad rights in respect of their personal information, including, the right to know what personal information is collected, used, shared, or sold; the right to delete personal information held by a business and its service providers; the right to correct inaccurate personal information; the right to opt out of the sale or sharing of personal information; the right to limit the use and disclosure of sensitive personal information; and the right to data portability.

### **California Online Privacy Protection Act**

The California Online Privacy Protection Act (“CalOPPA”) requires any operator of a commercial website or online service that collects personally identifiable information from California consumers to conspicuously post a privacy policy. The privacy policy must identify the categories of personally identifiable information collected, the categories of third parties with whom the information may be shared, and whether the operator honours “Do Not Track” signals from web browsers. Failure to post a compliant privacy policy, or to adhere to a posted privacy policy, constitutes an unlawful business practice under California law.

### **Texas Data Privacy and Security Act**

The Texas Data Privacy and Security Act (“TDPSA”) (Tex. Bus. & Com. Code, Ch. 541), was enacted in 2023 and is effective 1 July 2024. The TDPSA contains no revenue or data-volume threshold: it applies to any entity that conducts business in Texas or produces a product or service consumed by Texas residents and that processes or sells personal data, subject only to an exemption for small businesses as defined by the U.S. Small Business Administration.

The TDPSA grants Texas consumers rights to access, correct, delete and obtain a portable copy of their personal data and rights to opt out of the processing of personal data for targeted advertising, sale of personal data and profiling. Controllers must recognise universal opt-out signals (including the Global Privacy Control) as at 1 January 2025. Consent is required before processing

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## REGULATORY OVERVIEW

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sensitive data, which includes precise geolocation data. The Texas Attorney General has exclusive enforcement authority; prior to commencing an action, the Attorney General must issue a notice of violation and permit a 30-day cure period. The TDPSA does not create a private right of action.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

### OVERVIEW

Our history can be traced back to 2016, when Mr. Zou, our executive Director, became the controlling shareholder of Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司). Before 2016, our predecessor, Hubei Goman Heavy Industry Co., Ltd. (湖北高曼重工股份有限公司) (“**Hubei Goman**”) was established as a limited liability company under the laws of the PRC on 6 April 2005, and was subsequently converted into joint stock liability company on 6 February 2013.

Our Company was listed on the ChiNext of the Shenzhen Stock Exchange on 19 August 2022. See “History, Development and Corporate Structure — Corporate Development — Our Company — Listing on the ChiNext of the Shenzhen Stock Exchange in 2022”.

### OUR KEY MILESTONES

The following table sets out the key milestone in our business development:

| Year | Milestone                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2015 | <ul style="list-style-type: none"> <li>Mr. Zou acquired a controlling interest in our predecessor, Hubei Goman.</li> </ul>                                                                                                                                                                                                                                                                                                                                                       |
| 2016 | <ul style="list-style-type: none"> <li>Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司) (formerly known as Hubei Goman) underwent a strategic transformation from a company engaged in the research and development, manufacturing, sales and distribution of aerial work platforms to a technology-driven marketing solutions provider through a series of transactions. It formally marks our entry into the digital marketing technology sector.</li> </ul> |
| 2016 | <ul style="list-style-type: none"> <li>We established business relationships with major media, including Google and Meta.</li> <li>We expanded our customer base to include cross-border e-commerce enterprises such as Alibaba and SHEIN.</li> </ul>                                                                                                                                                                                                                            |
| 2018 | <ul style="list-style-type: none"> <li>We ranked among the “Top 100 Software Enterprises in China” (中國軟件百強企業) by the China Federation of Electronics and Information Industry (中國電子信息行業聯合會) and maintained the title in the year of 2019.</li> </ul>                                                                                                                                                                                                                             |
| 2019 | <ul style="list-style-type: none"> <li>We were designated as a “National Key Cultural Export Enterprise” (國家文化出口重點企業) and a “National Key Cultural Export Project” (國家文化出口重點項目) by the Ministry of Commerce and other national authorities (and has since maintained such designations for eight consecutive years as of 2026).</li> </ul>                                                                                                                                       |
| 2021 | <ul style="list-style-type: none"> <li>We launched our proprietary data middle-platform to facilitate the development of a data-driven marketing technology infrastructure.</li> </ul>                                                                                                                                                                                                                                                                                           |



## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

| Year | Milestone                                                                                                                                                                                                                                                                                                |
|------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2022 | <ul style="list-style-type: none"> <li>We completed the issuance and listing of our A Shares on the ChiNext of the Shenzhen Stock Exchange.</li> <li>We launched zMaticoo, our proprietary AI-driven advertising platform, to provide automated marketing and traffic monetisation solutions.</li> </ul> |
| 2023 | <ul style="list-style-type: none"> <li>We launched our proprietary AIGC digital marketing creative platform and integrated our AI middle-platform to facilitate the application of AI across our end-to-end marketing service workflows.</li> </ul>                                                      |
| 2025 | <ul style="list-style-type: none"> <li>We were appointed as the first authorised direct media agency in the e-commerce sector for AppLovin in the Greater China region.</li> </ul>                                                                                                                       |

### CORPORATE DEVELOPMENT

The following sets out the corporate development and major shareholding changes of our Company and our principal subsidiaries.

#### Our Company

##### *Incorporation and early development of our predecessor*

Wuhan Fuman Industry and Trade Co., Ltd. (武漢孚曼工貿有限公司) (“**Wuhan Fuman**”) was incorporated on 6 April 2005 as a limited liability company under the laws of the PRC, with an initial registered capital of RMB2.0 million. Wuhan Fuman was initially and primarily engaged in research and development, manufacturing, sales and distribution of aerial work platforms. At the time of incorporation of Wuhan Fuman, Mr. Xia Shuguang (夏曙光) (“**Mr. Xia**”) owned RMB1,960,000 of share capital (representing 98.0% of the total shares) and Ms. Chen Rong (陳蓉) owned RMB40,000 of share capital (representing 2.0% of the total shares) of Wuhan Fuman. As at the Latest Practicable Date, Mr. Xia and Ms. Chen Rong (陳蓉) were Independent Third Parties.

Wuhan Fuman was subsequently renamed as Wuhan Fuman Machinery Co., Ltd. (武漢孚曼機械有限公司) (“**Wuhan Fuman Machinery**”) on 8 September 2008.

##### *Conversion into a joint stock limited company in February 2013 and previous quotation on the NEEQ in August 2013*

Pursuant to the shareholders’ resolutions dated 7 December 2012, Wuhan Fuman Machinery was converted into a joint stock limited liability company and renamed as Hubei Goman, such conversion was completed in February 2013. On 8 August 2013, the shares of Hubei Goman commenced trading on the NEEQ under the stock code of 430270.

##### *Equity transfer, private placement and Xi’an Diangao Acquisition in 2015 immediately before our business transformation*

On 8 September 2015, Mr. Zou acquired a total of 1,007,000 shares of Hubei Goman from Mr. Xia at a total consideration of RMB1.8 million (“**2015 Equity Transfer**”). On 29 September 2015, Hubei Goman underwent a private placement of 46,551,000 shares at the consideration of RMB1.00 per share to eight placees (“**2015 Private Placement**”). The consideration was determined considering that such placees with extensive industry experience could drive growth in our new business. Following the completion of the 2015 Private Placement, Mr. Zou had become the controlling shareholder of Hubei Goman.

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## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

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On 7 October 2015, Hubei Goman resolved to acquire 100% of the equity interest in Xi'an Diangao (a limited liability company under the laws of the PRC on 12 June 2015 and an entity that would later form the core of our new business) from Wang Xiangyang (王向陽), Mr. Zou and Hao Chao (郝超) in the respective shareholdings of 70%, 15% and 15% at nil consideration (the “**Xi'an Diangao Acquisition**”). The consideration was determined on an arm's length basis as Xi'an Diangao and its subsidiaries had not commenced substantive operations, and Xi'an Diangao had no paid-up capital or net assets as at 31 August 2015. The Xi'an Diangao Acquisition was duly completed on 22 October 2015.

### *Strategic transformation of our business in 2016*

Following the Xi'an Diangao Acquisition, our predecessor, Hubei Goman was renamed as Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司) on 19 January 2016. For the purposes of our business transformation, our Company then disposed of all operating assets related to aerial work platform business through a series of transactions (the “**2016 Disposals**”), which include, in particular, the disposal of a majority of our said operating assets to Hubei Deyou Technology Co., Ltd. (湖北德優科技有限公司) (“**Hubei Deyou**”), an Independent Third Party, for a total consideration of RMB17.4 million, determined based on arm's length negotiation, and the transfer of a registered trademark to Hubei Deyou at nil consideration since the trademark no longer serves our principal business. Separately, three patents pertaining to the aerial work platform business were transferred to Hubei Goman Heavy Industry Technology Co., Ltd. (湖北高曼重工科技有限公司), an Independent Third Party, for a cash consideration of RMB30,000.

As confirmed by the Company, the consideration for the 2015 Equity Transfer, 2015 Private Placement, Xi'an Diangao Acquisition and each of the transactions under the 2016 Disposals has been properly and legally completed and settled, and all applicable regulatory approvals have been obtained.

Upon completion of the 2016 Disposals, our Company ceased all operations related to the former aerial work platform business and pivoted to building its technology-driven marketing solutions business.

### *Withdrawal of quotation on the NEEQ in April 2018*

Taking into account our capital market development plan, we voluntarily withdrew the quotation of our Shares from the NEEQ on 2 April 2018 upon approval by the NEEQ (the “**NEEQ Withdrawal**”).

Since the date of our quotation on the NEEQ and up to the NEEQ Withdrawal, we had not received any notice from the NEEQ alleging any non-compliance incidents, and our Directors confirm that (i) during the period of our quotation on the NEEQ up to the NEEQ Withdrawal, our Company had been in compliance with all applicable PRC securities laws and regulations as well as rules and regulations of the NEEQ in all material respects, and had not been subject to any material administrative penalty or administrative supervision measures by the NEEQ, the CSRC or other competent securities regulatory authorities; (ii) the NEEQ Withdrawal has fulfilled the required procedures; and (iii) there were no other matters in relation to the prior quotation on the NEEQ and the NEEQ Withdrawal in any material respect that needs to be brought to the attention of the Stock Exchange or potential [REDACTED] of our Company.

Further, as advised by our PRC Legal Adviser, our Company (including our subsidiaries) or our Directors (for the performance of their duties as our Directors) had not been subject to administrative penalty, administrative supervision measures or self-regulatory measures by the NEEQ, the CSRC or other competent securities regulatory authorities during the period of our quotation on the NEEQ up to the NEEQ Withdrawal.

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Based solely on the facts known to the Sole Sponsor through conducting reasonable due diligence in the circumstances, namely: (a) a review of relevant filings and announcements published on the website of the NEEQ during the period of our quotation on the NEEQ up to the NEEQ Withdrawal with the assistance of the PRC legal advisors to the Sole Sponsor; (b) the Sole Sponsor’s involvement in the CSRC approval process for the proposed [REDACTED] based on the information and documents made available to them; and (c) the due diligence interview with our PRC Legal Adviser, who has confirmed, from PRC legal perspective, that our Company (including our subsidiaries) or our Directors (for the performance of their duties as our Directors) had not been subject to administrative penalty, administrative supervision measures or self-regulatory measures by the NEEQ, the CSRC or other competent securities regulatory authorities during the period of our quotation on the NEEQ up to the NEEQ Withdrawal, the Sole Sponsor (on the basis that there were no misrepresentations or omissions to the Sole Sponsor’s due diligence enquiries) concur with our Directors’ confirmation that (i) we have been in compliance with all applicable PRC securities laws and regulations in all material respects during the period of our quotation on the NEEQ up to the NEEQ Withdrawal; and (ii) there are no other material due diligence findings in relation to our quotation on the NEEQ that need to be brought to the attention of the regulators or our shareholders.

### *Listing on the ChiNext of the Shenzhen Stock Exchange in 2022*

On 19 August 2022, we completed the issuance and listing of our A Shares on the ChiNext of the Shenzhen Stock Exchange (stock code: 301171) (the “**A Share Listing**”). In the A Share Listing, we issued an aggregate of 75,501,745 A Shares, representing approximately 16% of our Company’s total share capital immediately following the A Share Listing.

Our PRC Legal Advisers have confirmed that the equity transactions in relation to the A Share Listing were duly completed and are in compliance with all applicable PRC laws and regulations in material respects.

### **Our Principal Subsidiaries**

As at the Latest Practicable Date, we had 60 subsidiaries, comprising 28 in the PRC, 16 in Hong Kong, six in Singapore, three in the United States, two in the Cayman Islands and one each in India, the British Virgin Islands, Japan, Germany and South Korea. The following table sets out our principal subsidiaries which made a material contribution to our performance during the Track Record Period:

| <b>Name</b>                             | <b>Date of incorporation</b> | <b>Place of incorporation</b> | <b>Registered share capital as at the Latest Practicable Date</b> | <b>Equity Interest Attributable to our Group as at the Latest Practicable Date</b> | <b>Principal business activities</b>                            |
|-----------------------------------------|------------------------------|-------------------------------|-------------------------------------------------------------------|------------------------------------------------------------------------------------|-----------------------------------------------------------------|
| Xi’an Diangao                           | 12 June 2015                 | The PRC                       | RMB1,782,078,000                                                  | 100%                                                                               | Advertising technology services                                 |
| Click Tech Limited                      | 23 July 2015                 | Hong Kong                     | US\$230,000,000                                                   | 100%                                                                               | Integrated marketing services and advertising platform business |
| Xi’an Guangzhi                          | 25 January 2016              | The PRC                       | RMB5,000,000                                                      | 100%                                                                               | Integrated marketing services                                   |
| Cloud Star Mobi Tech Limited 星雲互動科技有限公司 | 11 July 2017                 | Hong Kong                     | US\$700,000                                                       | 100%                                                                               | Advertising platform business                                   |
| Saidian Juliang                         | 15 February 2022             | The PRC                       | RMB13,000,000                                                     | 100%                                                                               | Advertising platform business                                   |
| POWERENGINE PTE. LIMITED                | 23 August 2022               | Singapore                     | SGD200,000                                                        | 100%                                                                               | Advertising platform business                                   |
| Ideareal Limited                        | 28 April 2023                | Hong Kong                     | US\$3,000,000                                                     | 100%                                                                               | Integrated marketing services                                   |
| Inforview Limited                       | 28 April 2023                | Hong Kong                     | US\$1,500,000                                                     | 100%                                                                               | Integrated marketing services                                   |

## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

| Name                    | Date of incorporation | Place of incorporation | Registered share capital as at the Latest Practicable Date | Equity Interest Attributable to our Group as at the Latest Practicable Date | Principal business activities |
|-------------------------|-----------------------|------------------------|------------------------------------------------------------|-----------------------------------------------------------------------------|-------------------------------|
| Reformore Limited       | 28 April 2023         | Hong Kong              | US\$3,000,000                                              | 100%                                                                        | Integrated marketing services |
| HK POWER ENGINE LIMITED | 8 May 2023            | Hong Kong              | US\$3,000,000                                              | 100%                                                                        | Advertising platform business |
| Grid Ads Limited        | 24 October 2023       | Hong Kong              | HK\$10,000                                                 | 100%                                                                        | Advertising platform business |
| ZMATICOO INC            | 12 September 2024     | The United States      | US\$50,000                                                 | 100%                                                                        | Advertising platform business |

### MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Our Company had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

### OUR LISTING ON THE CHINEXT OF THE SHENZHEN STOCK EXCHANGE AND REASONS FOR THE [REDACTED] ON THE STOCK EXCHANGE

Since 2022, our Company has been listed on the ChiNext of the Shenzhen Stock Exchange. Our Directors confirmed that, since our listing on the ChiNext of the Shenzhen Stock Exchange and up to the Latest Practicable Date, we had no instances of material non-compliance with the rules of the Shenzhen Stock Exchange and other applicable securities laws and regulations of the PRC, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the [REDACTED] attention in relation to our compliance record on the ChiNext of the Shenzhen Stock Exchange. Our PRC Legal Advisers have advised us that, since our listing on the ChiNext of the Shenzhen Stock Exchange and up to the Latest Practicable Date, we have not been subject to any material administrative penalties or material regulatory measures imposed by PRC securities regulatory authorities, and we have complied with the relevant laws and regulations on A share listings applicable to us in all material respects. Based on the independent due diligence conducted by the Sole Sponsor and considering our PRC Legal Advisers’ view above, no material matter has come to the Sole Sponsor’s attention that would cause it to disagree with our Directors’ confirmation with regard to the compliance record of our Company on the ChiNext of Shenzhen Stock Exchange.

Our Company seeks to be [REDACTED] on the Stock Exchange in order to further advance our global strategy and footprints, broaden our access to international capital markets and further enhance our overall competitiveness. For details, see “Future Plans and [REDACTED]”.

### RESTRICTED SHARE INCENTIVE SCHEMES

Our Company adopted the Restricted Share Incentive Schemes. The purpose of the Restricted Share Incentive Schemes is to further improve our long-term incentive mechanism, attract and retain outstanding talents, fully motivate our core team and effectively align the interests of our Shareholders, our Company, and our core team members, so that all parties would focus on the long-term development of our Company. See “Appendix V — Statutory and General Information — E. Our Incentive Schemes — 1. Restricted Share Incentive Schemes”.

### [REDACTED]

Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules provides that, where a new applicant is a PRC issuer with other [REDACTED] shares at the time of [REDACTED], this will normally mean that the portion of H shares for which [REDACTED] is sought that are held by the public, at the time of [REDACTED], 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 [REDACTED] of not less than HK\$3,000,000,000.

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## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

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Our A Shares are listed on the ChiNext of the Shenzhen Stock Exchange. The total number of the H Shares to be issued pursuant to the [REDACTED] represents [REDACTED]% of the total issued share capital of our Company immediately after the [REDACTED] (before any exercise of the [REDACTED]). Immediately following the completion of the [REDACTED] (before any exercise of the [REDACTED]), the total number of the H Shares expected to be held by the public represents [REDACTED]% of the total issued share capital of our Company (excluding 735,400 A Shares repurchased by our Company as treasury shares as at the Latest Practicable Date), which represents at least 10% of the Company’s total number of issued shares in the class to which H shares belong (excluding treasury shares) under Rule 19A.13A(2)(a), thereby satisfying Rule 8.08(1) (as amended and replaced by Rule 19A.13A) of the Listing Rules.

### [REDACTED]

Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules provides that, where a new applicant is a PRC issuer with other [REDACTED] at the time of [REDACTED], this will normally mean that the portion of H shares for which [REDACTED] 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 [REDACTED], 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 [REDACTED] (excluding treasury shares), with an expected [REDACTED] at the time of [REDACTED] of not less than HK\$50,000,000; or (b) have an expected [REDACTED] at the time of [REDACTED] of not less than HK\$600,000,000.

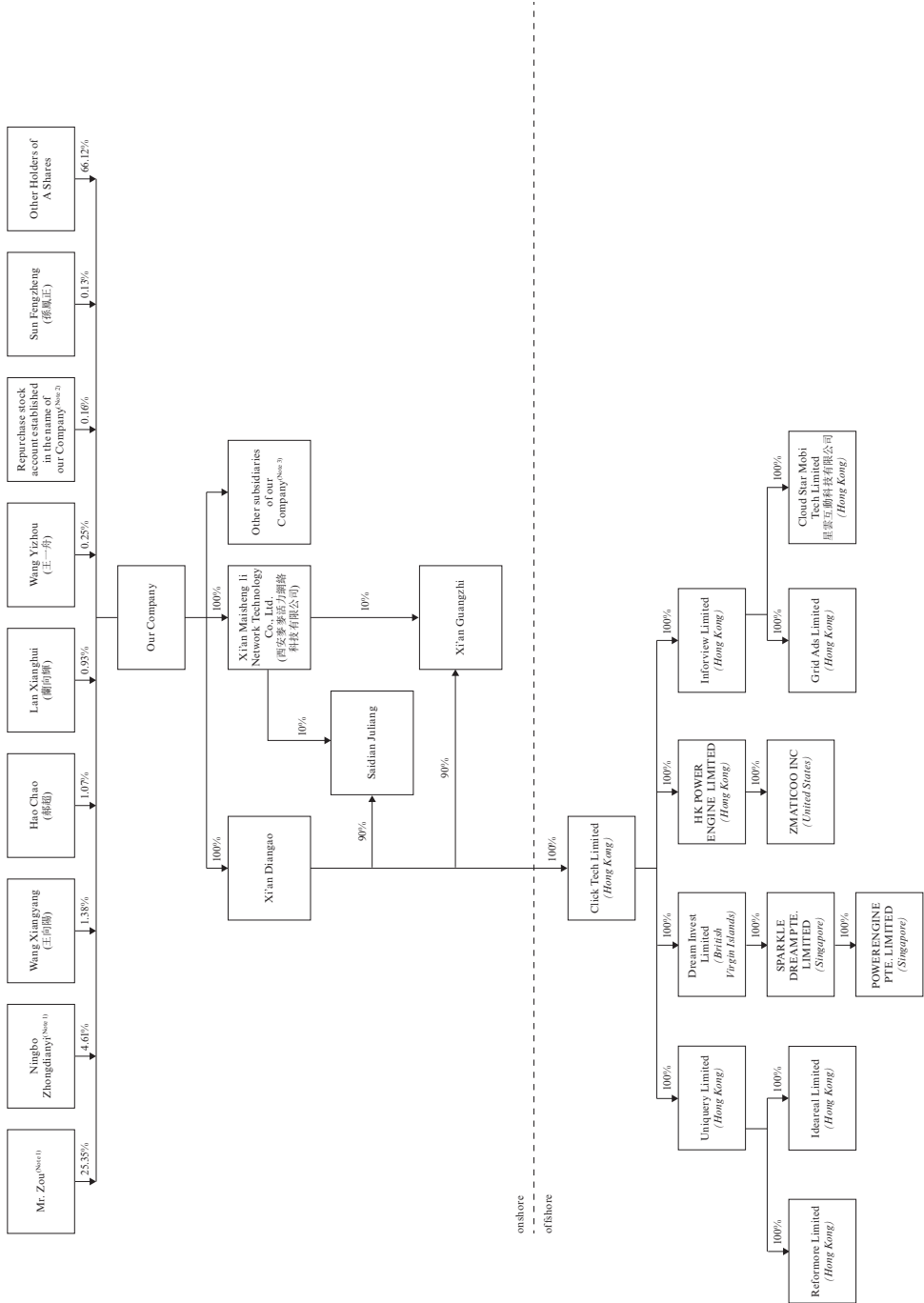
Based on an [REDACTED] of [REDACTED] per H Share, being the maximum [REDACTED], our Company will satisfy the [REDACTED] requirement under Rule 8.08A (as amended and replaced by Rule 19A.13C) of the Listing Rules.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

SHAREHOLDING STRUCTURE OF OUR COMPANY

Our Corporate Structure Immediately before Completion of the [REDACTED]

The following chart sets out a simplified corporate and shareholding structure of our Group as at the Latest Practicable Date and immediately before completion of the [REDACTED]:





## HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

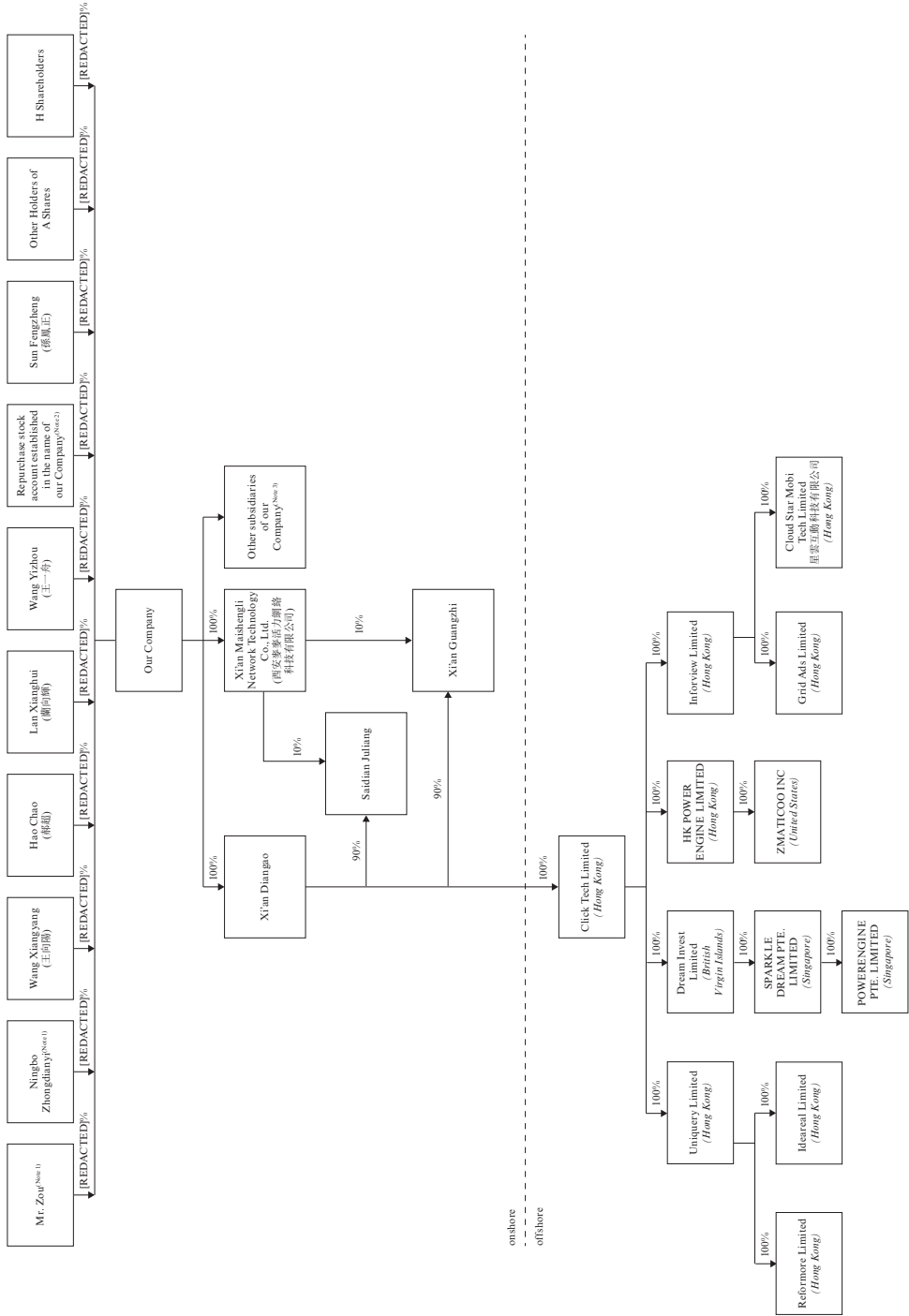
### Notes:

- (1) Mr. Zou and Ningbo Zhongdianyi are our Single Largest Group of Shareholders. See “Relationship with our Single Largest Group of Shareholders”.
- (2) A stock repurchase account was opened for the purpose of holding the treasury shares, which were repurchased by our Company pursuant to the repurchase mandate. See “Appendix V — Statutory and General Information”.
- (3) As at the Latest Practicable Date, other subsidiaries include (i) 32 wholly-owned subsidiaries established in the Chinese Mainland, Hong Kong, Singapore, the United States, the Cayman Islands, India, Japan, Germany and South Korea; (ii) Huanliang Zhongqing, which was owned as to 70% by our Company, 20% by Shanghai Diansheng and 10% by Shanghai Dianmao. As at the Latest Practicable Date, 99.9% and 0.1% of equity interests of Shanghai Diansheng were held by Ms. Wu Ying and Ningbo Xiaoe Enterprise Management Co., Ltd. (寧波小埃企業管理有限公司) (“**Ningbo Xiaoe**”), respectively; and 49.9% and 0.1% of equity interests of Shanghai Dianmao were held by Mr. Zou, Ms. Wu Ying and Ningbo Xiaoe, respectively. As at the Latest Practicable Date, 99.90% and 0.10% of equity interests of Ningbo Xiaoe were held by Mr. Zou and Wang Yizhou (王一舟) respectively; (iii) Xi’an Yidianhan Optical Network Technology Co., Ltd. (西安易點瀚光網路科技有限公司), which was owned as to 60.0% by Shaanxi Yidian Tianxia Investment Co., Ltd. (陝西易點天下投資有限公司), a directly wholly-owned subsidiary of our Company, and 30.0% by Xi’an Yidian Hanguang Technology Partnership (Limited Partnership) (西安一點瀚光科技合夥企業(有限合夥)), and 10.0% by Xi’an Guanlan Digital Intelligence Technology Co., Ltd. (西安觀瀾數智科技有限公司), each of which was an Independent Third Party; (iv) Beijing Da’erhu Technology Co., Ltd. (北京大耳狐科技有限公司) and Beijing Weixi Technology Co., Ltd. (北京蔚犀科技有限公司), each of which was a directly wholly-owned subsidiary of Huanliang Zhongqing; (v) Xiaoya Creation, which was owned as to 51% by Xi’an Huojiyun Network Technology Co., Ltd. (西安火積雲網路科技有限公司), a directly wholly-owned subsidiary of our Company, and 49% by Beijing Chenman Culture Co., Ltd. (北京晨滿文化有限公司), which was an Independent Third Party; (vi) Shanghai Shiquan Network Technology Co., Ltd. (上海世全網路科技有限公司) (“**Shanghai Shiquan**”), which was owned as to 68.97% by Xi’an Yidianda Network Technology Co., Ltd. (西安億點達網路科技有限公司), an indirectly wholly-owned subsidiary of our Company, with 22.03%, 5.00% and 4.00% held by Wang Qiushi (王秋實), Shanghai Hehe Management Consulting Partnership (Limited Partnership) (上海赫赫管理諮詢合夥企業(有限合夥)) (“**Shanghai Hehe**”) and Shanghai Juhe Management Consulting Partnership (Limited Partnership) (上海桔荷管理諮詢合夥企業(有限合夥)) (“**Shanghai Juhe**”), respectively. Shanghai Hehe was owned as to 99.0% by Wang Qiushi (王秋實) and 1.0% by Zhou Lin (周琳), who was an Independent Third Party. Shanghai Juhe was owned as to 50.0% by Zhou Shan (周珊), 10.0% by Huang Songsong (黃松松), 5.0% by Wang Panming (王攀明) and 2.5% by Wu Hongwei (吳宏偉), each of whom was an Independent Third Party, with the remaining 32.5% held by Wang Qiushi (王秋實) as at the Latest Practicable Date; (vii) Shanghai Shijiweijie Network Technology Co., Ltd. (上海世幾維界網絡科技有限公司) and Hong Kong Zhione Technology Co., Limited (香港知一科技有限公司), each of which was a directly wholly-owned subsidiary of Shanghai Shiquan; (viii) ORDOCIAN PTE. LTD., which was 90.0% owned by Rapid Limited, an indirectly wholly-owned subsidiary of our Company and 10.0% owned by CAAMBRIAN PTE. LTD., an Independent Third Party; and (ix) VisiAdTech LTD, VISIADTECH PTE. LTD. and VISIADTECH US LTD, each of which was an indirectly wholly-owned subsidiary of Shanghai Shiquan, respectively. For further details of the principal subsidiaries of our Company, see Note 1 to “Appendix I — Accountants’ Report” of this document. We have adopted a broad group structure with a number of subsidiaries primarily for the purposes of internal risk control and segregation, including risk segregation between domestic and overseas operations and among different business lines; and to enable each subsidiary to independently exercise its specialised functions, such as serving as a dedicated investment vehicle.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Our Corporate Structure Immediately after the [REDACTED]

The following chart sets out a simplified corporate and shareholding structure of our Group immediately after the [REDACTED] (assuming that the [REDACTED] is not exercised):



Notes (1) to (3): See “History, Development and Corporate Structure — Shareholding Structure of Our Company — Our Corporate Structure Immediately before Completion of the [REDACTED]” for further details.

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## BUSINESS

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### OVERVIEW

#### Who We Are

We are a digital marketing service provider dedicated to helping “Chinese enterprises going overseas” and achieving global business growth. As at the Latest Practicable Date, we have enabled our customers to achieve over 1.3 billion commercial conversions such as application installations, user registrations or product sales. According to CIC and by reference to gross billings in 2024, we ranked third and fourth among the PRC-based independent third-party mobile advertising platforms in the global market and the overseas-outbound digital marketing service providers in China, respectively. Our business has demonstrated substantial growth. During the Track Record Period, our revenue increased from RMB2,143.3 million in 2023 to RMB3,830.1 million in 2025, representing a CAGR of 33.7%.

We provide digital marketing services through our proprietary systems (namely, Cyberclick, Yeahmobi and zMaticoo), achieving an AI assisted evolution of the traditional advertising agency business. We play an active role and do a deep dive into a customer’s brand positioning, products, target audience, target regions and KPI requirements. With data driven marketing planning, we also identify consumer patterns and conversion rates across media and multiple geographies.

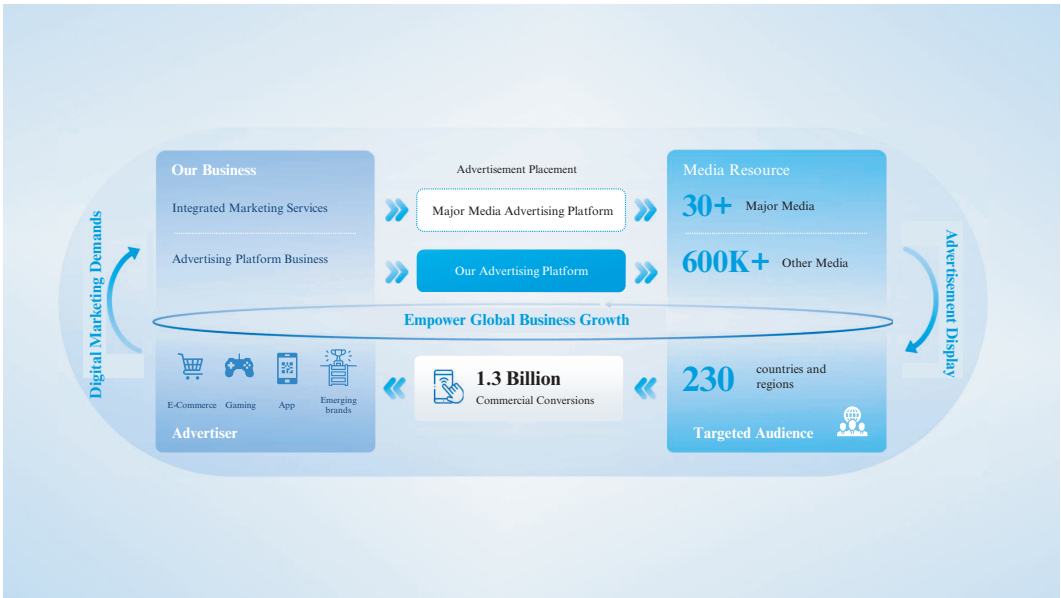
The global advertising services market can be divided, in terms of business model, into two categories: owned traffic platforms and independent third-party platforms. Owned traffic platforms are digital ecosystems that generate advertising revenue primarily from their own user base and proprietary content, what we would term as “major media”. Owned traffic platforms directly match advertiser demand with their proprietary media traffic. Independent third-party platforms, in contrast, do not own significant media traffic but instead provide advertising technology services that connect advertiser demand with media supply through traffic procurement, campaign execution and performance optimisation.

We provide our services through two business lines, thereby enabling customers to connect with both owned traffic platforms and independent third-party platforms:

- (i) integrated marketing services — through Cyberclick, advertising campaigns are executed across major media, such as Google and Meta. Post marketing analysis through real time processing of data collected throughout each advertising campaign also assists in better predictions of conversion rates and recommended practices to reach its target audience more effectively. As at the Latest Practicable Date, we have helped customers place advertisements on over 30 major media;
- (ii) advertising platform business — through Yeahmobi and zMaticoo, our technology enables us to connect with media through API integration or zMaticoo ADX, a global advertisement exchange established by us. Yeahmobi allows target audience matching and advertisement budget allocation resulting in the placement of customers’ advertisements on suitable media. zMaticoo allows customers, through our independent platform zMaticoo ADX, to bid for advertising inventories and place advertisements on media in a real time basis. As at the Latest Practicable Date, we have connected our advertising platform with over 600,000 media.

Our proprietary systems are data-driven, AI-powered, automated and provide analysis and performance optimisation. For further details of the technology capabilities of our proprietary systems, see “Business — Our Technologies — Proprietary Systems”.

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**Our Market Opportunities**

According to CIC, the global mobile advertising services market saw a steady growth, increasing from US\$241.2 billion in 2019 to US\$503.9 billion in 2024, representing a CAGR of 15.9%, and is projected to reach US\$854.9 billion in 2029, with a CAGR of 11.2% from 2024 to 2029. In particular, the market size of independent third-party mobile advertising platforms amounted to US\$93.6 billion in 2024, and is projected to reach US\$191.1 billion in 2029, with a CAGR of 15.4% from 2024 to 2029.

The demand for independent third-party mobile advertising platforms is driven by several key factors: (i) increase in user demand and reallocation of advertising budget on mobile media; (ii) increase in media traffic which requires aggregation through advertising platforms; and (iii) increase in demand for matching capabilities between advertisers and fragmented media traffic.

The favourable industry trends provide us with significant growth opportunities. We believe we are well-positioned to capture such market opportunities and further our growth.

**OUR STRENGTHS**

**Solid Technology Capabilities Covering the Full Cycle of Digital Marketing**

We possess solid technology capabilities that are fully integrated into our business operations. As AI continues to reshape the digital marketing industry, we have proactively built and developed our technology infrastructure such that we have been able to effectively convert our continuous investments in AI-driven marketing solutions under our “Marketing + AI” business initiative into tangible business outcomes. Leveraging our fundamental infrastructure and middle platforms, we develop and offer a series of AI-driven marketing solutions covering the full cycle of digital marketing, including data-driven marketing planning, AI-powered content generation, automated advertisement placement and data analysis and performance optimisation. This allows us to fulfil the marketing needs of customers of different scales and industries, from achieving overseas market expansion to increasing commercial conversion in a cost-effective manner. Powered by our AI algorithms and models, we have significantly enhanced advertisement targeting accuracy and real-time bidding capabilities.

We have also established a specialised R&D team focusing on continuous R&D investment in three major areas: the construction of our fundamental infrastructure and data middle platform, the development of an automated advertisement placement system and core AI technologies (including,

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among others, AI model integration, intelligent task orchestration, algorithm iteration and optimisation). All of these technology R&D results have been successfully achieved and fully integrated into our business operations.

### **Extensive Media Resources Across Diverse Media With Broad Industry and Geographic Coverage**

We have established an extensive media resources network covering the dominant markets globally and thus possess highly competitive capabilities in advertising inventories acquisition. Focusing on our role as a bridge connecting Chinese enterprises to global markets, we have established long-term and stable relationships with various media worldwide (such as social networks, search engines and utility applications), affording us access to both major media and other media which compliment each other. Through major media, customers can achieve large-scale brand exposure and precise user acquisition, while other media, with cost advantages and audience-targeting capabilities in specific fields, can help customers effectively diversify their user base and achieve more cost-effective growth.

We are not only a partner or premium agency of various global top-tier media such as Google and Meta but we also maintain stable relationships with several mainstream media such as AppLovin, Amazon Ads and The Trade Desk. As at the Latest Practicable Date, through our proprietary systems, we have established cooperative relationships with over 600,000 media.

These long-term and stable partnerships bring significant value to us and our customers. As a core partner to such media, we enjoy significant earlier-mover advantages in media traffic acquisition, media policy interpretation and new product testing, enabling us to secure competitive advertising inventories and media costs for our customers. Technical integration with media enables efficient data flow in advertisement placement and conversion, and these data assets form the core foundation of our data analytics and business intelligence capabilities, supporting optimisation of placement strategies and performance attribution and significantly improving our customers’ ROI. Our long-term and stable relationships with media also enable us to rapidly deploy the latest AI-driven advertising products and technologies in our customers’ advertising campaigns, helping Chinese brands achieve business growth in global markets.

### **Stable Customer Base and Extensive Marketing Insights**

Capitalising on over a decade of global business experience, we have built a multi-tiered, extensive and reputable customer base with high stickiness. Our core customer coverage consists of large internet companies, fast-growing domestic outbound internet companies and well-known global enterprises, such as Alibaba, Tencent, TrainPal and SHEIN. These customers have a leading business scale, strong credit profiles and robust business growth resilience, which, in turn, provide a solid foundation for our steady performance and development.

We have continuously supported the overseas marketing expansion for our core customer segments, including cross-border e-commerce, on-line gaming and utility applications. We have also expanded into fast-growing on-line emerging sectors such as short-form dramas, AI applications, new energy, consumer electronics and culture and tourism, accumulating extensive market insights and operational experience across multiple industries. We have long tracked changes in the media traffic landscape, regulatory policies, consumer habits and business models across various regions of the world. By analysing massive volumes of advertising transaction and performance data, we have developed a systematic understanding of different industries, business models and market trends. We believe our such in-depth understanding enables us to accurately identify the operational patterns of mature markets and rapidly capture growth opportunities in emerging markets.

Leveraging our market insights, we can respond quickly to the differentiated overseas marketing needs of various customers and deliver customised marketing solutions. We believe this enables us to help new customers shorten their trial-and-error cycles in overseas markets and improve their marketing efficiency abroad, while also helping mature customers optimise their



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placement strategies, increase marketing conversion efficiency and enhance global brand awareness. In doing so, we achieve a dual enhancement of customer value and our core competitiveness, further consolidating our market position in the industries in which we operate.

As at the Latest Practicable Date, we had served over 10,000 customers in China and overseas countries. Leveraging our proprietary systems and operational capabilities, we have successfully enabled our customers to achieve over 1.3 billion commercial conversions, such as application installations, user registrations and product sales, fully demonstrating our customer service capabilities and our strengths in delivering commercial value.

### **Visionary and Experienced Management Team**

Our senior management team possesses extensive industry experience with forward-looking strategic thinking, solid technical R&D capabilities and extensive marketing industry experience, laying a solid foundation for our development. In particular, Mr. Zou, the chairman of our Board, has over 17 years of experience in marketing and management. Since our inception, he has provided clear strategic leadership and guidance, laying a solid foundation for our long-term growth. Ms. Wu Ying, our executive Director and general manager, has over 21 years of experience in marketing and management and has led the construction of our data middle platform and AI middle platform. Mr. Qin Peng, our executive Director and general manager of the technical centre, has approximately 20 years of experience in technology R&D and management and has led the technical centre team in building a cloud-based distributed architecture deployed globally. See “Directors and Senior Management — Directors”. Under our senior management’s guidance, we believe we are well-positioned to adapt to the dynamic industry landscape and capitalise on market opportunities.

We believe that a people-centric management philosophy is a core driver of unlocking employee potential and supporting our sustained growth. To attract, retain and motivate talent, we have established an internal compensation structure and implemented equity incentive schemes, enabling key employees to share in incremental value creation and supporting the stable development of our teams. In addition, through our internal e-learning platform, we provide regular on-the-job training for our employees. Our talent development framework has formed an end-to-end closed loop, from cultural immersion to strategy implementation, providing strong talent support for our long-term sustainable development.

### **OUR STRATEGIES**

As a digital marketing service provider dedicated to helping “Chinese enterprises going overseas”, we have been consistently adhering to our corporate mission to “flatten the world with technology”. We are committed to delivering global digital marketing services for our customers, helping them enhance brand awareness and achieve commercial conversion.

#### **Deepening the Integration of AI and Advertising Technologies**

We will continue to invest in AIGC and focus on improving AI-powered content generation and multilingual digital avatar applications. We will also explore commercial applications of AIGC in scenarios such as marketing content generation, data analysis and strategy algorithm innovation, thereby further reducing our content creation costs. We will continue to advance the application of AI technologies throughout our operations, including the development of an AI-agent ecosystem. To enhance our competitive position in digital marketing and our customer retention, we will continue to enhance our technology capabilities in marketing planning, content generation, advertisement placement and performance optimisation.



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To achieve the above objectives, we are making a continued and comprehensive upgrade to our technology capabilities and our proprietary systems:

- At the fundamental infrastructure level, we will continue to refine our integration of cloud infrastructure and models. We aim to build a high-availability, cost-efficient and globally scalable technology foundation to support the stable operation of our proprietary systems.
- At the middle platform level, we will continue to enhance and upgrade our middle platforms to enable end-to-end data connectivity and integration across our proprietary systems in advertisement placement, monetisation and cost management.
- At the proprietary systems level, we will continue to conduct R&D on AI application across the full service chain covering data-driven marketing planning, AI-powered content generation, automated advertisement placement and performance optimisation.

### **Enhancing the Technology Capabilities and Broadening the Media Networking Effect of our Advertising Platform**

We will continue to optimise our advertising platform technologies. We intend to upgrade the recommendation algorithms and real-time bidding engine of zMaticoo to enhance its matching efficiency. We plan to use approximately [REDACTED]% of the [REDACTED] from the [REDACTED], or approximately HK\$[REDACTED], to develop our advertising platform business and enhance our data analytics capabilities. In particular, we intend to procure additional cloud storage services, cloud computing services and bandwidth for the development and optimisation of our technology infrastructure. In addition, we intend to attract and retain talent in fields, among others, advertising platforms and data analysis, thereby continuously improving our capabilities in automated advertisement creative production, advertisement performance prediction and decision-making, real-time advertising and automated advertisement operations. See “Future Plans and [REDACTED]”. Meanwhile, we will continue to broaden our cooperations with different media through our advertising platform and enable our customers’ advertisements to reach a broader range of target audiences.

### **Expanding Our Customer Base and Global Footprint**

Leveraging our extensive global digital marketing experience and insights across various industries such as cross-border e-commerce, mobile applications and gaming, combined with our technology capabilities, we intend to expand our customer base by establishing cooperation relationships with more customers operating in new energy, fast-moving consumer goods, 3C electronics, furniture, home appliances, apparel, beauty, games, utility applications, audio and video, financial services and short-form dramas, among others.

We aim to build a global service network covering both mature and emerging markets. While enhancing our advantages in the existing markets such as the Asia Pacific and North America, we will accelerate our business expansion into high-growth emerging markets such as South America. We plan to establish more overseas offices, build localised teams and allocate resources in different regions. In addition, we will improve our local responsiveness and customised service capabilities. This will ensure that we remain closely aligned with the pace of our customers’ overseas expansion and will enable us to provide them with end-to-end and around-the-clock cross-border digital marketing support.

### **Attracting Technology Talent and Exploring Selective Acquisitions**

We believe that talent is the cornerstone of our technological advancement and long-term growth. As such, we place strong emphasis on attracting and retaining experienced technical professionals and systematically strengthening our R&D capabilities. Moving forward, we will continue to implement and enhance our incentive schemes and cultivate an organisational culture and innovation environment that supports sustainable development, thereby improving overall organisational effectiveness. We plan to use approximately [REDACTED]% of the [REDACTED] from the [REDACTED], or approximately HK\$[REDACTED], for retaining and expanding our

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R&D team in AI technology application, thereby continuously improving our capabilities in promoting AI application engineering and building data assets. We also plan to use approximately [REDACTED]% of the [REDACTED] from the [REDACTED], or approximately HK\$[REDACTED] for attracting and retaining talents in fields, among others, advertising platforms and data analysis. See “Future Plans and [REDACTED]”.

When identifying and evaluating potential opportunities, we will adopt a comprehensive and prudent approach. We will consider multiple factors including but not limited to business synergies, technology capabilities, the experience and expertise of management teams, as well as the valuation and estimated costs. Meanwhile, we will selectively pursue external acquisitions as a strategic complement to our technological advancement. For instance, we intend to capitalise on the trend of intelligent transformation in the advertising and marketing industry.

The scale of our future investments or acquisitions may vary. We expect to allocate [REDACTED]% of the [REDACTED] from the [REDACTED], or approximately HK\$[REDACTED], to implement this strategy. As at the Latest Practicable Date, we had not identified any specific investment or acquisition targets that we intend to fund with the [REDACTED] from the [REDACTED]. See “Future Plans and [REDACTED]”.

### OUR BUSINESS MODEL

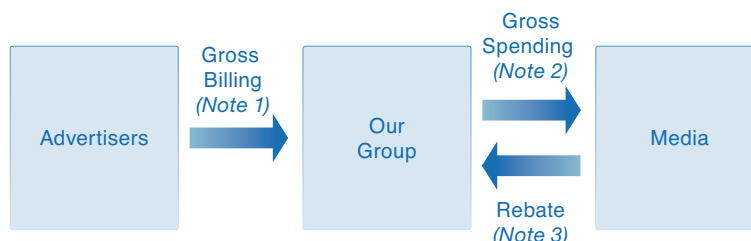
Through our proprietary systems, we help our customers advertise on various media for enhancing brand awareness, acquiring users and achieving commercial conversions. In both our business lines, we primarily charge customers, and recognise revenue, based on one or a combination of the following factors: (i) media spending for purchasing media traffic, (ii) a service fee calculated as a percentage of media spending, (iii) the volume of installation, impression, registration or other actions, (iv) KPI achievement such as ROI, retention rate or other indicators and (v) service fees calculated as a percentage of product sales value. The following table sets out our revenue by business lines during the Track Record Period:

|                               | For the year ended 31 December |              |                  |              |                  |              |
|-------------------------------|--------------------------------|--------------|------------------|--------------|------------------|--------------|
|                               | 2023                           |              | 2024             |              | 2025             |              |
|                               | <i>Amount</i>                  | <i>%</i>     | <i>Amount</i>    | <i>%</i>     | <i>Amount</i>    | <i>%</i>     |
|                               | <i>RMB'000</i>                 |              | <i>RMB'000</i>   |              | <i>RMB'000</i>   |              |
| Integrated Marketing Services | 862,708                        | 40.3         | 1,308,071        | 51.4         | 1,953,614        | 51.0         |
| Advertising Platform Business | 1,274,184                      | 59.4         | 1,234,271        | 48.5         | 1,838,115        | 48.0         |
| Others                        | 6,428                          | 0.3          | 4,468            | 0.1          | 38,338           | 1.0          |
| <b>Total</b>                  | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b> | <b>100.0</b> | <b>3,830,067</b> | <b>100.0</b> |

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### Fund Flow

The following chart illustrates the typical fund flow in our services:



#### Notes:

1. Where advertisers purchase media traffic through us, gross billing comprises our service fees and media spending for the purchase of media traffic. In instances where advertisers purchase media traffic directly from media, gross billing represents our service fees only.
2. Where advertisers purchase media traffic through us, gross spending represents our payments to media for the purchase of media traffic. In instances where advertisers purchase media traffic directly from media, we do not make payments to such media and incur no gross spending.
3. Depending on policies of a media (usually major media), we may receive rebate on media spending for purchasing media traffic from such media.

The following table sets out our gross billing based on the place of incorporation of our customers during the Track Record Period:

|                              | For the year ended 31 December |                   |                   |
|------------------------------|--------------------------------|-------------------|-------------------|
|                              | 2023                           | 2024              | 2025              |
|                              | Amount<br>RMB'000              | Amount<br>RMB'000 | Amount<br>RMB'000 |
| Gross Billing                | 7,554,830                      | 10,255,557        | 13,857,224        |
| Including:                   |                                |                   |                   |
| — Overseas                   | 6,337,856                      | 9,164,376         | 11,584,377        |
| — Domestic <sup>(Note)</sup> | 1,216,974                      | 1,091,181         | 2,272,847         |
| Revenue recognised           | 2,143,320                      | 2,546,810         | 3,830,067         |

*Note:* Domestic refers to the Chinese Mainland, which for the purpose of this document and for geographical reference only does not include Hong Kong, the Macau Special Administrative Region and Taiwan.

### Our Solutions

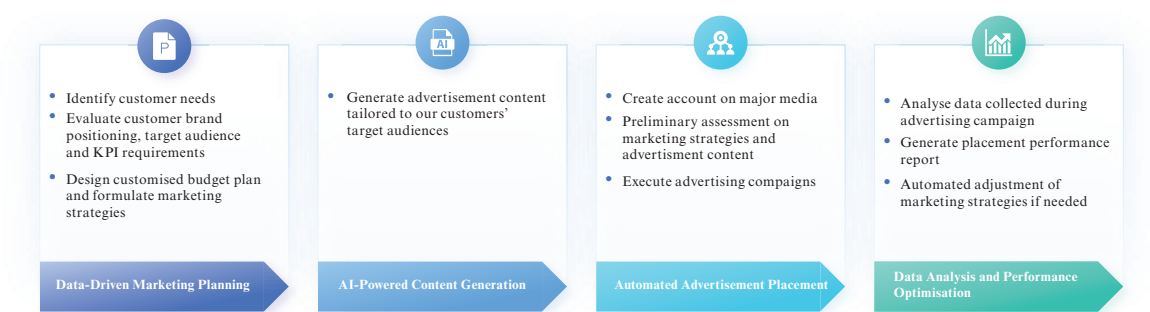
We deliver our solutions by providing key services which include: (i) marketing planning, (ii) content generation, (iii) advertisement placement and (iv) performance optimisation, in both our business lines. Depending on the specific requirements of a customer and its marketing plan, our solutions may be delivered through Cyberclick in our integrated marketing services business or through Yeahmobi or zMaticoo in our advertising platform business.

Our customers are primarily advertisers with overseas marketing needs to enhance brand awareness, acquire users and achieve commercial conversions.

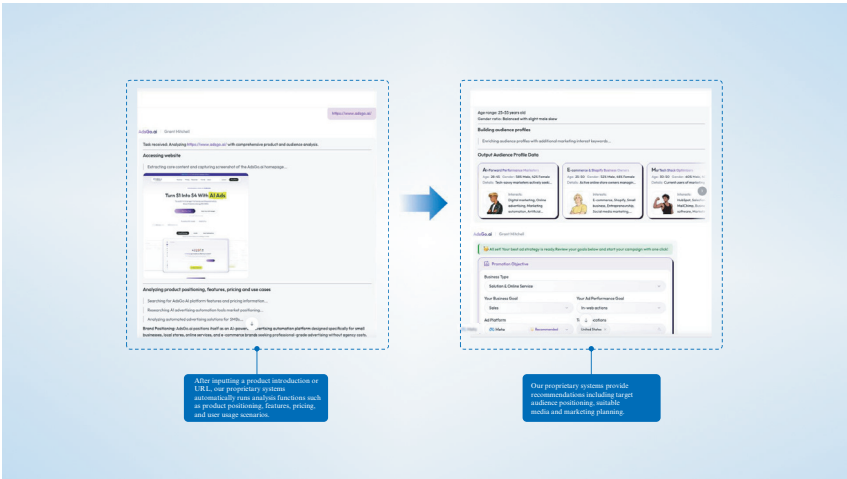
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Key Service Flow

The following illustrates the key service flow of our marketing solutions:



- Data-Driven Marketing Planning.** We obtain our customers' marketing budgets and objectives. We then obtain further information on their brand positioning, products, target audience, target regions, and KPI requirements. Based on this information, we formulate customised budget plans and marketing strategies with reference to our aggregated advertisement transaction and performance data.



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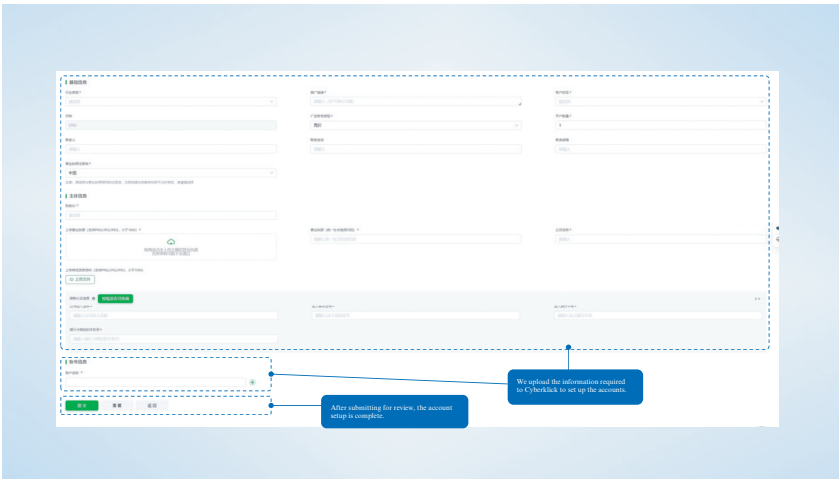
- **AI-powered Content Generation.** We utilise our AI-powered Content Generation Model to automatically generate advertisement contents tailored to our customers’ needs. The format of these contents includes images, short videos and digital avatars, among others.



- **Automated Advertisement Placement.**
  - **Integrated Marketing Services.**
    - (A) **Media Agency Services**

We act as an agent of major media and primarily support advertisers in setting up, managing and maintaining their advertising accounts on such media through Cyberclick.

- (a) **Account Setup and Management Services.** We assist our customers in setting up and topping up their advertising accounts on major media. By handling the account setup and management process, we are able to reduce the administrative burden of our customers. We also provide technical support to help advertisers resolve any issues during the setup process and in connection with their accounts.
- (b) **Industry Intelligence Services.** We provide our customers with the latest industry trends and changes in commercial policies of major media. This helps our customers stay informed of developments that may affect their advertising strategies and make adjustments.



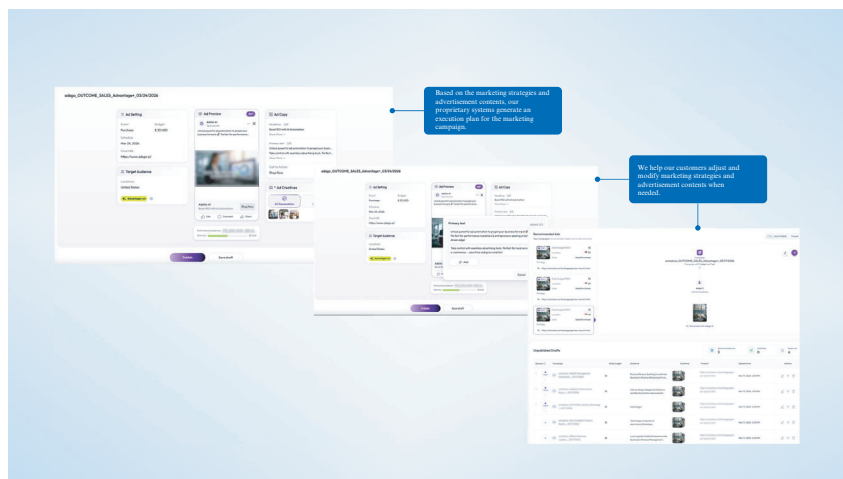
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### (B) Marketing Solutions

In addition to setting up, managing and maintaining their advertising accounts, our customers also engage us to design and execute customised advertising campaigns by identifying target audience and selecting suitable timetable for placing advertisements on major media’s advertising platforms. We typically run a trial and assess the performance of different advertising creatives before executing the advertising campaign in full.



- o **Advertising Platform Business.** We design and execute customised advertising campaigns through our advertisement platform:
  - (a) **Yeahmobi:** Yeahmobi connects with media through API integration and enables our customers to acquire advertising inventories on such media. Based on the KPI requirements set out by our customers, Yeahmobi facilitates the target audience matching and advertisement budget allocation, and further places our customers’ advertisements on suitable media.
  - (b) **zMaticoo:** zMaticoo connects with media through zMaticoo SSP or zMaticoo SDK, enabling our customers to bid for advertising inventories and place advertisements on media on a real time basis. Specifically:
    - (i) **Advertisement Request.** When a user access the media, they send an advertisement request to zMaticoo SSP or zMaticoo SDK embedded in the media.
    - (ii) **Transaction Matching.** Upon receiving the advertisement request, zMaticoo ADX broadcasts this bidding opportunity to all connected DSPs (including zMaticoo DSP).
    - (iii) **Value Decision (DSP Bidding).** Upon receiving the request, zMaticoo DSP integrates data from our data middle platform to assess the transaction decision and returns a bid and the corresponding advertisement creative to zMaticoo ADX within 100 milliseconds.
    - (iv) **Transaction Completion & Display:** zMaticoo ADX collects bids from the connected DSPs, determines the winner through a highest-bid-wins auction, and delivers the winning advertisement creative back to the media via zMaticoo SSP for display.



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- Data Analysis and Performance Optimisation.** We analyse data collected throughout each advertising campaign. Through real-time processing, we generate placement performance reports. These reports provide predictions on conversion rates and recommended actions. Based on these insights, we adjust advertisement contents, placement strategies and budget allocations, allowing the advertising campaign to reach its audience better.



### Integrated Marketing Services Case Studies

#### Case Study I

Powered by Cyberclick (helping our customers launch global advertising campaigns on major media) — We provided customised digital marketing solutions to a leading China-based global technology and e-commerce group with a business that spans over 200 countries. Within their prescribed budget, we implemented an integrated marketing plan, executed across various major media where the customer already had an online presence. Through Cyberclick and AI driven data analytics, we first understood how the target group of shoppers interacted with online stores, their browsing patterns, made purchase decisions, their motivations and key drivers like efficacy of reviews, free shipping, competitive pricing, ease of navigation and convenience to the final click of purchase. Then we multiplied that analysis over the relevant number of countries with different social, consumer, cultural norms, languages and the presentation of such advertisements across Android, iOS and PC/WAP platforms. What we delivered to the customer — algorithms and AI driven tailored recommendations enhancing the buyer experience, advertisement content relevant to a social context or customer segment and which media is best suited in a country for the campaign,

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all supported by our proprietary technology in execution and delivery. By establishing an automated advertisement and placement mechanism and continually analysing the conversion rate of buyers, we also continually refined algorithms models to identify and acquire high-value users. Given that the cost to the customer is dependent on the frequency of its advertisement placements, we enabled the customer to lower its acquisition cost of high-value users by approximately 43% and increased its percentage of effective business opportunities by over 50% on core channels.

### *Case Study II*

*Powered by Cyberclick (helping our customers launch global advertising campaigns on major media)* — We helped a global fashion and lifestyle e-retailer customer promote the launch of a new series of mobile phones in Southeast Asia. The customer intended the mobile phone to target younger consumers. Through Cyberclick and AI driven data analytics, we began a multi-dimensional analysis by evaluating the product’s growth potential in 11 countries in Southeast Asia. We then segmented target audiences by demographics and consumer behavioural patterns. What we delivered to the customer — algorithms and AI-driven tailored recommendations incorporating the deployment of a video campaign delivered via key opinion leaders for that demographic, in addition to traditional in-app banner advertisements and curated in-app purchase enhancements to convert viewers to buyers. During May 2023 to June 2023, that customer ranked first in sales in the 3C category on an e-commerce platform in Southeast Asia, creating a 146% increase in brand buzz as compared to before the launch of that campaign. At the same time, the customer benefited from a 57% decrease in CPM as compared to the period before the launch of the campaign.

### *Advertising Platform Business Case Study*

### *Case Study III*

*Powered by zMaticoo (helping our customers bid for advertising inventories and place advertisements on other media in a real time basis)* — We had a customer who already had a mature traffic following. It was looking to better monetise its existing traffic and, of course, capture new traffic. zMaticoo SSP is a supply-side platform focusing on traffic monetisation and management, enabling media to optimise advertisement fill rates. The customer is one of the major streaming media in Southeast Asia and was looking to achieve a wider distribution of its drama content. Through zMaticoo and AI driven data analytics, we helped our customer identify preferred media channels for its target audience. For core target users aged 18–24, we introduced diversified formats beyond banner advertising, such as reward video advertisements (where a user receives a reward for watching a short video), resulting in enhanced user engagement and capturing new traffic growth. We also conducted 24/7 dynamic monitoring of our advertisements with real time scanning and assessment of the user experience. For example, not all media-rich advertisements are appropriate for regions or geographies with lower internet bandwidth or reliability. Our technology and service enables swift rectification of user experience by replacing bad advertisements (those which do not present as intended to the user) with good advertisements (those which present correctly), safeguarding the customer’s brand and, through timely rectification, served to better retain users. Following this campaign, the customer recorded an increase of 32% in its advertising revenue generated on its platform and improved its advertisement fill rate.

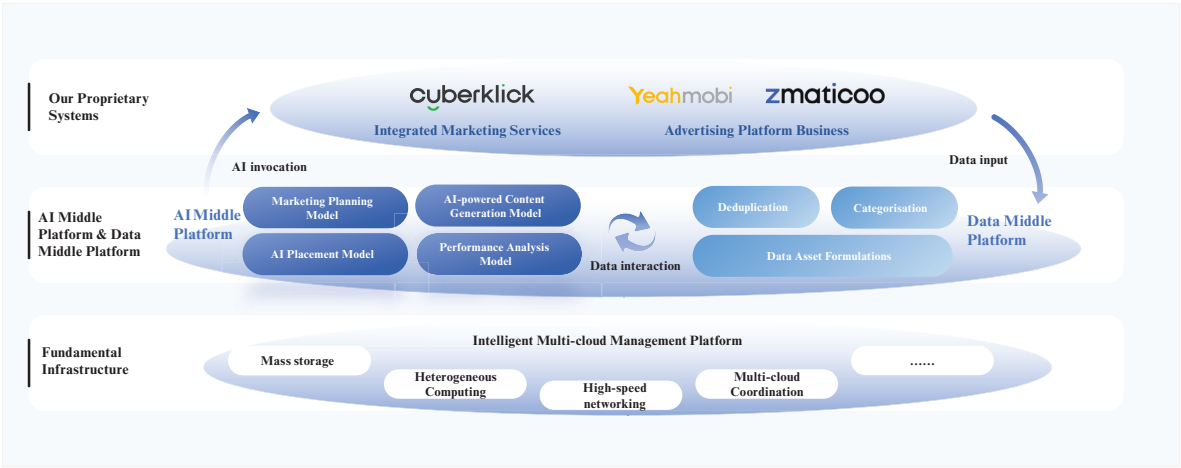
## OUR TECHNOLOGIES

We have developed strong technology capabilities that are fully integrated into our business operations. Our proprietary systems, namely Cyberclick in our integrated marketing services and Yeahmobi or zMaticoo in our advertising platform business, are built on and supported by our fundamental structure as well as our data and AI middle platforms.

BUSINESS

We primarily deliver our digital marketing services through our proprietary systems, which are supported by:

- Fundamental Infrastructure:** Our intelligent multi-cloud management platform serves as a fundamental layer for our technology capabilities. It primarily supports our middle platforms in mass storage, heterogeneous computing, high-speed networking and multi-cloud coordination and facilitates the efficient access and aggregation of large models.
- Middle Platforms:** The middle layer of our technology framework comprises our data middle platform and AI middle platform. Our data middle platform processes advertisement transaction and performance data into actionable inputs and send these inputs to our AI middle platform. Our AI middle platform further processes such inputs into diagrams and reports for our customers.



AI Middle Platform

Our AI middle platform primarily comprises:

| Name                                | Main Functions                                                                                                                                                                        |
|-------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Marketing Planning Model            | Analyses ROI and traffic quality across media to compute optimal budget distribution, maximises advertising efficiency and ROI.                                                       |
| AI-powered Content Generation Model | Produces advertising images, short videos and music by combining generative model capabilities with creative demand and performance metrics, significantly enhancing creative output. |
| AI Placement Model                  | Analyses historical performance and traffic trends to predict impressions, click-throughs and spendings, applied in advertisement placement and advertising inventories bidding.      |
| Performance Analysis Model          | Conducts multimodal analysis of advertising performance and transaction data, automatically produces visualised reports to highlight operational opportunities.                       |

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## BUSINESS

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### Proprietary Systems

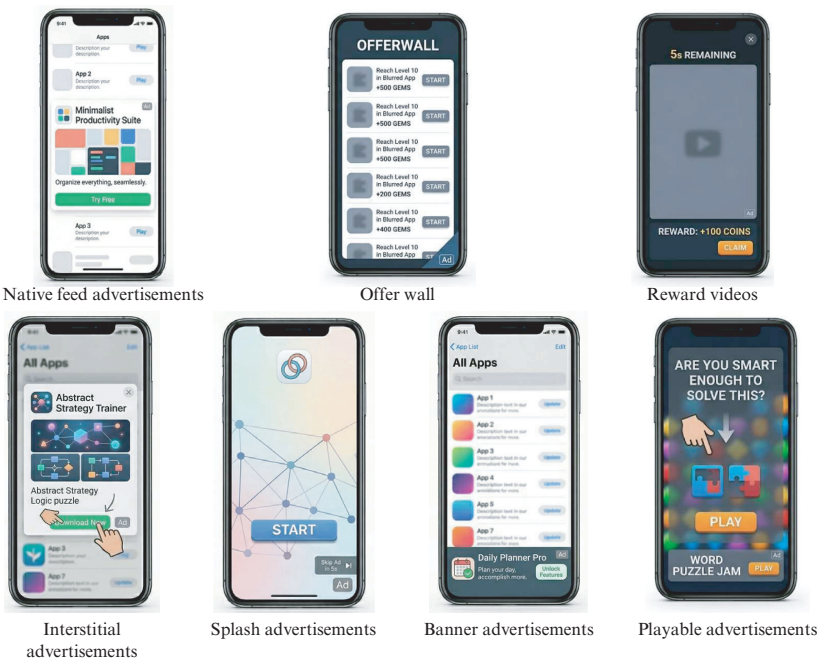
Our proprietary systems (namely, Cyberclick, Yeahmobi and zMaticoo) primarily deliver the below technology capabilities:

- **Data-Driven Marketing Planning.** Our proprietary systems analyse advertisement performance and transaction data of different media and industries and help our customers match target audience and set out initial marketing strategies and advertisement budget allocation plans.
- **AI-powered Content Generation.** Leveraging our AI-powered Content Generation Model, our proprietary systems help our customers produce large volume of advertisement contents covering different formats and tailored to their target audience efficiently.
- **Automated Advertisement Placement.**
  - **Cyberclick.** By automating advertising campaign generation from landing page URLs, Cyberclick helps our customers launch global advertising campaigns on major media.
  - **Yeahmobi.** Yeahmobi connects with media through API integration and enables our customers to acquire advertising inventories on such media. Based on the KPI requirements set out by our customers, Yeahmobi facilitates the target audience matching and advertisement budget allocation, and further places our customers’ advertisements on suitable media.
  - **zMaticoo.** zMaticoo connects with media through zMaticoo SSP or zMaticoo SDK, enabling our customers to bid for advertising inventories and place advertisements on other media on a real time basis. zMaticoo comprises zMaticoo ADX, zMaticoo DSP and zMaticoo SSP:
    - **zMaticoo ADX.** zMaticoo ADX is a global advertisement exchange. As a central hub connecting media with advertisers, it uses algorithms and high concurrency architectures to match advertising bidding requests with suitable traffic on a real-time basis and supports millions of queries per second.
    - **zMaticoo DSP.** zMaticoo DSP is a demand-side platform for real-time bidding and advertisement decisions. It utilises deep learning framework to predict user value across multiple objectives and formulates efficient bidding strategies in a real-time bidding environment enabling maximisation of ROI and optimisation of budget allocation.
    - **zMaticoo SSP.** zMaticoo SSP is a supply-side platform focusing on traffic monetisation and management. Through lightweight SDKs and diversified integration methods, it aggregates traffic and enables media to optimise advertisement fill rates.
- **Data Analysis and Performance Optimisation.** Leveraging our Performance Analysis Model, our proprietary systems generate standardised reports and dashboards for our customers based on the advertisement performance and transaction data, and enable us to timely adjust and optimise advertisement placement decisions for our customers.

BUSINESS

OUR ADVERTISEMENT FORMATS

We assist our customers in either of our business lines to execute advertising campaigns across various media using a wide range of tailored formats. The following illustrates our key advertisement formats:



SALES AND MARKETING

Our marketing efforts are centred on identifying prospective customers and analysing prevailing industry trends. We typically acquire new customers directly through (i) participation in tenders; (ii) participation in exhibitions and forums by setting up booths, delivering keynote speeches or hosting panel discussions; (iii) engagement in online industry events and webinars hosted by media through live-streaming; (iv) proactively reaching out to potential customers to express our intent for cooperation; and (v) referrals from existing customers.

We typically adopt a unified approach towards our sales and marketing activities and efforts. Our sales and marketing teams generally focus on acquiring customers for both our business lines as, depending on a customer’s particular marketing plan, it may engage us for our services in both or either of our business lines in relation to its particular advertising campaign.

In 2023, 2024 and 2025, our selling and marketing expenses amounted to RMB40.6 million, RMB43.9 million and RMB65.2 million, respectively, accounting for 1.9%, 1.7% and 1.7% of our total revenue, respectively.

## BUSINESS

### OUR GLOBAL FOOTPRINT

As at the Latest Practicable Date, our digital marketing services had been delivered through media reaching over 230 countries and regions. The following table sets out our revenue by geographical location of our customers during the Track Record Period:

|                                 | For the year ended 31 December |                     |                         |                     |                         |                     |
|---------------------------------|--------------------------------|---------------------|-------------------------|---------------------|-------------------------|---------------------|
|                                 | 2023                           |                     | 2024                    |                     | 2025                    |                     |
|                                 | <i>RMB'000</i>                 | %                   | <i>RMB'000</i>          | %                   | <i>RMB'000</i>          | %                   |
| Asia Pacific                    | 1,908,998                      | 89.1                | 2,111,470               | 82.9                | 3,052,814               | 79.7                |
| North America                   | 112,099                        | 5.2                 | 356,896                 | 14.0                | 516,962                 | 13.5                |
| Other regions <sup>(Note)</sup> | 122,223                        | 5.7                 | 78,444                  | 3.1                 | 260,291                 | 6.8                 |
| <b>Total</b>                    | <b><u>2,143,320</u></b>        | <b><u>100.0</u></b> | <b><u>2,546,810</u></b> | <b><u>100.0</u></b> | <b><u>3,830,067</u></b> | <b><u>100.0</u></b> |

*Note:* Other regions mainly include Europe and South America, among others.

As at the Latest Practicable Date, we had established two overseas offices in the United States and Japan. Our overseas offices form a cornerstone of our long-term growth strategy, enabling us to attract and retain key local talent and secure premium media resources in overseas markets. This local presence underpins our sustainable expansion and deepens our competitive advantage in these regions.

### OUR CUSTOMERS AND SUPPLIERS

#### Our Customers

During the Track Record Period, our customers primarily included direct customers from cross-border e-commerce, gaming and entertainment, utility applications and emerging brands industries and other enterprises with overseas marketing promotion needs. Our customers are primarily advertisers with overseas marketing needs to enhance brand awareness, acquire users and achieve commercial conversions. Our customers may use our services in both or either of our business lines in relation to its particular advertising campaign. In 2023, 2024 and 2025, revenue from our five largest customers in each year of the Track Record Period amounted to RMB460.6 million, RMB681.5 million and RMB1,144.5 million, respectively, accounting for 21.5%, 26.8% and 29.9% of our total revenue for the respective year. Revenue from our largest customer in 2023, 2024 and 2025 accounted for 5.2%, 8.6% and 12.4% of our total revenue in the same years, respectively.

Capitalizing on our extensive marketing experience, market insights and media resources, we have established a broad customer base. As at the Latest Practicable Date, we had served over 10,000 customers in China and overseas countries.



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## BUSINESS

The following tables set out details of our five largest customers during the Track Record Period:

*For the year ended 31 December 2023*

| Customer   | Background and principal business                                                                                                                                       | Business relationship since | Services provided                                               | Revenue<br>(RMB in millions) | Percentage of total revenue | Credit terms                                      | Settlement method |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------------------------------|------------------------------|-----------------------------|---------------------------------------------------|-------------------|
| Customer A | A China-based global technology and e-commerce group of companies, operating digital retail marketplaces, cloud computing, logistics and financial technology platforms | 2016                        | Integrated marketing services and advertising platform business | 110.6                        | 5.2%                        | Up to 90 days after receiving the invoice         | Bank transfer     |
| Customer B | A Singapore-based mobile advertising and data analytics company, specialising in user acquisition, real-time bidding and digital marketing solutions                    | 2020                        | Advertising platform business                                   | 108.4                        | 5.0%                        | Up to 90 days after the end of the calendar month | Bank transfer     |
| Customer C | A mobile game developer and publisher incorporated in Hong Kong, focusing on online entertainment content creation, distribution and interactive gaming services        | 2020                        | Integrated marketing services and advertising platform business | 100.6                        | 4.7%                        | Up to 60 days after receiving the invoice         | Bank transfer     |
| Customer D | A Hong Kong based private technology company, focusing on mobile applications, digital content development and information technology services                          | 2018                        | Advertising platform business                                   | 83.2                         | 3.9%                        | Up to 90 days after the end of the calendar month | Bank transfer     |
| Customer E | A China-based global technology company, focusing on mobile gaming, social entertainment and AI-powered platforms                                                       | 2021                        | Advertising platform business                                   | 57.8                         | 2.7%                        | Up to 60 days after receiving the invoice         | Bank transfer     |

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## BUSINESS

*For the year ended 31 December 2024*

| Customer   | Background and principal business                                                                                                                                                                                              | Business relationship since | Services provided                                               | Percentage of total revenue |         | Credit terms                                      | Settlement method |
|------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------------------------------|-----------------------------|---------|---------------------------------------------------|-------------------|
|            |                                                                                                                                                                                                                                |                             |                                                                 | Revenue                     | revenue |                                                   |                   |
|            |                                                                                                                                                                                                                                |                             |                                                                 | (RMB in millions)           |         |                                                   |                   |
| Customer A | A China-based global technology and e-commerce group of companies, operating digital retail marketplaces, cloud computing, logistics and financial technology platforms                                                        | 2016                        | Integrated marketing services and advertising platform business | 218.5                       | 8.6%    | Up to 90 days after receiving the invoice         | Bank transfer     |
| Customer F | A China-based multinational online travel services group of companies, providing accommodation reservations, transportation ticketing, packaged tours, corporate travel management and other travel-related services worldwide | 2019                        | Integrated marketing services                                   | 124.7                       | 4.9%    | Up to 45 days after receiving the invoice         | Bank transfer     |
| Customer G | A Hong Kong-based technology-driven online brokerage firm, providing securities trading, wealth management, margin financing and digital investment services through its proprietary platform                                  | 2022                        | Integrated marketing services                                   | 117.0                       | 4.6%    | Up to 90 days after the end of the calendar month | Bank transfer     |
| Customer H | A US-based interactive entertainment company, focusing on mobile games, interactive storytelling, short dramas and digital content distribution                                                                                | 2019                        | Integrated marketing services and advertising platform business | 112.1                       | 4.4%    | Up to 60 days after the end of the calendar month | Bank transfer     |
| Customer I | A Dubai-based free zone advertising and marketing services company, specialising in digital media, branding and promotional solutions                                                                                          | 2023                        | Advertising platform business                                   | 109.2                       | 4.3%    | Up to 60 days after the end of the calendar month | Bank transfer     |

## BUSINESS

*For the year ended 31 December 2025*

| Customer   | Background and principal business                                                                                                                                                                                                                         | Business relationship since | Services provided                                               | Percentage of total revenue |         | Credit terms                                       | Settlement method |
|------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------------------------------------------|-----------------------------|---------|----------------------------------------------------|-------------------|
|            |                                                                                                                                                                                                                                                           |                             |                                                                 | Revenue                     | revenue |                                                    |                   |
|            |                                                                                                                                                                                                                                                           |                             |                                                                 | (RMB in millions)           |         |                                                    |                   |
| Customer A | A China-based global technology and e-commerce group of companies, operating digital retail marketplaces, cloud computing, logistics and financial technology platforms                                                                                   | 2016                        | Integrated marketing services and advertising platform business | 476.8                       | 12.4%   | Up to 60 business days after receiving the invoice | Bank transfer     |
| Customer F | A China-based multinational online travel services group of companies, providing accommodation reservations, transportation ticketing, packaged tours, corporate travel management and other travel-related services worldwide                            | 2019                        | Integrated marketing services and advertising platform business | 272.4                       | 7.1%    | Up to 45 days after receiving the invoice          | Bank transfer     |
| Customer J | A Saudi Arabia based technology-driven financial services provider group of companies, offering securities trading, wealth management, investment advisory and cross-border financial solutions to retail, institutional and corporate customer worldwide | 2023                        | Integrated marketing services and advertising platform business | 152.1                       | 4.0%    | Up to 75 days after the end of the calendar month  | Bank transfer     |
| Customer K | A China-based multinational e-commerce and technology company subsidiary, focusing on marketing services                                                                                                                                                  | 2025                        | Integrated marketing services                                   | 125.6                       | 3.3%    | Up to 60 days after the end of the calendar month  | Bank transfer     |
| Customer L | A Singapore-based private global fashion and lifestyle e-retail group of companies, providing on-demand manufacturing and direct supply of accessories and lifestyle products                                                                             | 2016                        | Advertising platform business                                   | 117.6                       | 3.1%    | Up to 60 days after the end of the calendar month  | Bank transfer     |

As at the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholders (who owned, or to the knowledge of Directors, had owned more than 5% of our issued share capital) had any interest in any of our five largest customers during the Track Record Period. All of our five largest customers during the Track Record Period are Independent Third Parties.

**BUSINESS**

***Key Terms and Arrangements with Customers***

We typically enter into annual framework agreements with customers. Salient terms of an agreement would typically include:

|                                               |                                                                                                                                                                                                                                                                                                                              |
|-----------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Duration . . . . .                            | Either (i) annual framework agreements, which may be renewed upon mutual consent of both parties, or (ii) agreements with a fixed term in respect of specific advertising campaigns.                                                                                                                                         |
| Our services . . . . .                        | We specify the integrated marketing services and/or advertising platform business that we would provide to our customers.                                                                                                                                                                                                    |
| Pricing method . . . . .                      | See “Business — Our Business Model”.                                                                                                                                                                                                                                                                                         |
| Settlement method and credit period . . . . . | Customers make prepayments for orders and/or settle the payment after receiving our invoice after the end of each month. We typically offer our customers a credit period of up to 180 days after receiving our invoice.                                                                                                     |
| Liability . . . . .                           | We specify our liability for any penalties imposed by government authorities or relevant media, as well as any third-party claims related to illegal or inappropriate marketing content and shall indemnify our customers against any claims and losses that may arise from such illegal or inappropriate marketing content. |
| Termination . . . . .                         | The contract may be terminated upon prior written notice, subject to the specific conditions.                                                                                                                                                                                                                                |

We may grant rebates to customers to incentivise and encourage them to use our services, which is a common industry practice, according to CIC. We determine the rebate rate given to each customer based on a variety of factors, such as their estimated gross billing, business prospects of the customers, our service costs and the total rebates we expect to receive from media in a given year.

**Our Suppliers**

During the Track Record Period, our suppliers primarily include owned traffic media, advertising exchanges and media agencies. While our largest suppliers are concentrated on major media for their extensive media traffic in our integrated marketing services, we may also acquire media traffic from other media in our advertising platform business. As at the Latest Practicable Date, we had connected our advertising platform with over 600,000 media. In 2023, 2024 and 2025, purchases from our five largest suppliers in each year of the Track Record Period amounted to RMB5,594.1 million, RMB8,185.4 million and RMB10,954.9 million, respectively, accounting for 79.7%, 83.7% and 82.3% of our total purchase amount of traffic for the respective year. Purchases from our largest supplier in 2023, 2024 and 2025 accounted for 38.8%, 46.7% and 30.7% of our total purchase amount of traffic in the same years, respectively.

## BUSINESS

The following tables set out details of our five largest suppliers during the Track Record Period:

*For the year ended 31 December 2023*

| Supplier   | Background and principal business                                                                                                                                                                                                   | Business relationship since | Services provided to us | Purchase amount<br>(RMB in millions) | Percentage of total purchase amount of traffic | Credit terms                                      | Settlement method |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------|------------------------------------------------|---------------------------------------------------|-------------------|
| Supplier A | An advertising and marketing services company incorporated in Hong Kong, specialising in overseas promotion planning, creative production, digital advertising training and strategic operation optimisation                        | 2018                        | Media traffic           | 2,728.5                              | 38.8%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier B | A US-based multinational technology group of companies, specialising in internet services, cloud computing, software, hardware, artificial intelligence and digital advertising                                                     | 2016                        | Media traffic           | 1,846.2                              | 26.3%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier C | A China-based multinational technology group of companies, specialising in artificial intelligence-driven content platforms, social media, entertainment and digital services, operating well-known global short-video social media | 2018                        | Media traffic           | 763.3                                | 10.9%                                          | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier D | A US-based multinational technology group of companies, specialising in software development, IT services and hardware manufacturing                                                                                                | 2021                        | Media traffic           | 152.9                                | 2.2%                                           | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier E | A China-based subsidiary of a cloud-based business and marketing solutions provider, specialising in social advertising and digital marketing                                                                                       | 2022                        | Media traffic           | 103.2                                | 1.5%                                           | Up to 30 days after the end of the calendar month | Bank transfer     |

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## BUSINESS

*For the year ended 31 December 2024*

| Supplier   | Background and principal business                                                                                                                                                                                                           | Business relationship since | Services provided to us | Purchase amount<br>(RMB in millions) | Percentage of total purchase amount of traffic | Credit terms                                      | Settlement method |
|------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------|------------------------------------------------|---------------------------------------------------|-------------------|
| Supplier A | An advertising and marketing services company incorporated in Hong Kong, specialising in overseas promotion planning, creative production, digital advertising training and strategic operation optimisation                                | 2018                        | Media traffic           | 4,568.5                              | 46.7%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier B | A US-based multinational technology group of companies, specialising in internet services, cloud computing, software, hardware, artificial intelligence and digital advertising                                                             | 2016                        | Media traffic           | 2,081.8                              | 21.3%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier C | A China-based multinational technology group of companies, specialising in artificial intelligence-driven content platforms, social media, entertainment and digital services, parent company of well-known global short-video social media | 2018                        | Media traffic           | 1,027.8                              | 10.5%                                          | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier D | A US-based multinational technology group of companies, specialising in software development, IT services and hardware manufacturing                                                                                                        | 2021                        | Media traffic           | 409.9                                | 4.2%                                           | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier E | A China-based subsidiary of a cloud-based business and marketing solutions provider, specialising in social advertising and digital marketing                                                                                               | 2022                        | Media traffic           | 97.4                                 | 1.0%                                           | Up to 30 days after the end of the calendar month | Bank transfer     |



## BUSINESS

*For the year ended 31 December 2025*

| Supplier   | Background and principal business                                                                                                                                                                                                   | Business relationship since | Services provided to us | Purchase amount<br>(RMB in millions) | Percentage of total purchase amount of traffic | Credit terms                                      | Settlement method |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-------------------------|--------------------------------------|------------------------------------------------|---------------------------------------------------|-------------------|
| Supplier B | A US-based multinational technology company, specialising in internet services, cloud computing, software, hardware, artificial intelligence and digital advertising                                                                | 2016                        | Media traffic           | 4,089.4                              | 30.7%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier A | An advertising and marketing services company, specialising in overseas promotion planning, creative production, digital advertising training and strategic operation optimisation                                                  | 2018                        | Media traffic           | 4,007.5                              | 30.1%                                          | Up to 30 days after the end of the calendar month | Bank transfer     |
| Supplier C | A China-based multinational technology group of companies, specialising in artificial intelligence-driven content platforms, social media, entertainment and digital services, operating well-known global short-video social media | 2018                        | Media traffic           | 2,058.1                              | 15.5%                                          | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier D | A US-based multinational technology group of companies, specialising in software development, IT services and hardware manufacturing                                                                                                | 2021                        | Media traffic           | 451.0                                | 3.4%                                           | Up to 60 days after receiving the invoice         | Bank transfer     |
| Supplier F | A US-based mobile technology group of companies, specialising in app marketing, monetisation, analytics and publishing solutions                                                                                                    | 2016                        | Media traffic           | 348.9                                | 2.6%                                           | Up to 30 days after receiving the invoice         | Bank transfer     |

As at the Latest Practicable Date, none of our Directors, their close associates or any of our Shareholders (who owned, or to the knowledge of Directors, had owned more than 5% of our issued share capital) had any interest in any of our five largest suppliers during the Track Record Period. All of our five largest suppliers during the Track Record Period are Independent Third Parties.

### **Supplier Concentration**

During the Track Record Period, we primarily procured media traffic from our major suppliers. According to CIC, the supply of massive media traffic for the digital marketing services market is highly concentrated to major media. With few alternatives available for massive media traffic, procuring most of our media traffic from our major suppliers is in line with industry practice. Regarding risks arising from supplier concentration, see “Risk Factors — Risks Relating to Our Business and Industry — We are exposed to the risk of reliance on a limited number of major media.”

Our Directors are of the view that our relationship with our major suppliers is unlikely to materially adversely change or terminate, because (i) we have maintained a long-term and stable collaboration relationship with our major suppliers since 2018 and (ii) during the Track Record Period, we did not have any disputes with our major suppliers.

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**BUSINESS**

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***Key Terms and Arrangements with Supplier***

We typically enter into annual framework agreements with suppliers. Salient terms of an agreement would typically include:

|                                               |                                                                                                                                                                                                                                                                             |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Duration . . . . .                            | An initial term of one year, subject to automatic renewal or renewal upon consent of both parties.                                                                                                                                                                          |
| Services provided to us . .                   | We specify the media traffic our suppliers would provide to us.                                                                                                                                                                                                             |
| Pricing method . . . . .                      | See “Business — Our Business Model”.                                                                                                                                                                                                                                        |
| Settlement method and credit period . . . . . | We typically settle the payment after receiving the invoice after the end of each month. We are typically offered a credit period of up to 60 days after receiving the invoice.                                                                                             |
| Confidentiality . . . . .                     | Except as otherwise required by applicable laws and regulations, or with the prior written consent of the other party, each party shall maintain the confidentiality of information obtained in the performance of the relevant agreement as well as its contractual terms. |
| Termination . . . . .                         | The contract may be terminated upon prior written notice, subject to the specific conditions.                                                                                                                                                                               |

We receive rebates from media in line with industry practice. The rebates we receive from media are determined based on various factors, including our gross spending on the relevant media, the quality of our customer base and the respective KPI policies of the media. As confirmed by CIC, the rates of rebates received by us from media during the Track Record Period are in line with the market range in the industry.

**Overlapping Customers and Suppliers**

During the Track Record Period, certain of our five largest customers were also among our suppliers, while certain of our five largest suppliers were also among our customers. They primarily supplied media traffic to us while purchasing our digital marketing services. This overlap arose primarily because these customers and suppliers are technology companies or marketing service providers. According to CIC, such arrangements are common in the global digital marketing services industry where media may become customers of marketing service providers when they have marketing needs to promote their products or services.

During the Track Record Period, Customer A, Customer E and Customer I were also our suppliers. In 2023, 2024 and 2025, Customer A, Customer E and Customer I contributed to 8.8%, 14.3% and 16.6% of our total revenue, respectively, and 0.1%, 0.3% and 0.7% of our total purchase amount of traffic, respectively.

During the Track Record Period, Supplier B and Supplier C were also our customers. In 2023, 2024 and 2025, Supplier B and Supplier C contributed 1.6%, 2.9% and 2.6% of our total revenue, respectively, and 37.1%, 31.8% and 46.2% of our total purchase amount of traffic, respectively.

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## BUSINESS

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### TRANSFER PRICING ARRANGEMENTS

During the Track Record Period and up to the Latest Practicable Date, our Company and our summary controlled affiliates and subsidiaries have engaged in intra-company transactions involving: (i) advertising operations services, (ii) agency sales services and (iii) marketing support services (collectively referred to as the “**Covered Transactions**”), the details of which are set out as follows:

- *Advertising Operations Services.* Certain entities within our Group are responsible for executing specific marketing campaigns, advertising operations, customer maintenance activities and technical support to ensure the effective implementation of marketing strategies.
- *Agency Sales Services.* Certain entities within our Group are responsible for executing contract signing, collecting payments from customers and issuing invoices.
- *Marketing Support Services.* Certain entities within our Group are responsible for developing and engaging with local customers and media.

The Organisation for Economic Co-operation and Development (“**OECD**”), an international organisation fostering cross-border cooperation, issued the Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations (the “**OECD Transfer Pricing Guidelines**”). These guidelines are widely adopted by tax authorities worldwide in evaluating related-party transactions. In accordance with the OECD Transfer Pricing Guidelines, transactions within our Group’s entities should be carried out in commensurate with the arm’s length principle.

We have appointed an international professional firm as our adviser on transfer pricing to review our transfer pricing arrangements. Such adviser has reviewed the Covered Transactions to determine whether the profit levels achieved by our subsidiaries involved in the Covered Transactions have achieved an arm’s-length level of profits. This analysis was conducted in accordance with the OECD Transfer Pricing Guidelines released in 2022. The transfer pricing regulations in PRC and other relevant tax jurisdictions are consistent with the approach outlined in the OECD Transfer Pricing Guidelines.

Our adviser on transfer pricing selected Transactional Net Margin Method (“**TNMM**”) as the appropriate transfer pricing method to assess whether the Covered Transactions are carried out in commensurate with the arm’s length principle. The TNMM compares the net profit margin of the tested party engaged in the Covered Transactions with the net profit margins of independent companies engaged in comparable transactions.

Based on the assessment of the Covered Transactions and the transfer pricing benchmarking analysis, which involved screening and evaluating comparable companies, we understand that the net profit margin levels of the relevant entities are reasonable and commensurate with their respective functions and risks. Therefore, the profit levels of the reviewed entities comply with the arm’s length principle.

Our Directors confirm that during the Track Record Period and up to the Latest Practicable Date, we were not aware of any outstanding enquiries, audit, investigation or challenge by any tax authorities in relevant tax jurisdictions in relation to our intra-company transactions and transfer pricing arrangements.

We have been and will continue to closely monitor our Group’s transfer pricing arrangements, including periodically reviewing the reasonableness of intra-group transaction pricing policies. However, we cannot guarantee that our transfer pricing arrangements will not be reviewed or challenged by tax authorities in the future. We have reasonable grounds to defend ourselves against potential challenges. See “Risk Factors — Risks Relating to Our Business and Industry — We may be subject to risks associated with our transfer pricing arrangement.”

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### Transfer Pricing Compliance

We have adopted and will continue to adopt the following measures to ensure continuous compliance with relevant transfer pricing laws and regulations in the jurisdictions where we operate and the OECD Transfer Pricing Guidelines.

- We shall continue to engage an external tax consultant to advise us on transfer pricing matters annually. We will continue to follow the advice from the tax consultants on the application of transfer pricing methodology and evaluations.
- We will formulate our transfer pricing policies and budgeting plans based on the transfer pricing advice of our tax consultant.
- We will conduct training for our senior management personnel on updates in transfer pricing laws and regulations in the relevant jurisdictions.
- Our Directors and chief financial officer will review all reporting forms related to transfer pricing before submitting them to the relevant tax authority.
- Our Directors and chief financial officer will ensure that the transfer pricing policies adopted are in line with the value contributions of each entity.
- Our Directors will review the terms of the material inter-company transactions and monitor, on a regular basis, our transfer pricing policy to ensure that the transactions are carried out at arm’s length.
- Our chief financial officer will document and file relevant supporting documents on value contribution of each party for risk management purposes. The documents will, include but not limited to, those related to function and risk profiles, correspondences, etc.

## RESEARCH AND DEVELOPMENT

### R&D Team

We have a team of experienced talent dedicated to research and development. As at 31 December 2025, we had a total number of 298 R&D personnel, representing 26.8% of our total employees. They are primarily responsible for the development of the advertisement-related technology in the field of big data analytics, machine learning and AI algorithms. In 2023, 2024 and 2025, our R&D expenses amounted to RMB86.7 million, RMB91.4 million and RMB159.3 million, respectively. See “Financial Information — Description of Selected Items of Consolidated Statements of Profit or Loss”.

### R&D Process

Our R&D process is driven by internal innovation and customer demand, and involves close collaboration across various internal departments, including sales, design and operations. We encourage our employees to maintain active communication with customers to understand their evolving needs, while providing our R&D teams with the autonomy to explore new ideas and technologies. Our R&D initiatives are typically organised under two modes based on our specific needs, namely (i) upgrading (primarily on an existing system and to be completed within a relatively short timeframe) and (ii) innovation exploration (where an independent project team will be formed with no specific timeframe). Our development process for a specific R&D initiative generally comprises: (i) collecting specific R&D needs from our operations; (ii) conducting product demand analysis; (iii) confirming development needs; and (iv) providing iterative feedback and continuously refining and optimising the product to ensure alignment with evolving demands.

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### COMPETITIVE LANDSCAPE

We compete in China’s overseas-outbound digital marketing services market, while also competing with the PRC-based independent third-party platforms within the global mobile advertising services market, both of which are highly competitive. Driven by rapid technological advancements and diverse customers’ demands, both markets have continued to develop in recent years and are expected to grow in the future.

Based on our solid technology capabilities, broad media coverage, stable customer base and experienced management team, we believe that we are well-positioned to maintain our competitive position and to capture future opportunities in the industries in which we operate.

See “Industry Overview” for further details.

### SEASONALITY

During the Track Record Period, we did not experience significant seasonality. It is, however, a general characteristic of the advertising industry that many advertisers generally allocate a substantial portion of their advertising budgets to holiday seasons and special promotional events. These periods typically occur in the second half of the calendar year, coinciding with anticipated increases in consumer spending.

As we have established a diversified customer base across various industries, our historical revenue growth has generally outpaced and neutralised the specific seasonal impacts associated with individual sectors. Notwithstanding our historical performance, we expect our future revenue to be subject to fluctuations in line with broader seasonal trends affecting the mobile advertising industry as a whole.

### EMPLOYEES

As at 31 December 2025, we had 1,114 full-time employees located in the PRC and overseas. The table below sets out the breakdown of our employees by functions as at the same date:

| <b>Functions</b> | <b>Number of employees</b> | <b>%</b>     |
|------------------|----------------------------|--------------|
| Management       | 128                        | 11.5         |
| Design           | 12                         | 1.1          |
| Sales            | 109                        | 9.8          |
| R&D              | 298                        | 26.8         |
| Operation        | 567                        | 50.9         |
| <b>Total</b>     | <b>1,114</b>               | <b>100.0</b> |

The table below sets out the breakdown of our employees by geographical location as at 31 December 2025:

| <b>Location</b>            | <b>Number of employees</b> | <b>%</b>     |
|----------------------------|----------------------------|--------------|
| Domestic                   | 1,100                      | 98.7         |
| Overseas <sup>(Note)</sup> | 14                         | 1.3          |
| <b>Total</b>               | <b>1,114</b>               | <b>100.0</b> |

*Note:* Overseas include the United States, Japan, South Korea, Hong Kong and Singapore.

## BUSINESS

Our growth depends on our ability to attract, retain and motivate qualified personnel. We recruit employees primarily through job portals, headhunters, campus recruitments and internal referrals. We offer new employee orientation training and regular on-the-job training to our employees. We enter into individual employment contracts with each employee covering matters including salary, bonuses, employee benefits, confidentiality obligations, non-compete clauses, work product and intellectual property transfer clauses and reasons for contract termination. The remuneration packages of our employees include salary and bonuses, which are usually determined based on their seniority and performance appraisal. We also provide share incentives and promotion opportunities to motivate our employees.

Sharing success with employees and empowering them to grow is one of the core elements of our corporate culture. We always strive to provide employees with comprehensive social benefits, a safe working environment and diverse career development opportunities. Meanwhile, we strictly abide by the laws, regulations and standards on workplace safety in relevant countries and regions, and are committed to creating a safe and healthy working environment for employees, and ensuring their safety and physical and mental health by implementing a highly efficient management system.

As required by the laws and regulations in the PRC, we participate in various employee social security plans that are administered by local governments, including housing provident fund, pension insurance, medical insurance, maternity insurance, work-related injury insurance and unemployment insurance.

We believe that we maintain a good working relationship with our employees. Our employees are represented by a labour union. During the Track Record Period and up to the Latest Practicable Date, we had not experienced any labour disputes or strikes that could have a material and adverse effect on our business, financial condition or results of operations.

## AWARDS AND RECOGNITIONS

During the Track Record Period, we received awards and recognitions in respect of our brands, services and innovations. The following table sets out a summary of the major awards and recognitions we have received during the Track Record Period and up to the Latest Practicable Date:

| <u>Year</u> | <u>Name of Award or Recognition</u>                                                                  | <u>Awarding Authority</u>              |
|-------------|------------------------------------------------------------------------------------------------------|----------------------------------------|
| 2025        | 2025 – 2026 National Key Cultural Export Enterprises (“2025 – 2026年度國家文化出口重點企業”)                     | MOFCOM                                 |
| 2025        | 2025 Effie Annual Overseas Marketing Enterprise List (“2025艾菲年度出海企業榜單”)                              | Greater China Effie Awards (大中華區艾菲獎)   |
| 2025        | Microsoft Advertising — Overseas Advertising Customer Engagement Award 2024 (“2024年度微軟廣告 出海廣告客戶深耕獎”) | Microsoft Advertising (微軟廣告)           |
| 2024        | Google Agency Excellence Awards 2024 (“谷歌 2024 年度卓越代理商大獎”)                                           | Google (谷歌)                            |
| 2024        | China Advertising Great-wall Awards Bronze Award and Excellence Award (“中國廣告長城獎 — 銅獎及優秀獎”)           | China Advertising Association (中國廣告協會) |
| 2024        | 2024 Forbes China Go-International Series Selection Top 30 (“福布斯中國出海全球化品牌Top 30”)                    | Forbes China (福布斯中國)                   |
| 2023        | 2023 – 2024 National Key Cultural Export Enterprises (“2023 – 2024年度國家文化出口重點企業”)                     | MOFCOM, etc.                           |



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| <u>Year</u> | <u>Name of Award or Recognition</u>                                 | <u>Awarding Authority</u>                                       |
|-------------|---------------------------------------------------------------------|-----------------------------------------------------------------|
| 2023        | Global Service Practice Cases of the CIFTIS (“服貿會全球服務實踐案例”)         | China International Fair for Trade in Services<br>(中國國際服務貿易交易會) |
| 2023        | Silver Award in the Overseas Group of the ROI Festival (“金投賞海外組銀獎”) | ROI Festival (金投賞)                                              |

## INTELLECTUAL PROPERTIES

We consider safeguarding our intellectual property rights as a crucial element of our business success. We proactively manage our intellectual property portfolio to safeguard our innovations and maintain a competitive edge in the market. One of our primary measures is applying for patent protection for our core technologies, which enables us to secure exclusive rights and prevent unauthorised use. As at the Latest Practicable Date, we maintained a portfolio of 49 registered trademarks, 63 software copyrights, 22 patents and 67 domain names which are material to our business. See “Appendix V — Statutory and General Information — B. Further Information About Our Business — 2. Our material intellectual property rights”.

We rely on a combination of patent, trademark, copyright and other intellectual property protections laws in the jurisdictions in which we operate. Furthermore, we also protect our intellectual property through a series of measures, including signing confidentiality agreements and contractual arrangements with employees, suppliers and customers. Despite our precautions, we may be subject to risks associated with alleged infringement of third parties’ intellectual property rights, or infringement of our intellectual property rights by third parties. See “Risk Factors — Risks Relating to Our Business and Industry — We may be unable to prevent the unauthorised use or infringement of our intellectual property. Conversely, we may also face allegations that our services, or technology infringe upon the intellectual property rights of others.”. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material infringement of our intellectual property rights nor had we been subject to any material intellectual property rights claims by third parties.

## PROPERTIES

Our headquarters is located in Xi’an, Shaanxi Province, the PRC and we have set up domestic offices in Beijing, Chengdu, Shenzhen, Shanghai and Guangzhou, and overseas offices in the United States and Japan. As at the Latest Practicable Date, none of the properties held or leased by us had a carrying amount of 15% or more of our consolidated total assets. According to section 6(2) of the Companies Ordinance (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice, this document is exempt from the requirements of section 342(1)(b) of the Companies (Winding up and Miscellaneous Provisions) Ordinance to include all interests in land or buildings in a valuation report as described under paragraph 34(2) of the Third Schedule to the Companies (Winding up and Miscellaneous Provisions) Ordinance.

As at the Latest Practicable Date, we did not own any properties in the PRC or overseas and we leased eight properties in the PRC and one property in each of the United States and Japan, with an aggregate gross floor area of approximately 16,395.64 square metres (excluding co-working space in the leased properties in Chengdu, Guangzhou, the United States and Japan), which are primarily used as our office space.

As at the Latest Practicable Date, five lease agreements of the Group in the PRC were not registered with the appropriate government authorities. As advised by our PRC Legal Advisers, failure to complete the registration of the lease agreements may result in a fine on the relevant entity ranging from RMB1,000 to RMB10,000 imposed by the relevant authorities. During the Track Record Period, in relation to the aforementioned leased properties, we have not been penalised or fined by the relevant authorities. Our PRC Legal Advisers are of the view that the aforementioned failure to complete the registration of the lease agreements will not have a material adverse impact

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on our business operations. The failure to complete the registration of the lease agreements does not affect the validity of the lease agreements, nor does it affect our normal use of the leased property, and it will not have a major impact on our business and operations. Therefore, we believe that the failure to complete the registration of the lease agreements in the PRC will not materially and adversely affect our business, the results of operations or our financial condition.

### DATA PRIVACY AND DATA SECURITY

Our customers are primarily enterprises instead of individuals. Therefore, in the ordinary course of our business, we mainly obtain information from our business partners, which typically include (i) basic contact information provided by our business partners which are necessary for our business communication with them, such as the name and email address of their contact persons and (ii) information necessary for our services in relation to advertising placement and campaign, which may include data in relation to our business partners’ end users, such as encrypted advertising identifiers. We do not collect or store personal data from end-user such as the user’s legal name, ID number or home addresses, which distinguish the identity of a natural person.

Our Group has put in place various internal control policies and mechanisms for data protection and security, for instance, (i) comprehensive internal policies and procedures in relation to data storage, access and usage, etc.; (ii) confidentiality agreements with employees requiring them to perform confidentiality obligations; and (iii) emergency response mechanisms for information security incidents. We also implement a series of technical measures such as (i) data backup and data recovery arrangement, (ii) anti-virus measures, (iii) encryption measures and (iv) authorisation and authentication procedures in respect of data access. Furthermore, we also provide trainings to our employees in relation to information security.

During the Track Record Period and up to the Latest Practicable Date, we have not experienced any material data leakage, nor have we been subject to any data incident which had a material adverse impact on our Group. For details of applicable laws and regulations regarding cybersecurity, data privacy and data protection, see “Regulatory Overview”.

### ENVIRONMENTAL, SOCIAL AND GOVERNANCE

We consider environmental, social and governance (“ESG”) matters as an integral part of our business operations. We are committed to continuously enhancing our ESG governance system and embedding ESG considerations into our services and business operations.

During the Track Record Period and up to the Latest Practicable Date, as advised by our PRC Legal Advisers, we had not been subject to any material claim or penalty or accident in relation to health, work safety, social and environmental protection, and we had been in compliance with the relevant PRC laws and regulations in all material respects.

#### ESG Governance

In order to ensure the effective implementation of our ESG strategies, we have established a three-tier ESG governance structure comprising the Board of Directors, the Strategy Committee and the ESG personnel. The Board of Directors serves as the decision-making and leadership body for ESG, and is responsible for formulating the overall direction, implementation and supervision of our ESG strategies, including reviewing ESG reports and conducting in-depth discussions on ESG-related matters. The Strategy Committee is responsible for translating our ESG strategies into actionable plans and programmes, which include reviewing in-depth research and discussions on ESG-related matters for the formulation and implementation of our ESG strategy, supervising and guiding the ESG personnel in carrying out the relevant work, ensuring that ESG principles are embedded across all aspects of our operations. The ESG personnel from various internal departments, is responsible for the overseeing the execution of different ESG initiatives across departments, organising and implementing ESG plans and ensuring ESG plans are properly carried out. The ESG personnel also regularly reports progress and issues identified to the Board of Directors and the Strategy Committee, thereby fostering a collaborative and integrated approach to our ESG governance.

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### ESG Materiality Assessment

We have developed a ESG materiality assessment, taking into account considerations from key stakeholders, our industry characteristics, business operations and international sustainability standards. We have identified the following ESG issues which have a significant influence on our business:

#### Environment

##### Metrics and Targets

##### Electricity, Water and Paper Consumption

The following table sets out the metrics of the relevant resources consumed by us for the periods indicated:

|                                    | Unit               | For the year ended 31 December |          |                            |
|------------------------------------|--------------------|--------------------------------|----------|----------------------------|
|                                    |                    | 2023                           | 2024     | 2025                       |
| Electricity consumption            | MWh                | 527.94                         | 579.36   | 540.00                     |
| Density of electricity consumption | MWh per employee   | 0.71                           | 0.66     | 0.48                       |
| Water consumption                  | Tonne              | 6,008.00                       | 6,833.00 | 2,160.00 <sup>(Note)</sup> |
| Density of water consumption       | Tonne per employee | 8.08                           | 7.77     | 1.94                       |
| Paper consumption                  | Tonne              | 26.60                          | 42.84    | 28.00                      |
| Density of paper consumption       | Tonne per employee | 0.04                           | 0.05     | 0.03                       |

*Note:* Our Group rented less office space in 2025, which led to the significant decrease in water consumption.

Based on the electricity, water and paper consumption data in 2025, we plan to reduce the density of electricity, water and paper consumption by 5% by 2030, as measured by the tonne of water, MWh of electricity and the tonne of paper.

##### Greenhouse Gas Emission

The following table sets forth the greenhouse gas emission for the periods indicated:

|                               | Unit                            | For the year ended 31 December |          |          |
|-------------------------------|---------------------------------|--------------------------------|----------|----------|
|                               |                                 | 2023                           | 2024     | 2025     |
| Total Greenhouse Gas Emission | tCO <sub>2</sub> e              | 2,487.80                       | 2,055.91 | 2,457.40 |
| Scope 2                       | tCO <sub>2</sub> e              | 280.12                         | 307.41   | 286.52   |
| Scope 3                       | tCO <sub>2</sub> e              | 2,207.68                       | 1,748.50 | 2,170.87 |
| Intensity                     | tCO <sub>2</sub> e per employee | 3.34                           | 2.34     | 2.21     |

Based on the greenhouse gas emission data in 2025, we plan to reduce the intensity of greenhouse gas emission by 5% by 2030, as measured by the tCO<sub>2</sub>e of greenhouse gas emission per employee.

##### Environment Protection Initiatives

In order to meet our targets, we have implemented various measures to reduce the resource consumption and waste emissions:

- **Electricity Consumption.** Employees are encouraged to switch off lights and computers if they will be away from the offices.

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- **Paper Consumption.** Employees are encouraged to use enterprise collaboration e-platform with online functions such as storage, editing, transmission and review to reduce the use of paper and improve working efficiency.

### *Employees*

#### *Employees' Well-being*

We regard our employees as one of the core factors to our sustainable development. We consistently uphold the values of trust, responsibility, execution and continuous learning while promoting a diverse and inclusive corporate culture. We provide our employees with various benefits which emphasise on our employees' well-being, health and work-life balance through the following measures:

- Inclusive and supportive work environment: We actively protect the rights and interests of our employees regardless of their age, gender or ethnicity and provide supportive working conditions for disabled employees in compliance with relevant laws and regulations.
- Health and fitness: We care for our employees' health and well-being, and we have established a fitness zone with treadmills, yoga equipment and shower rooms to encourage employees to maintain an active and healthy lifestyle.
- Other benefits: We also provide our employees with other benefits such as employees' canteen, seasonal and birthday gifts and other subsidies such as carpark subsidies and courier subsidies.

We also actively promote inclusion, equality and diversity among employees. In 2023, 2024 and 2025, we employed 744, 879 and 1,114 employees, respectively, of whom 459, 556 and 679 were female, representing 61.7%, 63.3% and 61.0% of our total employees of the respective periods. We have also hired 5, 4 and 4 employees with disabilities in the respective periods, representing 0.7%, 0.5% and 0.4% of our total employees of the respective periods.

#### *Professional Development*

We firmly believe that talent is the foundation of our service capabilities. We encourage our employees to pursue professional development opportunities based on their own preferences. In furtherance of this goal, we offer a variety of training and career development programmes, ranging from problem-solving, communication skills to industry updates, to our employees to support their growth and upward mobility. We thereby established a learning roadmap for employees at all levels, offering highly customised training combinations to employees based on their specific needs and preferences.

#### *Charitable Initiatives*

Guided by our commitment to social responsibility, we continuously advance educational support and community development. In 2024, we partnered with the Shaanxi Song Qingling Foundation and donated smart blackboards, air conditioners, display cabinets, water dispensers and picture books to three kindergartens in Ankang City. We also partnered with Chunshan Educational Foundation and donated supplies such as books, notebooks, other learning materials and daily necessities to two primary schools in Weinan City. Through sustained effort and investment, we focus on the genuine needs of rural youth education, practising social responsibility and empowering the cultivation of our next generation.

#### *Data Privacy and Security*

We believe the information security and privacy protection is the fundamental requisite for earning the trust of customers and other stakeholders. We have established management frameworks based on the ISO/IEC 27001 information security management system and ISO 27701 privacy information management system and obtained relevant system certifications, and during the Track Record Period we did not record any breach of information security regulations resulting in material financial or reputational loss. We are dedicated to protect data security, for the purpose of which we

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have implemented management strategies, security structures and technical measures. We regularly conduct assessment, checking and internal training in relation to data protection, through which we continuously improve and ensure the ongoing security of data.

### *Anti-corruption and Bribery*

We adopt a zero-tolerance stance toward corruption and bribery. We have formulated an anti-fraud and anti-bribery policy in accordance with the relevant laws and regulations to regulate our anti-corruption, anti-bribery and anti-fraud practices in our operations to strengthen our corporate governance and internal control and safeguard the rights and interests of our Company and our shareholders.

Our senior management is responsible for developing and implementing relevant policies to ensure compliance by our employees, overseeing policy enforcements through internal audits and risk management and cooperating with regulatory authorities by providing necessary information to ensure our practices remain compliant.

We also integrate anti-fraud measures into our training system, promoting awareness of relevant laws and regulations and risk prevention requirements to standardise employee behaviour. For high-risk positions such as finance, procurement and sales, we have established risk assessment mechanisms and adopted control measures, including enhanced internal audits, strict financial management and employee trainings. Internal audits are conducted to ensure compliance in high-risk roles, while technological tools such as electronic financial management systems are used to improve transparency within our Company. In addition, we also conduct due diligence on prospective suppliers. We will terminate our business relationship with any supplier which is found to have engaged in corruption or bribery and such supplier will be placed on a blacklist.

### LICENCES, APPROVALS AND PERMITS

Our PRC Legal Advisers has advised us that, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licences, approvals and permits from the relevant government authorities that are material for our business operations and all such licences, approvals and permits have remained in full effect as at the Latest Practicable Date, and there are no existing circumstances that would render their revocation or cancellation. We are required to renew such certificates, permits and licences from time to time and we do not expect any material difficulties in such renewals.

### INSURANCE

We maintain insurance policies in accordance with applicable laws and regulations and based on our operational needs and industry practices. In accordance with the requirements of applicable laws and regulations, we provide social security insurances for our employees in the PRC, covering pension insurance, unemployment insurance, work-related injury insurance, maternity insurance, medical insurance and housing funds. We also provide additional commercial insurance for our employees.

Following standard market practice, we normally do not maintain any insurance which is not mandatory under PRC laws, including business interruption insurance or product liability insurance. We also do not maintain keyman insurance, insurance policies covering damages to our network infrastructures or information technology systems, or any insurance policies for our properties. Nonetheless, we have purchased directors’ and officers’ liability insurance. Our Directors believe that our insurance coverage is adequate and in line with the industry norm.

During the Track Record Period, we did not make any material insurance claims in relation to our business.



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### RISK MANAGEMENT AND INTERNAL CONTROL

We are subject to a wide range of risks in the ordinary course of our business. See “Risk Factors — Risks Relating to Our Business and Industry”. Therefore, we have devoted ourselves to establishing and maintaining risk management and internal control policies that we consider to be necessary and appropriate for our business operations. We have adopted and implemented risk management policies in various aspects such as financial reporting, credit management, information technology, operational management, human resources and compliance. Our Board has the overall and ultimate responsibility of maintaining effective risk management and internal control systems within our Group by identifying and assessing significant risks that our Group may have during our operations. We will continually monitor the ongoing compliance by our Group with the relevant laws and regulations that govern our business operations and oversee the implementation of any necessary measures.

#### **Risk Management**

##### ***Financial Reporting Risk Management***

We are exposed to a wide range of financial risks, such as credit, liquidity, currency and interest rate risks that arise in our ordinary and usual course of business. See “Financial Information — Market Risk and Risk Management”. Therefore, we have adopted accounting policies in relation to our financial reporting risk management, such as financial management, budget management and receivables settlement and management. We will provide ongoing training to our finance department members to ensure that these policies and guidelines are properly observed and implemented. In addition, we have established internal accountability mechanisms to enhance the accuracy, completeness and timeliness of our financial disclosures, and to reinforce responsibility among personnel involved in the preparation and review of annual reports. As at 31 December 2025, our finance team was headed by our chief financial officer, Mr. Zheng Zhengdong, who has extensive experience in public company financial reporting. Other members in our finance department also have extensive experience in finance and accounting.

##### ***Credit Risk Management***

Our credit risk is primarily attributable to trade receivables and other receivables related to media agency services. We manage credit risks primarily through the following measures:

- we have implemented “know-your-customer” procedures and credit check to ascertain the background of our potential customers;
- we perform individual credit assessment on potential and new customers, that request credit above a predetermined threshold. These evaluations focus on the customers’ historical payment behaviour, their current financial capacity to pay, and specific information about the customer and the economic environment in which it operates. We may require them to prepay for our services to minimise our credit risk exposure;
- we have a credit policy with respect to the credit limits and credit periods granted to our customers, which are subject to our ongoing review and revision; and
- we use a provision matrix to calculate the expected credit losses in respect of our trade receivables and other receivables related to media agency services to assess our exposure to credit risks.

For details of the analysis on our trade receivables, see “Financial Information — Description of Selected Items of Consolidated Statements of Financial Position — Trade Receivables”.

##### ***Information Technology Risk Management***

We protect against data leakage and cyber threats through our IT operation and maintenance department. We have established management frameworks based on the ISO/IEC 27001 information security management system and ISO 27701 privacy information management system and obtained relevant system certifications. We have established a series of internal policies to govern every stage of data handling, for example, data security management policy, access control management policy,



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operation security management policy and information security accident management policy. To ensure these policies are effectively implemented, our IT operation and maintenance department is appointed as the department in charge of our data security and cybersecurity management, with an information security management committee which consists of the persons-in-charge of different departments which develop our overall information planning strategy. We implement encryption and back-up measures on relevant data, with certain cypher rotated automatically and in the case of security requirements such as login protection and integrity verification, a hashing algorithm must be used. We adopt the principles of least-privilege and segregation-of-duty principles to enforce role-based access control. Our cloud infrastructure is certified compliant, deployed inside a virtual private cloud with network-layer access control lists and built-in distributed denial of service (DDoS) mitigation. We entered into confidentiality agreements with our employees. For any external collaborations involving technical secrets, we include a confidentiality clause with our partners.

### ***Operational Risk Management***

To ensure the compliance of our business operations with the relevant rules and regulations, especially those governing the mobile advertising industry, we have adopted our internal policies to update the latest changes in laws and regulations and industry standards. We manage our operational risk through a governance structure that assigns clear responsibility to the Board for establishing and maintaining effective internal controls, with senior management monitoring key controls daily and confirming compliance to the Board every quarter. The Audit Committee, chaired by an accounting professional, supervises the internal audit regime, reviews financial information and disclosure, and tracks implementation of remedial actions. All material business decisions require dual approval at functional-head and executive level, and minutes of Board and committee meetings are retained to provide a complete audit trail.

In addition, we continually review our risk management policies and the implementation of our measures to ensure they are effective and sufficient. We also engaged external legal advisers in the PRC to assist us in updating templates of our legal documents and examining legal terms that we enter into with our customers and suppliers and conducting investigations on necessary underlying due diligence materials for us before entering into any contracts or business arrangements with our customers and suppliers.

### ***Human Resources Risk Management***

We have adopted internal control policies covering different aspects of human resources management such as recruitment, training, work ethics and legal compliance. For instance, we have implemented management guidelines for our new hires regarding, among other things, prevention of fraud, anti-money laundering, anti-corruption and confidentiality of information. We maintain high recruiting standards to ensure the quality of new hires. We have established a monitoring system to implement anti-bribery and anti-corruption measures so as to ensure that our employees comply with our internal rules and policies as well as applicable laws and regulations. For example, our Board of Directors and senior management are responsible for fostering a culture of integrity, and are responsible for conducting fraud and bribery risk assessments from time to time, whilst our Audit Committee reviews and approves our risk assessment results and policies. We have also identified certain forbidden conducts in our internal anti-bribery and anti-corruption policies, including, among others, the prohibition against acceptance of bribes or unauthorised incentives, embezzlement or misappropriation of our assets, misleading financial reporting and forgery or alteration of our accounting records.

We have also made available internal antifraud and anonymous reporting mechanisms through which potential violations of our internal policies or suspicious illegal acts for anti-corruption at all levels of our Group can be timely reported to our Directors and senior management and appropriate measures can be taken to minimise damage.

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We also provide specialised trainings tailored to the needs of our employees in different teams at different levels, ranging from problem-solving, communication skills to industry updates, to support their growth and upward mobility. We thereby established a learning roadmap for employees at all levels, offering highly customised training combinations to employees based on their specific needs and preferences.

### ***Compliance and Legal Risk Management***

We control compliance and legal risk through a framework that requires every significant business decision to be evaluated against our Articles of Association before implementation in order to ensure compliance with PRC Company Law, PRC Securities Law and other applicable regulations. The Board supervises this process, and the Audit Committee monitors the completeness and accuracy of associated disclosures.

We also established a formal information disclosure management system to mitigate legal and regulatory risks. This system mandates timely and accurate disclosure of material events such as significant litigation, changes in control, or major transactions, as required by stock exchange rules. Our company secretary oversees all disclosures and serves as the primary liaison with regulatory authorities. Our Directors and senior management are individually accountable for the veracity of periodic reports, and we impose disciplinary measures for non-compliance, including sanctions for insider trading or disclosure violations. This integrated approach ensures ongoing adherence to legal obligations and minimises exposure to regulatory penalties or civil claims.

### **Internal Control**

Our Board confirms that it is responsible for establishing and maintaining adequate internal controls and for reviewing their effectiveness annually. Senior management monitors the operation of key controls on a daily basis and confirms compliance to the Board each quarter. In preparation for the [REDACTED], we have implemented, or will implement, the following enhancement measures:

- we have established the Audit Committee to review and supervise our financial reporting process and internal control system. The Audit Committee consists of three independent non-executive Directors, and its chairman has appropriate professional qualifications. For the qualifications and experience of the members of the Audit Committee, see “Directors and Senior Management — Directors”;
- we will engage or continue to engage legal advisers to provide ongoing legal advice to us in relation to future compliance with the PRC, Hong Kong and overseas laws and regulations in all material respects upon [REDACTED];
- we have arranged for our Directors and senior management to attend a training programme on the relevant applicable laws and regulations, including the Listing Rules, provided by our Company’s Hong Kong legal advisers prior to the application for [REDACTED]. With a view to proactively identify any concerns and issues relating to any potential non-compliance, we will continue to arrange training programmes to be provided by our legal advisers in the PRC, Hong Kong and overseas and/or any appropriate accredited institution, from time to time and as and when necessary, to update our Directors, senior management and relevant employees on the relevant laws and regulations. In addition, specific training programmes in relation to updates on relevant applicable laws and regulations will also be held when necessary; and
- we have appointed Lego Corporate Finance Limited as our compliance adviser to advise on compliance with the Listing Rules.

Based on the above, our Directors are of the view that our risk management and internal control systems, when implemented, will be adequate and effective under the Listing Rules to ensure ongoing compliance with the relevant laws and regulations by our Group.

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## BUSINESS

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### [REDACTED] Arrangements

During the Track Record Period, certain customers (the “**Relevant Customer(s)**”) settled payments with us through accounts of third-party payors designated by the Relevant Customers (the “**Third-Party Payment Arrangement(s)**”). In 2023, 2024 and 2025, the number of Relevant Customers was 1,214, 807 and 1,109, respectively.

The payments of these Relevant Customers were classified as third-party payments for one or a combination of the following reasons:

- (i) These Relevant Customers would request their affiliates or business partners to pay on the Relevant Customers’ behalf for convenience and flexibility. The increase in the number of Relevant Customers utilising the Third-Party Payment Arrangements in 2025 was primarily due to the natural growth of our media agency services. In particular, out of these Relevant Customers, 896, 583 and 850 were customers who engaged us to set up advertising accounts under our media agency services. These Relevant Customers were located in various locations around the world (but none of them were located in sanctioned countries); and/or
- (ii) Some of these payments were made through third-party payment operators (such as WorldFirst) to our bank accounts in Hong Kong or the PRC. In such cases, the third-party payment operator would be recognised as the payor instead of the customer which actually gave the instruction to the third-party payment operator to make such payment.

In 2023, 2024 and 2025, the aggregate amount settled under the Third-Party Payment Arrangements was RMB1,667.9 million, RMB1,399.1 million and RMB1,629.1 million, respectively, representing 22.1%, 13.6% and 11.8% of our gross billing for the same periods, respectively. Throughout the Track Record Period, no individual Relevant Customer made a material contribution to our revenue. According to CIC, third-party payment arrangement is not uncommon in the mobile advertising services market for entities within the same group to settle transactions with their suppliers for convenience and flexibility.

Our Directors confirm that, during the Track Record Period, (i) none of the third-party payors designated by the Relevant Customers is a connected person of our Group and such designated third-party payors are independent from any of the directors, senior management and shareholders of our Group, (ii) the Third-Party Payment Arrangements were initiated by the Relevant Customers, rather than our Group for the purpose of circumventing any applicable laws and regulations and confirmation have been obtained from all the third-party payors confirming the Third-Party Payment Arrangements, (iii) our Group did not participate in any other forms of such arrangement, (iv) our Group did not provide any discount, commission, rebate or other benefits to any of the Relevant Customers to facilitate or encourage the Third-Party Payment Arrangements, (v) the pricing and payment terms of the agreements we entered into with the Relevant Customers were in line with those customers not involved in the Third-Party Payment Arrangements, (vi) all payments received under the Third-Party Payment Arrangements were appropriately recorded following accounting procedures and policies, (vii) the settlements made by the third-party payers were not financed, directly or indirectly, by our Group, the directors, senior management and shareholders of our Group, and any of their respective associates; and (viii) during the Track Record Period and up to the Latest Practicable Date, we were not requested to refund funds, and our Group had not been subject to any actual or pending disputes or administrative penalties related to the Third-Party Payment Arrangements.

We have ceased the Third-Party Payment Arrangements since 1 March 2026. Our Directors believe that the termination of the Third-Party Payment Arrangements has not had, and will not have, any material adverse effect on our business operation and financial performance. Prior to its cessation, our Group had adopted the following internal control measures for the management of the Third-Party Payment Arrangements:

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- (i) to ensure the authenticity and traceability of each third-party payment transaction, we would confirm the payment details, payment methods and third-party payors with the Relevant Customers as supported by the payment proof;
- (ii) the approvals from the finance department, business department and legal department were required before entering into any third-party payment agreements among us, the Relevant Customers and their designated third-party payors; and/or
- (iii) we would set up designated bank accounts for the Relevant Customers, allowing payments to be made directly by their third-party payors and for clear identification and proper matching of the relevant transactions.

Our PRC Legal Advisers have confirmed that we were not the subject of any investigations, enquiries, penalties or surcharges as a result of our involvement in the Third-Party Payment Arrangements during the Track Record Period and up to the Latest Practicable Date. As advised by our PRC Legal Advisers, (i) the Third-Party Payment Arrangements did not contravene the mandatory provisions of the PRC Civil Code (《中華人民共和國民法典》) or other applicable PRC laws and regulations currently in force; (ii) in respect of Relevant Customers and their designated third-party payors who have provided duly executed payment authorisation agreements or letters of undertaking, or for whom payment authorisation information has been obtained, the risk of our Company being required to refund funds to such Relevant Customers or their designated third-party payors solely by reason of the Third-Party Payment Arrangements is low; (iii) the likelihood of our Company being subject to any administrative penalties for violation of PRC laws and regulations relating to tax evasion due to the existence of Third-Party Payment Arrangements established out of necessity and commercial reasonableness is low; and (iv) the risk of our Company being considered to have committed the crime of money laundering under Article 191 of the PRC Criminal Law (《中華人民共和國刑法》), which involves concealing or disguising the source and nature of proceeds or gains, due to the existence of Third-Party Payment Arrangements established out of necessity and commercial reasonableness, is low.

As further advised by our legal adviser as to Hong Kong regulatory and compliance matters with respect to the operations of certain subsidiaries in Hong Kong, under the laws of Hong Kong, there is generally no prohibition against a company receiving payments from a third-party on behalf of, or in satisfaction of obligations owed by, another person, provided that such payment arrangements are lawful, properly documented, and do not involve any element of illegality such as fraud, money laundering, bribery or other unlawful conduct. Section 25(1) of the OSCO provides that a person commits an offence if he deals with property knowing or having reasonable grounds to believe that the property represents the proceeds of an indictable offence. The provision is aimed at preventing the handling of criminal proceeds and forms part of Hong Kong’s anti-money laundering framework. Accordingly, while the mere receipt of payment from a third party is not prohibited per se, such receipt may give rise to legal concerns if the recipient knows or has reasonable grounds to suspect that the funds represent proceeds of crime or are otherwise connected with unlawful activities. Taking into account that (i) the business operation of our Hong Kong subsidiaries giving rise to the Third-Party Payment Arrangements are genuine commercial transaction and are commercially reasonable and the relevant payments are made pursuant to contracts entered into between the relevant customers and/or third-party payors and the relevant counterparties; (ii) there is no reasonable grounds to suspect that the funds received from third-party designated by the customers of our Hong Kong subsidiaries constitute proceeds of crime; (iii) our Hong Kong subsidiaries have not been subject to any dispute, investigation or regulatory inquiry in respect of the legality of the Third-Party Payment Arrangements, nor found to be in breach of any applicable anti-money laundering, anti-bribery or counter-terrorist financing laws and regulations in Hong Kong as a result of such arrangements, the receipt of third-party payments by our Hong Kong subsidiaries being permissible under Hong Kong law, including under Section 25(1) of the OSCO, our Directors believe that the risk of our Hong Kong subsidiaries being investigated or prosecuted for money laundering, bribery or terrorist financing arising from the Third-Party Payment Arrangements are considered to be extremely low.

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Please also see “Risk Factors — Risks Relating to Our Business and Industry — We are subject to the risks in relation to certain Third-Party Payment Arrangements.”

We have established and adopted enhanced internal control measures to mitigate risks relating to, and prevent future occurrences of the Third-Party Payment Arrangements. Under such measures, payments are required to be made directly by the contractual parties to the relevant sale and purchase agreements, and we do not accept payments from accounts of related parties, or any other third-party payors. The termination of the Third-Party Payment Arrangements did not adversely affect customers’ settlement practices.

Based on the follow-up review on the implementation of measures, our Directors are of the view that the above measures are effective and adequate in preventing Third-Party Payment Arrangements, and our Directors will oversee the effectiveness of such enhanced internal controls on the Third-Party Payment Arrangements periodically.

Based on (i) the review of the enhanced internal control measures to manage Third-Party Payment Arrangements, including, among others, the prohibition of the Third-Party Payment Arrangements, (ii) the review of the internal control report prepared by an independent internal control consultant engaged by the Company to assess its internal control system and procedures and to provide recommendations to its internal controls, pursuant to which no material deficiencies with respect to the enhanced internal control measures to manage Third-Party Payment Arrangements has been identified, and (iii) the discussion with the management of the Company regarding the enhanced management of the Third-Party Payment Arrangements, nothing has come to the attention to the Sponsor that would cause to cast doubt on the effectiveness and adequacy of the enhanced internal control measures.

## LEGAL PROCEEDINGS AND COMPLIANCE

### Legal Proceedings

During the Track Record Period and up to the Latest Practicable Date, we had not been involved, directly or indirectly, in any actual or pending legal, arbitration or administrative proceedings, including bankruptcy or receivership proceedings, that we believe would have a material adverse effect on our business, results of operations, financial condition or reputation. Our Directors are not involved in any actual or threatened claims or litigations that could, whether individually or in the aggregate, have a material adverse effect on our business or financial condition. There are no material legal, arbitral or administrative proceedings before any court current or pending against, or involving the properties, or the businesses of our Company, to which any of the properties or members of our Company is subject during the Track Record Period and up to the Latest Practicable Date.

However, we may from time to time become involved in various legal, arbitration or administrative proceedings and proceedings arising from the ordinary course of business. Litigation or any other legal or administrative proceeding, regardless of the outcome, is likely to result in some costs and a diversion of our resources, including our management’s time and attention. See “Risk Factors — Risks Relating to Our Business and Industry — We and our directors, senior management and Single Largest Group of Shareholders are exposed to the risk of lawsuits, investigations and other legal or regulatory proceedings.”.

### Compliance

During the Track Record Period, we did not have any non-compliance with the laws or regulations which, in the opinion of our management, is likely to have a material adverse effect on our business or financial condition. Our PRC Legal Advisers have advised us that, and based on our understanding, we also believe that, during the Track Record Period and up to the Latest Practicable Date, we have complied with all relevant laws and regulations in all material respects.



## DIRECTORS AND SENIOR MANAGEMENT

### OVERVIEW

Upon [REDACTED], our Board will consist of nine Directors, including six executive Directors and three independent non-executive Directors. Our Board is responsible, and has general authority for, the management and operation of our Company. Our Directors are appointed for a term of three years and shall be subject to re-election upon expiry of their term of office.

Our senior management consists of four members who are responsible for the day-to-day management of our Company’s business.

### DIRECTORS

| Name                      | Age | Time of joining our Group | Time of Appointment as Director | Position(s)                                                | Roles and responsibilities                                                                            | Relationship with other Director(s) and/or senior management |
|---------------------------|-----|---------------------------|---------------------------------|------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Mr. Zou Xiaowu (鄒小武)      | 38  | November 2015             | December 2015                   | Executive Director, chairman of our Board                  | Overseeing the overall strategic planning, business direction and management of our Company           | Nil                                                          |
| Ms. Wu Ying (武瑩)          | 42  | December 2015             | August 2023                     | Executive Director and general manager                     | Managing the overall strategic planning and business direction of our Company                         | Nil                                                          |
| Mr. Zheng Zhengdong (鄭正東) | 45  | October 2023              | May 2024                        | Executive Director and chief financial officer             | Managing the overall strategic planning, business direction and financial management of our Company   | Nil                                                          |
| Ms. Wang Ping (王萍)        | 40  | August 2017               | March 2019                      | Executive Director and Board secretary                     | Managing the overall strategic planning and business direction of our Company                         | Nil                                                          |
| Ms. Yang Ya (楊婭)          | 37  | December 2015             | May 2025                        | Executive Director and deputy general manager              | Managing the overall strategic planning and business direction of our Company                         | Nil                                                          |
| Mr. Qin Peng (秦鵬)         | 42  | December 2015             | May 2025                        | Executive Director and general manager of technical centre | Managing the overall strategic planning, business direction and technology development of our Company | Nil                                                          |
| Mr. Li Changcheng (李長城)   | 57  | November 2023             | November 2023                   | Independent non-executive Director                         | Supervising and providing independent judgement to the Board                                          | Nil                                                          |
| Mr. Meng Wei (孟煒)         | 45  | March 2026                | March 2026                      | Independent non-executive Director                         | Supervising and providing independent judgement to the Board                                          | Nil                                                          |
| Mr. Liu Zhen (劉振)         | 41  | March 2026                | March 2026                      | Independent non-executive Director                         | Supervising and providing independent judgement to the Board                                          | Nil                                                          |

### Executive Directors

Mr. Zou Xiaowu (鄒小武), aged 38, has been serving as our Director and the chairman of our Board since December 2015, and was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Mr. Zou joined our Group in November 2015 as the chief executive officer of Xi’an Diangao. He was the general manager of our Company from December 2015 to July 2023. Following our Company’s strategic adjustments, he stepped down from this role to concentrate on exploring industry opportunities and identifying new business ventures for our



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## DIRECTORS AND SENIOR MANAGEMENT

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Company. Mr. Zou is primarily responsible for overseeing the overall strategic planning, business direction and management of our Company. He currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Mr. Zou has over 17 years of experience in internet marketing industry. Prior to joining our Company, he worked in NDP Media Corp from December 2012 to August 2019 and worked in Ndpmedia Corporation from February 2014 to July 2016. The experience in internet marketing and mobile internet marketing in both companies has provided Mr. Zou with insights into the spectrum of the digital advertising ecosystem, positioning him to guide our strategic direction and business development in the global digital marketing landscape.

The business licences of Ndpmedia Corporation and NDP Media Corp were deregistered as they had already ceased operation based on a comprehensive assessment of market environment and future strategy implementation following the development of our Company. Further, Mr. Zou was a director of Grid Ads (XLZZ) Limited when it was dissolved. Mr. Zou confirmed that these companies were solvent at the time of their respective deregistration and their respective deregistration had not resulted in any liability or obligation against him. The following table sets out further details of the deregistered companies.

| <u>Name of the Company</u> | <u>Place of incorporation</u> | <u>Date of Dissolution</u> | <u>Method of Dissolution</u> | <u>Nature of Business</u>          |
|----------------------------|-------------------------------|----------------------------|------------------------------|------------------------------------|
| Ndpmedia Corporation       | California                    | 22 July 2016               | Dissolution                  | Internet marketing                 |
| NDP Media Corp             | Republic of Seychelles        | 19 August 2019             | Dissolution                  | Mobile internet marketing          |
| Grid Ads (XLZZ) Limited    | Hong Kong                     | 28 June 2024               | Deregistration               | Advertising and marketing research |

Mr. Zou obtained his bachelor’s degree in industrial engineering from the University of Science and Technology Beijing (北京科技大學) in the PRC in July 2008, and his master’s degree in industrial engineering from the University of Arizona in the United States in May 2010.

**Ms. Wu Ying (武瑩)**, aged 42, has been our Director and general manager since August 2023 and July 2023 respectively, and is mainly responsible for managing the overall strategic planning and business direction of our Company. Ms. Wu was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. She previously served as a senior vice president of our Company from December 2015 to February 2019 and a deputy general manager of our Company from March 2019 to July 2023. She currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Ms. Wu has over 21 years of experience in business development, sales and management, including substantial experience in the telecommunications industry. Prior to joining our Company, she served as a solution sales manager of Huawei Technologies Co., Ltd. (華為技術有限公司), a telecommunications equipment provider from July 2005 to July 2010, was responsible for market expansion and sales of optical transmission products. Subsequently, from August 2010 to July 2015, she served as the senior product manager for Europe, the United States and the Commonwealth of Independent States regions at Hmn Smart Co., Ltd. (華海智匯技術有限公司), formerly known as Huawei Marine Networks Co., Ltd. (華為海洋網絡有限公司) and primarily engaging in turnkey engineering for global submarine optical cable projects, where she was responsible for market expansion and sales. She also served as a senior business development manager in THE Cloud WORLD (Xi An) Network Technology Co., Ltd. (雲廣天下(西安)網絡科技有限公司), a company primarily engaged in internet advertising marketing, from August 2015 to November 2015, where she was responsible for corporate business.

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## DIRECTORS AND SENIOR MANAGEMENT

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Ms. Wu obtained her bachelor’s degree in automation from Tianjin University (天津大學) in the PRC in June 2005, and her executive master of business administration from the Cheung Kong Graduate School of Business (長江商學院) in the PRC in November 2024.

**Mr. Zheng Zhengdong (鄭正東)**, aged 45, has been serving as the chief financial officer and the Director of our Company since June 2024 and May 2024 respectively. Mr. Zheng was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Mr. Zheng is primarily responsible for managing the overall strategic planning, business direction and financial management of our Company. He currently holds directorship and managerial positions in a number of subsidiaries of our Company.

Mr. Zheng has over 20 years of experience in financial management and corporate finance across various industries. Prior to joining our Company, he served as a finance manager of Changqing Industrial Group Co., Ltd. (長慶實業集團有限公司), a company primarily engaged in production and sales of petroleum, from July 2005 to April 2016, where he was responsible for financial accounting and financial reporting. Further, he served as the finance manager of Shenzhen Capstone Industrial Co., Ltd. (深圳大通實業股份有限公司), a company primarily engaged in, among others, advertising marketing, from May 2016 to March 2020, as finance director from March 2020 to December 2020 and as deputy general manager from December 2020 to April 2021. Subsequently, he served as the chief financial officer of Xiaobaitu Dental Medical Technology Group Company (小白兔口腔醫療科技集團股份公司), a company primarily engaged in dental medical services, from June 2021 to June 2023, where he was responsible for finance, investment and financing management.

Mr. Zheng obtained his bachelor’s degree in accounting from Northwest University (西北大學) in the PRC, in July 2005. He subsequently completed a master’s degree in business administration at Hong Kong Asia Business College (香港亞洲商學院), an institution located in Hong Kong, in July 2022 through an online course. Since September 2021, he has been an international certified public accountant, certified by Enterprise Financial Management Association of China (中國企業財務管理協會). Since December 2023, he has been a senior accountant, accredited by Shaanxi Provincial Department of Human Resources and Social Security (陝西省人力資源和社會保障廳).

**Ms. Wang Ping (王萍)**, aged 40, has served as the head of the securities department since August 2017, and our Director and Board secretary since March 2019. Ms. Wang was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Ms. Wang is responsible for managing the overall strategic planning and business direction of our Company.

Ms. Wang has over 17 years of experience in financial management, securities affairs and investment banking. She previously served as a financial manager in Tianjin Chengke Transmission Mechanical and Electrical Engineering Co., Ltd. (天津成科傳動機電技術股份有限公司), a company primarily engaged in research and development, design and manufacturing of intelligent belt conveyors and related supporting equipment, from March 2009 to September 2012, where she was responsible for the preparation of financial statements, financial management, and led the preparation work for its quotation on NEEQ. She then served as a senior manager at CITIC Securities Co., Limited (中信證券股份有限公司), a company providing diversified securities and financial services, from September 2012 to August 2017, where she was involved in quotation services in NEEQ and investment banking business.

Ms. Wang obtained her bachelor’s degree in business administration from Tianjin University of Finance and Economics (天津財經大學) in the PRC in June 2008. Ms. Wang obtained the qualification of board secretary of Shenzhen Stock Exchange, as certified by the Shenzhen Stock Exchange, in July 2020.

**Ms. Yang Ya (楊姪)**, aged 37, has been serving as our general manager of integrated marketing business unit since December 2015, and our employee representative Director and deputy general manager since May 2025. She was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Ms. Yang is responsible for managing the overall strategic planning and business direction of our Company. She currently holds directorship and managerial positions in a number of subsidiaries of our Company.

## DIRECTORS AND SENIOR MANAGEMENT

Ms. Yang has over 13 years of experience in marketing and customer management. Prior to joining our Company, she served as a marketing consultant at Beijing Huaqing Yuanjian Technology Development Co., Ltd. Xi'an Branch (北京華清遠見科技發展有限公司西安分公司) (formerly known as Beijing Huaqing Yuanjian Technology Information Co., Ltd. Xi'an Branch (北京華清遠見科技信息有限公司西安分公司)) a company primarily engaged in marketing, from March 2013 to January 2014, where she was responsible for market expansion. She then served as a senior key client manager at Beijing Co-Mall Internet Technology Co., Ltd (北京科碼先鋒互聯網技術股份有限公司) (formerly known as Beijing Co-Mall Software Technology Co., Ltd. (北京科碼先鋒軟件技術有限公司)), a company primarily engaged in business marketing, from January 2014 to August 2015, where she was responsible for developing and maintaining customer relationships.

Further, Ms. Yang was a director of Driveiw Limited when it was dissolved. Ms. Yang confirmed that it was solvent at the time of deregistration and its deregistration had not resulted in any liability or obligation against her. The following table sets out its further details.

| <u>Name of the Company</u> | <u>Place of incorporation</u> | <u>Date of Dissolution</u> | <u>Method of Dissolution</u> | <u>Nature of Business</u>                          |
|----------------------------|-------------------------------|----------------------------|------------------------------|----------------------------------------------------|
| Driveiw Limited            | Hong Kong                     | 28 June 2024               | Deregistration               | Software and network design and development; sales |

Ms. Yang obtained her bachelor's degree in English from Xi'an Physical Education University (西安體育學院) in the PRC in July 2013. She then obtained her master's degree in business administration from Xi'an Jiaotong University (西安交通大學) in the PRC, in June 2023.

**Mr. Qin Peng (秦鵬)**, formerly named Zhu Qinpeng (朱秦鵬), aged 42, has been serving as the general manager of our technology centre since July 2024, and has been acting as our Director since May 2025. Mr. Qin was re-designated as an executive Director in March 2026, with effect from the [REDACTED]. Prior to his current roles, he held several key positions in Xi'an Diangao, in particular, he served as the technical director from December 2015 to November 2018, responsible for core technology research and development and technical team management. Subsequently, he served as the deputy director of product development from December 2018 to November 2021, responsible for managing the full R&D process and team building. Mr. Qin then served as the director of product development from December 2021 to June 2024, responsible for departmental management and the coordination of related projects. Mr. Qin is primarily responsible for managing the overall strategic planning, business direction and technology development of our Company. He currently holds directorship in a number of subsidiaries of our Company.

Mr. Qin has over 20 years of experience in software development and technology management. He served as a software engineer at DIGITAL China Financial Service Holding Limited (神州數碼融信軟件有限公司) (formerly known as Digital China Financial Software Ltd. (北京神州數碼融信軟件有限公司)), a company primarily engaged in software development, from September 2006 to September 2008, where he was responsible for software coding, testing and deployment. Subsequently, he served as a development manager at SI-TECH Information Technology Co., Ltd (北京思特奇信息技術股份有限公司) (formerly known as Beijing Digital China Si-Tech Information Technology Co., Ltd. (北京神州數碼思特奇信息技術股份有限公司)), a company primarily engaged in software project management, from September 2011 to December 2014, where he was responsible for project development progress, team management, quality management and project delivery. From October 2023, Mr. Qin also serves as a director of Bidease Group Inc. (“**Bidease**”) to represent the interests of our Company and/or our Group.

Further, Mr. Qin was a branch responsible person of Xi'an Huojiyun Network Technology Co., Ltd. Changsha Branch (西安火積雲網絡科技有限公司長沙分公司) when it was deregistered. Mr. Qin confirmed that it was solvent at the time of deregistration and its deregistration had not resulted in any liability or obligation against him. The following table sets out its further details.

## DIRECTORS AND SENIOR MANAGEMENT

| <u>Name of the Company</u>                                                       | <u>Place of incorporation</u> | <u>Date of Deregistration</u> | <u>Method of Dissolution</u> | <u>Nature of Business</u>            |
|----------------------------------------------------------------------------------|-------------------------------|-------------------------------|------------------------------|--------------------------------------|
| Xi'an Huojiyun Network Technology Co., Ltd. Changsha Branch (西安火積雲網絡科技有限公司長沙分公司) | PRC                           | 7 August 2025                 | Deregistration               | Mobile internet advertising services |

Mr. Qin obtained his bachelor's degree in computer science and technology from Baoji University of Arts and Sciences (寶雞文理學院) in the PRC, in July 2006.

### Independent Non-executive Directors

**Mr. Li Changcheng (李長城)**, aged 57, has been serving as an independent Director of our Company since November 2023. He was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Li has over 28 years of experience in legal education and research. He commenced his tenure at Capital University of Economics and Business (首都經濟貿易大學), where he has been engaged in teaching and research since July 1998, and currently serves as an associate professor and a manager of the Legal Artificial Intelligence Research Centre. His responsibilities include teaching undergraduate and postgraduate courses such as Civil and Commercial Law and Legal Practice, as well as conducting research related to the field of legal artificial intelligence. Further, he has been serving as a part-time lawyer at Jurisino Law Group (北京市時代九和律師事務所) since June 2006.

Mr. Li obtained his master's degree in jurisprudence from Peking University (北京大學) in the PRC in July 1998. Mr. Li was qualified as a part-time lawyer by Beijing Municipal Bureau of Justice (北京市司法局) in August 1994. Furthermore, he holds the qualification for serving as an independent director of listed companies, obtained from the Shenzhen Stock Exchange, in November 2023.

**Mr. Meng Wei (孟煒)**, aged 45, has been serving as an independent Director of our Company since March 2026, and was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Meng has over 11 years of experience in management, auditing and financial oversight. He subsequently held the position of project manager at Yunnan Bingteng Business Service Co., Ltd. (雲南並騰商務服務有限責任公司) (formerly known as Yunnan Rongxin Certified Public Accountants Co., Ltd. (雲南融欣會計師事務所有限公司)) a firm primarily engaged in audit services, from May 2011 to September 2015, where he was responsible for managing and executing audit projects. Following this, he served as the provincial financial manager at Kunming Wanda Cinema Co., Ltd. (昆明萬達電影城有限公司), a company primarily engaged in the cinema chain business, from March 2016 to October 2016, where he was responsible for overall financial management. He then served as the chief financial officer at Yunnan Aiwei Medical Investment Co., Ltd. (雲南艾維醫療投資有限公司) (formerly known as Yunnan Huashan Medical Investment Co., Ltd. (雲南華山醫療投資有限公司)) a company primarily engaged in project investment and management, from October 2016 to May 2019, where he was responsible for overall financial management. Since June 2019, he has been serving as the chief financial officer at Yunnan Qihan Real Estate Development Co., Ltd. (雲南啟翰房地產開發有限公司), a company primarily engaged in real estate development and sales, where he is responsible for overall financial management.

Mr. Meng obtained his bachelor's degree in economics from Changchun University of Science and Technology (長春理工大學) in the PRC, in July 2003. He subsequently completed a master's degree in economic management at Yunnan Agricultural University (雲南農業大學) in the PRC, in



## DIRECTORS AND SENIOR MANAGEMENT

June 2009. Furthermore, he holds the professional qualification of Certified Public Accountant of the PRC, granted by the Certified Public Accountant Examination Committee of the Ministry of Finance (財政部註冊會計師考試委員會) in December 2009.

**Mr. Liu Zhen (劉振)**, aged 41, has been serving as an independent Director of our Company since March 2026, and was re-designated as an independent non-executive Director in March 2026, with effect from the [REDACTED].

Mr. Liu has over 16 years of experience in management consulting, project incubation and wealth management. Prior to joining our Company, he served as a consultant at IBM (China) Company Limited Beijing Branch (國際商業機器(中國)有限公司北京分公司) a company primarily engaged in management consulting, from August 2008 to July 2010, where he was responsible for consulting. He then served as a senior manager at Aviden Information Technology (Beijing) Co., Ltd. (艾維登信息科技(北京)有限公司) (formerly known as Atos Information Technology (China) Co., Ltd. (源訊信息技術(中國)有限公司)) a company primarily engaged in management consulting, from November 2010 to July 2014, where he was responsible for management consulting. He subsequently held the position of product planning director at Shanghai Saike E-commerce Shanghai Sai Ke E-Commerce Ltd. (上海賽可電子商務有限公司), a company primarily engaged in automotive O2O sales and services, from July 2014 to April 2015, where he was responsible for strategic management. Following this, he served as a consulting adviser at Beijing Shili Information Technology Co., Ltd. (北京時利信息技術有限公司), a company primarily engaged in information technology services and ancillary consulting, from July 2015 to March 2018, where he was responsible for management consulting. He then served as a consulting adviser at Xi'an Shaobopai Enterprise Management Consulting Partnership (Limited Partnership) (西安少伯派企業管理諮詢合夥企業(有限合夥)), a company primarily engaged in project incubation and post-investment management, from March 2018 to May 2024, where he was responsible for pre-investment project assessment and post-investment management. Since June 2024, he has been serving as a financial planner at AIA International Limited (友邦保險(國際)有限公司), a company primarily engaged in wealth management, where he is responsible for identifying customers' financial and protection needs in order to promote or arrange suitable insurance products for customers.

Mr. Liu obtained his bachelor's degree in international economics and trade from Beijing Wuzi University (北京物資學院) in the PRC, in July 2005. He subsequently completed a second bachelor's degree in software engineering at Peking University (北京大學) in the PRC, in July 2008.

### SENIOR MANAGEMENT

| Name                      | Age | Time of joining the Group | Time of Appointment as a senior manager | Position(s)                                    | Roles and responsibilities                                                                          | Relationship with other Director(s) and/or senior management |
|---------------------------|-----|---------------------------|-----------------------------------------|------------------------------------------------|-----------------------------------------------------------------------------------------------------|--------------------------------------------------------------|
| Ms. Wu Ying (武瑩)          | 42  | December 2015             | March 2019                              | Executive Director and general manager         | Managing the overall strategic planning and business direction of our Company                       | Nil                                                          |
| Mr. Zheng Zhengdong (鄭正東) | 45  | October 2023              | June 2024                               | Executive Director and chief financial officer | Managing the overall strategic planning, business direction and financial management of our Company | Nil                                                          |
| Ms. Wang Ping (王萍)        | 40  | August 2017               | March 2019                              | Executive Director and Board secretary         | Managing the overall strategic planning and business direction of our Company                       | Nil                                                          |
| Ms. Yang Ya (楊姪)          | 37  | December 2015             | May 2025                                | Executive Director and deputy general manager  | Managing the overall strategic planning and business direction of our Company                       | Nil                                                          |

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## DIRECTORS AND SENIOR MANAGEMENT

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**Ms. Wu Ying (武瑩)**, aged 42, has been our general manager since July 2023. Ms. Wu was our deputy general manager from March 2019 to July 2023. See “Directors and Senior Management — Directors — Executive Directors”.

**Mr. Zheng Zhengdong (鄭正東)**, aged 45, has been serving as our chief financial officer since June 2024. See “Directors and Senior Management — Directors — Executive Directors”.

**Ms. Wang Ping (王萍)**, aged 40, has been serving as our Board secretary since March 2019. See “Directors and Senior Management — Directors — Executive Directors”.

**Ms. Yang Ya (楊姪)**, aged 37, has been serving as our deputy general manager since May 2025. See “Directors and Senior Management — Directors — Executive Directors”.

### CONFIRMATION FROM OUR DIRECTORS

#### Rule 8.10 of the Listing Rules

Our executive Director, Mr. Qin Peng, was appointed as a director of Bidease on 1 October 2023. As at the Latest Practicable Date, Bidease was a company indirectly held as to 22.91% of equity interests by our Company through Click Tech Limited, with the remaining equity interests held by Independent Third Parties. Bidease is principally engaged in the provision of programmatic advertising services, connecting with upstream traffic demand sources such as mobile app developers, while sourcing advertising inventories from major global programmatic media.

As such, Bidease might from time to time directly or indirectly compete with the business of our Company. Notwithstanding the above, we believe that we are capable of performing our business independently of, and at arm’s length from Bidease based on the following grounds:

- (i) we have appointed three independent non-executive Directors upon the [REDACTED], comprising one-third of our Board, in order to promote the interests of our Company and our Shareholders as a whole;
- (ii) notwithstanding that our Group operates in the same industry as Bidease, each of our Group and Bidease exhibits significant business delineation with different business models. Our Group’s business primarily serves Chinese brand advertisers targeting overseas markets for global expansion. In contrast, Bidease specialises in providing programmatic advertising services to established brands within their native markets. The two entities therefore maintain distinct customer structures and regional market focuses;
- (iii) our Company has established relevant corporate governance measures to avoid conflicts of interest between our Group and any Director. In the event that a Director (such as Mr. Qin Peng) is interested in a matter to be discussed or decided at a Board meeting, he/she shall abstain from voting in relation to such matter;
- (iv) Mr. Qin Peng was appointed as a director of Bidease to merely represent the interests of our Company and/or our Group. Despite the directorship of Mr. Qin Peng in Bidease, he does not participate in the daily operations of Bidease; and
- (v) the experience of Mr. Qin Peng, gained through his role at Bidease, which operates in the same industry as our Company, would be highly beneficial to our Company as it provides industry insights to our Company.

Save as disclosed above in “Directors and Senior Management — Confirmation from Our Directors — Rule 8.10 of the Listing Rules”, “Substantial Shareholders” and “Appendix V — Statutory and General Information — D. Disclosure of Interests”, each of our Directors confirms with respect to him/her that:

- (i) he/she does not hold other positions in our Company or other members of our Group as at the Latest Practicable Date;
- (ii) he/she did not hold other long positions or short positions in the Shares, underlying Shares, debentures of our Company or any associated corporation (within the meaning of Part XV of the SFO) as at the Latest Practicable Date;



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## DIRECTORS AND SENIOR MANAGEMENT

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- (iii) he/she had no other relationship with any Directors, senior management or substantial shareholders of our Company as at the Latest Practicable Date;
- (iv) he/she did not hold any other directorships in the three years prior to the Latest Practicable Date in any public companies of which the securities are listed on any securities market in Hong Kong and/or overseas;
- (v) he/she does not have any interest in any business which competes or is likely to compete, either directly or indirectly, with our Group, which would require disclosure under Rule 8.10 of the Listing Rules; and
- (vi) to the best knowledge, information and belief of our Directors, having made all reasonable enquiries, there are no other matters concerning our Director’s appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or shall be disclosed pursuant to Rules 13.51(2) of the Listing Rules as at the Latest Practicable Date.

### Rule 3.09D of the Listing Rules

Each of our Directors confirmed that he or she (i) obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 16 March 2026; and (ii) understands the requirements under the Listing Rules that are applicable to him or her as a director of a [REDACTED] issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

### Rule 3.13 of the Listing Rules

Each of our independent non-executive Directors confirmed (i) his or her independence as regards each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she had no past or present financial or other interest in the business of our Company or our subsidiaries or any connection with any core connected person of our Company under the Listing Rules as at the Latest Practicable Date; and (iii) that there are no other factors that may affect his or her independence at the time of his/her appointment.

### JOINT COMPANY SECRETARIES

Ms. Wang Ping is an executive Director, Board secretary and a joint company secretary of our Company. For her biographical details, see “Directors and Senior Management — Directors — Executive Directors”.

Mr. Wong Chun Yu (黃震宇) is a joint company secretary of our Company. He is responsible for company secretarial matters of our Group. Mr. Wong obtained a Bachelor of Business Administration (Law) degree and a Bachelor of Laws degree from The University of Hong Kong in 2017. Mr. Wong Chun Yu was admitted as a solicitor of the High Court of Hong Kong in June 2021.

### BOARD COMMITTEES

Our Board delegates certain responsibilities to various committees. In accordance with the relevant PRC laws and regulations and the Corporate Governance Code, Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”), our Company has established four Board committees, namely the Strategy Committee, the Audit Committee, the Remuneration and Appraisal Committee and the Nomination Committee.

#### Strategy Committee

We have established a Strategy Committee in order to monitor the strategy and business plans of our Company. Our Strategy Committee consists of three Directors, namely Mr. Zou, Mr. Li Changcheng and Mr. Meng Wei. Mr. Zou serves as the chairman of the Strategy Committee. The primary duties of our Strategy Committee include, but not limited to, reviewing our vision, mission and value propositions, researching and recommending to our Board our long-term development and major investment strategies and reviewing our market positioning, strategic implementation, adjustment plans and feasibility analysis reports for major project investments.

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## DIRECTORS AND SENIOR MANAGEMENT

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### Audit Committee

We have established an Audit Committee with written terms of reference in compliance with, among others, Rule 3.21 of the Listing Rules and paragraph D.3 of part 2 of the Corporate Governance Code. Our Audit Committee consists of three Directors, namely Mr. Meng Wei, Mr. Li Changcheng and Mr. Liu Zhen, Mr. Meng Wei serves as the chairman of the Audit Committee, who is an independent non-executive Director with the appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules. The primary duties of our Audit Committee include, but not limited to, (i) monitoring the work of external auditors; (ii) monitoring and evaluating internal audit work of our Company; (iii) reviewing and making recommendations to the financial reports of our Company; (iv) evaluating the effectiveness of internal control work; and (v) performing other duties and responsibilities as assigned by our Board.

### Remuneration and Appraisal Committee

We have established a Remuneration and Appraisal Committee with written terms of reference in compliance with, among others, Rule 3.25 of the Listing Rules and paragraph E.1 of part 2 of the Corporate Governance Code. Our Remuneration and Appraisal Committee consists of three Directors, namely Mr. Li Changcheng, Mr. Meng Wei and Mr. Liu Zhen. Mr. Li Changcheng is the chairman of our Remuneration and Appraisal Committee. The primary duties of our Remuneration and Appraisal Committee include, but not limited to, (i) making recommendations to our Board on our remuneration proposals of our Directors and members of senior management; (ii) ensuring that no director or any of his/her contacts is involved in determining his/her own remuneration; (iii) reviewing and/or approving matters relating to [REDACTED] under Chapter 17 of the Hong Kong Listing Rules; and (iv) performing other duties and responsibilities as assigned by our Board.

### Nomination Committee

We have established a Nomination Committee with written terms of reference in compliance with, among others, paragraph B.3 of part 2 of the Corporate Governance Code. Our Nomination Committee consists of three Directors, namely Mr. Liu Zhen, Ms. Wang Ping and Mr. Li Changcheng. Mr. Liu Zhen is the chairman of our Nomination Committee. The primary duties of our Nomination Committee include, but not limited to, (i) reviewing and making recommendations to the Board on the composition and number of our Board and senior management; (ii) identifying individuals suitably qualified to become a member of our Board and senior management and making recommendations to our Board on the selection of individuals nominated for directorships and senior management; (iii) making recommendations to the selection of other senior management appointed by our Board; and (iv) performing other duties and responsibilities as assigned by our Board.

### BOARD DIVERSITY POLICY

In order to enhance the effectiveness of our Board and to maintain the high standard of corporate governance, we have adopted a board diversity policy (the “**Board Diversity Policy**”) effective upon the [REDACTED], which sets out the objective and approach to achieve and maintain diversity of our Board. Pursuant to the Board Diversity Policy, we seek to achieve Board diversity through the consideration of a number of factors when selecting the candidates to our Board, including but not limited to gender, age, cultural background and educational background, professional experience, skills, regional and industry experience, ethnicity, knowledge and length of service. The ultimate decision of the appointment will be based on merit and the contribution which the selected candidates will bring to our Board.

Our Board currently consists of three female Directors and six male Directors with a balanced mix of knowledge and skills in addition to industry experience relevant to our Group’s operations and business. They obtained degrees in various majors including industrial engineering, automation, computer science and technology and business administration. Upon [REDACTED], we have three independent non-executive Directors with different industry backgrounds, representing one-third of

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## DIRECTORS AND SENIOR MANAGEMENT

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the members of our Board. Furthermore, our Board has a diverse age and gender representation. Taking into account our existing business model and specific needs as well as the different background of our Directors, the composition of our Board satisfies our Board Diversity Policy.

Our Nomination Committee is responsible for selecting individuals to be nominated as Directors based on the Board Diversity Policy. After [REDACTED], our Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness, and when necessary, make any revisions that may be required and recommend any such revisions to our Board for consideration and approval. The Nomination Committee will also include in annual reports the biographical details of each Director and a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

### COMPLIANCE ADVISER

We have appointed Lego Corporate Finance Limited as our compliance adviser (the “**Compliance Adviser**”) upon the [REDACTED] pursuant to Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Adviser will advise us when we consult the Compliance Adviser in the following circumstances:

- (i) before the publication of any regulatory announcement, circular or financial report;
- (ii) where a transaction, which might be a notifiable or connected transaction under the Listing Rules, is contemplated by our Group, including share issues and share repurchases;
- (iii) where our Group proposes to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our Group’s business activities, developments or results of operation deviate from any forecast, estimate or other information in this document; and
- (iv) where the Stock Exchange makes an inquiry of our Company regarding unusual movements in the price or trading volume of the Shares or any other matters in accordance with Rule 13.10 of the Listing Rules.

Pursuant to Rule 3A.24 of the Listing Rules, the Compliance Adviser will, on a timely basis, inform our Company of any amendment or supplement to the Listing Rules that are announced by the Stock Exchange. The Compliance Adviser will also inform our Company of any new or amended laws and regulations in Hong Kong applicable to us, and advise us on all other applicable requirements under the Listing Rules, laws, rules, code and guidelines.

The terms of appointment of the Compliance Adviser shall commence on the [REDACTED] and end on the date on which our Group complies 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.

### COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

Our Company aims to achieve high standards of corporate governance which are crucial to our development and safeguard the interests of our Shareholders. To accomplish this, we expect to comply with the Corporate Governance Code after the [REDACTED].

### REMUNERATION POLICY

We offer our executive Directors and senior management members, who are also our Company’s employees, compensation in the form of salaries, retirement benefit scheme contributions, discretionary bonus, housing provident fund, social insurance and other benefits in kind. 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.

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## DIRECTORS AND SENIOR MANAGEMENT

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The aggregate amounts of emoluments paid or payable to our then-directors and supervisors (including salaries, allowances and benefits in kind, discretionary bonuses, retirement scheme contributions and share-based payments) was RMB5.7 million, RMB6.3 million and RMB17.6 million in 2023, 2024 and 2025, respectively.

The five individuals whose emoluments were the highest in the Group include two, two and one then-directors or supervisors for 2023, 2024 and 2025 respectively. The total remuneration for the remaining individuals who are not the then-director(s) or supervisor(s) among the five highest paid individuals (including salaries, other emoluments, discretionary bonuses, share-based payments and retirement scheme contributions) amounted to RMB3.8 million, RMB4.9 million and RMB18.3 million for 2023, 2024 and 2025 respectively. Further details on the remuneration of the five individuals whose remuneration were the highest in the Group during the Track Record Period are set out in the Accountants’ Report.

During the Track Record Period, no remuneration was paid to, or receivable by, our Directors or the five highest paid individuals of our Group as an inducement to join or upon joining our Company or as a compensation for loss of office in the Track Record Period. Further, none of our Directors had waived any remuneration during the same period.

The remuneration of our Directors and senior management is determined with reference to factors including but not limited to the responsibility, risk and commitment of our Directors and senior management, the performance evaluation structure and results and the salaries paid by comparable companies.

Save as disclosed above and in “Financial Information,” “Appendix I — Accountants’ Report” and “Appendix V — Statutory and General Information”, no other payments have been paid, or are payable, by our Company or any of our subsidiaries to our Directors or the five highest paid individuals during the Track Record Period.

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## RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

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### OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As at the Latest Practicable Date, Mr. Zou was interested in approximately 30.01% of the voting power at general meetings of our Company (excluding the 735,400 A Shares held by our Company as treasury Shares as at the Latest Practicable Date), comprising (i) 25.39% of the voting power which was wholly owned by Mr. Zou and (ii) 4.62% of the voting power which was controlled by Mr. Zou in his capacity as the sole managing partner and general partner of Ningbo Zhongdianyi. For a simplified corporate structure chart of our Group before the [REDACTED], see “History, Development and Corporate Structure”.

Immediately after the completion of the [REDACTED] (assuming (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), our Single Largest Group of Shareholders will hold [REDACTED]% in aggregate of the voting power at general meetings of our Company. Accordingly, our Single Largest Group of Shareholders will not be regarded as our controlling shareholders, but will remain as our Single Largest Group of Shareholders upon completion of the [REDACTED]. For details of the shareholding of our Single Largest Group of Shareholders, see “Substantial Shareholders”.

Mr. Zou is the chairman of our Board and an executive Director of our Company. For biographical details of Mr. Zou, see “Directors and Senior Management — Directors”.

### CLEAR BUSINESS DELINEATION

#### Our Business

We primarily operate in two core business lines, namely integrated marketing services and advertising platform business. We operate our integrated marketing services by providing our customers with marketing solutions and media agency services through Cyberklick. We operate our advertising platform business through Yeahmobi and zMaticoo. See “Business” for further details.

#### The Business of Our Single Largest Group of Shareholders

Apart from the business of our Company, Mr. Zou also controls companies which engage in, among others, enterprise management consulting services and fund management. Ningbo Zhongdianyi is an investment holding limited partnership established under the laws of the PRC.

In light of above, our Directors are of the view that there is a clear delineation between the businesses operated by our Single Largest Group of Shareholders and our Group.

### INTEREST IN COMPETING BUSINESS

Each of the members of our Single Largest Group of Shareholders confirms that he/it had no interest in any business apart from the business of our Group which competes or is likely to compete, either directly or indirectly, with the business of our Group, which would require disclosure under Rule 8.10 of the Listing Rules as at the Latest Practicable Date.

### NON-COMPETITION UNDERTAKINGS

Each member of our Single Largest Group of Shareholders provided a non-competition undertaking in favour of our Company (the “**Non-competition Undertaking**”), pursuant to which he/it undertakes, among others, that:

- (i) each member of our Single Largest Group of Shareholders and other enterprises controlled by such members (collectively, the “**Relevant Parties**”) shall not, directly or indirectly, engage in, support any third-party in, or otherwise intervene in any business or activity that competes or may compete with the principal business of our Company and its subsidiaries, as currently conducted or as may be conducted in the future, whether within or outside the PRC;



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## RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

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- (ii) if the Relevant Parties expand their own product or business scope, such Relevant Parties will not develop any business competing with our Company or our subsidiaries; should any business opportunity arise for a Relevant Party to engage in, participate in or invest in any business that may compete with our Company and our subsidiaries, that Relevant Party must first offer the opportunity to our Company;
- (iii) in the event of any breach of the above undertakings, such Relevant Party shall bear all resulting liabilities and fully compensate our Company and our subsidiaries for all losses occasioned by such breach; and
- (iv) the above undertakings shall remain effective until the date on which the Relevant Parties ceases to (a) exert control over our Company and our subsidiaries and (b) serve as a director or senior management of our Company.

### INDEPENDENCE FROM OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying on our business independently of our Single Largest Group of Shareholders and their close associates upon [REDACTED].

#### Management Independence

Our business is managed and operated by our Board and senior management. Upon [REDACTED], our Board will consist of nine Directors, comprising six executive Directors and three independent non-executive Directors. For further information on the qualifications and experience of our Directors and senior management, see “Directors and Senior Management”.

Despite that (i) Mr. Zou, our executive Director and chairman of the Board, serves as the sole executive and general partner of Ningbo Zhongdianyi, our Directors are of the view that our Board and senior management team are able to manage our business independently from our Single Largest Group of Shareholders and their associates for the following reasons:

- (i) our daily management and operations are carried out by a senior management team that has experience in the industry in which our Company is engaged, and will therefore be able to make business decisions that are in the best interest of our Group;
- (ii) each Director is aware of his or her fiduciary duties as a Director which require, among other things, that such Director acts for the best interests of our Company and our Shareholders as a whole and does not allow any conflict between his or her duties as a Director and his or her personal interests;
- (iii) as an A-Share listed company, we have formulated and adopted an internal control and management system in compliance with the relevant requirements of the rules of the Shenzhen Stock Exchange. Our Directors shall not vote in any Board resolution approving any contract or arrangement or any other proposal in which he or she or any of his or her close associates have a material interest and shall not be counted in the quorum present at the particular Board meeting pursuant to the relevant requirements under our Articles and/or the Listing Rules;
- (iv) we have adopted a series of corporate governance measures to manage conflicts of interest, if any, between our Group and our Single Largest Group of Shareholders which would support our independent management. See “Relationship with Our Single Largest Group of Shareholders — Corporate Governance Measures”;
- (v) all of the other Directors are independent from our Single Largest Group of Shareholders, and decisions of the Board require the approval of a majority vote from the Board; and
- (vi) we have appointed three independent non-executive Directors, comprising not less than one-third of the total members of our Board, who have sufficient knowledge, experience and competence to provide a balance of the potentially interested Directors and independent Directors with a view to safeguard the interests of our Company and the Shareholders as a whole. The independent non-executive Directors are entitled to engage professional advisers for advice on matters relating to any potential conflict of interest arising out of any transaction to be entered into between our Company and our Directors



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## RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

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or their respective associates. The Directors believe that our independent non-executive Directors are able to bring impartial and sound judgement to the decision-making process of the Board and protect the interest of our Company and our Shareholders as a whole.

Based on the above, our Directors are of the view that our Board and senior management as a whole are capable to perform their roles in our Company independently and manage our business independently of our Single Largest Group of Shareholders and their close associates after [REDACTED].

### **Operational Independence**

Despite that our Single Largest Group of Shareholders will continue to hold a substantial interest in our Company and will be our Single Largest Group of Shareholders after the [REDACTED], the Board has full rights to make all decisions regarding, and to carry out, our Company’s own business operations independently from our Single Largest Group of Shareholders. We hold and enjoy the benefit of all relevant permits, licences, certificates, approvals, intellectual property rights and qualifications necessary to carry out and operate our business in all material respects. In addition, we have established our internal organisational and management structure which includes shareholders’ meetings, our Board and its committees and formulated the terms of reference of these bodies in accordance with the requirements of the applicable laws and regulations, the Listing Rules and our Articles, so as to establish a regulated and effective corporate governance structure. We maintain a set of internal control procedures to facilitate the effective operation of our business. We have sufficient assets, technology and premises to operate our business independently from our Single Largest Group of Shareholders and their close associates. We have independent access to suppliers and customers and are not dependent on our Single Largest Group of Shareholders and their close associates with respect to supplies for our business operations. We have sufficient operational capacity in terms of capital to operate independently. We have our own administrative and corporate governance infrastructure, including our own accounting, legal and human resources departments. None of our joint company secretaries, operational personnel or administrative personnel is under the employment of our Single Largest Group of Shareholders or their close associates. In addition, we have our own headcount of employees for our operations.

Although during the Track Record Period, there had been transactions between us and our related parties, details of which are set out in Note 34 in the Accountants’ Report, our Directors have confirmed that these related party transactions, if trade related, were conducted on normal commercial terms or better to us. None of the historical related party transactions constitute continuing connected transactions as defined in the Listing Rules.

Accordingly, our Directors are satisfied that we will be able to function and operate independently from our Single Largest Group of Shareholders and their close associates.

### **Financial Independence**

We have the ability to operate independently of our Single Largest Group of Shareholders and their close associates from a financial perspective. We have an independent internal control, independent audit, accounting, funding, reporting and financial management system and make financial decisions according to our own business needs. We have opened accounts with banks independently and do not share any bank account with our Single Largest Group of Shareholders or their close associates. We have our independent financial department with a team of independent financial staff responsible for discharging the treasury function, and an Audit Committee comprising solely independent non-executive Directors to oversee our accounting and financial reporting processes. Our Group holds independent taxation registration in accordance with relevant laws, and makes tax payments independently according to the applicable PRC taxation laws and regulations. Our Group has never made any tax payment jointly with our Single Largest Group of Shareholders or any other entities controlled by it. As such, our financial functions, such as cash and accounting management, invoices and bills, operate independently of our Single Largest Group of Shareholders and their close associates.

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## RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

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We have independent access to third-party financing and our Directors believe that, if necessary, we are capable of obtaining financing from external sources without reliance on our Single Largest Group of Shareholders or their close associates. During the Track Record Period, our Group had no trade or non-trade related amounts due to/from our Single Largest Group of Shareholders and their close associates. During the Track Record Period and up to the Latest Practicable Date, none of our borrowings were guaranteed by our Shareholders, nor will any be expected to be so guaranteed upon the [REDACTED].

Our Group is supported by adequate internal resources and a good credit profile that sustain its daily operations. There will be no financial assistance and/or security provided by our Single Largest Group of Shareholders or their close associates in favour of our Group or vice versa upon the [REDACTED]. During the Track Record Period and up to the Latest Practicable Date, our Shareholders have not provided any loans to our Company, nor will any be expected to be so provided upon the [REDACTED]. We engaged an independent internal control consultant to assist us in putting in place controls in relation to transactions with connected persons and their associates to ensure that any advances to or from such persons are in compliance with the Listing Rules.

Having considered that our future operations are not expected to be financed by our Single Largest Group of Shareholders or their close associates, our Directors are of the view that our Group is financially independent from our Single Largest Group of Shareholders and their close associates.

### CORPORATE GOVERNANCE MEASURES

Our Company and Directors are committed to upholding and implementing the highest standards of corporate governance and recognise the importance of protecting the rights and interests of all Shareholders, including the rights and interests of our minority Shareholders. Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”), which sets out principles of good corporate governance.

We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Single Largest Group of Shareholders and their close associates:

- (i) As part of our preparation for the [REDACTED], we have amended our Articles of Association to comply with the Listing Rules which will become effective upon [REDACTED]. In particular, our Articles of Association provides that, unless otherwise provided, a Director shall abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates has a material interest, nor shall such Director be counted in the quorum present at the Board meeting.
- (ii) Where a transaction or arrangement of our Company is subject to Shareholders’ approval under the provisions of the Listing Rules, any member of our Single Largest Group of Shareholders that has a material interest in the transaction or arrangement shall abstain from voting on the resolution(s) approving the transaction or arrangement at the general meeting.
- (iii) Any transaction between (or proposed to be made between) our Group and the connected persons will be subject to the requirements under Chapter 14A of the Listing Rules, including, where applicable, the announcement, reporting, annual review, circular (including independent financial advice) and independent Shareholders’ approval requirements (if applicable) and with those conditions imposed by the Stock Exchange for the granting of waiver from strict compliance with relevant requirements under the Listing Rules.

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## RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

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- (iv) We have appointed Lego Corporate Finance Limited as our compliance adviser, who 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 corporate governance, and inform us on a timely basis of any amendment or supplement to the Listing Rules or applicable laws and regulations in Hong Kong.
- (v) We have established the Audit Committee, the Nomination Committee, the Remuneration and Appraisal Committee and the Strategy Committee with written terms of reference in compliance with the Listing Rules and the Corporate Governance Code (where applicable).
- (vi) Our Board consists of a balanced composition of executive Directors and independent non-executive Directors, with independent non-executive Directors representing not less than one-third of our Board. We believe our independent non-executive Directors possess sufficient experience and they are free of any business and/or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide an impartial and external opinion to protect the interests of our [REDACTED]. See “Directors and Senior Management — Directors — Independent Non-executive Directors”.
- (vii) In the event that our independent non-executive Directors are requested to review any conflict of interests between our Group and our Single Largest Group of Shareholders, our Single Largest Group of Shareholders shall provide the independent non-executive Directors with all necessary information and our Company shall disclose the decisions of the independent non-executive Directors either in its annual report or by way of announcements in accordance with the Listing Rules.
- (viii) Where our Directors reasonably request the advice of independent professionals, such as financial advisers, valuers or legal advisers, the appointment of such independent professionals will be made at our Company’s expense.

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 Group of Shareholders and to protect our minority Shareholders’ interests after the [REDACTED].

## SUBSTANTIAL SHAREHOLDERS

### SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] (assuming that (i) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), the following person will have an interest and/or short positions (if applicable) in the Shares or 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 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:

| Shareholder | Nature of interest <sup>(Note 1)</sup>                                        | Description of Shares | Number of Shares directly or indirectly held | Assuming that the [REDACTED] is not exercised                                                      |                                                                                                                              | Assuming that the [REDACTED] is fully exercised                                                    |                                                                                                                              |
|-------------|-------------------------------------------------------------------------------|-----------------------|----------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------|
|             |                                                                               |                       |                                              | Approximate % of shareholding in our A Shares immediately after the [REDACTED] <sup>(Note 2)</sup> | Approximate % of shareholding in the total share capital of our Company immediately after the [REDACTED] <sup>(Note 2)</sup> | Approximate % of shareholding in our A Shares immediately after the [REDACTED] <sup>(Note 2)</sup> | Approximate % of shareholding in the total share capital of our Company immediately after the [REDACTED] <sup>(Note 2)</sup> |
| Mr. Zou     | Beneficial Interest                                                           | A Shares              | 119,627,005                                  | [REDACTED]                                                                                         | [REDACTED]                                                                                                                   | [REDACTED]                                                                                         | [REDACTED]                                                                                                                   |
|             | Interest in controlled corporation <sup>(Note 3)</sup><br><sup>(Note 4)</sup> | A Shares              | 21,753,497                                   | [REDACTED]                                                                                         | [REDACTED]                                                                                                                   | [REDACTED]                                                                                         | [REDACTED]                                                                                                                   |

*Notes:*

- (1) All interests stated are long positions.
- (2) The calculation of the percentage includes 735,400 A Shares repurchased by our Company pursuant to the repurchase mandate approved by the Board, accounting for approximately 0.16% of the total number of A Shares in issue as at the Latest Practicable Date.
- (3) As at the Latest Practicable Date, Mr. Zou, as the sole executive and general partner of Ningbo Zhongdianyi, was responsible for management and exercising the voting rights attaching to the Shares held by Ningbo Zhongdianyi, in accordance with the partnership agreement entered into among the general and limited partners of Ningbo Zhongdianyi. Therefore, Mr. Zou was deemed to be interested in the 21,753,497 A Shares held by Ningbo Zhongdianyi.

Save as disclosed above and in section headed “Appendix V — Statutory and General Information — D. Disclosure of Interests”, as at the Latest Practicable Date, our Directors are not aware of any other person who will, immediately following the completion of the [REDACTED] (assuming that (i) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (ii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), have any interest and/or short positions in the Shares or underlying shares of our Company which would fall to be disclosed to our Company pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who is, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company.

### PLEDGE OF SHARES BY NINGBO ZHONGDIANYI

Ningbo Zhongdianyi has from time to time pledged the A Shares it owns to certain financial institutions in the PRC as collateral to secure financing (the “**Pledge Financing**”). As at the Latest Practicable Date, Ningbo Zhongdianyi has pledged 13,000,000 A Shares (the “**Pledged Shares**”), representing approximately 2.75% of the total number of issued A Shares in our Company. Subject to a comprehensive evaluation on the actual funding needs of Ningbo Zhongdianyi and market conditions, such Pledge Financing may be discharged and rearranged according to the terms agreed between the parties. In the event that the value of the Pledged Shares is insufficient to maintain the required collateral coverage, Ningbo Zhongdianyi will be required to provide additional security. The lender may have the right to dispose of the Pledged Shares if Ningbo Zhongdianyi fails to fulfil

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## SUBSTANTIAL SHAREHOLDERS

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this obligation. Our Company considers that the risk of the A Shares held by Ningbo Zhongdianyi being traded out by the lender under the share pledge is remote, taking into account the following factors:

- (i) as at the Latest Practicable Date, the Directors are of the view that the market price of the A Shares is at a level that provides a sufficient buffer against the enforcement thresholds. Combined with the absence of any past record of shares being sold off, this indicates a low immediate risk of triggering the enforcement thresholds;
- (ii) Ningbo Zhongdianyi has maintained a proven credit record with no history of defaults on its repayment obligation; and
- (iii) Ningbo Zhongdianyi possesses sufficient financial resources to ensure it can meet its debt obligations. It has the capacity to repay the relevant loans and release the Pledged Shares upon maturity or in advance. Therefore, in the unlikely event of a significant decline in the price of the A Shares, Ningbo Zhongdianyi has multiple options to prevent enforcement, including (i) prepaying the outstanding loans; or (ii) providing additional collaterals, as agreed with the relevant financial institution.

## SHARE CAPITAL

The following is a description of the share capital of our Company before and immediately following completion of the [REDACTED].

### BEFORE THE [REDACTED]

As at the Latest Practicable Date, the total registered and issued share capital of our Company was RMB471,885,905, comprising 471,885,905 A Shares with a nominal value of [REDACTED], all of which are listed on the Shenzhen Stock Exchange.

| Description of Shares | Number of Shares              | Percentage of Issued Share Capital |
|-----------------------|-------------------------------|------------------------------------|
| A Shares              | 471,885,905 <sup>(Note)</sup> | 100.00%                            |
| <b>Total</b>          | <b>471,885,905</b>            | <b>100.00%</b>                     |

### UPON COMPLETION OF THE [REDACTED]

Immediately following completion of the [REDACTED], assuming (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], the entire share capital of our Company will be as follows:

| Description of Shares                            | Number of Shares                | Approximate % of the Enlarged Share Capital after the [REDACTED] |
|--------------------------------------------------|---------------------------------|------------------------------------------------------------------|
| A Shares                                         | 471,885,905 <sup>(Note 1)</sup> | [REDACTED]                                                       |
| H Shares to be issued pursuant to the [REDACTED] | [REDACTED]                      | [REDACTED]                                                       |
| <b>Total</b>                                     | <b>[REDACTED]</b>               | <b>100.00%</b>                                                   |

Immediately following completion of the [REDACTED], assuming (i) the [REDACTED] is exercised in full, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], the entire share capital of our Company will be as follows:

| Description of Shares                            | Number of Shares                | Approximate % of the Enlarged Share Capital after the [REDACTED] |
|--------------------------------------------------|---------------------------------|------------------------------------------------------------------|
| A Shares                                         | 471,885,905 <sup>(Note 1)</sup> | [REDACTED]                                                       |
| H Shares to be issued pursuant to the [REDACTED] | [REDACTED]                      | [REDACTED]                                                       |
| <b>Total</b>                                     | <b>[REDACTED]</b>               | <b>100.00%</b>                                                   |

*Note:*

Including 735,400 A Shares repurchased by our Company pursuant to the repurchase mandate approved by the Board, accounting for approximately 0.16% of the total number of A Shares in issue as at the Latest Practicable Date.



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## SHARE CAPITAL

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Our H Shares in issue upon completion of the [REDACTED] (including H Shares [REDACTED] pursuant to the exercise of the [REDACTED]) and our A Shares are ordinary Shares in the share capital of our Company, and are considered as one class of Shares. However, apart from qualified domestic [REDACTED] and persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon approval of any competent authority, or (if our H Shares are eligible securities for that purpose) through Shenzhen-Hong Kong Stock Connect or Shanghai-Hong Kong Stock Connect pursuant to relevant PRC laws and regulations, our H Shares may not be [REDACTED] by or [REDACTED] between legal or natural persons of the PRC.

Shenzhen-Hong Kong Stock Connect has established a stock connect mechanism between the PRC and Hong Kong. Our A Shares can be [REDACTED] for and [REDACTED] by PRC [REDACTED], qualified foreign [REDACTED] or qualified foreign strategic [REDACTED] 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 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 PRC [REDACTED] in accordance with the rules and limits of Shenzhen-Hong Kong Stock Connect or Shanghai-Hong Kong Stock Connect.

As at the Latest Practicable Date, 735,400 A Shares were held by our Company as treasury Shares, which shall only be used by our Company in connection with employee stock ownership plan(s) or equity incentive(s) of our Company. These A Shares were repurchased by our Company during the period from 25 June 2024 to 30 September 2024. If such 735,400 A Shares are not utilised within 36 months after the completion of the share repurchase, all such unutilised A Shares shall be cancelled. Upon adoption of any [REDACTED] of our Company which will be funded by such 735,400 A Shares after [REDACTED], such 735,400 A Shares may be transferred out of treasury for the purpose of and pursuant to such [REDACTED] of our Company and our Company will comply with applicable requirements under Rule 19A.39E of the Listing Rules as and when appropriate and required.

### RANKING

Our H Shares and our A Shares are regarded as one class of Shares under our Articles and will rank *pari passu* with each other in all other 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 Hong Kong dollars 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. Holders of our H Shares will receive scrip dividends in the form of H Shares, and holders of our A Shares will receive scrip dividends in the form of A Shares.

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

Our A Shares and our H Shares are generally neither interchangeable nor fungible and the [REDACTED] of our A Shares and our H Shares may be different after the [REDACTED]. The Guidelines on Application for “Full Circulation” of Domestic Unlisted Shares of H-share Companies (《H股公司境内未上市股份申请「全流通」业务指引》) announced by the CSRC are not applicable to companies dually [REDACTED] in the PRC and on the Hong Kong Stock Exchange. As at the Latest Practicable Date, there were no relevant rules or guidelines from the CSRC providing that A Shares holders may convert A Shares held by them into H Shares for [REDACTED] and [REDACTED] on the Hong Kong Stock Exchange.

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## SHARE CAPITAL

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### APPROVAL FROM HOLDERS OF A SHARES REGARDING THE [REDACTED]

Approval from holders of A Shares is required for our Company to issue H Shares and seek the [REDACTED] of H Shares on the Hong Kong Stock Exchange. We have obtained approval from our holders of A Shares to issue H Shares and seek the listing of H Shares on the Hong Kong Stock Exchange. Such approval was obtained at the general meeting of our Company held on 13 March 2026 and is subject to the following conditions:

- (i) *Size of the [REDACTED]*. The proposed number of H Shares to be [REDACTED] shall not exceed [REDACTED] of the total issued share capital enlarged by the H Shares to be issued pursuant to the [REDACTED] (before the exercise of the [REDACTED]). The number of H Shares which may be issued pursuant to the full exercise of the [REDACTED] shall not exceed [REDACTED] of the total number of H Shares to be [REDACTED] initially 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] to [REDACTED].
- (iii) *Target [REDACTED]*. The H Shares shall be [REDACTED] to overseas [REDACTED], enterprises and persons, qualified domestic [REDACTED] in Chinese Mainland and other [REDACTED] who meet the relevant conditions under regulatory provisions.
- (iv) *[REDACTED] Determination Basis*. The [REDACTED] of the H Shares will be determined, among others, after due consideration of the interests of existing Shareholders, acceptance of [REDACTED] and the risks related to the [REDACTED], according to international practice, through [REDACTED] and [REDACTED], subject to the domestic and overseas capital market conditions and by reference to the [REDACTED] level of comparable companies in domestic and overseas markets.
- (v) *Validity Period*. The [REDACTED] of H Shares and [REDACTED] of H Shares on the Stock Exchange shall be completed within 18 months from the date when the general meeting was held on 13 March 2026. If we obtain the approval for the [REDACTED] from relevant regulatory authorities within the validity period, the validity period shall be automatically extended to the completion date of the [REDACTED].

There is no other approved [REDACTED] plan for the Shares except the [REDACTED].

### SHAREHOLDERS’ GENERAL MEETINGS

For details of circumstance under which our Shareholders’ general meeting is required, see “Appendix IV — Summary of Articles of Association”.

### SHARES SCHEMES

Certain employees of our Company are eligible for interests of our Shares through the incentive schemes of our Company. See “Appendix V — Statutory and General Information — E. Our Incentive Schemes”.

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## FINANCIAL INFORMATION

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*You should read the following discussion and analysis in conjunction with our historical financial information, including the notes thereto included in the Accountants’ Report. You should read the entire Accountants’ Report and not rely merely on the information contained in this section. Our historical financial information has been prepared in accordance with IFRS Accounting Standards, which may differ in material aspects from generally accepted accounting principles in other jurisdictions.*

*Our historical results do not necessarily indicate results expected for any future periods. The following discussion and analysis contain forward-looking statements that reflect our current views with respect to future events and financial performance that involve risks and uncertainties. These statements are based on our assumptions and analysis 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. However, whether actual outcomes and developments will meet our expectations and predictions depends on a number of risks and uncertainties. In evaluating our business, you should carefully consider the information provided in the sections headed “Forward-looking Statements” and “Risk Factors” in this document.*

### OVERVIEW

We are a digital marketing service provider dedicated to helping “Chinese enterprises going overseas” and achieving global business growth. As at the Latest Practicable Date, we have enabled our customers to achieve over 1.3 billion commercial conversions such as application installations, user registrations or product sales. According to CIC, we ranked third and fourth among the PRC-based independent third-party mobile advertising platforms in the global market and the overseas-outbound digital marketing service providers in China, respectively, in terms of gross billing in 2024. We provide digital marketing services through our proprietary systems (namely, Cyberclick, Yeahmobi and zMaticoo) achieving an AI assisted evolution of the traditional advertising agency business. As at the Latest Practicable Date, we had served over 10,000 customers in China and overseas countries, and had established cooperative relationships with over 600,000 media. Our business has demonstrated substantial growth. During the Track Record Period, our revenue increased from RMB2,143.3 million in 2023 to RMB3,830.1 million in 2025, representing a CAGR of 33.7%.

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, affected by a number of factors, including but not limited to the following:

#### **Growth of the Industries in Which We Operate**

As a digital marketing service provider dedicated to helping “Chinese enterprises going overseas”, our results of operations are closely linked to the overall development of China’s overseas-outbound digital marketing services industry and the global mobile advertising services industry. Demand for our integrated marketing and advertising solutions highly depends on the Chinese enterprises’ need to penetrate into overseas markets. Driven by the expansion of Chinese brands, internet platforms and e-commerce companies into global markets, China’s overseas-outbound digital marketing services market is expected to have an upward development, with a projected CAGR of 18.4% from 2024 to 2029, according to CIC. Nevertheless, as a large number of customers are Chinese enterprises operating in cross-border e-commerce and mobile applications, the macroeconomic environment might significantly affect their willingness for overseas marketing and, thus, is key to the demand for our integrated marketing services and advertising platform business.

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## FINANCIAL INFORMATION

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### **Our Ability to Effectively Invest in Technology**

Our results of operations depend on our ability to maintain a competitive position in the digital marketing services industry. Our market share depends on our ability to deliver competitive advertising performance, which further depends on our effective investment in technology. We provide our customers with data-driven marketing planning, AI-powered content generation, automated advertisement placement, as well as data analysis and performance optimisation through our proprietary systems. Our research and development expenses increased from RMB86.7 million in 2023 to RMB91.4 million in 2024, and further to RMB159.3 million in 2025, which was attributable to our strategic commitment to sustained investment in technology. We are committed to enhancing our advertising technology capabilities through our increased investment in R&D, which we believe, while increasing our research and development expenses — will further optimise our technologies and services and thereby drive our revenue growth.

### **Our Relationship with Customers**

Our financial performance depends on our ability to maintain robust relationships with existing customers and expand customer base across various industries and geographies. We generate revenue through integrated marketing services and advertising platform business, serving a diverse customer base covering cross-border e-commerce, mobile applications, gaming and other industries. Our revenue grew from RMB2,143.3 million in 2023 to RMB2,546.8 million in 2024, and further to RMB3,830.1 million in 2025, representing a CAGR of 33.7%. This growth was primarily driven by the increased advertising spending from our customers and the acquisition of new customers, reflecting our promising advertising performance and enhanced sales and marketing efforts.

During the Track Record Period, our total number of customers also trended upward, with our key customers remaining relatively stable and no attrition among our top ten customers, demonstrating strong customer stickiness. Meanwhile, our ability to expand our customer base relies on our established sales network and sustained sales and marketing expenses. In 2023, 2024 and 2025, our sales and marketing expenses accounted for 1.9%, 1.7% and 1.7%, respectively, of our revenue.

Whether our customers purchase media traffic through us affects whether we recognise the relevant consideration as revenue and the corresponding spending as costs. In instances where our customers purchase media traffic through us, we pay the media for the traffic and bill the corresponding media spending from the relevant customers. Accordingly, we recognise the relevant media spending as revenue and include our payment to media as media costs. Our media costs represented 90.7%, 91.9% and 91.0%, respectively, of our cost of sales in 2023, 2024 and 2025. In a few cases where our customers purchase media traffic directly from media, we do not make payments to the media nor bill our customers in respect of such media traffic purchases. In such instances, we recognise our service fee as revenue without incurring media costs. This will result in a significantly higher gross profit margin as compared to the instances where such customers would have purchased media traffic through us.

### **Our Relationship with Media**

Our business model relies on our access to, and effective collaboration with, major media. Establishing and maintaining stable relationships with major media is critical to our ability to secure sufficient media traffic. Our cooperative relationships with major media such as Google and Meta can be traced back to 2016. Moreover, the breadth of our media coverage determines the audience categories we can help advertisers reach and, further, our ability to expand and diversify our customer base. As at the Latest Practicable Date, we have established cooperative relationships with over 600,000 media.

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Major media frequently update their policies, advertising formats and attribution practices. Any adverse changes, including restrictions imposed on certain industries, accounts or geographies, may increase execution complexity and increase in our operational costs. Similarly, the effectiveness and availability of media traffic may fluctuate in line with their evolving rules and platform economics.

### **Our Ability to Improve Operating Efficiency**

Our profitability also depends on our ability to improve operating efficiency. Our results of operations are affected by our operating expenses, primarily including our administrative expenses and selling and marketing expenses. We maintained these expenses at reasonable levels compared with our revenue growth. Our administrative expenses as a percentage of total revenue decreased from 6.5% in 2023 to 5.0% in 2025, while our selling and marketing expenses as a percentage of total revenue decreased from 1.9% in 2023 to 1.7% in 2025. Our operating expenses might increase further due to the increased employee headcount and greater operating expenditure to meet the increasing needs of our business operations. We are committed to enhancing our utilisation of AI technologies so as to reduce dependency on manual labour and improve our personnel utilisation.

### **Our Equity Incentive Plans**

We have adopted share incentive plans to motivate and reward our employees and may adopt additional plans in the future. Share-based awards granted in the past and those we may grant in the future have resulted and will continue to result in significant share-based payment expenses. Although these expenses are non-cash in nature and do not have an immediate impact on our cash flows, they directly affect our profit. In 2025, we recognised share-based payment expenses of RMB82.0 million, representing 2.1% of our revenue. We expect to continue utilising share-based incentives to attract, motivate and retain our key personnel. Accordingly, we may grant additional share-based awards, which could cause the total amount of share-based payment expenses recognised in future periods to remain at a high level or increase further. This may continue to affect our results of operations, profitability and financial performance.

### **BASIS OF PRESENTATION**

The historical financial information of our Group has been prepared based on the accounting policies set out in Note 2 to the Accountants’ Report in Appendix I to this document, which conform with IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”).

The historical financial information has been prepared under the historical cost basis except that certain assets and liabilities are stated at their fair value, as explained in the accounting policies set out in Note 2 to the Accountants’ Report, which conforms with IFRS Accounting Standards.

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 judgement in the process of applying our accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the historical financial information, are disclosed in Note 3 to the Accountants’ Report in Appendix I to this document.

### **MATERIAL ACCOUNTING POLICIES AND CRITICAL ESTIMATES AND JUDGEMENTS**

We have identified certain accounting policies that are material to the preparation of our Group’s consolidated financial information. Some of our accounting policies involve subjective assumptions and estimates, as well as complex judgements relating to accounting items. In each case, the determination of these items requires management judgements based on information and financial data that may change in future periods. When reviewing our financial information, you should consider: (i) our selection of accounting policies; (ii) the judgements and other uncertainties affecting the application of such policies; and (iii) the sensitivity of reported results to changes in conditions and assumptions. Set out below are some of our material accounting policies, estimates



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## FINANCIAL INFORMATION

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and judgements, which are important for an understanding of our financial condition and results of operations. For details of our accounting policies, estimates and judgements, see Note 2 and Note 3 to the Accountants’ Report in Appendix I to this document.

### **Material Accounting Policies**

#### ***Revenue and Other Income***

Income is classified by us as revenue when it arises from the sale of goods, the provision of services or the use by others of our assets under leases in the ordinary course of our business.

Further details of our revenue and other income recognition policies are as follows:

#### ***Revenue from Contracts with Customers***

We principally engaged in provision of integrated marketing services and advertising platform business to help customers effectively reach their target customers and grow their brands overseas.

In determining whether we act as a principal or as an agent, we consider whether we obtain control of the resources related to the services before they are transferred to the customers. Control refers to our ability to direct the use of and obtain substantially all of the remaining benefits from the services.

Revenue is recognised when control over a service is transferred to the customer at the amount of promised consideration to which we are expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

#### ***Revenue from Integrated Marketing Services***

Integrated marketing services revenue primarily includes revenue from provision of advertising technology services by us to our customers at major media.

Revenue is recognised at the point in time when the related services are delivered based on specific terms of the contracts, which are commonly based on specified actions.

We are the primary obligor and are responsible for (1) identifying and contracting with third-party advertisers which we view as customers; (2) contracting with media to provide mobile spaces where we view as suppliers; (3) establishing the selling prices to our customers; (4) performing all billing and collection activities, including retaining credit risk; and (5) bearing sole responsibility for fulfilment of the advertising. We act as the principal of these arrangements and therefore recognises revenue earned and costs incurred related to these transactions on a gross basis.

In the arrangement with certain major media, we also act as a sales agent for them by signing up accounts and prepaying data usage fees for the third-party advertisers at their platforms. We do not control the specified service before the service is delivered to the customers. We report the amount received from the customers and amounts paid to the major media related to these transactions on a net basis.

#### ***Revenue from Advertising Platform Business***

Advertising platform business revenue primarily includes revenue from provision of advertising technology services by us to our customers other than the aforementioned major media. We develop our technology-driven business systems branded as Yeahmobi and zMaticoo systems which integrate with third-party partner platforms to help customers to manage and advertise more efficiently.

Similar to integrated marketing services above, revenue is recognised at the point in time when the related services are delivered based on specific terms of the contracts. We act as the principal and therefore recognise revenue on a gross basis while we do not act as sales agents for these media.



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### Revenue from Other Sources and Other Income

#### *Dividends*

Dividend income is recognised in profit or loss on the date on which our right to receive payment is established.

#### *Interest Income*

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

#### *Government Grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that we will comply with the conditions attaching to them.

Grants that compensate us for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate us for the cost of an asset are recognised as deferred income and subsequently recognised in profit or loss on a systematic basis over the useful life of the asset.

### ***Credit Losses from Financial Instruments***

We recognise a loss allowance for expected credit losses (“ECL”s) on:

- financial assets measured at amortised cost (including cash at bank and on hand, other financial assets measured at amortised cost, trade receivables and other receivables);
- non-equity securities measured at fair value through other comprehensive income (recycling) (see Note 2(f)(i) to the Accountants’ Report in Appendix I to this document).

#### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof; and
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which we are exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.

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## FINANCIAL INFORMATION

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We measure loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

### *Significant Increases in Credit Risk*

When determining whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition and when measuring ECLs, we consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on our historical experience and informed credit assessment, that includes forward-looking information.

We consider a financial asset to be in default when the debtor is unlikely to pay its credit obligations to us in full, without recourse by us to actions such as realising security (if any is held).

ECLs are remeasured at each reporting date to reflect changes in the financial instrument’s credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. We recognise an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### *Credit-impaired Financial Assets*

At each reporting date, we assess whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### *Write-off Policy*

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when we otherwise determine that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### *Share-based Payments*

The share-based payment arrangement of us includes restricted share unit as set out in Note 28 to the Accountants’ Report in Appendix I to this document.

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## FINANCIAL INFORMATION

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The fair value of restricted share unit granted is measured at grant date at the fair value assessed by an independent appraiser by using a Black-Scholes model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the restricted share unit. The amount recognised as an expense is adjusted to reflect the number of restricted share unit for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

### *Income Tax*

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that we are able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

We recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for our individual subsidiaries. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which we expect, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

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### Critical Estimates and Judgements

In the process of applying our accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

#### *Expected Credit Loss for Trade Receivables and Other Receivables*

The impairment provisions for trade receivables and other receivables are based on assumptions about the expected loss rates. We use judgement in making these assumptions and selecting the inputs to the impairment calculation, based on our past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

#### *Impairment of Other Non-Current Assets*

The recoverable amount of the cash generating unit (“CGU”) is determined based on value-in-use calculations. These calculations use cash flow projection based on financial forecast approved by management covering a seven-year period in 2023 and 2024, a five-year period in 2025. The use of the seven-year forecast period is mainly due to the fact that the entity is in the start-up and high growth stage in 2023 and 2024. The five-year forecast period used in conventional assessments is not sufficient to enable the entity to enter its expected business scale. In 2025, management predict that the operating level of the entity will basically reach stability by 2030, and all financial data will approach comparable listed companies, so the five-year forecast period was used in 2025. The key assumptions used in the estimation of the recoverable amount are pre-tax discount rate, gross margin rate and revenue growth rate set out in Note 13 to the Accountants’ Report in Appendix I to this document. The expected revenue growth rate is following the business plan approved by us. Pre-tax discount rate represents the current market assessment of the risks specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates.

#### *Valuation of Fair Value of Share-Based Payments*

The fair value of restricted share unit granted is measured at grant date at the fair value assessed by an independent appraiser by using Black-Scholes model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the restricted share unit. The amount recognised as an expense is adjusted to reflect the number of restricted share unit for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

### SUMMARY OF RESULTS OF OPERATIONS

The following table sets out the summary of our Group’s consolidated results for the Track Record Period, which are derived from and should be read in conjunction with the consolidated financial information contained in the Accountants’ Report set out in Appendix I to this document:

|                                                              | For the year ended 31 December |              |                  |              |                  |              |
|--------------------------------------------------------------|--------------------------------|--------------|------------------|--------------|------------------|--------------|
|                                                              | 2023                           |              | 2024             |              | 2025             |              |
|                                                              | RMB’000                        | % of revenue | RMB’000          | % of revenue | RMB’000          | % of revenue |
| <b>Revenue</b>                                               | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b> | <b>100.0</b> | <b>3,830,067</b> | <b>100.0</b> |
| Cost of sales                                                | (1,621,290)                    | (75.6)       | (2,073,612)      | (81.4)       | (3,281,037)      | (85.7)       |
| <b>Gross profit</b>                                          | <b>522,030</b>                 | <b>24.4</b>  | <b>473,198</b>   | <b>18.6</b>  | <b>549,030</b>   | <b>14.3</b>  |
| Selling and marketing expenses                               | (40,621)                       | (1.9)        | (43,875)         | (1.7)        | (65,200)         | (1.7)        |
| Administrative expenses                                      | (140,360)                      | (6.5)        | (121,692)        | (4.8)        | (193,137)        | (5.0)        |
| Research and development expenses                            | (86,708)                       | (4.0)        | (91,387)         | (3.6)        | (159,270)        | (4.2)        |
| Impairment losses on trade receivables and other receivables | (124,912)                      | (5.8)        | (82,326)         | (3.2)        | (87,924)         | (2.3)        |
| Other net income                                             | 99,546                         | 4.6          | 97,637           | 3.8          | 143,273          | 3.7          |

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|                                             | For the year ended 31 December |              |                |              |                |              |
|---------------------------------------------|--------------------------------|--------------|----------------|--------------|----------------|--------------|
|                                             | 2023                           |              | 2024           |              | 2025           |              |
|                                             | RMB'000                        | % of revenue | RMB'000        | % of revenue | RMB'000        | % of revenue |
| <b>Profit from operations</b>               | <b>228,975</b>                 | <b>10.7</b>  | <b>231,555</b> | <b>9.1</b>   | <b>186,772</b> | <b>4.9</b>   |
| Finance costs                               | (6,049)                        | (0.3)        | (20,735)       | (0.8)        | (13,791)       | (0.4)        |
| Share of (losses)/profits of joint ventures | (65)                           | (0.0)        | 153            | 0.0          | (1,360)        | (0.0)        |
| Share of profits less losses of associates  | 3,162                          | 0.1          | 9,159          | 0.4          | 7,865          | 0.2          |
| <b>Profit before taxation</b>               | <b>226,023</b>                 | <b>10.5</b>  | <b>220,132</b> | <b>8.6</b>   | <b>179,486</b> | <b>4.7</b>   |
| Income tax                                  | (12,079)                       | (0.6)        | 9,682          | 0.4          | (24,555)       | (0.6)        |
| <b>Profit for the year</b>                  | <b>213,944</b>                 | <b>10.0</b>  | <b>229,814</b> | <b>9.0</b>   | <b>154,931</b> | <b>4.0</b>   |
| <b>Attributable to:</b>                     |                                |              |                |              |                |              |
| Equity shareholders of the Company          | 217,041                        | 10.1         | 231,825        | 9.1          | 158,105        | 4.1          |
| Non-controlling interests                   | (3,097)                        | (0.1)        | (2,011)        | (0.1)        | (3,174)        | (0.1)        |
| <b>Earnings per share</b>                   |                                |              |                |              |                |              |
| Basic (RMB)                                 | 0.46                           |              | 0.49           |              | 0.34           |              |
| Diluted (RMB)                               | 0.46                           |              | 0.49           |              | 0.33           |              |

## NON-IFRS MEASURES

To supplement our historical financial information, which is presented in accordance with IFRS Accounting Standards, we also use adjusted net profit (non-IFRS measure) as an additional financial measure, which is not required by, or presented in accordance with, IFRS Accounting Standards. We believe this non-IFRS measure facilitates comparisons of operating performance from year to year and company to company by eliminating the potential impacts of certain items.

We believe these measures provide useful information to [REDACTED] and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, such non-IFRS measure that we present may not be directly comparable to similar measures presented by other companies. The use of this non-IFRS measure has limitations as an analytical tool, and should not be considered in isolation from, or as a substitute for the analysis of, our results of operations or financial condition as reported under IFRS Accounting Standards. In addition, the non-IFRS measure may be defined differently from similar terms used by other companies.

We define adjusted net profit (non-IFRS measure) for the year as profit for the year adjusted by adding back share-based payment expenses. The following table reconciles our adjusted net profit (non-IFRS measure), from our profit for the year recognised in accordance with IFRS Accounting Standards in 2023, 2024 and 2025:

|                                                                                | For the year ended 31 December |                |                |
|--------------------------------------------------------------------------------|--------------------------------|----------------|----------------|
|                                                                                | 2023                           | 2024           | 2025           |
|                                                                                | RMB'000                        | RMB'000        | RMB'000        |
| <b>Reconciliation of net profit to adjusted net profit (non-IFRS measure):</b> |                                |                |                |
| Profit for the year                                                            | 213,944                        | 229,814        | 154,931        |
| Add:                                                                           |                                |                |                |
| Share-based payment expenses <sup>(Note)</sup>                                 | 6,011                          | (6,011)        | 81,988         |
| Tax effect of share-based payment expenses                                     | (1,028)                        | 1,028          | (4,364)        |
| <b>Adjusted net profit (non-IFRS measure)</b>                                  | <b>218,927</b>                 | <b>224,831</b> | <b>232,555</b> |

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*Note:*

Share-based payment expenses are a non-cash expenses arising from granting restricted share unit to selected directors and employees. They mainly represent the arrangements that we receive services from directors and employees as consideration for our equity instruments. Share-based payment expenses are not expected to result in future cash payments. Share-based payment expenses are recorded under our cost of sales, selling and marketing expenses, administrative expenses and research and development expenses; and share-based payment expenses in the above table represents the sum of that recorded under each type of such expenses.

### DESCRIPTION OF SELECTED ITEMS OF CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

#### Revenue

In 2023, 2024 and 2025, we recorded revenues of RMB2,143.3 million, RMB2,546.8 million and RMB3,830.1 million, respectively.

#### By Major Business Lines

The following table sets out our revenue by business segment during the years indicated:

|                               | For the year ended 31 December |              |                  |              |                  |              |
|-------------------------------|--------------------------------|--------------|------------------|--------------|------------------|--------------|
|                               | 2023                           |              | 2024             |              | 2025             |              |
|                               | RMB'000                        | %            | RMB'000          | %            | RMB'000          | %            |
| Integrated Marketing Services | 862,708                        | 40.3         | 1,308,071        | 51.4         | 1,953,614        | 51.0         |
| Advertising Platform Business | 1,274,184                      | 59.4         | 1,234,271        | 48.5         | 1,838,115        | 48.0         |
| Others <sup>(Note)</sup>      | 6,428                          | 0.3          | 4,468            | 0.1          | 38,338           | 1.0          |
| <b>Total</b>                  | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b> | <b>100.0</b> | <b>3,830,067</b> | <b>100.0</b> |

*Note:*

Others mainly refer to revenue generated from sales of products and others, which was insignificant to our revenue during the Track Record Period.

#### By Geographical Location

The following table sets out our revenue by geographical location of our customers during the years indicated:

|                                 | For the year ended 31 December |              |                  |              |                  |              |
|---------------------------------|--------------------------------|--------------|------------------|--------------|------------------|--------------|
|                                 | 2023                           |              | 2024             |              | 2025             |              |
|                                 | RMB'000                        | %            | RMB'000          | %            | RMB'000          | %            |
| Asia Pacific                    | 1,908,998                      | 89.1         | 2,111,470        | 82.9         | 3,052,814        | 79.7         |
| North America                   | 112,099                        | 5.2          | 356,896          | 14.0         | 516,962          | 13.5         |
| Other regions <sup>(Note)</sup> | 122,223                        | 5.7          | 78,444           | 3.1          | 260,291          | 6.8          |
| <b>Total</b>                    | <b>2,143,320</b>               | <b>100.0</b> | <b>2,546,810</b> | <b>100.0</b> | <b>3,830,067</b> | <b>100.0</b> |

*Note:*

Other regions mainly include Europe and South America, among others.

Information about our revenue from external customers is presented based on the location of the customers' place of incorporation or establishment. Our services are primarily performed overseas, and 14.3%, 15.8% and 22.0% of our revenues are generated from the customers registered in Chinese Mainland in 2023, 2024 and 2025, respectively. See “Business — Our Business Model” in this document for further details.



## FINANCIAL INFORMATION

### Cost of Sales

Our cost of sales primarily consists of (i) media costs, (ii) staff costs, (iii) cloud servers and database expenses, (iv) service costs and (v) share-based payment expenses.

Our media costs mainly include payment for purchasing media traffic, contributing substantially to our cost of sales.

|                                     | For the year ended 31 December |                     |                         |                     |                         |                     |
|-------------------------------------|--------------------------------|---------------------|-------------------------|---------------------|-------------------------|---------------------|
|                                     | 2023                           |                     | 2024                    |                     | 2025                    |                     |
|                                     | <i>RMB'000</i>                 | %                   | <i>RMB'000</i>          | %                   | <i>RMB'000</i>          | %                   |
| Media costs                         | 1,470,333                      | 90.7                | 1,904,675               | 91.9                | 2,987,204               | 91.0                |
| Staff costs                         | 75,880                         | 4.7                 | 87,367                  | 4.2                 | 108,324                 | 3.3                 |
| Cloud servers and database expenses | 51,897                         | 3.2                 | 52,880                  | 2.6                 | 87,121                  | 2.7                 |
| Service costs                       | 8,570                          | 0.5                 | 13,494                  | 0.7                 | 28,660                  | 0.9                 |
| Share-based payment expenses        | 1,693                          | 0.1                 | (1,693)                 | (0.1)               | 22,848                  | 0.7                 |
| Others                              | 12,917                         | 0.8                 | 16,889                  | 0.7                 | 46,880                  | 1.4                 |
| <b>Total</b>                        | <b><u>1,621,290</u></b>        | <b><u>100.0</u></b> | <b><u>2,073,612</u></b> | <b><u>100.0</u></b> | <b><u>3,281,037</u></b> | <b><u>100.0</u></b> |

### Gross Profit and Gross Profit Margin

Our gross profit represents our revenue less our cost of sales, and our gross profit margin represents our gross profit divided by our revenue, expressed as a percentage.

|                               | For the year ended 31 December        |                                 |                                       |                                 |                                       |                                 |
|-------------------------------|---------------------------------------|---------------------------------|---------------------------------------|---------------------------------|---------------------------------------|---------------------------------|
|                               | 2023                                  |                                 | 2024                                  |                                 | 2025                                  |                                 |
|                               | <b>Gross Profit</b><br><i>RMB'000</i> | <b>Gross Profit Margin</b><br>% | <b>Gross Profit</b><br><i>RMB'000</i> | <b>Gross Profit Margin</b><br>% | <b>Gross Profit</b><br><i>RMB'000</i> | <b>Gross Profit Margin</b><br>% |
| Integrated Marketing Services | 194,016                               | 22.5                            | 146,829                               | 11.2                            | 173,772                               | 8.9                             |
| Advertising Platform Business | 324,968                               | 25.5                            | 327,160                               | 26.5                            | 373,280                               | 20.3                            |
| Others <sup>(Note)</sup>      | <u>3,046</u>                          | 47.4                            | <u>(791)</u>                          | (17.7)                          | <u>1,978</u>                          | 5.2                             |
| <b>Total</b>                  | <b><u>522,030</u></b>                 | <b><u>24.4</u></b>              | <b><u>473,198</u></b>                 | <b><u>18.6</u></b>              | <b><u>549,030</u></b>                 | <b><u>14.3</u></b>              |

*Note:*

Others refer to gross profit or gross profit margin of sales of products and other businesses. These activities contributed an insignificant portion of our overall revenue and cost of sales during the Track Record Period, and are insignificant to our overall gross profit and gross profit margin.

## FINANCIAL INFORMATION

### Selling and Marketing Expenses

Our selling and marketing expenses primarily consist of (i) staff costs, (ii) business development fees, (iii) depreciation and amortisation, (iv) travelling expenses, (v) share-based payment expenses and (vi) consulting fees.

|                                              | For the year ended 31 December |              |                |              |                |              |
|----------------------------------------------|--------------------------------|--------------|----------------|--------------|----------------|--------------|
|                                              | 2023                           |              | 2024           |              | 2025           |              |
|                                              | <i>RMB'000</i>                 | %            | <i>RMB'000</i> | %            | <i>RMB'000</i> | %            |
| Staff costs                                  | 23,436                         | 57.7         | 29,318         | 66.8         | 40,088         | 61.5         |
| Business development fees                    | 2,223                          | 5.5          | 2,821          | 6.4          | 5,771          | 8.9          |
| Depreciation and amortisation                | 3,233                          | 8.0          | 3,411          | 7.8          | 5,327          | 8.2          |
| Travelling expenses                          | 7,238                          | 17.8         | 5,678          | 12.9         | 5,320          | 8.2          |
| Share-based payment expenses                 | 70                             | 0.2          | (70)           | (0.2)        | 3,592          | 5.5          |
| Consulting fees                              | 1,985                          | 4.9          | 962            | 2.2          | 1,856          | 2.8          |
| Conference expenses                          | 695                            | 1.7          | 488            | 1.1          | 1,147          | 1.8          |
| Rent, property management fees and utilities | 1,581                          | 3.9          | 647            | 1.5          | 121            | 0.2          |
| Others                                       | 160                            | 0.3          | 620            | 1.5          | 1,978          | 2.9          |
| <b>Total</b>                                 | <b>40,621</b>                  | <b>100.0</b> | <b>43,875</b>  | <b>100.0</b> | <b>65,200</b>  | <b>100.0</b> |

### Administrative Expenses

Our administrative expenses primarily consist of (i) staff costs, (ii) share-based payment expenses, (iii) service fees incurred by agency services and insurance and (iv) office and travelling expenses.

|                                              | For the year ended 31 December |              |                |              |                |              |
|----------------------------------------------|--------------------------------|--------------|----------------|--------------|----------------|--------------|
|                                              | 2023                           |              | 2024           |              | 2025           |              |
|                                              | <i>RMB'000</i>                 | %            | <i>RMB'000</i> | %            | <i>RMB'000</i> | %            |
| Staff costs                                  | 58,483                         | 41.7         | 61,890         | 50.9         | 76,279         | 39.5         |
| Share-based payment expenses                 | 2,822                          | 2.0          | (2,822)        | (2.3)        | 34,888         | 18.1         |
| Service fees                                 | 22,298                         | 15.9         | 13,808         | 11.3         | 28,460         | 14.7         |
| Office and travelling expenses               | 11,304                         | 8.1          | 12,289         | 10.1         | 17,444         | 9.0          |
| Depreciation and amortisation                | 11,881                         | 8.5          | 9,752          | 8.0          | 8,744          | 4.5          |
| Professional fees                            | 7,830                          | 5.6          | 7,789          | 6.4          | 8,710          | 4.5          |
| Business development fees                    | 11,685                         | 8.3          | 9,691          | 8.0          | 6,206          | 3.2          |
| Taxes and surcharges                         | 6,503                          | 4.6          | 1,930          | 1.6          | 3,860          | 2.0          |
| Rent, property management fees and utilities | 1,857                          | 1.3          | 1,768          | 1.5          | 2,620          | 1.4          |
| Others                                       | 5,697                          | 4.0          | 5,597          | 4.5          | 5,926          | 3.1          |
| <b>Total</b>                                 | <b>140,360</b>                 | <b>100.0</b> | <b>121,692</b> | <b>100.0</b> | <b>193,137</b> | <b>100.0</b> |

## FINANCIAL INFORMATION

### Research and Development Expenses

Our research and development expenses mainly consist of (i) staff costs, (ii) cloud servers and database expenses, (iii) technical service fee and (iv) share-based payment expenses.

|                                     | For the year ended 31 December |              |               |              |                |              |
|-------------------------------------|--------------------------------|--------------|---------------|--------------|----------------|--------------|
|                                     | 2023                           |              | 2024          |              | 2025           |              |
|                                     | RMB'000                        | %            | RMB'000       | %            | RMB'000        | %            |
| Staff costs                         | 69,943                         | 80.7         | 77,903        | 85.2         | 101,530        | 63.7         |
| Cloud servers and database expenses | 8,517                          | 9.8          | 10,258        | 11.2         | 21,045         | 13.2         |
| Technical service fee               | 3,145                          | 3.6          | 1,473         | 1.6          | 12,426         | 7.8          |
| Share-based payment expenses        | 1,426                          | 1.6          | (1,426)       | (1.6)        | 20,660         | 13.0         |
| Depreciation and amortisation       | 2,319                          | 2.7          | 2,026         | 2.2          | 2,358          | 1.5          |
| Others                              | 1,358                          | 1.6          | 1,153         | 1.4          | 1,251          | 0.8          |
| <b>Total</b>                        | <b>86,708</b>                  | <b>100.0</b> | <b>91,387</b> | <b>100.0</b> | <b>159,270</b> | <b>100.0</b> |

### Impairment Losses on Trade Receivables and Other Receivables

Our impairment losses on trade receivables and other receivables amounted to RMB124.9 million, RMB82.3 million and RMB87.9 million, as at 31 December 2023, 2024 and 2025.

### Other Net Income

Our other net income primarily consists of (i) fair value change of financial assets measured at FVPL, (ii) interest income, (iii) government grants and (iv) net foreign exchange gain/(loss).

|                                                                    | For the year ended 31 December |              |               |              |                |              |
|--------------------------------------------------------------------|--------------------------------|--------------|---------------|--------------|----------------|--------------|
|                                                                    | 2023                           |              | 2024          |              | 2025           |              |
|                                                                    | RMB'000                        | %            | RMB'000       | %            | RMB'000        | %            |
| Fair value change of financial assets measured at FVPL<br>(Note 1) | 19,794                         | 19.9         | 12,529        | 12.8         | 78,473         | 54.8         |
| Interest income <sup>(Note 2)</sup>                                | 27,947                         | 28.1         | 62,584        | 64.1         | 63,075         | 44.0         |
| Government grants <sup>(Note 3)</sup>                              | 45,388                         | 45.6         | 12,004        | 12.3         | 20,554         | 14.3         |
| Net foreign exchange gain/(loss)                                   | 11,734                         | 11.8         | 17,617        | 18.0         | (19,156)       | (13.4)       |
| Net gain on disposal of subsidiaries                               | 115                            | 0.1          | —             | —            | 2,691          | 1.9          |
| Net (loss)/gain on disposal of associates                          | (1,972)                        | (2.0)        | (11,258)      | (11.5)       | 2,572          | 1.8          |
| Gain/(loss) on disposal of property and equipment                  | 1,242                          | 1.2          | 4,432         | 4.5          | (415)          | (0.3)        |
| Others                                                             | (4,702)                        | (4.7)        | (271)         | (0.2)        | (4,521)        | (3.1)        |
| <b>Total</b>                                                       | <b>99,546</b>                  | <b>100.0</b> | <b>97,637</b> | <b>100.0</b> | <b>143,273</b> | <b>100.0</b> |

#### Notes:

1. Fair value change of financial assets measured at FVPL primarily relates to various wealth management products. See Note 18 to the Accountants' reports in Appendix I to this document.
2. Interest income primarily arises from holdings of demand deposits and certificates of deposit.
3. Government grants represent unconditional cash subsidies received by certain subsidiaries from local governments for our achievements during the years ended 31 December 2023, 2024 and 2025. There are no unfulfilled conditions or contingencies relating to such government grants income recognised.

## FINANCIAL INFORMATION

### Finance Costs

Our finance costs were mainly related to interest on bank loans and interest on lease liabilities. In 2023, 2024 and 2025, our finance costs were RMB6.0 million, RMB20.7 million and RMB13.8 million, representing 0.3%, 0.8% and 0.4% of our revenue respectively.

|                               | For the year ended 31 December |               |               |
|-------------------------------|--------------------------------|---------------|---------------|
|                               | 2023                           | 2024          | 2025          |
|                               | RMB'000                        | RMB'000       | RMB'000       |
| Interest on bank loans        | 1,137                          | 15,712        | 10,572        |
| Interest on lease liabilities | 4,912                          | 4,210         | 1,569         |
| Other interest expense        | —                              | 813           | 1,650         |
| <b>Total</b>                  | <b>6,049</b>                   | <b>20,735</b> | <b>13,791</b> |

### Income Tax

We are subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which our members operate and are domiciled. Our income tax expense comprises current tax and deferred tax.

In accordance with the EIT Law, Foreign Investment Enterprises (“FIEs”) and domestic companies established in Chinese Mainland are subject to Enterprise Income Tax (“EIT”) at a rate of 25%.

The income tax provision of our Group in respect of our operations in PRC was calculated at a tax rate of 25% on the assessable profits for the periods presented, based on the existing legislation, interpretations and practices in respect thereof. Under the PRC Income Tax Laws, an enterprise which qualifies as a High and New Technology Enterprise (“HNTe”) is entitled to a preferential tax rate of 15% provided it continues to meet HNTe qualification standards on an annual basis. Xi'an Diangao and Beijing Xinghezhixing Network Technology Co., Ltd., as HNTes, are entitled to a preferential tax rate of 15% during the years of 2023 to 2025 and 2023 to 2024, respectively. An additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income under the PRC Income Tax Law and its relevant regulations after 1 October 2022. Xi'an Diangao and Xi'an Guangzhi, which were established in the PRC, are entitled to tax benefits applicable to entities under the Third Phase of the Western Region Development Plan of the PRC, and enjoy a preferential tax rate of 15% during the Track Record Period. For details, see Note 7 to the Accountants' Report in Appendix I to this document.

For the Hong Kong subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for the Hong Kong subsidiary was calculated at the same basis during the Track Record Period.

Taxation for subsidiaries incorporated in other jurisdictions is charged at the appropriate current rates of taxation ruling in the relevant countries, at a range from 0% to 30.62% during the reporting period.

During the Track Record Period, we recorded an income tax expense of RMB12.1 million in 2023, an income tax credit of RMB9.7 million in 2024 and an income tax expense of RMB24.6 million in 2025.

After consultation with our tax adviser, our Directors are of the view that the intra-group transactions were conducted on an arm's length basis and in compliance with the applicable transfer pricing laws and regulations. As at the Latest Practicable Date, our Directors were not aware of any outstanding enquiry, audit, investigation, or demand or challenge for additional tax payment from any tax authorities in connection with such intra-group transactions that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations.

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## FINANCIAL INFORMATION

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As at the Latest Practicable Date and during the Track Record Period, we did not have any unresolved tax disputes.

### REVIEW OF HISTORICAL RESULTS OF OPERATION

#### 2025 as Compared to 2024

##### *Revenue*

Our revenue increased by 50.4% from RMB2,546.8 million in 2024 to RMB3,830.1 million in 2025, primarily driven by the increase in revenue from integrated marketing and advertising platform business.

- Our revenue from integrated marketing services increased by 49.3% from RMB1,308.1 million in 2024 to RMB1,953.6 million in 2025, mainly due to the increased amount of advertising spending by our customers and an increase in the number of new customers for our marketing solutions, which was primarily attributable to our promising advertising performance and enhanced sales and marketing efforts.
- Our revenue from advertising platform business increased by 48.9% from RMB1,234.3 million in 2024 to RMB1,838.1 million in 2025, mainly due to an increased amount of advertising spending from existing customers and our acquisition of new customers, which was driven by our broader media coverage and the optimisation of algorithms underlying our advertising platform systems.

##### *Cost of Sales*

Our cost of sales increased by 58.2% from RMB2,073.6 million in 2024 to RMB3,281.0 million in 2025, primarily due to the increased media costs, which were largely in line with the expansion of our business. Our media costs contributed to 91.9% and 91.0% of our cost of sales in 2024 and 2025, respectively.

##### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 16.0% from RMB473.2 million in 2024 to RMB549.0 million in 2025. However, our gross profit margin decreased from 18.6% in 2024 to 14.3% in 2025, primarily due to the decrease in gross profit margin of our integrated marketing services and advertising platform business.

- The gross profit margin of our integrated marketing services decreased from 11.2% in 2024 to 8.9% in 2025, mainly due to (i) our competitive marketing strategies, and (ii) an increase in our staff costs under cost of sales, which were primarily in relation to the increased number of operational personnel and our share-based payment.
- The gross profit margin of our advertising platform business decreased from 26.5% in 2024 to 20.3% in 2025, primarily due to our increased media costs, as we utilise a wider range of media resources for gathering diverse advertisement performance data so as to optimise our advertising algorithm and expand our customer base.

##### *Selling and Marketing Expenses*

Our selling and marketing expenses increased by 48.5% from RMB43.9 million in 2024 to RMB65.2 million in 2025, primarily due to (i) the increased staff costs as we recruited more employees in first-tier cities and overseas in 2025, (ii) share-based payment expenses recorded for our sales and marketing personnel and (iii) the increase in business development fees, such as business consulting fees and business entertainment expenses, in relation to the expansion of our advertising platform business.

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## FINANCIAL INFORMATION

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### *Administrative Expenses*

Our administrative expenses increased by 58.7% from RMB121.7 million in 2024 to RMB193.1 million in 2025, primarily due to (i) the increased staff costs in line with our business expansion, (ii) share-based payment expenses recorded for our administrative personnel and (iii) increased professional service fees including tax and financial consulting fees, audit fees and legal service fees, mainly relating to our investment activities in 2025.

### *Research and Development Expenses*

Our research and development expenses increased by 74.3% from RMB91.4 million in 2024 to RMB159.3 million in 2025, primarily due to (i) increase in staff costs contributed by the expansion of our R&D team in line with our business expansion, (ii) share-based payment expenses recorded for our R&D personnel and (iii) increased expenditure in relation to the development of certain advertising technologies.

### *Impairment Losses on Trade Receivables and Other Receivables*

Our impairment losses on trade receivables and other receivables increased by 6.8% from RMB82.3 million in 2024 to RMB87.9 million in 2025, primarily due to the growth in trade and other receivables in line with our business growth.

### *Other Net Income*

Our other net income increased by 46.8% from RMB97.6 million in 2024 to RMB143.3 million in 2025, primarily due to (i) an increase in the fair value change of financial assets measured at FVPL from our investments in various wealth management products and (ii) an increase in the net gain on disposal of associates, primarily attributable to a loss incurred from the disposal of a certain associate in 2024, compared to investment gains recognised from the disposal of certain associates in 2025, partially offset by a net foreign exchange loss in relation to an unrealised exchange loss arising from the year-end revaluation of trade receivables, attributable to the U.S. dollar depreciation in 2025.

### *Finance Costs*

Our finance costs decreased by 33.3% from RMB20.7 million in 2024 to RMB13.8 million in 2025, primarily due to (i) the decrease in the domestic benchmark interest rate and (ii) reduced size of our lease area.

### *Income Tax*

We recorded an income tax credit of RMB9.7 million in 2024, compared to an income tax expense of RMB24.6 million in 2025, primarily due to the greater impact of the exemption in 2024 which we obtained in relation to profits tax assessments on our Hong Kong subsidiaries for offshore-sourced income in several prior years.

## **2024 as Compared to 2023**

### *Revenue*

Our revenue increased by 18.8% from RMB2,143.3 million in 2023 to RMB2,546.8 million in 2024, primarily driven by the increase in revenue from integrated marketing services.

- Our revenue from integrated marketing services increased by 51.6% from RMB862.7 million in 2023 to RMB1,308.1 million in 2024, mainly due to the increased amount of advertising spending by our customers and the acquisition of new customers for our marketing solutions, which were primarily attributable to our promising advertising performance and enhanced sales and marketing efforts.
- Our revenue from advertising platform business remained relatively stable at RMB1,274.2 million in 2023 and RMB1,234.3 million in 2024.



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## FINANCIAL INFORMATION

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### *Cost of Sales*

Our cost of sales increased by 27.9% from RMB1,621.3 million in 2023 to RMB2,073.6 million in 2024, primarily due to the increased media costs, which were largely in line with the increased amount of spending by our key customers in integrated marketing services. Our media costs contributed to 90.7% and 91.9% of our cost of sales in 2023 and 2024, respectively.

### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit decreased by 9.3% from RMB522.0 million in 2023 to RMB473.2 million in 2024. Our gross profit margin decreased from 24.4% in 2023 to 18.6% in 2024, primarily due to the decrease in gross profit margin of integrated marketing services.

- The gross profit margin of our integrated marketing services decreased from 22.5% in 2023 to 11.2% in 2024, primarily due to our competitive marketing strategies.
- The gross profit margin of our advertising platform business remained relatively stable at 25.5% in 2023 and 26.5% in 2024.

### *Selling and Marketing Expenses*

Our selling and marketing expenses increased by 8.1% from RMB40.6 million in 2023 to RMB43.9 million in 2024, primarily due to the increased staff costs contributed by the expansion of our sales team in line with our business expansion, partially offset by the decreased travelling expenses in 2024 as compared with 2023, when pent-up demand during the pandemic on marketing events and business travel increased in 2023.

### *Administrative Expenses*

Our administrative expenses decreased by 13.3% from RMB140.4 million in 2023 to RMB121.7 million in 2024, primarily due to (i) the decrease in service fees, as we strengthened our internal control system in 2023, resulting in higher consultancy expenses compared with 2024, (ii) the decrease in business development expenses, as part of our cost reduction and efficiency enhancement initiatives, and (iii) the reversal of share-based payment expenses in 2024, as the relevant vesting conditions for certain awards under the share incentive plan were not met.

### *Research and Development Expenses*

Our research and development expenses increased by 5.4% from RMB86.7 million in 2023 to RMB91.4 million in 2024, primarily due to the increase in staff cost contributed by the expansion of our R&D team, partially offset by the reversal of share-based payment expenses in 2024 as the vesting conditions for certain awards under the share incentive plan were not met.

### *Impairment Losses on Trade Receivables and Other Receivables*

Our impairment losses on trade receivables and other receivables decreased by 34.1% from RMB124.9 million in 2023 to RMB82.3 million in 2024, primarily due to our optimised management in receivables collection in 2024.

### *Other Net Income*

Our other net income remained relatively stable at RMB99.5 million in 2023 and RMB97.6 million in 2024.

### *Finance Costs*

Our finance costs increased by 245.0% from RMB6.0 million in 2023 to RMB20.7 million in 2024, primarily due to the increase in our bank loans in light of our business expansion and the optimisation of our debt structure. See “Financial Information — Indebtedness and Contingent Liabilities — Bank Loans” for details.

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### *Income Tax*

We recorded an income tax expense of RMB12.1 million in 2023, compared to an income tax credit of RMB9.7 million in 2024, primarily due to the greater impact of the exemption in 2024 which we obtained in relation to profits tax assessments on our Hong Kong subsidiaries for offshore-sourced income in several prior years.

### DESCRIPTION OF SELECTED ITEMS OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The following table sets forth our consolidated statements of financial position as at the dates indicated.

|                                                                         | As at 31 December |                  |                  |
|-------------------------------------------------------------------------|-------------------|------------------|------------------|
|                                                                         | 2023              | 2024             | 2025             |
|                                                                         | RMB'000           | RMB'000          | RMB'000          |
| <b>Non-current assets</b>                                               |                   |                  |                  |
| Property and equipment                                                  | 106,997           | 45,561           | 37,054           |
| Intangible assets                                                       | 43,844            | 56,381           | 49,430           |
| Goodwill                                                                | 35,617            | 35,617           | 35,617           |
| Interests in joint ventures                                             | 5,068             | 5,221            | 15,963           |
| Interests in associates                                                 | 115,032           | 75,778           | 112,479          |
| Equity securities designated at FVOCI                                   | 28,988            | 37,551           | 35,248           |
| Financial assets measured at fair value through profit or loss (“FVPL”) | 16,124            | 64,906           | 117,128          |
| Other non-current assets                                                | 8,471             | 17,787           | 24,114           |
| Deferred tax assets                                                     | 49,277            | 50,918           | 71,596           |
| <b>Total non-current assets</b>                                         | <b>409,418</b>    | <b>389,720</b>   | <b>498,629</b>   |
| <b>Current assets</b>                                                   |                   |                  |                  |
| Derivative financial instruments                                        | —                 | —                | 2,229            |
| Financial assets measured at FVPL                                       | 688,395           | 526,664          | 788,281          |
| Other financial assets measured at amortised cost                       | —                 | 189,193          | 194,967          |
| Current tax recoverable                                                 | 9,749             | 9,813            | 9,975            |
| Inventories                                                             | —                 | 769              | 654              |
| Trade receivables                                                       | 888,576           | 800,782          | 903,859          |
| Prepayments and other receivables                                       | 1,116,443         | 1,575,008        | 1,831,005        |
| Cash at bank and on hand                                                | 1,558,639         | 2,279,377        | 2,293,701        |
| <b>Total current assets</b>                                             | <b>4,261,802</b>  | <b>5,381,606</b> | <b>6,024,671</b> |

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|                                                                        | As at 31 December |                  |                  |
|------------------------------------------------------------------------|-------------------|------------------|------------------|
|                                                                        | 2023              | 2024             | 2025             |
|                                                                        | <i>RMB'000</i>    | <i>RMB'000</i>   | <i>RMB'000</i>   |
| <b>Current liabilities</b>                                             |                   |                  |                  |
| Trade and other payables                                               | 910,857           | 1,502,693        | 2,003,641        |
| Contract liabilities                                                   | 58,216            | 56,659           | 74,599           |
| Bank loans                                                             | 100,095           | 511,718          | 570,597          |
| Lease liabilities                                                      | 12,994            | 7,927            | 7,405            |
| Derivative financial instruments                                       | —                 | 139              | 5,565            |
| Current tax payable                                                    | 81,994            | 69,886           | 103,495          |
| <b>Total current liabilities</b>                                       | <b>1,164,156</b>  | <b>2,149,022</b> | <b>2,765,302</b> |
| <b>Net current assets</b>                                              | <b>3,097,646</b>  | <b>3,232,584</b> | <b>3,259,369</b> |
| <b>Total assets less current liabilities</b>                           | <b>3,507,064</b>  | <b>3,622,304</b> | <b>3,757,998</b> |
| <b>Non-current liabilities</b>                                         |                   |                  |                  |
| Lease liabilities                                                      | 88,525            | 22,023           | 17,798           |
| Deferred tax liabilities                                               | 11,551            | 14,468           | 13,662           |
| Deferred income                                                        | 3,593             | 2,199            | 523              |
| <b>Total non-current liabilities</b>                                   | <b>103,669</b>    | <b>38,690</b>    | <b>31,983</b>    |
| <b>Net Assets</b>                                                      | <b>3,403,395</b>  | <b>3,583,614</b> | <b>3,726,015</b> |
| <b>Capital and Reserves</b>                                            |                   |                  |                  |
| Share capital                                                          | 471,886           | 471,886          | 471,886          |
| Reserves                                                               | 2,920,940         | 3,093,623        | 3,235,897        |
| <b>Total equity attributable to equity shareholders of the Company</b> | <b>3,392,826</b>  | <b>3,565,509</b> | <b>3,707,783</b> |
| <b>Non-controlling interests</b>                                       | <b>10,569</b>     | <b>18,105</b>    | <b>18,232</b>    |
| <b>Total Equity</b>                                                    | <b>3,403,395</b>  | <b>3,583,614</b> | <b>3,726,015</b> |

## FINANCIAL INFORMATION

### Property and Equipment

Our property and equipment consisted of (i) right-of-use assets, (ii) leasehold improvements, (iii) office equipment, furniture and fittings and (iv) vehicles. The following table sets out the breakdown of our property and equipment as at the dates indicated:

|                                          | As at 31 December |                |                |
|------------------------------------------|-------------------|----------------|----------------|
|                                          | 2023              | 2024           | 2025           |
|                                          | <i>RMB'000</i>    | <i>RMB'000</i> | <i>RMB'000</i> |
| Right-of-use assets                      | 80,729            | 25,799         | 21,461         |
| Leasehold improvements                   | 16,661            | 11,578         | 9,122          |
| Office equipment, furniture and fittings | 9,283             | 7,284          | 5,868          |
| Vehicles                                 | 324               | 900            | 603            |
| <b>Total</b>                             | <b>106,997</b>    | <b>45,561</b>  | <b>37,054</b>  |

Our property and equipment is primarily in relation to the properties that we lease for our offices. Our property and equipment decreased by 57.4% from RMB107.0 million as at 31 December 2023 to RMB45.6 million as at 31 December 2024, and further decreased by 18.6% from RMB45.6 million as at 31 December 2024 to RMB37.1 million as at 31 December 2025, primarily due to (i) the decrease in right-of-use assets in relation to our leased office areas, (ii) the amortisation of leasehold improvements in relation to our leased office, right-of use assets, office equipment, furniture and fittings and (iii) the disposal of certain office equipment.

### Intangible Assets

Our intangible assets mainly consist of (i) software, (ii) proprietary technology and (iii) trademark. Our intangible assets increased from RMB43.8 million as at 31 December 2023 to RMB56.4 million as at 31 December 2024, primarily due to the increase in the value of proprietary technology primarily attributable to the subsidiaries we acquired in 2024. Our intangible assets decreased from RMB56.4 million as at 31 December 2024 to RMB49.4 million as at 31 December 2025, primarily due to the decrease in the net book value of intangible assets resulting from amortisation.

### Goodwill

Due to our acquisition of Shanghai Shiquan Network Technology Co., Ltd. (上海世全網絡科技有限公司), we recorded goodwill of RMB35.6 million as at 31 December 2023, which remained unchanged as at 31 December 2024 and 2025. See Note 13 to the Accountants' Report in Appendix I to this document for further details.

### Interests in Associates

Our interests in associates primarily represent our share of their net assets. Our interests in associates decreased from RMB115.0 million as at 31 December 2023 to RMB75.8 million as at 31 December 2024, primarily due to our strategic disposals of interests in certain associates that did not meet the operational performance we expected.

Our interests in associates increased from RMB75.8 million as at 31 December 2024 to RMB112.5 million as at 31 December 2025, due to investments in interests in new associates in light of our strategy for enhancing our understanding and development of AI-driven advertising technologies.

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### Financial Assets Measured at FVPL

Our financial assets measured at FVPL decreased from RMB704.5 million as at 31 December 2023 to RMB591.6 million as at 31 December 2024, and subsequently increased to RMB905.4 million as at 31 December 2025. The fluctuations in our financial assets measured at FVPL were primarily in relation to changes to the balance of our investments in various wealth management products and unlisted equity investments as at the dates indicated.

Our financial assets measured at FVPL primarily include our investments in unlisted equity and fund investments and various wealth management products. Our wealth management products consist mainly of principal-protected or low-risk wealth management products issued by major reputable commercial banks or securities institutions in Chinese Mainland. We managed and evaluated the performance of investments on a fair value basis in accordance with our business needs and cash management strategy. As our main business operations require substantial working capital in cash and the cash investment required for scaling R&D and business operations follows a cyclical pattern, characterised by gradual capital infusion rather than a single lump-sum expenditure, we invest idle cash and bank balances by placing investments in time deposits and wealth management products with high liquidity, low risk and a maturity of typically no more than one year, such that our risk exposure arising from such investments is controlled.

Our investment strategy related to our wealth management products focuses on minimising the financial risks by reasonably and conservatively matching the maturities of the portfolio to anticipated operating cash needs, while generating desirable investment returns. To control our risk exposure, investment decisions are made in strict accordance with our established procedures and internal policies. This process requires a comprehensive assessment that integrates considerations from our key risk control frameworks, including but not limited to: the creditworthiness of issuing institutions, the alignment of product tenors with our cash flow needs, the stability of product valuations, alongside the macroeconomic environment and our working capital conditions.

Our finance department is primarily responsible for proposing, analysing and evaluating potential investments in our wealth management products. Equity investment matters are handled by our strategic investment department. Our management, including our finance department, has extensive experience in managing the financial aspects of an enterprise’s operations. In particular, Mr. Zheng Zhengdong, our executive Director and chief financial officer, has over 10 years of experience in financial management and corporate finance across various industries. Pursuant to our Articles of Association, our Board oversees our investment activities within its authorised approval scope. Prior to making any material investments or modifying our existing investment portfolio, the proposal shall be reviewed and approved by Mr. Zheng Zhengdong or Mr. Zou Xiaowu.

Upon [REDACTED], we intend to continue our external investments, such as those in wealth management products, strictly in accordance with our internal policies and the applicable requirements under Chapter 14 of the Listing Rules, and we will comply with the relevant requirements under Chapter 14 of the Listing Rules.

In relation to the valuation of the financial assets measured at FVPL, we have adopted the following procedures:

- (i) reviewed the terms of the relevant wealth management products;
- (ii) reviewed the fair value measurement assessment of the relevant wealth management products presented by our finance department and carefully considered all information available and various applicable valuation techniques and processes in determining the valuation of the relevant wealth management products; and
- (iii) reviewed the fair value measurement of the financial investments, taking into account the valuation techniques and assumptions of unobservable inputs in order to determine if the fair value measurement of Level 3 investments is in compliance with the applicable IFRS Accounting Standards.

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Based on the above procedures, our Directors are of the view that the valuation analysis is fair and reasonable, and our financial statements are properly prepared.

Details of the fair value measurement of financial assets measured at FVPL, particularly the fair value hierarchy, the valuation techniques and key inputs, including significant unobservable inputs, and the relationship of unobservable inputs to fair value, are disclosed in Note 32(e) to the Accountants’ Report in Appendix I to this document.

### Other Financial Assets Measured at Amortised Cost

Our other financial assets measured at amortised cost are certificates of deposit. Our other financial assets measured at amortised cost increased from nil as at 31 December 2023 to RMB189.2 million as at 31 December 2024, and further to RMB195.0 million as at 31 December 2025, mainly due to our increased investments in certificates of deposit issued by major reputable commercial banks in the PRC, which are of high-liquidity and low-risk.

### Trade Receivables

Our trade receivables primarily represent the balances (excluding those from media agency services) due from our customers for provision of our services. We typically grant credit periods from 60 up to 180 days to our customers.

The table below sets out the breakdown of our trade receivables as at the dates indicated.

|                             | As at 31 December |                |                |
|-----------------------------|-------------------|----------------|----------------|
|                             | 2023              | 2024           | 2025           |
|                             | RMB'000           | RMB'000        | RMB'000        |
| Trade receivables due from: |                   |                |                |
| — related parties           | 1,666             | 3,195          | 1,587          |
| — third parties             | 951,656           | 878,382        | 981,796        |
| Less: credit loss allowance | (64,746)          | (80,795)       | (79,524)       |
| <b>Total</b>                | <b>888,576</b>    | <b>800,782</b> | <b>903,859</b> |

Our trade receivables decreased from RMB888.6 million as at 31 December 2023 to RMB800.8 million as at 31 December 2024, as we improved our overall management on trade receivables. Our trade receivables increased from RMB800.8 million as at 31 December 2024 to RMB903.9 million as at 31 December 2025, in line with our business growth.

### Ageing Analysis

The table below sets out an ageing analysis of our trade receivables based on invoice date and net of loss allowance as at the dates indicated.

|               | As at 31 December |                |                |
|---------------|-------------------|----------------|----------------|
|               | 2023              | 2024           | 2025           |
|               | RMB'000           | RMB'000        | RMB'000        |
| Within 1 year | 794,213           | 751,463        | 896,220        |
| 1 to 2 years  | 87,843            | 14,734         | 7,363          |
| Over 2 years  | 6,520             | 34,585         | 276            |
| <b>Total</b>  | <b>888,576</b>    | <b>800,782</b> | <b>903,859</b> |



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### *Turnover Days*

The table below sets out the turnover days of our trade receivables for the periods indicated.

|                                                   | For the year ended 31 December |      |      |
|---------------------------------------------------|--------------------------------|------|------|
|                                                   | 2023                           | 2024 | 2025 |
| Trade receivables turnover days <sup>(Note)</sup> | 164                            | 135  | 92   |

*Note:*

Our trade receivables turnover days for each period equals the average of the beginning and ending balances of gross trade receivables for that period divided by revenue (excluding the revenue from media agency services) for that period and multiplied by number of days in that period (i.e., 365 days for a given year).

Our trade receivables turnover days decreased from 164 days in 2023 to 135 days in 2024, and further decreased to 92 days in 2025, as we improved our overall management on trade receivables.

As at 28 February 2026, RMB518.4 million, or 52.7%, of our trade receivables as at 31 December 2025 had been settled. During the Track Record Period and up to the Latest Practicable Date, we did not have any material dispute or disagreement with our enterprise customers in relation to the timing, amounts of billing or the collection of our trade receivables.

### **Prepayments and Other Receivables**

Our prepayments and other receivables primarily include (i) other receivables related to media agency services, (ii) amounts due from payment platforms, (iii) prepayments for media traffic and (iv) value added tax (“VAT”) and other tax recoverable.

The table below sets forth the breakdown of our prepayments and other receivables as at the dates indicated.

|                                                                        | As at 31 December |                  |                  |
|------------------------------------------------------------------------|-------------------|------------------|------------------|
|                                                                        | 2023              | 2024             | 2025             |
|                                                                        | RMB'000           | RMB'000          | RMB'000          |
| Other receivables related to media agency services <sup>(Note 1)</sup> | 1,229,928         | 1,573,839        | 1,792,935        |
| Amounts due from payment platforms <sup>(Note 2)</sup>                 | 10,875            | 10,874           | 45,458           |
| Deposits                                                               | 1,392             | 1,692            | 5,330            |
| Tax reserve certificate recoverable                                    | —                 | —                | 3,634            |
| Amounts due from related parties <sup>(Note 3)</sup>                   | 71                | 30,776           | 1,748            |
| Others                                                                 | 5,056             | 6,272            | 9,373            |
|                                                                        | 1,247,322         | 1,623,453        | 1,858,478        |
| Less: loss allowance                                                   | (172,873)         | (155,923)        | (185,690)        |
|                                                                        | 1,074,449         | 1,467,530        | 1,672,788        |
| Prepayments for media traffic                                          | 23,367            | 81,961           | 148,497          |
| Value added tax (“VAT”) and other tax recoverable                      | 17,040            | 19,846           | 5,264            |
| [REDACTED] to be deducted from equity                                  | —                 | —                | 581              |
| Prepayments for others                                                 | 1,587             | 5,671            | 3,875            |
| <b>Total</b>                                                           | <b>1,116,443</b>  | <b>1,575,008</b> | <b>1,831,005</b> |

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### Notes:

1. Other receivables related to media agency services represent gross billings receivable from advertisers in respect of media traffic purchasing.
2. Amounts due from payment platforms represent amounts not yet settled by third-party payment platforms, such as Paypal, as at 31 December of the relevant year.
3. Amounts due from related parties as at 31 December 2024 mainly represent receivables in respect of the disposal of an associate, amounting to RMB30.0 million, which was settled on 3 January 2025. See Note 34(b) to the Accountants’ Report in Appendix I to this document.

All the prepayment and other receivables are expected to be recovered or recognised as expenses within one year.

Our prepayments and other receivables increased from RMB1,116.4 million as at 31 December 2023 to RMB1,575.0 million as at 31 December 2024, and further increased to RMB1,831.0 million as at 31 December 2025, primarily due to (i) the increase in other receivables related to media agency services in relation to our customers’ media account top-ups of our media agency services business; and (ii) the increase in prepayments for traffic, in line with the expansion of our integrated marketing services (iii) the increase in amounts due from payment platforms, as certain third-party payment platforms had not yet settled the relevant amounts as at 31 December 2025.

As at 28 February 2026, RMB1,365.1 million, or 76.1%, of our other receivables related to media agency services as at 31 December 2025 had been settled.

### Ageing Analysis

The table below sets out an ageing analysis of our other receivables as at the dates indicated, based on the invoice date and net of loss allowance.

|               | As at 31 December |                  |                  |
|---------------|-------------------|------------------|------------------|
|               | 2023              | 2024             | 2025             |
|               | RMB'000           | RMB'000          | RMB'000          |
| Within 1 year | 1,019,181         | 1,409,232        | 1,657,328        |
| 1 to 2 years  | 46,964            | 46,856           | 12,958           |
| 2 to 3 years  | 8,304             | 11,442           | 2,502            |
| <b>Total</b>  | <b>1,074,449</b>  | <b>1,467,530</b> | <b>1,672,788</b> |

### Turnover Days

The table below sets out the turnover days of our other receivables related to media agency services for the periods indicated.

|                                                   | For the year ended 31 December |      |      |
|---------------------------------------------------|--------------------------------|------|------|
|                                                   | 2023                           | 2024 | 2025 |
| Other receivables turnover days <sup>(Note)</sup> | 96                             | 66   | 60   |

### Note:

Our other receivables related to media agency services turnover days for each period equals the average of the beginning and ending balances of gross other receivables related to media agency services for that period divided by gross billing for that period and multiplied by number of days in that period (i.e., 365 days for a given year).

Our other receivables related to media agency services turnover days decreased from 96 days in 2023 to 66 days in 2024, and further decreased to 60 days in 2025, as we improved our overall management on other receivables.

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### Trade and Other Payables

Our trade and other payables primarily include (i) payables related to media agency services and (ii) trade payables. Our suppliers usually grant us a credit period of 30 to 60 days to settle our purchases.

The table below sets out the breakdown of our trade and other payables as at the dates indicated.

|                                                               | As at 31 December |                  |                  |
|---------------------------------------------------------------|-------------------|------------------|------------------|
|                                                               | 2023              | 2024             | 2025             |
|                                                               | RMB'000           | RMB'000          | RMB'000          |
| Payables related to media agency services <sup>(Note 1)</sup> | 548,396           | 986,111          | 1,388,293        |
| Trade payables <sup>(Note 2)</sup>                            | 290,957           | 429,556          | 512,177          |
| Payables to other services                                    | 44,191            | 44,330           | 52,880           |
| Staff costs payables                                          | 23,545            | 39,682           | 44,274           |
| VAT and other tax payables                                    | 3,768             | 3,014            | 6,017            |
| <b>Total</b>                                                  | <b>910,857</b>    | <b>1,502,693</b> | <b>2,003,641</b> |

*Notes:*

1. Payables related to media agency services refer to the gross spending payable to media in our media agency services in respect of media traffic purchasing.
2. Trade payables represent media costs payable to media.

Our trade and other payables increased from RMB910.9 million as at 31 December 2023 to RMB1,502.7 million as at 31 December 2024, and further increased to RMB2,003.6 million as at 31 December 2025, primarily due to the increases in (i) payables related to media agency services and (ii) trade payables in relation to our media costs.

### Ageing Analysis

The table below sets out an ageing analysis of our trade payables, based on the invoice date, as at the dates indicated.

|               | As at 31 December |                |                |
|---------------|-------------------|----------------|----------------|
|               | 2023              | 2024           | 2025           |
|               | RMB'000           | RMB'000        | RMB'000        |
| Within 1 year | 255,723           | 396,329        | 470,545        |
| 1 to 2 years  | 9,623             | 9,481          | 13,600         |
| 2 to 3 years  | 5,788             | 4,172          | 5,517          |
| Over 3 years  | 19,823            | 19,574         | 22,515         |
| <b>Total</b>  | <b>290,957</b>    | <b>429,556</b> | <b>512,177</b> |

Our trade payables increased from RMB291.0 million as at 31 December 2023 to RMB429.6 million as at 31 December 2024, and further increased to RMB512.2 million as at 31 December 2025, primarily due to the increase in trade payables aged within one year in relation to our media costs, which was in line with our business expansion.

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### **Turnover Days**

The table below sets out the turnover days of our trade payables for the periods indicated.

|                                                | For the year ended 31 December |      |      |
|------------------------------------------------|--------------------------------|------|------|
|                                                | 2023                           | 2024 | 2025 |
| Trade payables turnover days <sup>(Note)</sup> | 74                             | 69   | 58   |

*Note:*

Our trade payables turnover days for each period equals the average of the beginning and ending balances of trade payables for that period divided by media cost for that period and multiplied by number of days in that period (i.e., 365 days for a given year).

Our trade payables turnover days decreased from 74 days in 2023 to 69 days in 2024, and further decreased to 58 days in 2025, as we allocated a larger portion of budget on the procurement of traffic from certain major media, which granted us shorter credit periods.

As at 28 February 2026, RMB234.8 million, or 45.8%, of our trade payables as at 31 December 2025 had been settled.

### **Ageing Analysis**

The table below sets out an ageing analysis of our payables related to media agency services, based on the invoice date, as at the dates indicated.

|               | As at 31 December |                |                  |
|---------------|-------------------|----------------|------------------|
|               | 2023              | 2024           | 2025             |
|               | RMB'000           | RMB'000        | RMB'000          |
| Within 1 year | 530,190           | 951,340        | 1,343,105        |
| 1 to 2 years  | 11,292            | 16,874         | 21,934           |
| 2 to 3 years  | 5,068             | 11,113         | 7,946            |
| Over 3 years  | 1,846             | 6,784          | 15,309           |
| <b>Total</b>  | <b>548,396</b>    | <b>986,111</b> | <b>1,388,293</b> |

### **Turnover Days**

The table below sets out the turnover days of our payables related to media agency services for the periods indicated.

|                                                                           | For the year ended 31 December |      |      |
|---------------------------------------------------------------------------|--------------------------------|------|------|
|                                                                           | 2023                           | 2024 | 2025 |
| Payables related to media agency services turnover days <sup>(Note)</sup> | 54                             | 36   | 43   |

*Note:*

Our payables related to media agency services turnover days for each period equals the average of the beginning and ending balances of payables related to media agency services for that period divided by gross spending for that period and multiplied by number of days in that period (i.e., 365 days for a given year).

Our payables related to media agency services turnover days decreased from 54 days in 2023 to 36 days in 2024, primarily due to an increase in our media traffic purchasing from certain media that granted us shorter credit period, and subsequently increased to 43 days in 2025, primarily due to an increase in our media traffic purchasing from certain media that granted us a longer credit period.

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All trade and other payables are expected to be settled within one year or are repayable on demand.

As at 28 February 2026, RMB1,184.5 million, or 85.3%, of our payables related to media agency services as at 31 December 2025 had been settled.

### LIQUIDITY AND CAPITAL RESOURCES

Our primary uses of cash are to satisfy our working capital needs and our capital expenditure needs. During the Track Record Period, our working capital needs and capital expenditure requirements have been principally financed through a combination of cash generated from operations and bank loans. As at 31 December 2025, we had unutilised banking facilities of RMB866.1 million, all of which are committed and unrestricted.

Our Directors are of the view that taking into account our available resources including cash at bank and on hand, the net cash generated from operating activities, the unutilised banking facilities and the net estimated [REDACTED] from the [REDACTED], we have sufficient working capital for our present requirements and for the next 12 months from the date of this document.

#### Net Current Assets

The table below sets out our current assets and liabilities as at the dates indicated.

|                                                      | As at 31 December |                  |                  | As at<br>28 February |
|------------------------------------------------------|-------------------|------------------|------------------|----------------------|
|                                                      | 2023              | 2024             | 2025             | 2026                 |
|                                                      | RMB'000           | RMB'000          | RMB'000          | RMB'000              |
|                                                      |                   |                  |                  | (Unaudited)          |
| <b>Current assets</b>                                |                   |                  |                  |                      |
| Derivative financial instruments                     | —                 | —                | 2,229            | 2,816                |
| Financial assets measured at FVPL                    | 688,395           | 526,664          | 788,281          | 843,437              |
| Other financial assets measured at<br>amortised cost | —                 | 189,193          | 194,967          | 136,746              |
| Current tax recoverable                              | 9,749             | 9,813            | 9,975            | 9,978                |
| Inventories                                          | —                 | 769              | 654              | 657                  |
| Trade receivables                                    | 888,576           | 800,782          | 903,859          | 922,948              |
| Prepayments and other receivables                    | 1,116,443         | 1,575,008        | 1,831,005        | 1,895,895            |
| Cash at bank and on hand                             | 1,558,639         | 2,279,377        | 2,293,701        | 2,266,535            |
| <b>Total current assets</b>                          | <b>4,261,802</b>  | <b>5,381,606</b> | <b>6,024,671</b> | <b>6,079,012</b>     |
| <b>Current liabilities</b>                           |                   |                  |                  |                      |
| Trade and other payables                             | 910,857           | 1,502,693        | 2,003,641        | 1,982,417            |
| Contract liabilities                                 | 58,216            | 56,659           | 74,599           | 81,915               |
| Bank loans                                           | 100,095           | 511,718          | 570,597          | 699,629              |
| Lease liabilities                                    | 12,994            | 7,927            | 7,405            | 8,199                |
| Derivative financial instruments                     | —                 | 139              | 5,565            | 60,558               |
| Current tax payable                                  | 81,994            | 69,886           | 103,495          | 103,816              |
| <b>Total current liabilities</b>                     | <b>1,164,156</b>  | <b>2,149,022</b> | <b>2,765,302</b> | <b>2,936,534</b>     |
| <b>Net current assets</b>                            | <b>3,097,646</b>  | <b>3,232,584</b> | <b>3,259,369</b> | <b>3,142,478</b>     |

Our net current assets slightly decreased by 3.6% from RMB3,259.4 million to RMB3,142.5 million as at 31 December 2025 and 28 February 2026, respectively, primarily due to (i) an increase of RMB129.0 million in bank loans, primarily due to the growing cash requirements in line with our business expansion, (ii) a decrease of RMB58.2 million in other financial assets measured at amortised cost, attributable to our certain investments in certificates of deposit maturing and being

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redeemed and (iii) an increase of RMB55.0 million in derivative financial instruments (liability), due to changes in fair value, partially offset by (i) an increase of RMB64.9 million in prepayments and other receivables and (ii) an increase of RMB55.2 million in financial assets measured at FVPL.

Our net current assets remained relatively stable at RMB3,232.6 million and RMB3,259.4 million as at 31 December 2024 and 2025, respectively, primarily due to (i) an increase of RMB256.0 million in prepayments and other receivables and (ii) an increase of RMB261.6 million in financial assets measured at FVPL, partially offset by an increase of RMB500.9 million in trade and other payables.

Our net current assets increased by 4.4% from RMB3,097.6 million to RMB3,232.6 million as at 31 December 2023 and 2024, primarily due to (i) an increase of RMB458.6 million in prepayments and other receivables, (ii) an increase of RMB720.7 million in cash at bank and on hand attributable to our disposal of certain wealth management products and an increase in [REDACTED] from bank loans in 2024 and (iii) an increase of RMB189.2 million in other financial assets measured at amortised cost attributable to our investment in certificates of deposit, partially offset by (i) an increase of RMB591.8 million in trade and other payables, (ii) an increase of RMB411.6 million in bank loans in 2024 and (iii) a decrease of RMB161.7 million in current financial assets measured at FVPL.

### *Cash at Bank and on Hand*

Our cash at bank and on hand increased by 46.2% from RMB1,558.6 million as at 31 December 2023 to RMB2,279.4 million as at 31 December 2024, primarily attributable to (i) our disposal of certain wealth management products and [REDACTED] from bank loans as at 31 December 2024 and (ii) our improved overall management on trade receivables. Our cash at bank and on hand remained relatively stable at RMB2,293.7 million as at 31 December 2025 as compared with 2024. Our main business operations require substantial working capital in cash, primarily due to (i) our significant amount of prepayment to media mainly in respect of media traffic purchasing and (ii) the credit period that the media grant us are generally shorter than those we extend to advertisers, which are in line with industry practice, and not uncommon among our peers, according to CIC.

### *Cash Flows*

The following table sets out selected cash flows data from our consolidated cash flow statements for the years indicated:

|                                                        | For the year ended 31 December |           |           |
|--------------------------------------------------------|--------------------------------|-----------|-----------|
|                                                        | 2023                           | 2024      | 2025      |
|                                                        | RMB'000                        | RMB'000   | RMB'000   |
| Net cash generated from operating activities           | 148,025                        | 472,624   | 161,324   |
| Net cash (used in)/generated from investing activities | (798,203)                      | (98,685)  | 83,160    |
| Net cash (used in)/generated from financing activities | (6,839)                        | 292,488   | (10,338)  |
| Net (decrease)/increase in cash and cash equivalents   | (657,017)                      | 666,427   | 234,146   |
| Cash and cash equivalents at 1 January                 | 1,836,545                      | 1,194,303 | 1,875,872 |
| Cash and cash equivalents at 31 December               | 1,194,303                      | 1,875,872 | 2,082,865 |

### *Net Cash Generated from Operating Activities*

As at 31 December 2025, our net cash generated from operating activities was RMB161.3 million. Our net cash generated from operating activities is calculated by adjusting our profit before taxation of RMB179.5 million by non-cash and other items to arrive at an operating gain before changes in working capital of RMB278.5 million, as further adjusted by our movements in working



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capital primarily due to (i) an increase in prepayments and other receivables of RMB354.3 million and (ii) an increase in trade receivables of RMB138.2 million, partially offset by an increase in trade and other payables of RMB507.9 million.

As at 31 December 2024, our net cash generated from operating activities was RMB472.6 million. Our net cash generated from operating activities is calculated by adjusting our profit before taxation of RMB220.1 million by non-cash and other items to arrive at an operating gain before changes in working capital of RMB308.3 million, as further adjusted by our movements in working capital primarily reflecting an increase in trade and other payables of RMB600.6 million, partially offset by an increase in prepayments and other receivables of RMB508.9 million.

As at 31 December 2023, our net cash generated from operating activities was RMB148.0 million. Our net cash generated from operating activities is calculated by adjusting our profit before taxation of RMB226.0 million by non-cash and other items to arrive at an operating gain before changes in working capital of RMB367.3 million, as further adjusted by our movements in working capital primarily reflecting a decrease in trade and other payables of RMB529.0 million, partially offset by a decrease in prepayments and other receivables of RMB459.7 million.

### ***Net Cash (Used In)/Generated from Investing Activities***

As at 31 December 2025, our net cash generated from investing activities was RMB83.2 million. This was mainly attributable to (i) the proceeds from disposal of current financial assets measured at FVPL of RMB1,512.9 million, (ii) a decrease in time deposits and restricted cash of RMB325.9 million and (iii) the proceeds from the disposal of associates of RMB47.6 million, partially offset by (i) the payment for purchase of current financial assets measured at FVPL of RMB1,704.9 million, (ii) the payment for purchase of non-current financial assets measured at FVPL of RMB54.7 million and (iii) the payment for the acquisition of associates of RMB44.5 million.

As at 31 December 2024, our net cash used in investing activities of RMB98.7 million. This was mainly attributable to (i) the payment for purchase of current financial assets measured at FVPL of RMB2,244.2 million, (ii) the payment for purchase of other financial assets measured at amortised cost of RMB186.4 million, (iii) the payment for purchase of non-current financial assets measured at FVPL of RMB48.8 million and (iv) an increase in time deposits and restricted cash of RMB33.4 million, partially offset by the proceeds from disposal of current financial assets measured at FVPL of RMB2,418.5 million.

As at 31 December 2023, our net cash used in investing activities of RMB798.2 million. This was mainly attributable to (i) the payment for purchase of current financial assets measured at FVPL of RMB2,760.0 million, (ii) an increase in time deposits and restricted cash of RMB361.9 million and (iii) net cash paid for the acquisition of subsidiaries of RMB58.0 million, partially offset by proceeds from disposal of current financial assets measured at FVPL of RMB2,413.6 million.

### ***Net Cash (Used In)/Generated from Financing Activities***

As at 31 December 2025, our net cash used in financing activities of RMB10.3 million, which resulted primarily from (i) the repayment of bank loans of RMB949.4 million and (ii) the dividends paid to equity shareholders of the Company of RMB54.7 million, partially offset by the proceeds from bank loans of RMB1,014.0 million.

As at 31 December 2024, our net cash generated from financing activities of RMB292.5 million, which resulted primarily from the proceeds from bank loans of RMB1,193.8 million, partially offset by (i) the repayment of bank loans of RMB786.0 million and (ii) the dividends paid to equity shareholders of the Company of RMB63.7 million.

As at 31 December 2023, our net cash used in financing activities of RMB6.8 million, which resulted primarily from (i) the repayment of bank loans of RMB86.0 million, (ii) the dividends paid to equity shareholders of the Company of RMB28.3 million and (iii) the capital element of lease rentals paid of RMB22.5 million, partially offset by the proceeds from bank loans of RMB136.0 million.

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### INDEBTEDNESS AND CONTINGENT LIABILITIES

The following table sets out our indebtedness as at the dates indicated:

|                    | As at 31 December |                |                | As at<br>28 February   |
|--------------------|-------------------|----------------|----------------|------------------------|
|                    | 2023              | 2024           | 2025           | 2026                   |
|                    | RMB'000           | RMB'000        | RMB'000        | RMB'000<br>(Unaudited) |
| <b>Current</b>     |                   |                |                |                        |
| Bank loans         | 100,095           | 511,718        | 570,597        | 699,629                |
| Lease liabilities  | 12,994            | 7,927          | 7,405          | 8,199                  |
| <b>Non-current</b> |                   |                |                |                        |
| Lease liabilities  | 88,525            | 22,023         | 17,798         | 16,322                 |
| <b>Total</b>       | <b>201,614</b>    | <b>541,668</b> | <b>595,800</b> | <b>724,150</b>         |

#### Bank Loans

As at 31 December 2023, 2024, 2025 and 28 February 2026, we had bank loans of RMB100.1 million, RMB511.7 million, RMB570.6 million and RMB699.6 million, respectively. The following table sets out a breakdown of our bank loans as at the dates indicated:

|                                   | As at 31 December |                |                | As at<br>28 February   |
|-----------------------------------|-------------------|----------------|----------------|------------------------|
|                                   | 2023              | 2024           | 2025           | 2026                   |
|                                   | RMB'000           | RMB'000        | RMB'000        | RMB'000<br>(Unaudited) |
| <b>Bank loans — within 1 year</b> |                   |                |                |                        |
| — Guaranteed <sup>(Note)</sup>    | —                 | 311,557        | 221,355        | 322,149                |
| — Secured                         | —                 | —              | —              | 27,684                 |
| — Unsecured and<br>unguaranteed   | 100,095           | 200,161        | 349,242        | 349,796                |
| <b>Total</b>                      | <b>100,095</b>    | <b>511,718</b> | <b>570,597</b> | <b>699,629</b>         |

*Note:*

These bank loans were granted to subsidiaries of the Company and were guaranteed by the Company.

The increases in the balance of our bank loans as at the relevant reporting dates during the Track Record Period and as at 28 February 2026 were primarily due to the growing cash requirements in line with our business expansion and our continued efforts to optimise our debt structure by making better utilisation of our debt financing resources and raising funds with lower cost. The effective interest rate on our bank loans ranged from 2.0% to 5.9% during the Track Record Period. See Note 32 to the Accountants' Report in Appendix I to this document. As at 28 February 2026, unutilised bank facilities of approximately RMB1,103.8 million.

As at the Latest Practicable Date, there was no restrictive covenants in our indebtedness which could have a material adverse effect on our operations or financial condition.

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### Lease Liabilities

Our lease liabilities relate to the properties that we lease primarily for our offices. Our lease liabilities amounted to RMB101.5 million, RMB30.0 million, RMB25.2 million and RMB24.5 million, as at 31 December 2023, 2024, 2025 and 28 February 2026, respectively. The fluctuation in our lease liabilities were primarily due to the changes in our leases for offices in line with our strategy of managing costs and enhancing operating efficiency.

### Contingent Liabilities

As at 31 December 2023, 2024 and 2025, we did not have any material contingent liabilities. As at the Latest Practicable Date, there had been no material changes or arrangements to our contingent liabilities.

Save as disclosed in this document, there were no bank and other loans, or any loan capital issued and outstanding or agreed to be issued, bank overdrafts, borrowing or similar indebtedness, liabilities under acceptance or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities obtained or issued by us as at the Latest Practicable Date. Our Directors confirm that there have been no material adverse change in our indebtedness since 28 February 2026 and up to the Latest Practicable Date.

## CAPITAL EXPENDITURE AND COMMITMENTS

### Capital Expenditures

Our capital expenditures during the Track Record Period were related to payment for the purchase of property and equipment. Our capital expenditure were RMB3.5 million, RMB8.7 million and RMB8.0 million in the years ended 31 December 2023, 2024 and 2025, respectively. We intend to fund our future capital expenditure with our existing cash balance and cash generated from operating activities.

### Capital Commitments

We did not have any material capital commitments as at 31 December 2023, 2024 and 2025.

## KEY FINANCIAL RATIOS

|                                                              | As at/for the year ended 31 December |      |      |
|--------------------------------------------------------------|--------------------------------------|------|------|
|                                                              | 2023                                 | 2024 | 2025 |
| Current ratio <sup>(Note 1)</sup> (times)                    | 3.7                                  | 2.5  | 2.2  |
| Liability-to-asset ratio <sup>(Note 2)</sup> (%)             | 27.1                                 | 37.9 | 42.9 |
| Gross profit margin (%)                                      | 24.4                                 | 18.6 | 14.3 |
| Revenue growth rate (%)                                      | NA                                   | 18.8 | 50.4 |
| Trade receivables turnover ratio <sup>(Note 3)</sup> (times) | 2.2                                  | 2.7  | 4.0  |

#### Notes:

1. Current ratio is calculated based on the total current assets divided by the total current liabilities as at the end of the relevant year.
2. Liability-to-asset ratio is calculated by dividing total liabilities by total assets as at the end of the relevant year and multiplied by 100%.
3. Trade receivables turnover ratio is calculated by dividing revenue (excluding the revenue from media agency services) for the year by the average at the beginning and ending balances of gross trade receivable balance during the same year.

## MARKET RISK AND RISK MANAGEMENT

Our activities expose us to a variety of financial risks: credit, liquidity, interest rate and currency risks. Our overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on our financial performance. For further details, including relevant sensitivity analysis, see Note 32 to the Accountants’ Report in Appendix I to this document.

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## FINANCIAL INFORMATION

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### Credit Risk

Our credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to us. Our credit risk is primarily attributable to trade receivables and other receivables related to media agency services. Our exposure to credit risk arising from cash at bank and on hand and other financial assets measured at amortised cost is limited because the counterparties are banks and financial institutions with high credit standing, which we consider to represent low credit risk. For details of our exposure to credit risk, see Note 32 to the Accountants’ Report in Appendix I to this document.

### Liquidity Risk

Individual operating entities within our Group are responsible for their own cash management, including the short-term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company’s board when the borrowings exceed certain predetermined levels of authority. Our policy is to regularly monitor our liquidity requirements to ensure that we maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet our liquidity requirements in the short and longer term.

### Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Our interest rate risk arises primarily from bank borrowings. Borrowings issued at variable rates and fixed rates expose us to cash flow interest rate risk and fair value interest rate risk respectively. For details of our interest rate risk profile as monitored by management, see Note 32 to the Accountants’ Report in Appendix I to this document.

### Currency Risk

We are exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. We ensure that our net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

## RELATED PARTY TRANSACTIONS

For details of our related party transactions, see Note 34 to the Accountants’ Report in Appendix I to this document. Our Directors confirm that these transactions were conducted in the ordinary course of our business, on an arm’s length basis and with normal commercial terms between the relevant parties.

## DIVIDEND

In 2023, 2024 and 2025, we declared dividends of RMB51.9 million, RMB66.4 million, and RMB16.5 million, respectively, to our then shareholders. On 24 March 2026, our Board proposed (i) a cash dividend of RMB16.5 million in respect of the year ended 31 December 2025; and (ii) a capitalisation issue on three-to-ten basis to our existing Shareholders, both of which are subject to further approval of our Shareholders.

We have a formal dividend policy and have no fixed dividend distribution ratio. Under PRC law, dividends may only be paid from our distributable profits, which are our after-tax profits less required appropriations to statutory reserves. According to our Articles of Association, we may distribute cash dividends provided that: (i) our distributable profits for the year (being after-tax profits after covering losses and allocating to statutory reserves) are positive and we have sufficient cash flow so that the distribution does not affect our sustainable operations; (ii) the auditor has issued an unqualified audit opinion for the year’s financial report; and (iii) our cumulative distributable profits are positive. When the above conditions are met, the cash dividends distributed shall in principle be no less than 10% of the distributable profits for that year. In determining the

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## FINANCIAL INFORMATION

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specific amount, we will fully consider factors including the funding needs of its future operations and investments, our cash position, market cost of capital and the bank credit and debt financing environment, to ensure the distribution aligns with our overall development and the interests of all shareholders. Our dividend policy is formulated by our Board. The Board shall, after full discussion with the independent non-executive directors and the audit committee, formulate a profit distribution plan for submission to the Shareholders’ meeting, considering the need to provide continuous and stable returns to all shareholders. Any dividend declaration, payment and amount are subject to our constitutional documents, applicable PRC laws and Shareholder’s approval.

After the [REDACTED], we may declare and pay dividends mainly in cash or in shares as we consider appropriate. Any future decision to pay dividends and their amount will depend on factors including our profitability, operational and development plans, the external financing environment, the cost of capital, cash flow and other factors the Board deems relevant. Our ability to pay dividends also depends on receiving dividends from our subsidiaries.

### OFF BALANCE SHEET ARRANGEMENTS

During the Track Record Period and as at the Latest Practicable Date, we did not have any material off-balance-sheet arrangements.

### DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules as at the Latest Practicable Date.

### DISTRIBUTABLE RESERVE

As at 31 December 2025, we have retained earnings of RMB49.0 million. The retained earnings are reserves available for distribution to our Shareholders.

### UNAUDITED [REDACTED] STATEMENT OF ADJUSTED NET TANGIBLE ASSETS

For details of our unaudited [REDACTED] statement of adjusted net tangible assets, see “Appendix II — Unaudited [REDACTED] Financial Information” to this document.

### [REDACTED] EXPENSES

Based on the [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range stated in this document and assuming the [REDACTED] is not exercised at all), the total [REDACTED] expenses (including legal and professional fees, [REDACTED] and other relevant expenses) in relation to the [REDACTED] payable by us are estimated to be RMB[REDACTED]. We expect to further recognise [REDACTED] expenses of RMB[REDACTED] to our consolidated statements of profit or loss and other comprehensive income subsequent to the Track Record Period, and approximately RMB[REDACTED] is directly attributable to the [REDACTED] of Shares and will be deducted upon completion of the [REDACTED].

The total [REDACTED] expenses of RMB[REDACTED] borne by us include (i) [REDACTED], including [REDACTED] of RMB[REDACTED]; (ii) professional fees, including fees of legal advisers and the Reporting Accountants of RMB[REDACTED]; and (iii) other fees and expenses of RMB[REDACTED].

### NO MATERIAL ADVERSE CHANGE

Our Directors confirmed that, as at the date of this document, there has been no material adverse change in our financial position since 31 December 2025, and there has been no event since 31 December 2025 that would materially affect the information as set out in the Accountants’ Report.



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## FUTURE PLANS AND USE OF [REDACTED]

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### FUTURE PLANS

See “Business — Our Strategies” in this document for a detailed description of our future plans and strategies.

### USE OF [REDACTED]

We estimate that the [REDACTED] from the [REDACTED], after deducting the estimated [REDACTED] payable by us in connection with the [REDACTED] will be RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), assuming (i) an [REDACTED] of HK\$[REDACTED] (being the mid-point of the indicative [REDACTED] range) and (ii) no exercise of the [REDACTED]. We currently intend to use these [REDACTED] for the purposes and in the amounts set out below:

- (1) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] will be allocated for the R&D of our AI technology and AI infrastructure. This investment is aimed to build our long-term AI capabilities and develop AI as our default IT infrastructure, thereby enhancing our overall business efficiency and service capabilities. In particular:
  - (i) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED], will be allocated over the next five years to retain and expand our R&D team in AI technology application. Among which, (a) RMB[REDACTED] (i.e. approximately HK\$[REDACTED]) will be used for retaining and motivating our existing senior experts with experiences in the fields of, among others, AI product management and front-end/back-end development; and (b) RMB[REDACTED] (i.e. approximately HK\$[REDACTED]) will be used to expand our R&D team by hiring new talents in developing our vertical models, thereby enhancing our capabilities in, among others, AI-powered content generation, automated advertisement placement and performance optimisation;
  - (ii) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED], for the development of our proprietary systems. This investment will focus on, among others, the R&D activities of AI application in our proprietary systems, the development of our vertical models and procurement of software; and
  - (iii) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED], to strengthen and optimise our technology infrastructure. We plan to, among others, purchase additional cloud services, computing services and bandwidth.
- (2) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] will be allocated to develop our advertising platform business and enhance our data analysis capabilities. We are of the view that such investment enables us to continuously improve our capabilities in audience matching, automated advertisement placement and data analysis, thereby improving our advertising effectiveness and platform efficiency. In particular, we intend to allocate:
  - (i) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED], to strengthen the infrastructure of our advertising platform business. We plan to, among others, procure additional cloud storage services, cloud computing services and bandwidth. We believe a strengthened infrastructure allows us to continuously develop and expand our advertising platform business; and



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## FUTURE PLANS AND USE OF [REDACTED]

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- (ii) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED], for attracting and retaining talents in fields, among others, advertising platforms and data analysis over the next five years. Among which, (a) RMB[REDACTED] (i.e. approximately HK\$[REDACTED]) will be used for recruiting talents in the fields of, among others, advertising algorithm engineering and data technology; and (b) RMB[REDACTED] (i.e. approximately HK\$[REDACTED]) will be used for retaining and motivating our existing senior experts in the fields of, among others, advertising algorithms and real-time advertising systems engineering.
- (3) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] will be allocated for sales and marketing activities to enhance our service capability as well as deepening our market penetration. In particular, we intend to allocate:
  - (i) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] to recruit more sales personnel for the expansion of our global sales network. We plan to expand our sales network in North America, Europe, Southeast Asia and South America;
  - (ii) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] to engage in marketing activities to promote our brands and products, including marketing promotion, exhibitions, themed events, etc.; and
  - (iii) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] to deepen our market penetration by providing localised services, customised strategies and establishing a rapid response mechanism, so that we can help more enterprises conduct overseas marketing.
- (4) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] will be allocated for possible acquisitions and investments over the next three years. We will focus on capturing investment or merger and acquisition opportunities within our investment criteria and principles, pursuant to which all targets must align with our long-term strategy and form complementary advantages in technology, customers or data. Relevant targets may include technology companies with capabilities in areas such as algorithms and data analysis. In addition, targets with overseas localised traffic portals are also relevant. Furthermore, we will also focus on upstream targets with premium media resources and downstream targets with established customer base.

As at the Latest Practicable Date, we had not identified any acquisition or investment or enter into any definitive acquisition or investment agreement.

- (5) approximately RMB[REDACTED] (i.e. approximately HK\$[REDACTED]), representing [REDACTED] of the [REDACTED] will be allocated for working capital and general corporate purposes.

In the event that the [REDACTED] is fixed below or above the mid-point of the indicative [REDACTED] range, the [REDACTED] allocated to the above purposes will be adjusted on a pro rata basis.

If the [REDACTED] is determined at HK\$[REDACTED] per [REDACTED], being the high end of the [REDACTED] range, after deducting the [REDACTED] payable by us in respect with the [REDACTED], we will receive [REDACTED] of approximately HK\$[REDACTED], assuming that the [REDACTED] is not exercised.

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## **FUTURE PLANS AND USE OF [REDACTED]**

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If the [REDACTED] is determined at HK\$[REDACTED] per [REDACTED], being the low end of the [REDACTED] range, after deducting the [REDACTED] payable by us in respect with the [REDACTED], we will receive net [REDACTED] of approximately HK\$[REDACTED], assuming that the [REDACTED] is not exercised.

Any additional [REDACTED] received from the exercise of the [REDACTED] will also be allocated to the above purposes on a pro rata basis. In the event that the [REDACTED] is exercised in full, we will receive net [REDACTED] from approximately HK\$[REDACTED] (assuming an [REDACTED] of [REDACTED] per [REDACTED], being the low end of the indicative [REDACTED] range) to HK\$[REDACTED] (assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED], being the high end of the indicative [REDACTED] range), after deducting the estimated [REDACTED] fees and expenses payable by us in connection with the [REDACTED].

To the extent that the [REDACTED] are not immediately applied to the above purposes or if we are unable to effect any part of our future development plans as intended, to the extent permitted by applicable laws and regulations, we will deposit those net [REDACTED] into short-term interest-bearing accounts at licensed commercial banks and/or other authorised financial institutions (as defined under the SFO or applicable laws and regulations in other jurisdictions). In such event, we will comply with the disclosure requirements under the Listing Rules where applicable. Our Directors consider that the net [REDACTED] from the [REDACTED] together with the internal resources of our Group will be sufficient to finance the implementation of our Group’s business plans as set out in this section.

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**[REDACTED]**

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**[REDACTED]**

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**[REDACTED]**

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**[REDACTED]**

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**[REDACTED]**

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## STRUCTURE OF THE [REDACTED]

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[REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]



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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]



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## HOW TO APPLY FOR [REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## HOW TO APPLY FOR [REDACTED]

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[REDACTED]

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## APPENDIX I

## ACCOUNTANTS’ REPORT

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*The following is the text of a report set out on pages I-1 to I-[60], received from the Company’s reporting accountants, KPMG, Certified Public Accountants, Hong Kong, for the purpose of incorporation in this document.*



### **ACCOUNTANTS’ REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF EASY CLICK WORLDWIDE NETWORK TECHNOLOGY CO., LTD. AND CITIC SECURITIES (HONG KONG) LIMITED**

#### **Introduction**

We report on the historical financial information of Easy Click Worldwide Network Technology Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-3 to I-[60], which comprises the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024 and 2025, and the consolidated statements of profit or loss, the consolidated statements of profit or loss and other comprehensive income, the consolidated statements of changes in equity and the consolidated cash flow statements for each of the years ended 31 December 2023, 2024 and 2025 (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-3 to I-[60] forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [date] (the “document”) 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 the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information, and for such internal control as the directors of the Company determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

#### **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’ judgement, 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 consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation and presentation set out in Note 1 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.

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**APPENDIX I**

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**ACCOUNTANTS’ REPORT**

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**Opinion**

In our opinion, the Historical Financial Information gives, for the purpose of the accountants’ report, a true and fair view of the Company’s and the Group’s financial position as at 31 December 2023, 2024 and 2025, and of the Group’s financial performance and cash flows for the Track Record Period in accordance with the basis of preparation and presentation set out in Note 1 to the Historical Financial Information.

**Report on matters under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited 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-3 have been made.

***Dividends***

We refer to Note 31(b) to the Historical Financial Information which contains information about the dividends paid by the Company in respect of the Track Record Period.

**KPMG**

*Certified Public Accountants*  
8th Floor, Prince’s Building  
10 Chater Road  
Central, Hong Kong

[Date]

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**APPENDIX I****ACCOUNTANTS’ REPORT**

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**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 KPMG under separate terms of engagement with the Company in accordance with Hong Kong Standards on Auditing issued by the HKICPA (the “Underlying Financial Statements”).

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## APPENDIX I

## ACCOUNTANTS’ REPORT

### CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

(Expressed in Renminbi (“RMB”))

|                                                              |      | Year ended 31 December |                |                |
|--------------------------------------------------------------|------|------------------------|----------------|----------------|
|                                                              |      | 2023                   | 2024           | 2025           |
|                                                              | Note | RMB’000                | RMB’000        | RMB’000        |
| <b>Revenue</b>                                               | 4    | 2,143,320              | 2,546,810      | 3,830,067      |
| Cost of sales                                                |      | (1,621,290)            | (2,073,612)    | (3,281,037)    |
| <b>Gross profit</b>                                          |      | 522,030                | 473,198        | 549,030        |
| Selling and marketing expenses                               |      | (40,621)               | (43,875)       | (65,200)       |
| Administrative expenses                                      |      | (140,360)              | (121,692)      | (193,137)      |
| Research and development expenses                            |      | (86,708)               | (91,387)       | (159,270)      |
| Impairment losses on trade receivables and other receivables |      | (124,912)              | (82,326)       | (87,924)       |
| Other net income                                             | 5    | 99,546                 | 97,637         | 143,273        |
| <b>Profit from operations</b>                                |      | 228,975                | 231,555        | 186,772        |
| Finance costs                                                | 6(a) | (6,049)                | (20,735)       | (13,791)       |
| Share of (losses)/profits of joint ventures                  | 15   | (65)                   | 153            | (1,360)        |
| Share of profits less losses of associates                   | 16   | 3,162                  | 9,159          | 7,865          |
| <b>Profit before taxation</b>                                | 6    | 226,023                | 220,132        | 179,486        |
| Income tax                                                   | 7(a) | (12,079)               | 9,682          | (24,555)       |
| <b>Profit for the year</b>                                   |      | <u>213,944</u>         | <u>229,814</u> | <u>154,931</u> |
| <b>Attributable to:</b>                                      |      |                        |                |                |
| Equity shareholders of the Company                           |      | 217,041                | 231,825        | 158,105        |
| Non-controlling interests                                    |      | (3,097)                | (2,011)        | (3,174)        |
| <b>Profit for the year</b>                                   |      | <u>213,944</u>         | <u>229,814</u> | <u>154,931</u> |
| <b>Earnings per share</b>                                    | 10   |                        |                |                |
| Basic (RMB)                                                  |      | 0.46                   | 0.49           | 0.34           |
| Diluted (RMB)                                                |      | <u>0.46</u>            | <u>0.49</u>    | <u>0.33</u>    |

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## APPENDIX I

## ACCOUNTANTS’ REPORT

### CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in RMB)

|                                                                                                                                     | Note | Year ended 31 December |                |                |
|-------------------------------------------------------------------------------------------------------------------------------------|------|------------------------|----------------|----------------|
|                                                                                                                                     |      | 2023                   | 2024           | 2025           |
|                                                                                                                                     |      | RMB'000                | RMB'000        | RMB'000        |
| <b>Profit for the year</b>                                                                                                          |      | 213,944                | 229,814        | 154,931        |
| <b>Other comprehensive income for the year</b>                                                                                      |      |                        |                |                |
| Item that will not be reclassified to profit or loss:                                                                               |      |                        |                |                |
| Equity investments at fair value through other comprehensive income (“FVOCI”) — net movement in fair value reserves (non-recycling) |      | (41)                   | (2,469)        | (1,779)        |
| Item that is or may be reclassified subsequently to profit or loss:                                                                 |      |                        |                |                |
| Exchange differences on translation of financial statements of overseas subsidiaries                                                |      | 17,822                 | 24,844         | (43,939)       |
| <b>Total comprehensive income for the year</b>                                                                                      |      | <u>231,725</u>         | <u>252,189</u> | <u>109,213</u> |
| <b>Attributable to:</b>                                                                                                             |      |                        |                |                |
| Equity shareholders of the Company                                                                                                  |      | 234,822                | 254,261        | 111,824        |
| Non-controlling interests                                                                                                           |      | <u>(3,097)</u>         | <u>(2,072)</u> | <u>(2,611)</u> |
| <b>Total comprehensive income for the year</b>                                                                                      |      | <u>231,725</u>         | <u>252,189</u> | <u>109,213</u> |

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## APPENDIX I

## ACCOUNTANTS’ REPORT

### CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in RMB)

|                                                                         |       | As at 31 December |           |           |
|-------------------------------------------------------------------------|-------|-------------------|-----------|-----------|
|                                                                         |       | 2023              | 2024      | 2025      |
|                                                                         | Note  | RMB'000           | RMB'000   | RMB'000   |
| Non-current assets                                                      |       |                   |           |           |
| Property and equipment                                                  | 11    | 106,997           | 45,561    | 37,054    |
| Intangible assets                                                       | 12    | 43,844            | 56,381    | 49,430    |
| Goodwill                                                                | 13    | 35,617            | 35,617    | 35,617    |
| Interests in joint ventures                                             | 15    | 5,068             | 5,221     | 15,963    |
| Interests in associates                                                 | 16    | 115,032           | 75,778    | 112,479   |
| Equity securities designated at FVOCI                                   | 17    | 28,988            | 37,551    | 35,248    |
| Financial assets measured at fair value through profit or loss (“FVPL”) | 18    | 16,124            | 64,906    | 117,128   |
| Other non-current assets                                                |       | 8,471             | 17,787    | 24,114    |
| Deferred tax assets                                                     | 29(b) | 49,277            | 50,918    | 71,596    |
|                                                                         |       | 409,418           | 389,720   | 498,629   |
| Current assets                                                          |       |                   |           |           |
| Derivative financial instruments                                        | 19    | —                 | —         | 2,229     |
| Financial assets measured at FVPL                                       | 18    | 688,395           | 526,664   | 788,281   |
| Other financial assets measured at amortised cost                       | 20    | —                 | 189,193   | 194,967   |
| Current tax recoverable                                                 | 29(a) | 9,749             | 9,813     | 9,975     |
| Inventories                                                             |       | —                 | 769       | 654       |
| Trade receivables                                                       | 21    | 888,576           | 800,782   | 903,859   |
| Prepayments and other receivables                                       | 22    | 1,116,443         | 1,575,008 | 1,831,005 |
| Cash at bank and on hand                                                | 23    | 1,558,639         | 2,279,377 | 2,293,701 |
|                                                                         |       | 4,261,802         | 5,381,606 | 6,024,671 |
| Current liabilities                                                     |       |                   |           |           |
| Trade and other payables                                                | 24    | 910,857           | 1,502,693 | 2,003,641 |
| Contract liabilities                                                    | 25    | 58,216            | 56,659    | 74,599    |
| Bank loans                                                              | 26    | 100,095           | 511,718   | 570,597   |
| Lease liabilities                                                       | 27    | 12,994            | 7,927     | 7,405     |
| Derivative financial instruments                                        | 19    | —                 | 139       | 5,565     |
| Current tax payable                                                     | 29(a) | 81,994            | 69,886    | 103,495   |
|                                                                         |       | 1,164,156         | 2,149,022 | 2,765,302 |
| Net current assets                                                      |       | 3,097,646         | 3,232,584 | 3,259,369 |
| Total assets less current liabilities                                   |       | 3,507,064         | 3,622,304 | 3,757,998 |

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## APPENDIX I

## ACCOUNTANTS’ REPORT

|                                                                 |       | As at 31 December |           |           |
|-----------------------------------------------------------------|-------|-------------------|-----------|-----------|
|                                                                 |       | 2023              | 2024      | 2025      |
|                                                                 | Note  | RMB'000           | RMB'000   | RMB'000   |
| Non-current liabilities                                         |       |                   |           |           |
| Lease liabilities                                               | 27    | 88,525            | 22,023    | 17,798    |
| Deferred tax liabilities                                        | 29(b) | 11,551            | 14,468    | 13,662    |
| Deferred income                                                 | 30    | 3,593             | 2,199     | 523       |
|                                                                 |       | 103,669           | 38,690    | 31,983    |
| NET ASSETS                                                      |       | 3,403,395         | 3,583,614 | 3,726,015 |
| CAPITAL AND RESERVES                                            |       |                   |           |           |
| Share capital                                                   | 31(c) | 471,886           | 471,886   | 471,886   |
| Reserves                                                        |       | 2,920,940         | 3,093,623 | 3,235,897 |
| Total equity attributable to equity shareholders of the Company |       | 3,392,826         | 3,565,509 | 3,707,783 |
| Non-controlling interests                                       |       | 10,569            | 18,105    | 18,232    |
| TOTAL EQUITY                                                    |       | 3,403,395         | 3,583,614 | 3,726,015 |

The accompanying notes form part of the Historical Financial Information.

## APPENDIX I

## ACCOUNTANTS’ REPORT

### STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

(Expressed in RMB)

|                                                   |       | As at 31 December |                  |                  |
|---------------------------------------------------|-------|-------------------|------------------|------------------|
|                                                   |       | 2023              | 2024             | 2025             |
|                                                   | Note  | RMB'000           | RMB'000          | RMB'000          |
| <b>Non-current assets</b>                         |       |                   |                  |                  |
| Property and equipment                            |       | 1,748             | 632              | 952              |
| Intangible assets                                 |       | 330               | 71               | 26               |
| Investments in subsidiaries                       | 14    | 1,823,754         | 1,819,738        | 1,906,899        |
| Interests in joint ventures                       | 15    | 5,068             | 5,221            | 5,356            |
| Other non-current assets                          |       | 5,744             | 5,502            | 2,191            |
| Deferred tax assets                               |       | 1,961             | 1,379            | 9,309            |
|                                                   |       | <u>1,838,605</u>  | <u>1,832,543</u> | <u>1,924,733</u> |
| <b>Current assets</b>                             |       |                   |                  |                  |
| Other financial assets measured at amortised cost | 20    | —                 | 189,193          | 194,967          |
| Trade receivables                                 | 21    | 20,360            | 8,883            | 37,870           |
| Prepayments and other receivables                 | 22    | 498,372           | 364,680          | 507,339          |
| Cash at bank and on hand                          | 23    | 76,407            | 87,468           | 45,610           |
|                                                   |       | <u>595,139</u>    | <u>650,224</u>   | <u>785,786</u>   |
| <b>Current liabilities</b>                        |       |                   |                  |                  |
| Trade and other payables                          | 24    | 36,849            | 15,734           | 5,721            |
| Bank loans                                        | 26    | 100,095           | 200,161          | 349,242          |
| Lease liabilities                                 |       | 442               | 111              | 410              |
| Current tax payable                               |       | 2,356             | 381              | 4,295            |
|                                                   |       | <u>139,742</u>    | <u>216,387</u>   | <u>359,668</u>   |
| <b>Net current assets</b>                         |       | <u>455,397</u>    | <u>433,837</u>   | <u>426,118</u>   |
| <b>Total assets less current liabilities</b>      |       | <u>2,294,002</u>  | <u>2,266,380</u> | <u>2,350,851</u> |
| <b>Non-current liability</b>                      |       |                   |                  |                  |
| Lease liabilities                                 |       | <u>1,301</u>      | <u>432</u>       | <u>565</u>       |
| <b>NET ASSETS</b>                                 |       | <u>2,292,701</u>  | <u>2,265,948</u> | <u>2,350,286</u> |
| <b>CAPITAL AND RESERVES</b>                       |       |                   |                  |                  |
| Share capital                                     | 31(c) | 471,886           | 471,886          | 471,886          |
| Reserves                                          |       | <u>1,820,815</u>  | <u>1,794,062</u> | <u>1,878,400</u> |
| <b>TOTAL EQUITY</b>                               |       | <u>2,292,701</u>  | <u>2,265,948</u> | <u>2,350,286</u> |

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## APPENDIX I

## ACCOUNTANTS’ REPORT

### CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in RMB)

|                                            |           | Attributable to equity shareholders of the Company |                 |                  |                                    |                                    |                   |                   | Non-controlling interests | Total equity |
|--------------------------------------------|-----------|----------------------------------------------------|-----------------|------------------|------------------------------------|------------------------------------|-------------------|-------------------|---------------------------|--------------|
|                                            |           | Share capital                                      | Capital reserve | Exchange reserve | Fair value reserve (non-recycling) | Statutory reserve                  | Retained earnings | Total             |                           |              |
| Note                                       |           | RMB'000                                            | RMB'000         | RMB'000          | RMB'000                            | RMB'000                            | RMB'000           | RMB'000           | RMB'000                   | RMB'000      |
|                                            |           | Note 31(c)(i)                                      | Note 31(d)(i)   | Note 31(d)(ii)   | Note 31(d)(iii)                    | Note 31(d)(iv)                     |                   |                   |                           |              |
| Balance at 1 January 2023                  |           | 471,886                                            | 1,672,409       | 19,955           | 6,460                              | 54,815                             | 958,820           | 3,184,345         | 731                       | 3,185,076    |
| Changes in equity for 2023:                |           |                                                    |                 |                  |                                    |                                    |                   |                   |                           |              |
| Profit for the year                        |           | —                                                  | —               | —                | —                                  | —                                  | 217,041           | 217,041           | (3,097)                   | 213,944      |
| Other comprehensive income                 |           | —                                                  | —               | 17,822           | (41)                               | —                                  | —                 | 17,781            | —                         | 17,781       |
| Total comprehensive income                 |           | —                                                  | —               | 17,822           | (41)                               | —                                  | 217,041           | 234,822           | (3,097)                   | 231,725      |
| Share-based payment expenses               | 6(b)      | —                                                  | 6,011           | —                | —                                  | —                                  | —                 | 6,011             | —                         | 6,011        |
| Tax effect of share-based payment expenses | 29(b)     | —                                                  | 375             | —                | —                                  | —                                  | —                 | 375               | —                         | 375          |
| Appropriation to statutory reserve         |           | —                                                  | —               | —                | —                                  | 6,323                              | (6,323)           | —                 | —                         | —            |
| Dividends declared and approved            | 31(b)     | —                                                  | —               | —                | —                                  | —                                  | (28,313)          | (28,313)          | —                         | (28,313)     |
| Acquisition of subsidiaries                | 23(e)     | —                                                  | —               | —                | —                                  | —                                  | —                 | —                 | 13,034                    | 13,034       |
| Disposal of associates                     |           | —                                                  | (4,414)         | —                | —                                  | —                                  | —                 | (4,414)           | —                         | (4,414)      |
| Disposal of subsidiaries                   |           | —                                                  | —               | —                | —                                  | —                                  | —                 | —                 | (99)                      | (99)         |
| Balance at 31 December 2023                |           | 471,886                                            | 1,674,381       | 37,777           | 6,419                              | 61,138                             | 1,141,225         | 3,392,826         | 10,569                    | 3,403,395    |
|                                            |           | Attributable to equity shareholders of the Company |                 |                  |                                    |                                    |                   |                   | Non-controlling interests | Total equity |
|                                            |           | Share capital                                      | Treasury shares | Capital reserve  | Exchange reserve                   | Fair value reserve (non-recycling) | Statutory reserve | Retained earnings | Total                     |              |
| Note                                       |           | RMB'000                                            | RMB'000         | RMB'000          | RMB'000                            | RMB'000                            | RMB'000           | RMB'000           | RMB'000                   | RMB'000      |
|                                            |           | Note 31(c)(i)                                      | Note 31(c)(ii)  | Note 31(d)(i)    | Note 31(d)(ii)                     | Note 31(d)(iii)                    | Note 31(d)(iv)    |                   |                           |              |
| Balance at 1 January 2024                  |           | 471,886                                            | —               | 1,674,381        | 37,777                             | 6,419                              | 61,138            | 1,141,225         | 3,392,826                 | 10,569       |
| Changes in equity for 2024:                |           |                                                    |                 |                  |                                    |                                    |                   |                   |                           |              |
| Profit for the year                        |           | —                                                  | —               | —                | —                                  | —                                  | —                 | 231,825           | 231,825                   | (2,011)      |
| Other comprehensive income                 |           | —                                                  | —               | —                | 24,905                             | (2,469)                            | —                 | —                 | 22,436                    | (61)         |
| Total comprehensive income                 |           | —                                                  | —               | —                | 24,905                             | (2,469)                            | —                 | 231,825           | 254,261                   | (2,072)      |
| Share-based payment expenses               | 6(b)      | —                                                  | —               | (6,011)          | —                                  | —                                  | —                 | —                 | (6,011)                   | —            |
| Tax effect of share-based payment expenses | 29(b)     | —                                                  | —               | (375)            | —                                  | —                                  | —                 | —                 | (375)                     | —            |
| Repurchases of shares                      | 31(c)(ii) | —                                                  | (10,051)        | —                | —                                  | —                                  | —                 | —                 | (10,051)                  | —            |
| Appropriation to statutory reserve         |           | —                                                  | —               | —                | —                                  | —                                  | 5,309             | (5,309)           | —                         | —            |
| Dividends declared and approved            | 31(b)     | —                                                  | —               | —                | —                                  | —                                  | —                 | (63,686)          | (63,686)                  | —            |
| Acquisition of subsidiaries                | 23(e)     | —                                                  | —               | —                | —                                  | —                                  | —                 | —                 | —                         | 9,608        |
| Disposal of associates                     |           | —                                                  | —               | (1,455)          | —                                  | —                                  | —                 | —                 | (1,455)                   | —            |
| Balance at 31 December 2024                |           | 471,886                                            | (10,051)        | 1,666,540        | 62,682                             | 3,950                              | 66,447            | 1,304,055         | 3,565,509                 | 18,105       |

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## APPENDIX I

## ACCOUNTANTS’ REPORT

|                                                                          |       | Attributable to equity shareholders of the Company |                 |                  |                  |                                    |                   |                   |                  |                           |                  |
|--------------------------------------------------------------------------|-------|----------------------------------------------------|-----------------|------------------|------------------|------------------------------------|-------------------|-------------------|------------------|---------------------------|------------------|
|                                                                          |       | Share capital                                      | Treasury shares | Capital reserve  | Exchange reserve | Fair value reserve (non-recycling) | Statutory reserve | Retained earnings | Total            | Non-controlling interests | Total equity     |
|                                                                          |       | RMB'000                                            | RMB'000         | RMB'000          | RMB'000          | RMB'000                            | RMB'000           | RMB'000           | RMB'000          | RMB'000                   | RMB'000          |
| Note                                                                     |       | Note 31(c)(i)                                      | Note 31(c)(ii)  | Note 31(d)(i)    | Note 31(d)(ii)   | Note 31(d)(iii)                    | Note 31(d)(iv)    |                   |                  |                           |                  |
| <b>Balance at 1 January 2025</b>                                         |       | 471,886                                            | (10,051)        | 1,666,540        | 62,682           | 3,950                              | 66,447            | 1,304,055         | 3,565,509        | 18,105                    | 3,583,614        |
| <b>Changes in equity for 2025:</b>                                       |       |                                                    |                 |                  |                  |                                    |                   |                   |                  |                           |                  |
| Profit for the year                                                      |       | —                                                  | —               | —                | —                | —                                  | —                 | 158,105           | 158,105          | (3,174)                   | 154,931          |
| Other comprehensive income                                               |       | —                                                  | —               | —                | (44,502)         | (1,779)                            | —                 | —                 | (46,281)         | 563                       | (45,718)         |
| Total comprehensive income                                               |       | —                                                  | —               | —                | (44,502)         | (1,779)                            | —                 | 158,105           | 111,824          | (2,611)                   | 109,213          |
| Share-based payment expenses                                             | 6(b)  | —                                                  | —               | 81,988           | —                | —                                  | —                 | —                 | 81,988           | —                         | 81,988           |
| Tax effect of share-based payment expenses                               | 29(b) | —                                                  | —               | 3,115            | —                | —                                  | —                 | —                 | 3,115            | —                         | 3,115            |
| Capital contributions from non-controlling equity owners of subsidiaries |       | —                                                  | —               | —                | —                | —                                  | —                 | —                 | —                | 5,416                     | 5,416            |
| Appropriation to statutory reserve                                       |       | —                                                  | —               | —                | —                | —                                  | 5,389             | (5,389)           | —                | —                         | —                |
| Dividends declared and approved                                          | 31(b) | —                                                  | —               | —                | —                | —                                  | —                 | (54,653)          | (54,653)         | —                         | (54,653)         |
| Acquisition of subsidiaries                                              | 23(e) | —                                                  | —               | —                | —                | —                                  | —                 | —                 | —                | 88                        | 88               |
| Disposal of subsidiaries                                                 |       | —                                                  | —               | —                | —                | —                                  | —                 | —                 | —                | (2,766)                   | (2,766)          |
| <b>Balance at 31 December 2025</b>                                       |       | <b>471,886</b>                                     | <b>(10,051)</b> | <b>1,751,643</b> | <b>18,180</b>    | <b>2,171</b>                       | <b>71,836</b>     | <b>1,402,118</b>  | <b>3,707,783</b> | <b>18,232</b>             | <b>3,726,015</b> |

The accompanying notes form part of the Historical Financial Information.

## APPENDIX I

## ACCOUNTANTS’ REPORT

### CONSOLIDATED CASH FLOW STATEMENTS

(Expressed in RMB)

|                                                                             | Note  | Year ended 31 December |             |             |
|-----------------------------------------------------------------------------|-------|------------------------|-------------|-------------|
|                                                                             |       | 2023                   | 2024        | 2025        |
|                                                                             |       | RMB'000                | RMB'000     | RMB'000     |
| <b>Operating activities</b>                                                 |       |                        |             |             |
| Cash generated from operations                                              | 23(b) | 205,941                | 476,306     | 171,175     |
| Income tax paid                                                             | 29(a) | (57,916)               | (3,682)     | (9,851)     |
| <b>Net cash generated from operating activities</b>                         |       | 148,025                | 472,624     | 161,324     |
| <b>Investing activities</b>                                                 |       |                        |             |             |
| Payment for the purchase of property and equipment                          |       | (3,511)                | (8,745)     | (7,972)     |
| Disposal of property and equipment                                          |       | 353                    | 346         | 21          |
| Net cash (paid)/acquired for the acquisition of subsidiaries                | 23(e) | (58,030)               | 97          | 1,740       |
| Proceeds from the disposal of associates                                    |       | 1,618                  | 6,400       | 47,648      |
| Net cash acquired/(paid) for the disposal of subsidiaries                   |       | 2,985                  | —           | (5,782)     |
| Payment for the acquisition of associates                                   |       | (17,632)               | —           | (44,529)    |
| Payment for the acquisition of joint ventures                               |       | (1,125)                | —           | (5,000)     |
| Payment for purchase of other financial assets measured at amortised cost   |       | —                      | (186,354)   | —           |
| Payment for purchase of non-current financial assets measured at FVPL       |       | (14,500)               | (48,758)    | (54,673)    |
| Payment for purchase of equity securities designated at FVOCI               |       | —                      | (11,340)    | —           |
| Payment for purchase of current financial assets measured at FVPL           |       | (2,760,000)            | (2,244,192) | (1,704,900) |
| Proceeds from the disposal of non-current financial assets measured at FVPL |       | —                      | —           | 1,664       |
| Proceeds from disposal of current financial assets measured at FVPL         |       | 2,413,562              | 2,418,452   | 1,512,925   |
| Interest income received                                                    |       | —                      | 15,039      | 12,478      |
| (Increase)/decrease in time deposits and restricted cash                    |       | (361,923)              | (33,426)    | 325,860     |
| Prepayment for equity acquisition                                           |       | —                      | (7,157)     | —           |
| Proceeds from derivative financial instruments                              |       | —                      | 1,766       | 5,329       |
| Interest expenses for derivative financial instruments                      |       | —                      | (813)       | (1,649)     |
| <b>Net cash (used in)/generated from investing activities</b>               |       | (798,203)              | (98,685)    | 83,160      |

The accompanying notes form part of the Historical Financial Information.



## APPENDIX I

## ACCOUNTANTS’ REPORT

|                                                                                     |           | Year ended 31 December |                  |                  |
|-------------------------------------------------------------------------------------|-----------|------------------------|------------------|------------------|
|                                                                                     |           | 2023                   | 2024             | 2025             |
|                                                                                     |           | RMB'000                | RMB'000          | RMB'000          |
| Note                                                                                |           |                        |                  |                  |
| <b>Financing activities</b>                                                         |           |                        |                  |                  |
| Payment for repurchase of shares                                                    | 31(c)(ii) | —                      | (10,051)         | —                |
| Proceeds from bank loans                                                            | 23(c)     | 136,000                | 1,193,826        | 1,014,000        |
| Repayment of bank loans                                                             | 23(c)     | (86,000)               | (786,000)        | (949,432)        |
| Interest paid for bank loans                                                        | 23(c)     | (1,137)                | (11,919)         | (13,867)         |
| Capital element of lease rentals paid                                               | 23(c)     | (22,477)               | (25,472)         | (9,652)          |
| Interest element of lease rentals paid                                              | 23(c)     | (4,912)                | (4,210)          | (1,569)          |
| Dividends paid to equity shareholders of the Company                                | 31(b)     | (28,313)               | (63,686)         | (54,653)         |
| Proceeds from capital injection by the non-controlling shareholders of a subsidiary |           | —                      | —                | 5,416            |
| [REDACTED] paid                                                                     |           | —                      | —                | (581)            |
| <b>Net cash (used in)/generated from financing activities</b>                       |           | <u>(6,839)</u>         | <u>292,488</u>   | <u>(10,338)</u>  |
| <b>Net (decrease)/increase in cash and cash equivalents</b>                         |           | (657,017)              | 666,427          | 234,146          |
| <b>Cash and cash equivalents at 1 January</b>                                       | 23(a)     | 1,836,545              | 1,194,303        | 1,875,872        |
| <b>Effect of foreign exchange rate changes</b>                                      |           | <u>14,775</u>          | <u>15,142</u>    | <u>(27,153)</u>  |
| <b>Cash and cash equivalents at 31 December</b>                                     | 23(a)     | <u>1,194,303</u>       | <u>1,875,872</u> | <u>2,082,865</u> |

The accompanying notes form part of the Historical Financial Information.

## APPENDIX I

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### NOTES TO THE HISTORICAL FINANCIAL INFORMATION

(Expressed in Renminbi unless otherwise indicated)

#### 1 BASIS OF PREPARATION AND PRESENTATION OF THE HISTORICAL FINANCIAL INFORMATION

Easy Click Worldwide Network Technology Co., Ltd. (the “Company”, previously known as Wuhan Fuman Industry and Trade Co., Ltd. (武漢孚曼工貿有限公司)) was incorporated in the People’s Republic of China (the “PRC”) on 6 April 2005 and converted into a joint stock limited liability company on 6 February 2013.

The Company’s A Shares have been listed on the Shenzhen Stock Exchange (stock code: 301171) since August 2022.

The Company and its subsidiaries (together, “the Group”) are principally engaged in provision of integrated marketing services and advertising platform business.

The consolidated financial statements of the Company for the fiscal years ended 31 December 2023, 2024 and 2025 prepared in accordance with the Accounting Standards for Business Enterprises issued by the Ministry of Finance of the PRC were audited by KPMG Huazhen LLP.

As at each reporting date during the Track Record Period and at the date of this report, the Company has direct or indirect interests in the following principal subsidiaries, all of which are private companies:

| Company name                                                         | Place and date of incorporation/<br>establishment and operation | Particulars of issued and paid-up capital | Effective interest held by the Group |      |      |                            | Principal activities                                                                                | Name of auditors                                                                                                                                                                |
|----------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------|--------------------------------------|------|------|----------------------------|-----------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                      |                                                                 |                                           |                                      |      |      | At the date of this report |                                                                                                     |                                                                                                                                                                                 |
|                                                                      |                                                                 |                                           | As at 31 December 2023               | 2024 | 2025 |                            |                                                                                                     |                                                                                                                                                                                 |
| Directly held by the Company                                         |                                                                 |                                           |                                      |      |      |                            |                                                                                                     |                                                                                                                                                                                 |
| Xi'an Diangao Network Technology Co., Ltd. 西安點告網絡科技有限公司 (i)          | The PRC<br>12 June 2015                                         | RMB<br>1,782,078,000                      | 100%                                 | 100% | 100% | 100%                       | Placing and designing advertisement and technology development                                      | 2023: Shandong Xinyuan Certified Public Accountants 山東信源有限責任會計師事務所<br>2024:Huajian Certified Public Accountants (Shenzhen) Co., Ltd. 華健會計師事務所(深圳) 有限責任公司<br>2025: (ii)          |
| Indirectly held by the Company                                       |                                                                 |                                           |                                      |      |      |                            |                                                                                                     |                                                                                                                                                                                 |
| Click Tech Limited                                                   | Hong Kong<br>23 July 2015                                       | USD230,000,000                            | 100%                                 | 100% | 100% | 100%                       | Software design, development and sales                                                              | 2023: W. L. HO CPA LIMITED<br>2024: Ben P. W. Hui & Co. (CPA) Limited<br>2025: (ii)                                                                                             |
| Xi'an Guangzhi Network Technology Co., Ltd. 西安廣知網絡科技有限公司 (i)         | The PRC<br>25 January 2016                                      | RMB5,000,000                              | 100%                                 | 100% | 100% | 100%                       | Advertisement design, production, distribution, and agency; computer software development and sales | 2023: Shandong Xinyuan Certified Public Accountants 山東信源有限責任會計師事務所<br>2024: Shenzhen Lanxiang Certified Public Accountants (General Partnership) 深圳蘭祥會計師事務所(普通合夥)<br>2025: (ii) |
| Cloud Star Mobi Tech Limited                                         | Hong Kong<br>11 July 2017                                       | USD700,000                                | 100%                                 | 100% | 100% | 100%                       | Software design, development and sales                                                              | 2023: W. L. HO CPA LIMITED<br>2024: Ben P. W. Hui & Co (CPA) Limited<br>2025: (ii)                                                                                              |
| Xi'an Saidian Juliang Network Technology Co., Ltd. 西安賽點聚量網絡科技有限公司(i) | The PRC<br>15 February 2022                                     | RMB13,000,000                             | 100%                                 | 100% | 100% | 100%                       | Internet sales, technical consulting and advertising business                                       | 2023-2025: (ii)                                                                                                                                                                 |

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| Company name             | Place and date of incorporation/<br>establishment and operation | Particulars of issued and paid-up capital | Effective interest held by the Group |      |      | Principal activities | Name of auditors                       |                                                                                         |
|--------------------------|-----------------------------------------------------------------|-------------------------------------------|--------------------------------------|------|------|----------------------|----------------------------------------|-----------------------------------------------------------------------------------------|
|                          |                                                                 |                                           | As at 31 December 2023               | 2024 | 2025 |                      |                                        |                                                                                         |
| POWERENGINE PTE. LIMITED | Singapore<br>23 August 2022                                     | SGD200,000                                | 100%                                 | 100% | 100% | 100%                 | Advertising activities                 | 2023: Royalty Public Accounting Corporation<br>2024: Allied Assurance PAF<br>2025: (ii) |
| Reformore Limited        | Hong Kong<br>28 April 2023                                      | USD3,000,000                              | 100%                                 | 100% | 100% | 100%                 | Software design, development and sales | 2023: W. L. HO CPA LIMITED<br>2024-2025: (ii)                                           |
| Ideareal Limited         | Hong Kong<br>28 April 2023                                      | USD3,000,000                              | 100%                                 | 100% | 100% | 100%                 | Software design, development and sales | 2023: W. L. HO CPA LIMITED<br>2024-2025: (ii)                                           |
| Inforview Limited        | Hong Kong<br>28 April 2023                                      | USD1,500,000                              | 100%                                 | 100% | 100% | 100%                 | Software design, development and sales | 2023: W. L. HO CPA LIMITED<br>2024: Ben P. W. Hui & Co (CPA) Limited<br>2025: (ii)      |
| HK POWER ENGINE LIMITED  | Hong Kong<br>8 May 2023                                         | USD3,000,000                              | 100%                                 | 100% | 100% | 100%                 | Software design, development and sales | 2023: W. L. HO CPA LIMITED<br>2024-2025: (ii)                                           |
| Grid Ads Limited         | Hong Kong<br>24 October 2023                                    | HKD10,000                                 | 100%                                 | 100% | 100% | 100%                 | Platform advertising services          | 2023: (ii)<br>2024: Ben P. W. Hui & Co (CPA) Limited<br>2025: (ii)                      |
| ZMATICOO INC             | U.S.A.<br>12 September 2024                                     | USD50,000                                 | 100%                                 | 100% | 100% | 100%                 | Mobile internet advertising services   | 2023-2025: (ii)                                                                         |

### Notes:

- (i) These entities are limited liability companies established in the PRC. The official names of these entities are in Chinese. The English translations are for identification purpose only.
- (ii) No audited financial statements have been prepared for the relevant entities in the respective year.
- (iii) All companies comprising the Group have adopted 31 December as their financial year end date.

The Historical Financial Information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (“IASB”). Further details of the material accounting policy information are set out in Note 2.

The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing the Historical Financial Information, the Group has adopted all applicable new and revised IFRS Accounting Standards to the Track Record Period, except for any new standards or interpretations that are not yet effective for the accounting period beginning 1 January 2025. The revised and new accounting standards and interpretations issued but not yet effective for the accounting year beginning 1 January 2025 are set out in Note 37.

The Historical Financial Information also complies with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The accounting policies set out below have been applied consistently to all periods presented in the Historical Financial Information.

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

## 2 MATERIAL ACCOUNTING POLICY INFORMATION

### (a) Basis of measurement

The measurement basis used in the preparation of the Historical Financial Information is the historical cost basis except that the following assets and liabilities are stated at their fair value as explained in the accounting policies set out below:

- the investments in debt and equity securities stated at fair value (see Note 2(f)); and
- derivative financial instruments (see Note 2(g)).

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### **(b) Use of estimates and judgements**

The preparation of the Historical Financial Information in conformity with IFRS Accounting Standards requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of IFRS Accounting Standards that have significant effect on the Historical Financial Information and major sources of estimation uncertainty are discussed in Note 3.

### **(c) Subsidiaries and non-controlling interests**

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

Intra-group balances and transactions, and any unrealised income and expenses (except for foreign currency transaction gains or losses) arising from intra-group transactions, are eliminated. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

For each business combination, the Group can elect to measure any non-controlling interests (“NCI”) either at fair value or at the NCI’s proportionate share of the subsidiary’s net identifiable assets. NCI are presented in the consolidated statement of financial position within equity, separately from equity attributable to the equity shareholders of the Company. NCI in the results of the Group are presented on the face of the consolidated statement of profit or loss and the consolidated statement of profit or loss and other comprehensive income as an allocation of the total profit or loss and total comprehensive income for the year between NCI and the equity shareholders of the Company. Loans from holders of NCI and other contractual obligations towards these holders are presented as financial liabilities in the consolidated statement of financial position in accordance with Note 2(r) depending on the nature of the liability.

Changes in the Group’s interests in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

When the Group loses control of a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in that former subsidiary is measured at fair value when control is lost.

In the Company’s statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(l)).

### **(d) Associates and joint ventures**

An associate is an entity in which the Group or the Company has significant influence, but not control or joint control, over the financial and operating policies. A joint venture is an arrangement in which the Group or the Company has joint control, whereby the Group or the Company has the rights to the net assets of the arrangement, rather than rights to its assets and obligations for its liabilities.

An interest in an associate or a joint venture is accounted for using the equity method, unless it is classified as held for sale (or included in a disposal group classified as held for sale). They are initially recognised at cost, which includes transaction costs. Subsequently, the financial statements include the Group’s share of the profit or loss and other comprehensive income (“OCI”) of those investees, until the date on which significant influence or joint control ceases.

When the Group’s share of losses exceeds its interest in the associate or the joint venture, the Group’s interest is reduced to nil and recognition of further losses is discontinued except to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the investee. For this purpose, the Group’s interest is the carrying amount of the investment under the equity method, together with any other long-term interests that in substance form part of the Group’s net investment in the associate or the joint venture, after applying the ECL model to such other long-term interests where applicable (see Note 2(l)(i)).

Unrealised gains arising from transactions with equity-accounted investees are eliminated against the investment to the extent of the Group’s interest in the investee. Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent there is no evidence of impairment.

### **(e) Goodwill**

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see Note 2(l)).

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**(f) Other investments in securities**

The Group’s policies for investments in securities, other than investments in subsidiaries, associates and joint ventures, are set out below.

Investments in securities are recognised/derecognised on the date the Group commits to purchase/sell the investment. The investments are initially stated at fair value plus directly attributable transaction costs, except for those investments measured at FVPL for which transaction costs are recognised directly in profit or loss. For an explanation of how the Group determines fair value of financial instruments, see Note 32(e). These investments are subsequently accounted for as follows, depending on their classification.

**(i) Non-equity investments**

Non-equity investments are classified into one of the following measurement categories:

- amortised cost, if the investment is held for the collection of contractual cash flows which represent solely payments of principal and interest. Expected credit losses, interest income calculated using the effective interest method (see Note 2(v)(ii)(b)), foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.
- FVOCI — recycling, if the contractual cash flows of the investment comprise solely payments of principal and interest and the investment is held within a business model whose objective is achieved by both the collection of contractual cash flows and sale. Expected credit losses, interest income (calculated using the effective interest method) and foreign exchange gains and losses are recognised in profit or loss and computed in the same manner as if the financial asset was measured at amortised cost. The difference between the fair value and the amortised cost is recognised in OCI. When the investment is derecognised, the amount accumulated in OCI is recycled from equity to profit or loss.
- FVPL if the investment does not meet the criteria for being measured at amortised cost or FVOCI (recycling). Changes in the fair value of the investment (including interest) are recognised in profit or loss.

**(ii) Equity investments**

An investment in equity securities is classified as FVPL, unless the investment is not held for trading purposes and on initial recognition the Group makes an irrevocable election to designate the investment at FVOCI (non-recycling) such that subsequent changes in fair value are recognised in OCI. Such elections are made on an instrument-by-instrument basis, but may only be made if the investment meets the definition of equity from the issuer’s perspective. If such election is made for a particular investment, at the time of disposal, the amount accumulated in the fair value reserve (non-recycling) is transferred to retained earnings and not recycled through profit or loss. Dividends from an investment in equity securities, irrespective of whether classified as at FVPL or FVOCI, are recognised in profit or loss as other income (see Note 2(v)(ii)(a)).

**(g) Derivative financial instruments**

Derivatives are initially measured at fair value. Subsequently, they are measured at fair value with changes therein recognised in profit or loss.

**(h) Hedging**

The Group designates certain derivatives as hedging instruments to hedge the variability in cash flows associated with highly probable forecast transactions arising from changes in foreign exchange rates and variable rate borrowings. Some borrowings are designated as hedges of the foreign exchange risk of a net investment in a foreign operation.

**(i) Cash flow hedges**

When a derivative is designated as a cash flow hedging instrument, the effective portion of changes in the fair value of the derivative is recognised in OCI and accumulated in the hedging reserve within equity. The effective portion that is recognised in OCI is limited to the cumulative change in fair value of the hedged item, determined on a present value basis, from inception of the hedge. Any ineffective portion is recognised immediately in profit or loss.

When the hedged forecast transaction subsequently results in the recognition of a non-financial item such as inventory, the amount accumulated in the hedging reserve is removed from the reserve and is included directly in the initial cost of the non-financial item when it is recognised.

For all other hedged forecast transactions, the amount accumulated in the hedging reserve is reclassified through OCI to profit or loss as a reclassification adjustment in the same period or periods during which the hedged expected future cash flows affect profit or loss. If the hedge no longer meets the criteria for hedge accounting or the hedging instrument is sold, expires, is terminated or is exercised, then hedge accounting is discontinued prospectively. When hedge accounting is discontinued, the amount that has been accumulated in the hedging reserve remains in equity until the transaction occurs and it is recognised in accordance with the above policy.

If the hedged future cash flows are no longer expected to occur, then the amounts that have been accumulated in the hedging reserve is immediately reclassified through OCI to profit or loss.

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### (ii) *Hedge of net investments in foreign operations*

The effective portion of any foreign exchange gains or losses on the borrowings is recognised in OCI and presented in the exchange reserve within equity. Any ineffective portion is recognised immediately in profit or loss. The amount accumulated in the exchange reserve is fully or partially reclassified through OCI to profit or loss as a reclassification adjustment on disposal or partial disposal of the foreign operation, respectively.

### (i) **Property and equipment**

The following items of property and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(l)):

- right-of-use assets arising from leases over freehold or leasehold properties where the Group is not the registered owner of the property interest; and
- items of plant and equipment, including right-of-use assets arising from leases of underlying plant and equipment (see Note 2(k)).

If significant parts of an item of property and equipment have different useful lives, then they are accounted for as separate items (major components).

Any gain or loss on disposal of an item of property and equipment is recognised in profit or loss.

Depreciation is calculated to write off the cost or valuation of items of property and equipment less their estimated residual values, if any, using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

The estimated useful lives for the Track Record Period are as follows:

|                                          |                                                   |
|------------------------------------------|---------------------------------------------------|
| Office equipment, furniture and fittings | 3–5 years                                         |
| Vehicles                                 | 5 years                                           |
| Leasehold improvements                   | Shorter of useful life of 2–6 years or lease term |
| Right-of-use assets                      | Over the lease term                               |

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

### (j) **Intangible assets (other than goodwill)**

Expenditure on research activities is recognised in profit or loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the resulting asset. Otherwise, it is recognised in profit or loss as incurred. Capitalised development expenditure is subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

Other intangible assets, including software, proprietary technology and trademark, that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses (see Note 2(l)).

Expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, if any, and is generally recognised in profit or loss.

The estimated useful lives for the Track Record Period are as follows:

|                        |               |
|------------------------|---------------|
| Software               | 5 years       |
| Proprietary technology | 10–10.7 years |
| Trademark              | 10 years      |

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

### (k) **Leased assets**

At inception of a contract, the Group assesses whether the contract is, or contains, a lease. This is the case if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. Control is conveyed where the customer has both the right to direct the use of the identified asset and to obtain substantially all of the economic benefits from that use.

#### (i) *As a lessee*

Where the contract contains lease component(s) and non-lease component(s), the Group has elected not to separate non-lease components and accounts for each lease component and any associated non-lease components as a single lease component for all leases.

At the lease commencement date, the Group recognises a right-of-use asset and a lease liability, except for short-term leases that have a lease term of 12 months or less and leases of low-value assets. When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. The lease payments associated with those leases which are not capitalised are recognised as an expense on a systematic basis over the lease term.



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Where the lease is capitalised, the lease liability is initially recognised at the present value of the lease payments payable over the lease term, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, using a relevant incremental borrowing rate. After initial recognition, the lease liability is measured at amortised cost and interest expense is calculated using the effective interest method. Variable lease payments that do not depend on an index or rate are not included in the measurement of the lease liability and hence are charged to profit or loss in the accounting period in which they are incurred.

The right-of-use asset recognised when a lease is capitalised is initially measured at cost, which comprises the initial amount of the lease liability plus any lease payments made at or before the commencement date, and any initial direct costs incurred. Where applicable, the cost of the right-of-use assets also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, discounted to their present value, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Notes 2(i) and 2(l)(ii)).

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group’s estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a lease modification, which means a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract, if such modification is not accounted for as a separate lease. In this case, the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

In the consolidated statement of financial position, the current portion of long-term lease liabilities is determined as the principal portion of contractual payments that are due to be settled within twelve months after the reporting period.

### (ii) *As a lessor*

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis.

When the Group is an intermediate lessor, the sub-leases are classified as a finance lease or as an operating lease with reference to the right-of-use asset arising from the head lease. If the head lease is a short-term lease to which the Group applies the exemption described in Note 2(k)(i), then the Group classifies the sub-lease as an operating lease.

## (l) **Credit losses and impairment of assets**

### (i) *Credit losses from financial instruments*

The Group recognises a loss allowance for expected credit losses (“ECL”)s on:

- financial assets measured at amortised cost (including cash at bank and on hand, other financial assets measured at amortised cost, trade receivables and other receivables);
- non-equity securities measured at FVOCI (recycling) (see Note 2(f)(i));

#### *Measurement of ECLs*

ECLs are a probability-weighted estimate of credit losses. Generally, credit losses are measured as the present value of all expected cash shortfalls between the contractual and expected amounts.

The expected cash shortfalls are discounted using the following rates if the effect is material:

- fixed-rate financial assets, trade and other receivables: effective interest rate determined at initial recognition or an approximation thereof;
- variable-rate financial assets: current effective interest rate.

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are measured on either of the following bases:

- 12-month ECLs: these are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months); and
- lifetime ECLs: these are the ECLs that result from all possible default events over the expected lives of the items to which the ECL model applies.



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The Group measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-months ECLs:

- financial instruments that are determined to have low credit risk at the reporting date; and
- other financial instruments for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

### *Significant increases in credit risk*

When determining whether the credit risk of a financial instrument (including a loan commitment) has increased significantly since initial recognition and when measuring ECLs, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group’s historical experience and informed credit assessment, that includes forward-looking information.

The Group considers a financial asset to be in default when the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held).

ECLs are remeasured at each reporting date to reflect changes in the financial instrument’s credit risk since initial recognition. Any change in the ECL amount is recognised as an impairment gain or loss in profit or loss. The Group recognises an impairment gain or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

### *Credit-impaired financial assets*

At each reporting date, the Group assesses whether a financial asset is credit-impaired. A financial asset is credit-impaired when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable events:

- significant financial difficulties of the debtor;
- a breach of contract, such as a default or past due event;
- it is probable that the debtor will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties of the issuer.

### *Write-off policy*

The gross carrying amount of a financial asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group otherwise determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off.

Subsequent recoveries of an asset that was previously written off are recognised as a reversal of impairment in profit or loss in the period in which the recovery occurs.

### **(ii) Impairment of other non-current assets**

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset’s recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or cash-generating units (“CGUs”). Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs of disposal. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the resulting carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

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### **(m) Inventories**

Inventories are measured at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase and other costs incurred in bringing the inventories to their present location and condition.

Net realisable 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.

### **(n) Contract liabilities**

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(v)(i)). A contract liability would also be recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such cases, a corresponding receivable would also be recognised (see Note 2(o)).

When the contract includes a significant financing component, the contract balance includes interest accrued under the effective interest method (see Note 2(v)(i)).

### **(o) Trade and other receivables**

A receivable is recognised when the Group has an unconditional right to receive consideration and only the passage of time is required before payment of that consideration is due.

Trade receivables that do not contain a significant financing component are initially measured at their transaction price. Trade receivables that contain a significant financing component and other receivables are initially measured at fair value plus transaction costs. All receivables are subsequently stated at amortised cost (see Note 2(l)(i)).

### **(p) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition. Cash and cash equivalents are assessed for ECL in accordance with the policy set out in Note 2(l)(i).

### **(q) Trade and other payables**

Trade and other payables are initially recognised at fair value. Subsequent to initial recognition, trade and other payables are stated at amortised cost unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

### **(r) Interest-bearing borrowings**

Interest-bearing borrowings are measured initially at fair value less transaction costs. Subsequently, these borrowings are stated at amortised cost using the effective interest method. Interest expense is recognised in accordance with Note 2(x).

### **(s) Employee benefits**

#### ***(i) Short term employee benefits and contributions to defined contribution retirement plans***

Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Obligations for contributions to defined contribution retirement plans are expensed as the related service is provided.

#### ***(ii) Share-based payments***

The share-based payment arrangement of the Group includes restricted share unit as set out in Note 28.

The fair value of restricted share unit granted is measured at grant date at the fair value assessed by an independent appraiser by using a Black-Scholes model. The amount is generally recognised as an expense, with a corresponding increase in equity, over the vesting period of the restricted share unit. The amount recognised as an expense is adjusted to reflect the number of restricted share unit for which the related service conditions are expected to be met, such that the amount ultimately recognised is based on the number of awards that meet the related service conditions at the vesting date.

#### ***(iii) Termination benefits***

Termination benefits are recognised at the earlier of when the Group can no longer withdraw the offer of those benefits and when it recognises restructuring costs involving the payment of termination benefits.

### **(t) Income tax**

Income tax expense comprises current tax and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in OCI.

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Current tax comprises the estimated tax payable or receivable on the taxable income or loss for the year and any adjustments to the tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects any uncertainty related to income taxes. It is measured using tax rates enacted or substantively enacted at the reporting date. Current tax also includes any tax arising from dividends.

Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences;
- temporary differences related to investment in subsidiaries, associates and joint venture to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future;
- taxable temporary differences arising on the initial recognition of goodwill; and
- those related to the income taxes arising from tax laws enacted or substantively enacted to implement the Pillar Two model rules published by the Organisation for Economic Co-operation and Development.

The Group recognised deferred tax assets and deferred tax liabilities separately in relation to its lease liabilities and right-of-use assets.

Deferred tax assets are recognised for unused tax losses, unused tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be used. Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised; such reductions are reversed when the probability of future taxable profits improves.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset only if certain criteria are met.

### **(u) Provisions and contingent liabilities**

Generally provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money and the risks specific to the liability.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

Where some or all of the expenditure required to settle a provision is expected to be reimbursed by another party, a separate asset is recognised for any expected reimbursement that would be virtually certain. The amount recognised for the reimbursement is limited to the carrying amount of the provision.

### **(v) Revenue and other income**

Income is classified by the Group as revenue when it arises from the sale of goods, the provision of services or the use by others of the Group’s assets under leases in the ordinary course of the Group’s business.

Further details of the Group’s revenue and other income recognition policies are as follows:

#### ***(i) Revenue from contracts with customers***

The Group principally engaged in provision of integrated marketing services and advertising platform business to help customers effectively reach their target customers and grow their brands overseas.

In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the resources related to the services before they are transferred to the customers. Control refers to the Group’s ability to direct the use of and obtain substantially all of the remaining benefits from the services.

Revenue is recognised when control over a service is transferred to the customer at the amount of promised consideration to which the Group is expected to be entitled, excluding those amounts collected on behalf of third parties such as value added tax or other sales taxes.

#### ***(a) Revenue from integrated marketing services***

Integrated marketing services revenue primarily includes revenue from provision of advertising technology services by the Group to its customers at major media.

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Revenue is recognised at the point in time when the related services are delivered based on specific terms of the contracts, which are commonly based on specified actions.

The Group is the primary obligor and is responsible for (1) identifying and contracting with third-party advertisers which the Group views as customers; (2) contracting with media to provide mobile spaces where the Group views as suppliers; (3) establishing the selling prices to its customers; (4) performing all billing and collection activities, including retaining credit risk; and (5) bearing sole responsibility for fulfilment of the advertising. The Group acts as the principal of these arrangements and therefore recognises revenue earned and costs incurred related to these transactions on a gross basis.

In the arrangement with certain major media, the Group also acts as a sales agent for them by signing up accounts and prepaying data usage fees for the third-party advertisers at their platforms. The Group does not control the specified service before the service is delivered to the customers. The Group reports the amount received from the customers and amounts paid to major media related to these transactions on a net basis.

*(b) Revenue from advertising platform business*

Advertising platform business revenue primarily includes revenue from provision of advertising technology services by the Group to its customers at other than the aforementioned major media. The Group develops its technology-driven business systems branded as Yeahmobi and zMaticoo which integrate with third-party partner platforms to help customers to manage and advertise more efficiently.

Similar to integrated marketing services above, revenue is recognised at the point in time when the related services are delivered based on specific terms of the contracts. The Group acts as the principal and therefore recognised revenue on a gross basis while the Group does not act as sales agents for these media.

**(ii) Revenue from other sources and other income**

*(a) Dividends*

Dividend income is recognised in profit or loss on the date on which the Group’s right to receive payment is established.

*(b) Interest income*

Interest income is recognised using the effective interest method. The “effective interest rate” is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of the financial asset. In calculating interest income, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired). However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

*(c) Government grants*

Government grants are recognised in the statement of financial position initially when there is reasonable assurance that they will be received and that the Group will comply with the conditions attaching to them.

Grants that compensate the Group for expenses incurred are recognised as income in profit or loss on a systematic basis in the same periods in which the expenses are incurred.

Grants that compensate the Group for the cost of an asset are recognised as deferred income and subsequently recognised in profit or loss on a systematic basis over the useful life of the asset.

**(w) Translation of foreign currencies**

Transactions in foreign currencies are translated into the respective functional currencies of group companies at the exchange rates at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign currency differences are generally recognised in profit or loss.

However, foreign currency differences arising from the translation of an investment in equity securities designated as at FVOCI are recognised in OCI.

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated into RMB at the exchange rates at the reporting date. The income and expenses of foreign operations are translated into RMB at the exchange rates at the dates of the transactions.

Foreign currency differences are recognised in OCI and accumulated in the exchange reserve, except to the extent that the translation difference is allocated to NCI.

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When a foreign operation is disposed of in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount in the exchange reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. On disposal of a subsidiary that includes a foreign operation, the cumulative amount of the exchange differences relating to that foreign operation that have been attributed to the NCI shall be derecognised, but shall not be reclassified to profit or loss. If the Group disposes of part of its interest in a subsidiary but retains control, then the relevant proportion of the cumulative amount is reattributed to NCI. When the Group disposes of only part of an associate or joint venture while retaining significant influence or joint control, the relevant proportion of the cumulative amount is reclassified to profit or loss.

### (x) Borrowing costs

Borrowing costs are expensed in the period in which they are incurred.

### (y) Related parties

- (a) A person, or a close member of that person’s family, is related to the Group if that person:
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or the Group’s parent.
- (b) An entity is related to the Group if any of the following conditions applies:
  - (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
  - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
  - (iii) Both entities are joint ventures of the same third party.
  - (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
  - (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group.
  - (vi) The entity is controlled or jointly controlled by a person identified in (a).
  - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
  - (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the Group’s parent.

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

### (z) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group’s most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group’s various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 13 and 28 contain information about the assumptions and their risk factors relating to assessment of goodwill impairment and valuation of fair value of share-based payments. Other significant sources of estimation uncertainty are as follows:

### Expected credit loss for trade receivables and other receivables

The impairment provisions for trade receivables and other receivables are based on assumptions about the expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group’s past history, existing market conditions as well as forward looking estimates at the end of each reporting period. For details of the key assumptions and inputs used, see Note 32(a).

Changes in these assumptions and estimated could materially affect the result of the assessment and it may be necessary to make additional impairment charge to the profit or loss.

## 4 REVENUE AND SEGMENT REPORTING

### (a) Revenue

The principal services of the Group are the provision of integrated marketing services and advertising platform business.

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### (i) Disaggregation of revenue

Disaggregation of revenue from contracts with customers by major business lines is as follows:

|                                                                          | Year ended 31 December |                  |                  |
|--------------------------------------------------------------------------|------------------------|------------------|------------------|
|                                                                          | 2023                   | 2024             | 2025             |
|                                                                          | RMB'000                | RMB'000          | RMB'000          |
| <b>Revenue from contracts with customers within the scope of IFRS 15</b> |                        |                  |                  |
| Revenue from integrated marketing services                               | 862,708                | 1,308,071        | 1,953,614        |
| Revenue from advertising platform business                               | 1,274,184              | 1,234,271        | 1,838,115        |
| Others                                                                   | 6,428                  | 4,468            | 38,338           |
|                                                                          | <u>2,143,320</u>       | <u>2,546,810</u> | <u>3,830,067</u> |

Disaggregation of revenue from contracts with customers by the timing of revenue recognition and by geographic markets is disclosed in Notes 4(b)(i) and 4(c) respectively.

The Group’s customer base is diversified. During the Track Record Period, the Group’s customers with whom transactions have exceeded 10% of the Group’s revenues in the respective years are as follows.

|            | Year ended 31 December |         |         |
|------------|------------------------|---------|---------|
|            | 2023                   | 2024    | 2025    |
|            | RMB'000                | RMB'000 | RMB'000 |
| Customer A | N/A*                   | N/A*    | 476,755 |

\* Represents that the amount of aggregate revenue from such customer is less than 10% of the total revenue for respective years.

### (b) Segment reporting

The Group determines the operating segments on the basis of internal organisation structure, management requirements and internal report principles. Management reviews the results of the Group’s operating segments regularly for the purpose of making decisions about resource allocation and performance assessment.

In a manner consistent with the way in which information is reported internally to the Group’s most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented two reportable segments based on business lines: integrated marketing services and advertising platform business. No operating segments have been aggregated to form the reportable segments.

#### (i) Segment results

For the purposes of assessing segment performance and allocating resources between segments, the Group’s chief operating decision maker (“CODM”) monitors the results attributable to each reportable segment on the following bases:

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

Disaggregation of revenue from contracts with customers by major business lines is as follows:

|                                                         | Integrated marketing services |           |           | Advertising platform business |           |           | Others                 |         |         | Total                  |           |           |
|---------------------------------------------------------|-------------------------------|-----------|-----------|-------------------------------|-----------|-----------|------------------------|---------|---------|------------------------|-----------|-----------|
|                                                         | Year ended 31 December        |           |           | Year ended 31 December        |           |           | Year ended 31 December |         |         | Year ended 31 December |           |           |
|                                                         | 2023                          | 2024      | 2025      | 2023                          | 2024      | 2025      | 2023                   | 2024    | 2025    | 2023                   | 2024      | 2025      |
|                                                         | RMB'000                       | RMB'000   | RMB'000   | RMB'000                       | RMB'000   | RMB'000   | RMB'000                | RMB'000 | RMB'000 | RMB'000                | RMB'000   | RMB'000   |
| Disaggregated by timing of external revenue recognition |                               |           |           |                               |           |           |                        |         |         |                        |           |           |
| Point in time                                           | 862,708                       | 1,308,071 | 1,953,614 | 1,274,184                     | 1,234,271 | 1,838,115 | —                      | 176     | 35,366  | 2,136,892              | 2,542,518 | 3,827,095 |
| Over time                                               | —                             | —         | —         | —                             | —         | —         | 6,428                  | 4,292   | 2,972   | 6,428                  | 4,292     | 2,972     |
| Reportable segment external revenue                     | 862,708                       | 1,308,071 | 1,953,614 | 1,274,184                     | 1,234,271 | 1,838,115 | 6,428                  | 4,468   | 38,338  | 2,143,320              | 2,546,810 | 3,830,067 |
| Reportable segment costs                                | 668,692                       | 1,161,242 | 1,779,842 | 949,216                       | 907,111   | 1,464,835 | 3,382                  | 5,259   | 36,360  | 1,621,290              | 2,073,612 | 3,281,037 |
| Segment profit                                          | 194,016                       | 146,829   | 173,772   | 324,968                       | 327,160   | 373,280   | 3,046                  | (791)   | 1,978   | 522,030                | 473,198   | 549,030   |



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### (ii) Segment assets and liabilities

No segment assets and liabilities information are provided as no such information is regularly provided to the CODM of the Group on making decision for resources allocation and performance assessment.

### (c) Geographic information

The following table sets out information about the geographical location of the Group’s revenue from external customers. The geographical location of customers is based on the location of the customers’ place of incorporation/establishment.

|               | Year ended 31 December |                  |                  |
|---------------|------------------------|------------------|------------------|
|               | 2023                   | 2024             | 2025             |
|               | RMB’000                | RMB’000          | RMB’000          |
| Asia Pacific  | 1,908,998              | 2,111,470        | 3,052,814        |
| North America | 112,099                | 356,896          | 516,962          |
| Other regions | 122,223                | 78,444           | 260,291          |
|               | <u>2,143,320</u>       | <u>2,546,810</u> | <u>3,830,067</u> |

All the Group’s non-current assets are located in the PRC. Accordingly, no geographical information of non-current assets is provided.

## 5 OTHER NET INCOME

|                                                        | Year ended 31 December |               |                |
|--------------------------------------------------------|------------------------|---------------|----------------|
|                                                        | 2023                   | 2024          | 2025           |
|                                                        | RMB’000                | RMB’000       | RMB’000        |
| Net gain on disposal of subsidiaries                   | 115                    | —             | 2,691          |
| Net (loss)/gain on disposal of associates              | (1,972)                | (11,258)      | 2,572          |
| Fair value change of financial assets measured at FVPL | 19,794                 | 12,529        | 78,473         |
| Gain/(loss) on disposal of property and equipment      | 1,242                  | 4,432         | (415)          |
| Government grants (Note)                               | 45,388                 | 12,004        | 20,554         |
| Interest income                                        | 27,947                 | 62,584        | 63,075         |
| Net foreign exchange gain/(loss)                       | 11,734                 | 17,617        | (19,156)       |
| Others                                                 | (4,702)                | (271)         | (4,521)        |
|                                                        | <u>99,546</u>          | <u>97,637</u> | <u>143,273</u> |

Note: Government grants represent unconditional cash subsidies received by certain subsidiaries from local government for the Group’s achievement during the years ended 31 December 2023, 2024 and 2025. There are no unfulfilled conditions or contingencies relating to such government grants income recognised.

## 6 PROFIT BEFORE TAXATION

Profit before taxation is arrived at after charging/(crediting):

### (a) Finance costs

|                               | Year ended 31 December |               |               |
|-------------------------------|------------------------|---------------|---------------|
|                               | 2023                   | 2024          | 2025          |
|                               | RMB’000                | RMB’000       | RMB’000       |
| Interest on bank loans        | 1,137                  | 15,712        | 10,572        |
| Interest on lease liabilities | 4,912                  | 4,210         | 1,569         |
| Other interest expense        | —                      | 813           | 1,650         |
|                               | <u>6,049</u>           | <u>20,735</u> | <u>13,791</u> |

### (b) Staff costs

|                                        | Year ended 31 December |                |                |
|----------------------------------------|------------------------|----------------|----------------|
|                                        | 2023                   | 2024           | 2025           |
|                                        | RMB’000                | RMB’000        | RMB’000        |
| Salaries, wages and other benefits     | 205,582                | 233,304        | 295,016        |
| Share-based payment expenses (Note 28) | 6,011                  | (6,011)        | 81,988         |
| Retirement scheme contributions        | 22,160                 | 23,174         | 31,205         |
|                                        | <u>233,753</u>         | <u>250,467</u> | <u>408,209</u> |



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The employees of the entities comprising the Group established in the PRC participate in a defined contribution retirement benefit scheme managed by the local government authority. Employees of these entities are entitled to retirement benefits, calculated based on a percentage of the average salaries level in the PRC, from the above mentioned retirement scheme at their normal retirement age.

The Group has no further obligation for payment of other retirement benefits beyond the above contributions.

(c) **Other items**

|                                                      | Year ended 31 December |         |         |
|------------------------------------------------------|------------------------|---------|---------|
|                                                      | 2023                   | 2024    | 2025    |
|                                                      | RMB'000                | RMB'000 | RMB'000 |
| Amortisation of intangible assets ( <i>Note 12</i> ) | 3,998                  | 5,858   | 6,951   |
| Depreciation charge                                  |                        |         |         |
| — owned property and equipment ( <i>Note 11</i> )    | 9,253                  | 9,100   | 7,945   |
| — right-of-use assets ( <i>Note 11</i> )             | 14,611                 | 13,547  | 10,325  |
| Auditors’ remuneration                               |                        |         |         |
| — audit services                                     | 2,034                  | 2,672   | 2,610   |

### 7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

(a) **Taxation in the consolidated statements of profit or loss represents:**

|                                                   | Year ended 31 December |          |          |
|---------------------------------------------------|------------------------|----------|----------|
|                                                   | 2023                   | 2024     | 2025     |
|                                                   | RMB'000                | RMB'000  | RMB'000  |
| <b>Current tax</b>                                |                        |          |          |
| Provision for the year                            | 54,658                 | 35,536   | 45,138   |
| Offshore exemption from Hong Kong profits tax     | (6,981)                | (42,445) | (4,031)  |
| Under/(over)-provision in respect of prior years  | 4,081                  | (1,581)  | 2,191    |
|                                                   | 51,758                 | (8,490)  | 43,298   |
| <b>Deferred tax</b>                               |                        |          |          |
| Origination and reversal of temporary differences | (39,679)               | (1,192)  | (18,743) |
|                                                   | 12,079                 | (9,682)  | 24,555   |

(b) **Reconciliation between tax expense and accounting profit at applicable tax rates:**

|                                                                                     | Year ended 31 December |          |          |
|-------------------------------------------------------------------------------------|------------------------|----------|----------|
|                                                                                     | 2023                   | 2024     | 2025     |
|                                                                                     | RMB'000                | RMB'000  | RMB'000  |
| Profit before taxation                                                              | 226,023                | 220,132  | 179,486  |
| Expected income tax expense at statutory tax rate of 25% ( <i>Note (i)</i> )        | 56,506                 | 55,033   | 44,872   |
| Tax effect of differential tax rate ( <i>Note (ii)</i> )                            | (7,453)                | (11,133) | (19,698) |
| Tax effect of preferential tax rate ( <i>Note (iii)</i> )                           | (11,671)               | (9,275)  | 2,511    |
| Super tax deduction on research and development expenses ( <i>Note (iv)</i> )       | (10,462)               | (11,832) | (27,727) |
| Tax effect of non-taxable income                                                    | —                      | (718)    | —        |
| Tax effect of non-deductible expenses                                               | 843                    | 1,697    | 22,484   |
| Tax effect of deductible temporary differences and unused tax losses not recognised | (991)                  | 9,781    | 3,447    |
| Income tax on retained earnings of overseas subsidiaries                            | (11,648)               | 791      | 642      |
| Under/(over)-provision in respect of prior years                                    | 4,081                  | (1,581)  | 2,191    |
| Offshore exemption from Hong Kong profits tax                                       | (6,981)                | (42,445) | (4,031)  |
| Others                                                                              | (145)                  | —        | (136)    |
| Actual tax expense/(benefit)                                                        | 12,079                 | (9,682)  | 24,555   |

*Notes:*

- (i) The income tax provision of the Group in respect of its operations in PRC was calculated at a tax rate of 25% on the assessable profits for the periods presented, based on the existing legislation, interpretation and practices in respect thereof.
- (ii) The provision for Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered Profits Tax rate regime.

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For this Hong Kong subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% and the remaining assessable profits are taxed at 16.5%. The provision for Hong Kong Profits Tax for this Hong Kong subsidiary was calculated at the same basis in the Track Record Period.

Taxation for subsidiaries incorporated in other jurisdictions is charged at the appropriate current rates of taxation ruling in the relevant countries at a range from 0% to 30.62% during the Track Record Period.

- (iii) Under the PRC Income Tax Laws, an enterprise which qualifies as a High and New Technology Enterprise (“HNTE”) is entitled to a preferential tax rate of 15% provided it continues to meet HNTE qualification standards on an annual basis. Xi’an Diangao Network Technology Co., Ltd., as a HNTE, is entitled to a preferential tax rate of 15% during the Track Record Period. Beijing Xinghezhi Network Technology Co., Ltd., as a HNTE, is entitled to a preferential tax rate of 15% during the years of 2023 to 2024.

Xi’an Diangao Network Technology Co., Ltd. and Xi’an Guangzhi Network Technology Co., Ltd., which were established in the PRC, are entitled to tax benefits applicable to entities under the Third Phase of the Western Region Development Plan of the PRC, and enjoy a preferential tax rate of 15% during the Track Record Period.

- (iv) An additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income under the PRC Income Tax Laws and its relevant regulations after 1 October 2022.

### 8 DIRECTORS’ AND SUPERVISORS’ EMOLUMENTS

Directors’ and supervisors’ emoluments during the Track Record Period are as follows:

|                                                 | Year ended 31 December 2023                        |                          |                                       |           |                         |         |
|-------------------------------------------------|----------------------------------------------------|--------------------------|---------------------------------------|-----------|-------------------------|---------|
|                                                 | Salaries,<br>allowances and<br>benefits<br>in kind | Discretionary<br>bonuses | Retirement<br>scheme<br>contributions | Sub-Total | Share-based<br>payments | Total   |
|                                                 | RMB'000                                            | RMB'000                  | RMB'000                               | RMB'000   | RMB'000                 | RMB'000 |
|                                                 |                                                    |                          |                                       |           | Note (i)                |         |
| <b>Executive directors</b>                      |                                                    |                          |                                       |           |                         |         |
| Zou Xiaowu                                      | 930                                                | —                        | 63                                    | 993       | 584                     | 1,577   |
| Wu Ying (appointed on<br>28 August 2023)        | 975                                                | —                        | 68                                    | 1,043     | 467                     | 1,510   |
| Yang Xiaouu                                     | 555                                                | —                        | 68                                    | 623       | —                       | 623     |
| Wang Ping                                       | 594                                                | —                        | 63                                    | 657       | 78                      | 735     |
| Cheng Huajie (resigned on<br>28 June 2023)      | —                                                  | —                        | —                                     | —         | —                       | —       |
| Yu Zhe (resigned on<br>28 August 2023)          | —                                                  | —                        | —                                     | —         | —                       | —       |
| Li Jiayi (appointed on<br>28 June 2023)         | —                                                  | —                        | —                                     | —         | —                       | —       |
| Li Yan                                          | —                                                  | —                        | —                                     | —         | —                       | —       |
| <b>Independent directors</b>                    |                                                    |                          |                                       |           |                         |         |
| Zhang Guoyun                                    | 80                                                 | —                        | —                                     | 80        | —                       | 80      |
| Li Changcheng (appointed on<br>3 November 2023) | 13                                                 | —                        | —                                     | 13        | —                       | 13      |
| Zhang Xueyong (appointed on<br>3 November 2023) | 13                                                 | —                        | —                                     | 13        | —                       | 13      |
| Feng Yuan (resigned on<br>3 November 2023)      | 68                                                 | —                        | —                                     | 68        | —                       | 68      |
| Zhang Meng (resigned on<br>3 November 2023)     | 68                                                 | —                        | —                                     | 68        | —                       | 68      |
| <b>Supervisors</b>                              |                                                    |                          |                                       |           |                         |         |
| Li Wenzhu                                       | 312                                                | 20                       | 40                                    | 372       | —                       | 372     |
| Xu Wei                                          | 320                                                | 63                       | 39                                    | 422       | —                       | 422     |
| Hou Jiaming                                     | 170                                                | 29                       | 21                                    | 220       | —                       | 220     |
|                                                 | 4,098                                              | 112                      | 362                                   | 4,572     | 1,129                   | 5,701   |

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## ACCOUNTANTS’ REPORT

|                                                                                | Year ended 31 December 2024                        |                          |                                       |           |                         |         |
|--------------------------------------------------------------------------------|----------------------------------------------------|--------------------------|---------------------------------------|-----------|-------------------------|---------|
|                                                                                | Salaries,<br>allowances and<br>benefits<br>in kind | Discretionary<br>bonuses | Retirement<br>scheme<br>contributions | Sub-Total | Share-based<br>payments | Total   |
|                                                                                | RMB'000                                            | RMB'000                  | RMB'000                               | RMB'000   | RMB'000                 | RMB'000 |
|                                                                                |                                                    |                          |                                       |           | Note(i)                 |         |
| <b>Executive directors</b>                                                     |                                                    |                          |                                       |           |                         |         |
| Zou Xiaowu                                                                     | 1,264                                              | 400                      | 66                                    | 1,730     | (584)                   | 1,146   |
| Wu Ying                                                                        | 1,084                                              | 400                      | 71                                    | 1,555     | (467)                   | 1,088   |
| Zheng Zhengdong (appointed<br>on 15 May 2024)                                  | 572                                                | 285                      | 29                                    | 886       | —                       | 886     |
| Wang Ping                                                                      | 598                                                | 240                      | 66                                    | 904       | (78)                    | 826     |
| Li Jiayi                                                                       | —                                                  | —                        | —                                     | —         | —                       | —       |
| Feng Yingliang (appointed on<br>4 July 2024)                                   | 323                                                | 80                       | 34                                    | 437       | —                       | 437     |
| Yang Xiaouu (resigned on<br>4 July 2024)                                       | 443                                                | —                        | 41                                    | 484       | —                       | 484     |
| Li Yan (resigned on 15 May<br>2024)                                            | —                                                  | —                        | —                                     | —         | —                       | —       |
| <b>Independent directors</b>                                                   |                                                    |                          |                                       |           |                         |         |
| Li Changcheng                                                                  | 80                                                 | —                        | —                                     | 80        | —                       | 80      |
| Zhang Xueyong                                                                  | 80                                                 | —                        | —                                     | 80        | —                       | 80      |
| Xing Meimin (appointed on<br>3 September 2024)                                 | 26                                                 | —                        | —                                     | 26        | —                       | 26      |
| Zhang Guoyun (resigned on<br>22 February 2024)                                 | 12                                                 | —                        | —                                     | 12        | —                       | 12      |
| Hu Qiankun (appointed on<br>22 February 2024, resigned<br>on 3 September 2024) | 36                                                 | —                        | —                                     | 36        | —                       | 36      |
| <b>Supervisors</b>                                                             |                                                    |                          |                                       |           |                         |         |
| Li Wenzhu (resigned on<br>12 November 2024)                                    | 337                                                | 16                       | 37                                    | 390       | —                       | 390     |
| Wu Wenjin (appointed on<br>12 November 2024)                                   | 70                                                 | 110                      | 7                                     | 187       | —                       | 187     |
| Xu Wei                                                                         | 277                                                | 73                       | 44                                    | 394       | —                       | 394     |
| Hou Jiaming                                                                    | 144                                                | 34                       | 24                                    | 202       | —                       | 202     |
|                                                                                | 5,346                                              | 1,638                    | 419                                   | 7,403     | (1,129)                 | 6,274   |

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## ACCOUNTANTS’ REPORT

|                                            | Year ended 31 December 2025                        |                          |                                       |              |                         |               |
|--------------------------------------------|----------------------------------------------------|--------------------------|---------------------------------------|--------------|-------------------------|---------------|
|                                            | Salaries,<br>allowances and<br>benefits<br>in kind | Discretionary<br>bonuses | Retirement<br>scheme<br>contributions | Sub-Total    | Share-based<br>payments | Total         |
|                                            | RMB'000                                            | RMB'000                  | RMB'000                               | RMB'000      | RMB'000<br>Note(i)      | RMB'000       |
| <b>Executive directors</b>                 |                                                    |                          |                                       |              |                         |               |
| Zou Xiaowu                                 | 1,569                                              | 214                      | 68                                    | 1,851        | —                       | 1,851         |
| Wu Ying                                    | 1,580                                              | 214                      | 71                                    | 1,865        | 3,595                   | 5,460         |
| Zheng Zhengdong                            | 914                                                | —                        | 45                                    | 959          | 951                     | 1,910         |
| Wang Ping                                  | 774                                                | —                        | 68                                    | 842          | 983                     | 1,825         |
| Li Jiayi (resigned on<br>7 May 2025)       | —                                                  | —                        | —                                     | —            | —                       | —             |
| Feng Yingliang (resigned on<br>7 May 2025) | 224                                                | —                        | 23                                    | 247          | —                       | 247           |
| Yang Ya (appointed on<br>7 May 2025)       | 610                                                | 418                      | 30                                    | 1,058        | 2,080                   | 3,138         |
| Qin Peng (appointed on<br>7 May 2025)      | 610                                                | —                        | 30                                    | 640          | 1,796                   | 2,436         |
| <b>Independent directors</b>               |                                                    |                          |                                       |              |                         |               |
| Li Changcheng                              | 80                                                 | —                        | —                                     | 80           | —                       | 80            |
| Zhang Xueyong (Note (iii))                 | 80                                                 | —                        | —                                     | 80           | —                       | 80            |
| Xing Meimin (Note (iii))                   | 80                                                 | —                        | —                                     | 80           | —                       | 80            |
| <b>Supervisors (Note (ii))</b>             |                                                    |                          |                                       |              |                         |               |
| Wu Wenjin (resigned on<br>7 May 2025)      | 132                                                | —                        | 18                                    | 150          | —                       | 150           |
| Xu Wei (resigned on<br>7 May 2025)         | 182                                                | 3                        | 30                                    | 215          | —                       | 215           |
| Hou Jiaming (resigned on<br>7 May 2025)    | 96                                                 | 9                        | 16                                    | 121          | —                       | 121           |
|                                            | <u>6,931</u>                                       | <u>858</u>               | <u>399</u>                            | <u>8,188</u> | <u>9,405</u>            | <u>17,593</u> |

**Notes:**

- (i) These represent the fair value of share awards granted under the Company’s share incentive schemes. The value of these share awards is measured according to the Group’s accounting policies for share-based payments as set out in Note 2(s)(ii). The details of share-based payments, including the principal terms and number of share awards granted, are disclosed in Note 28.
- (ii) On 7 May 2025, the Company abolished the supervisory committee. Wu Wenjin, Xu Wei and Hou Jiaming, the former members of the supervisory committee, therefore ceased to hold their positions as supervisors.
- (iii) In March 2026, Zhang Xueyong and Xing Meimin resigned as independent directors of the Company. Meng Wei and Liu Zhen were appointed as independent directors of the Company in March 2026.

### 9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

The number of directors, supervisors and other employees included in the five highest paid individuals for the years ended 31 December 2023, 2024 and 2025 are set out below:

|                          | Year ended 31 December   |                          |                          |
|--------------------------|--------------------------|--------------------------|--------------------------|
|                          | 2023                     | 2024                     | 2025                     |
|                          | Number of<br>individuals | Number of<br>individuals | Number of<br>individuals |
| Directors or supervisors | 2                        | 2                        | 1                        |
| Other employees          | 3                        | 3                        | 4                        |
|                          | <u>5</u>                 | <u>5</u>                 | <u>5</u>                 |

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## ACCOUNTANTS’ REPORT

The emoluments of the directors and supervisors are disclosed in Note 8. The aggregate of the emoluments in respect of the remaining highest paid individuals, are as follow:

|                                 | Year ended 31 December |                |                |
|---------------------------------|------------------------|----------------|----------------|
|                                 | 2023                   | 2024           | 2025           |
|                                 | <i>RMB'000</i>         | <i>RMB'000</i> | <i>RMB'000</i> |
| Salaries and other emoluments   | 2,674                  | 3,640          | 4,514          |
| Discretionary bonuses           | 250                    | 1,851          | 1,721          |
| Share-based payments            | 711                    | (779)          | 11,855         |
| Retirement scheme contributions | 116                    | 139            | 208            |
|                                 | <u>3,751</u>           | <u>4,851</u>   | <u>18,298</u>  |

The emoluments of the individuals who are neither directors nor supervisors and who are amongst the five highest paid individuals of the Group are within the following bands:

|                             | Year ended 31 December       |                              |                              |
|-----------------------------|------------------------------|------------------------------|------------------------------|
|                             | 2023                         | 2024                         | 2025                         |
|                             | <i>Number of individuals</i> | <i>Number of individuals</i> | <i>Number of individuals</i> |
| HK\$1,000,001–HK\$1,500,000 | 2                            | 2                            | —                            |
| HK\$1,500,001–HK\$2,000,000 | 1                            | —                            | —                            |
| HK\$2,500,001–HK\$3,000,000 | —                            | 1                            | —                            |
| HK\$4,000,001–HK\$4,500,000 | —                            | —                            | 1                            |
| HK\$4,500,001–HK\$5,000,000 | —                            | —                            | 1                            |
| HK\$5,000,001–HK\$5,500,000 | —                            | —                            | 1                            |
| HK\$5,500,001–HK\$6,000,000 | —                            | —                            | 1                            |

### 10 EARNINGS PER SHARE

#### (a) Basic earnings per share

The calculation of basic earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB217,041,000, RMB231,825,000, and RMB158,105,000 for the years ended 31 December 2023, 2024 and 2025, respectively, and the weighted average number of ordinary shares in issue, calculated as follows:

##### *Weighted average number of ordinary shares*

|                                                           | Year ended 31 December |                |                |
|-----------------------------------------------------------|------------------------|----------------|----------------|
|                                                           | 2023                   | 2024           | 2025           |
|                                                           | <i>'000</i>            | <i>'000</i>    | <i>'000</i>    |
| Issued ordinary shares at 1 January                       | 471,886                | 471,886        | 471,886        |
| Effect of treasury shares held ( <i>Note 31(c)(ii)</i> )  | —                      | (306)          | (735)          |
| Weighted average number of ordinary shares at 31 December | <u>471,886</u>         | <u>471,580</u> | <u>471,151</u> |

#### (b) Diluted earnings per share

The calculation of diluted earnings per share is based on the profit attributable to ordinary equity shareholders of the Company of RMB217,041,000, RMB231,825,000, and RMB158,105,000 for the year ended 31 December 2023, 2024 and 2025, respectively, and the weighted average number of ordinary shares (diluted), calculated as follows:

##### *Weighted average number of ordinary shares (diluted)*

|                                                                                                    | Year ended 31 December |                |                |
|----------------------------------------------------------------------------------------------------|------------------------|----------------|----------------|
|                                                                                                    | 2023                   | 2024           | 2025           |
|                                                                                                    | <i>'000</i>            | <i>'000</i>    | <i>'000</i>    |
| Weighted average number of ordinary shares as at 31 December                                       | 471,886                | 471,580        | 471,151        |
| Effect of unvested shares under the Company’s restricted share incentive scheme ( <i>Note 28</i> ) | —                      | —              | 2,313          |
| Weighted average number of ordinary shares (diluted) as at 31 December                             | <u>471,886</u>         | <u>471,580</u> | <u>473,464</u> |

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## ACCOUNTANTS’ REPORT

### 11 PROPERTY AND EQUIPMENT

The Group

#### (a) Reconciliation of carrying amount

|                             | Office<br>equipment,<br>furniture and<br>fittings | Vehicles | Leasehold<br>improvements | Right-of-use<br>assets | Total    |
|-----------------------------|---------------------------------------------------|----------|---------------------------|------------------------|----------|
|                             | RMB'000                                           | RMB'000  | RMB'000                   | RMB'000                | RMB'000  |
| <b>Cost:</b>                |                                                   |          |                           |                        |          |
| At 1 January 2023           | 22,981                                            | 753      | 17,252                    | 123,155                | 164,141  |
| Additions                   | 496                                               | —        | 5,030                     | 14,308                 | 19,834   |
| Acquisition of subsidiaries | 279                                               | —        | —                         | —                      | 279      |
| Disposals                   | (1,702)                                           | —        | —                         | (25,346)               | (27,048) |
| Disposal of subsidiaries    | (361)                                             | —        | —                         | —                      | (361)    |
| Exchange difference         | (5)                                               | —        | —                         | —                      | (5)      |
| At 31 December 2023         | 21,688                                            | 753      | 22,282                    | 112,117                | 156,840  |
| At 1 January 2024           | 21,688                                            | 753      | 22,282                    | 112,117                | 156,840  |
| Additions                   | 1,851                                             | 809      | 562                       | 615                    | 3,837    |
| Acquisition of subsidiaries | 1                                                 | —        | —                         | —                      | 1        |
| Disposals                   | (2,684)                                           | —        | —                         | (62,651)               | (65,335) |
| Exchange difference         | 185                                               | —        | —                         | —                      | 185      |
| At 31 December 2024         | 21,041                                            | 1,562    | 22,844                    | 50,081                 | 95,528   |
| At 1 January 2025           | 21,041                                            | 1,562    | 22,844                    | 50,081                 | 95,528   |
| Additions                   | 2,308                                             | —        | 5,612                     | 20,899                 | 28,819   |
| Acquisition of subsidiaries | 389                                               | —        | 1,192                     | 1,236                  | 2,817    |
| Disposals                   | (2,622)                                           | —        | —                         | (1,754)                | (4,376)  |
| Disposal of subsidiaries    | (540)                                             | —        | (4,675)                   | (17,327)               | (22,542) |
| Exchange difference         | (7)                                               | —        | —                         | —                      | (7)      |
| At 31 December 2025         | 20,569                                            | 1,562    | 24,973                    | 53,135                 | 100,239  |

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## ACCOUNTANTS’ REPORT

|                                          | Office<br>equipment,<br>furniture and<br>fittings<br><i>RMB'000</i> | Vehicles<br><i>RMB'000</i> | Leasehold<br>improvements<br><i>RMB'000</i> | Right-of-use<br>assets<br><i>RMB'000</i> | Total<br><i>RMB'000</i> |
|------------------------------------------|---------------------------------------------------------------------|----------------------------|---------------------------------------------|------------------------------------------|-------------------------|
| <b>Accumulated depreciation:</b>         |                                                                     |                            |                                             |                                          |                         |
| At 1 January 2023                        | (10,198)                                                            | (286)                      | —                                           | (28,432)                                 | (38,916)                |
| Charge for the year                      | (3,489)                                                             | (143)                      | (5,621)                                     | (14,611)                                 | (23,864)                |
| Written back on disposals                | 1,194                                                               | —                          | —                                           | 11,655                                   | 12,849                  |
| Written back on disposal of subsidiaries | 81                                                                  | —                          | —                                           | —                                        | 81                      |
| Exchange difference                      | 7                                                                   | —                          | —                                           | —                                        | 7                       |
| At 31 December 2023                      | (12,405)                                                            | (429)                      | (5,621)                                     | (31,388)                                 | (49,843)                |
| At 1 January 2024                        | (12,405)                                                            | (429)                      | (5,621)                                     | (31,388)                                 | (49,843)                |
| Charge for the year                      | (3,222)                                                             | (233)                      | (5,645)                                     | (13,547)                                 | (22,647)                |
| Written back on disposals                | 2,056                                                               | —                          | —                                           | 20,653                                   | 22,709                  |
| Exchange difference                      | (186)                                                               | —                          | —                                           | —                                        | (186)                   |
| At 31 December 2024                      | (13,757)                                                            | (662)                      | (11,266)                                    | (24,282)                                 | (49,967)                |
| At 1 January 2025                        | (13,757)                                                            | (662)                      | (11,266)                                    | (24,282)                                 | (49,967)                |
| Charge for the year                      | (3,063)                                                             | (297)                      | (4,585)                                     | (10,325)                                 | (18,270)                |
| Written back on disposals                | 2,075                                                               | —                          | —                                           | 722                                      | 2,797                   |
| Written back on disposal of subsidiaries | 39                                                                  | —                          | —                                           | 2,211                                    | 2,250                   |
| Exchange difference                      | 5                                                                   | —                          | —                                           | —                                        | 5                       |
| At 31 December 2025                      | (14,701)                                                            | (959)                      | (15,851)                                    | (31,674)                                 | (63,185)                |
| Net book value:                          |                                                                     |                            |                                             |                                          |                         |
| At 31 December 2023                      | 9,283                                                               | 324                        | 16,661                                      | 80,729                                   | 106,997                 |
| At 31 December 2024                      | 7,284                                                               | 900                        | 11,578                                      | 25,799                                   | 45,561                  |
| At 31 December 2025                      | 5,868                                                               | 603                        | 9,122                                       | 21,461                                   | 37,054                  |

**(b) Right-of-use assets**

The analysis of the net book value of right-of-use assets by class of underlying asset is as follows:

|                                                            | <b>As at 31 December</b> |                |                |
|------------------------------------------------------------|--------------------------|----------------|----------------|
|                                                            | <b>2023</b>              | <b>2024</b>    | <b>2025</b>    |
|                                                            | <i>RMB'000</i>           | <i>RMB'000</i> | <i>RMB'000</i> |
| Property leased for own use, carried at depreciation cost: |                          |                |                |
| — Office buildings                                         | 80,729                   | 25,799         | 21,461         |

The Group has obtained the right to use properties as its offices through tenancy agreements. The leases typically run for an initial period of 1 to 5 years.

The analysis of expense items in relation to leases recognised in profit or loss is as follows:

|                                                      | <b>Year ended 31 December</b> |                |                |
|------------------------------------------------------|-------------------------------|----------------|----------------|
|                                                      | <b>2023</b>                   | <b>2024</b>    | <b>2025</b>    |
|                                                      | <i>RMB'000</i>                | <i>RMB'000</i> | <i>RMB'000</i> |
| Depreciation charge of properties leased for own use | 14,611                        | 13,547         | 10,325         |
| Interest on lease liabilities ( <i>Note 6(a)</i> )   | 4,912                         | 4,210          | 1,569          |
| Expense relating to short-term leases                | 1,206                         | 893            | 1,837          |

During the Track Record Period, all additions to right-of-use assets were related to the capitalised lease payments payable under new tenancy agreements. None of the leases include variable lease payments.

Details of total cash outflow for leases and the maturity analysis of lease liabilities are set out in Notes 23(d) and 27 respectively.



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### 12 INTANGIBLE ASSETS

The Group

|                                            | Software<br>RMB'000 | Proprietary<br>technology<br>RMB'000 | Trademark<br>RMB'000 | Total<br>RMB'000 |
|--------------------------------------------|---------------------|--------------------------------------|----------------------|------------------|
| <b>Cost:</b>                               |                     |                                      |                      |                  |
| At 1 January 2023                          | 12,861              | —                                    | —                    | 12,861           |
| Additions                                  | 89                  | —                                    | —                    | 89               |
| Addition through acquisition of subsidiary | 307                 | 28,390                               | 14,904               | 43,601           |
| Exchange difference                        | 40                  | —                                    | —                    | 40               |
| At 31 December 2023                        | 13,297              | 28,390                               | 14,904               | 56,591           |
| At 1 January 2024                          | 13,297              | 28,390                               | 14,904               | 56,591           |
| Addition through acquisition of subsidiary | —                   | 12,720                               | 150                  | 12,870           |
| Addition through internal development      | —                   | 5,523                                | —                    | 5,523            |
| Exchange difference                        | 202                 | —                                    | —                    | 202              |
| At 31 December 2024                        | 13,499              | 46,633                               | 15,054               | 75,186           |
| At 1 January 2025                          | 13,499              | 46,633                               | 15,054               | 75,186           |
| Exchange difference                        | (54)                | —                                    | —                    | (54)             |
| At 31 December 2025                        | 13,445              | 46,633                               | 15,054               | 75,132           |
| <b>Accumulated amortisation:</b>           |                     |                                      |                      |                  |
| At 1 January 2023                          | (8,708)             | —                                    | —                    | (8,708)          |
| Charge for the year                        | (1,230)             | (1,774)                              | (994)                | (3,998)          |
| Exchange difference                        | (41)                | —                                    | —                    | (41)             |
| At 31 December 2023                        | (9,979)             | (1,774)                              | (994)                | (12,747)         |
| At 1 January 2024                          | (9,979)             | (1,774)                              | (994)                | (12,747)         |
| Charge for the year                        | (1,169)             | (3,196)                              | (1,493)              | (5,858)          |
| Exchange difference                        | (200)               | —                                    | —                    | (200)            |
| At 31 December 2024                        | (11,348)            | (4,970)                              | (2,487)              | (18,805)         |
| At 1 January 2025                          | (11,348)            | (4,970)                              | (2,487)              | (18,805)         |
| Charge for the year                        | (960)               | (4,486)                              | (1,505)              | (6,951)          |
| Exchange difference                        | 54                  | —                                    | —                    | 54               |
| At 31 December 2025                        | (12,254)            | (9,456)                              | (3,992)              | (25,702)         |
| <b>Net book value:</b>                     |                     |                                      |                      |                  |
| At 31 December 2023                        | 3,318               | 26,616                               | 13,910               | 43,844           |
| At 31 December 2024                        | 2,151               | 41,663                               | 12,567               | 56,381           |
| At 31 December 2025                        | 1,191               | 37,177                               | 11,062               | 49,430           |

The amortisation charge is included in “cost of sales”, “selling and marketing expenses”, “research and development expenses” and “administrative expenses” in the consolidated statements of profit or loss.

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## ACCOUNTANTS’ REPORT

### 13 GOODWILL

The Group

RMB’000

#### Cost:

At 1 January 2023 —  
Additions 35,617

At 31 December 2023, 31 December 2024 and 31 December 2025 35,617

#### Accumulated impairment losses:

At 1 January 2023, 31 December 2023, 31 December 2024 and 31 December 2025 —

#### Carrying amount:

At 31 December 2023 35,617

At 31 December 2024 35,617

At 31 December 2025 35,617

In connection with the Group’s acquisition of 68.97% shareholdings in Shanghai Shiquan Network Technology Co., Ltd. in 2023, the Group recognised goodwill amounted to RMB35,617,000.

The recoverable amount of the CGU is determined based on value-in-use calculations. These calculations use cash flow projection based on financial forecast approved by management covering a seven-year period in 2023 and 2024, a five-year period in 2025. The use of the seven-year forecast period is mainly due to the fact that the entity is in the start-up and high growth stage in 2023 and 2024. The five-year forecast period used in conventional assessments is not sufficient to enable the entity to enter its expected business scale. In 2025, management predicts that the operating level of the entity will basically reach stability by 2030, and all financial data will approach comparable listed companies, so the five-year forecast period was used in 2025. The key assumptions used in the estimation of the recoverable amount are pre-tax discount rate, gross margin rate and revenue growth rate set out below. The expected revenue growth rate is following the business plan approved by the Group. Pre-tax discount rate represents the current market assessment of the risks specific to the CGU, regarding the time value of money and individual risks of the underlying assets which have not been incorporated in the cash flow estimates.

|                       | As at 31 December |         |         |
|-----------------------|-------------------|---------|---------|
|                       | 2023              | 2024    | 2025    |
| Pre-tax discount rate | 15%               | 14%     | 16%     |
| Gross margin rate     | 20%–34%           | 37%–40% | 25%–27% |
| Revenue growth rate   | 5%–369%           | 3%–102% | 5%–32%  |

The estimated recoverable amount of the CGU exceeded its carrying amount by approximately RMB19,293,000, RMB2,302,000 and RMB3,670,000 as at 31 December 2023, 2024 and 2025 respectively.

Management has undertaken sensitivity analysis on the impairment test of goodwill. The following table sets out the hypothetical changes to the percentage points of pre-tax discount rate, gross margin rate and revenue growth rate that would, in isolation, have removed the headroom respectively as at 31 December 2023, 2024 and 2025:

|                                   | As at 31 December |      |      |
|-----------------------------------|-------------------|------|------|
|                                   | 2023              | 2024 | 2025 |
| Increase in pre-tax discount rate | 11.9%             | 2.1% | 3.7% |
| Decrease in gross margin rate     | 5.0%              | 0.8% | 1.3% |
| Decrease in revenue growth rate   | 3.1%              | 1.0% | 2.5% |

As a result of the impairment tests, the management is of the view that there was no impairment of goodwill as at 31 December 2023, 2024 and 2025. Reasonably possible changes in key assumptions would not lead to impairment as at 31 December 2023, 2024 and 2025.

### 14 INVESTMENTS IN SUBSIDIARIES

The Company

|                                      | As at 31 December |           |           |
|--------------------------------------|-------------------|-----------|-----------|
|                                      | 2023              | 2024      | 2025      |
|                                      | RMB’000           | RMB’000   | RMB’000   |
| Investments in subsidiaries, at cost | 1,823,754         | 1,819,738 | 1,906,899 |

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### 15 INTERESTS IN JOINT VENTURES

Details of the joint ventures of the Group is as follows:

| Name of joint venture                                                               | Place of establishment and business | Particulars of issued and paid up capital | Proportion of ownership interest held by the Group |                     |                     |                      | Principal activity                                        |
|-------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------|----------------------------------------------------|---------------------|---------------------|----------------------|-----------------------------------------------------------|
|                                                                                     |                                     |                                           | At 31 December 2023                                | At 31 December 2024 | At 31 December 2025 | As of date of report |                                                           |
| Xi'an Shendu Shuniu Information Technology Co., Ltd.<br>西安深度樞紐信息科技有限公司<br>(i), (ii) | Chinese Mainland                    | RMB 5,573,400                             | 50%                                                | 50%                 | 50%                 | 50%                  | Information technology services                           |
| Beijing Yunqi Yuedong Technology Co., Ltd.<br>北京雲啟悅動科技有限公司 (i)                      | Chinese Mainland                    | RMB10,000,000                             | N/A                                                | N/A                 | 51%                 | 51%                  | Technical service                                         |
| Zenithnova Technology Co., Limited                                                  | Hong Kong                           | USD300,000                                | N/A                                                | N/A                 | 51%                 | 51%                  | Network security and cloud computing integration services |

(i) These entities are limited liability companies established in the PRC. The official names of these entities are in Chinese. The English translations are for identification purpose only.

(ii) The proportion of entity interest is directly held by the Company.

(iii) No joint venture is individually material to the Group or the Company.

The Group

|                                                                                                          | As at 31 December      |                 |                 |
|----------------------------------------------------------------------------------------------------------|------------------------|-----------------|-----------------|
|                                                                                                          | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate carrying amount of joint ventures in the consolidated financial statements                     | 5,068                  | 5,221           | 15,963          |
|                                                                                                          | Year ended 31 December |                 |                 |
|                                                                                                          | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate amounts of the Group's share of joint ventures' — (Loss)/profit and total comprehensive income | (65)                   | 153             | (1,360)         |

The Company

|                                                                                                            | As at 31 December      |                 |                 |
|------------------------------------------------------------------------------------------------------------|------------------------|-----------------|-----------------|
|                                                                                                            | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate carrying amount of joint venture in the financial statements of the Company                      | 5,068                  | 5,221           | 5,356           |
|                                                                                                            | Year ended 31 December |                 |                 |
|                                                                                                            | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate amounts of the Company's share of joint ventures' — (Loss)/profit and total comprehensive income | (65)                   | 153             | 135             |

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### 16 INTERESTS IN ASSOCIATES

Details of the principal associates of the Group is as follows:

| Name of associate                                                           | Place of incorporation/<br>establishment<br>and business | Particulars of<br>issued and<br>paid up capital | Proportion of ownership interest indirectly held by the Group |                           |                           |                         | Principal activity                                    |
|-----------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------|---------------------------------------------------------------|---------------------------|---------------------------|-------------------------|-------------------------------------------------------|
|                                                                             |                                                          |                                                 | At<br>31 December<br>2023                                     | At<br>31 December<br>2024 | At<br>31 December<br>2025 | As of date<br>of report |                                                       |
| Bidease Group Inc. (i)                                                      | United States                                            | USD4,000,000                                    | 35%                                                           | 35%                       | 35%                       | 19%                     | Programmed advertising                                |
| Beijing Youlue Network<br>Technology<br>Co., Ltd.<br>北京游魯克網絡科技有限公司 (ii)     | Chinese<br>Mainland                                      | RMB20,650,000                                   | 45%                                                           | 45%                       | 45%                       | 45%                     | Development and<br>operation of<br>entertainment apps |
| Guangzhou Half Point Network<br>Technology Co., Ltd.<br>廣州半點網絡科技有限公司 (ii)   | Chinese<br>Mainland                                      | RMB14,500,000                                   | N/A                                                           | N/A                       | 40%                       | 40%                     | Software and<br>information<br>technology services    |
| Suzhou Jiaxinhui Information<br>Technology Co., Ltd.<br>蘇州市佳鑫匯信息科技有限公司 (ii) | Chinese<br>Mainland                                      | RMB20,000,000                                   | N/A                                                           | N/A                       | 20%                       | 20%                     | Technology services                                   |

(i) On 20 January 2026, Bidease Group Inc. repurchased 16% of its shareholdings from the Group. The consideration amounted to RMB35,003,000 was settled by cash.

(ii) These entities are limited liability companies established in the PRC. The official names of these entities are in Chinese. The English translations are for identification purpose only.

(iii) No associate is individually material to the Group.

The Group

|                                                                                               | As at 31 December      |                 |                 |
|-----------------------------------------------------------------------------------------------|------------------------|-----------------|-----------------|
|                                                                                               | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate carrying amount of associates in the consolidated financial statements              | 115,032                | 75,778          | 112,479         |
|                                                                                               | Year ended 31 December |                 |                 |
|                                                                                               | 2023<br>RMB'000        | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Aggregate amounts of the Group's share of associates' — Profit and total comprehensive income | 3,162                  | 9,159           | 7,865           |

### 17 EQUITY SECURITIES DESIGNATED AT FVOCI

The Group

|                                           | As at 31 December |                 |                 |
|-------------------------------------------|-------------------|-----------------|-----------------|
|                                           | 2023<br>RMB'000   | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Investments in unlisted equity securities | 28,988            | 37,551          | 35,248          |

### 18 FINANCIAL ASSETS MEASURED AT FVPL

The Group

| Non-current assets          | As at 31 December |                 |                 |
|-----------------------------|-------------------|-----------------|-----------------|
|                             | 2023<br>RMB'000   | 2024<br>RMB'000 | 2025<br>RMB'000 |
| Unlisted equity investments | 16,124            | 61,312          | 113,614         |
| Unlisted fund investments   | —                 | 3,594           | 3,514           |
|                             | 16,124            | 64,906          | 117,128         |

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| Current assets      | As at 31 December |                |                |
|---------------------|-------------------|----------------|----------------|
|                     | 2023              | 2024           | 2025           |
|                     | RMB'000           | RMB'000        | RMB'000        |
| Structured deposits | 688,395           | 9,729          | 100,766        |
| Debt investments    | —                 | 400,696        | 405,113        |
| Equity investments  | —                 | —              | 85,869         |
| Fund investments    | —                 | 116,239        | 196,553        |
|                     | <u>688,395</u>    | <u>526,664</u> | <u>788,281</u> |

### 19 DERIVATIVE FINANCIAL INSTRUMENTS

The Group

|                             | As at 31 December |          |              |
|-----------------------------|-------------------|----------|--------------|
|                             | 2023              | 2024     | 2025         |
|                             | RMB'000           | RMB'000  | RMB'000      |
| Derivative financial assets | <u>—</u>          | <u>—</u> | <u>2,229</u> |

|                                  | As at 31 December |            |              |
|----------------------------------|-------------------|------------|--------------|
|                                  | 2023              | 2024       | 2025         |
|                                  | RMB'000           | RMB'000    | RMB'000      |
| Derivative financial liabilities | <u>—</u>          | <u>139</u> | <u>5,565</u> |

### 20 OTHER FINANCIAL ASSETS MEASURED AT AMORTISED COST

The Group and the Company

|                         | As at 31 December |                |                |
|-------------------------|-------------------|----------------|----------------|
|                         | 2023              | 2024           | 2025           |
|                         | RMB'000           | RMB'000        | RMB'000        |
| Certificates of deposit | <u>—</u>          | <u>189,193</u> | <u>194,967</u> |

In 2024, the Group purchased certificates of deposit issued by a bank from third parties with an aggregate principal amount of RMB180,000,000 and with maturity in 2026.

### 21 TRADE RECEIVABLES

The Group

|                             | As at 31 December |                 |                 |
|-----------------------------|-------------------|-----------------|-----------------|
|                             | 2023              | 2024            | 2025            |
|                             | RMB'000           | RMB'000         | RMB'000         |
| Trade receivables due from: |                   |                 |                 |
| — related parties           | 1,666             | 3,195           | 1,587           |
| — third parties             | <u>951,656</u>    | <u>878,382</u>  | <u>981,796</u>  |
|                             | 953,322           | 881,577         | 983,383         |
| Less: credit loss allowance | <u>(64,746)</u>   | <u>(80,795)</u> | <u>(79,524)</u> |
|                             | <u>888,576</u>    | <u>800,782</u>  | <u>903,859</u>  |

All of the trade receivables are expected to be recovered within one year.

#### Ageing analysis

As at the end of each reporting period, the ageing analysis of the Group’s trade receivables, based on the invoice date and net of loss allowance, is as follows:

|               | As at 31 December |                |                |
|---------------|-------------------|----------------|----------------|
|               | 2023              | 2024           | 2025           |
|               | RMB'000           | RMB'000        | RMB'000        |
| Within 1 year | 794,213           | 751,463        | 896,220        |
| 1 to 2 years  | 87,843            | 14,734         | 7,363          |
| Over 2 years  | <u>6,520</u>      | <u>34,585</u>  | <u>276</u>     |
|               | <u>888,576</u>    | <u>800,782</u> | <u>903,859</u> |

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Further details on the Group’s credit policy and credit risk arising from trade receivables are set out in Note 32(a).

The Company

|                             | As at 31 December |         |         |
|-----------------------------|-------------------|---------|---------|
|                             | 2023              | 2024    | 2025    |
|                             | RMB'000           | RMB'000 | RMB'000 |
| Trade receivables due from: |                   |         |         |
| — subsidiaries              | 20,189            | 9,091   | 38,253  |
| — third parties             | 355               | —       | —       |
|                             | 20,524            | 9,091   | 38,253  |
| Less: credit loss allowance | (164)             | (208)   | (383)   |
|                             | 20,360            | 8,883   | 37,870  |

### 22 PREPAYMENTS AND OTHER RECEIVABLES

The Group

|                                                    | As at 31 December |           |           |
|----------------------------------------------------|-------------------|-----------|-----------|
|                                                    | 2023              | 2024      | 2025      |
|                                                    | RMB'000           | RMB'000   | RMB'000   |
| Other receivables related to media agency services | 1,229,928         | 1,573,839 | 1,792,935 |
| Amounts due from payment platforms                 | 10,875            | 10,874    | 45,458    |
| Deposits                                           | 1,392             | 1,692     | 5,330     |
| Tax reserve certificate recoverable                | —                 | —         | 3,634     |
| Amounts due from related parties                   | 71                | 30,776    | 1,748     |
| Others                                             | 5,056             | 6,272     | 9,373     |
|                                                    | 1,247,322         | 1,623,453 | 1,858,478 |
| Less: credit loss allowance                        | (172,873)         | (155,923) | (185,690) |
|                                                    | 1,074,449         | 1,467,530 | 1,672,788 |
| Prepayments for media traffic                      | 23,367            | 81,961    | 148,497   |
| Value added tax (“VAT”) and other tax recoverable  | 17,040            | 19,846    | 5,264     |
| [REDACTED] to be deducted from equity              | —                 | —         | 581       |
| Prepayments for others                             | 1,587             | 5,671     | 3,875     |
|                                                    | 1,116,443         | 1,575,008 | 1,831,005 |

#### Ageing analysis

As at the end of each reporting period, the ageing analysis of the Group’s other receivables, based on the invoice date and net of loss allowance, is as follows:

|               | As at 31 December |           |           |
|---------------|-------------------|-----------|-----------|
|               | 2023              | 2024      | 2025      |
|               | RMB'000           | RMB'000   | RMB'000   |
| Within 1 year | 1,019,181         | 1,409,232 | 1,657,328 |
| 1 to 2 years  | 46,964            | 46,856    | 12,958    |
| 2 to 3 years  | 8,304             | 11,442    | 2,502     |
|               | 1,074,449         | 1,467,530 | 1,672,788 |

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The Company

|                                          | As at 31 December |         |         |
|------------------------------------------|-------------------|---------|---------|
|                                          | 2023              | 2024    | 2025    |
|                                          | RMB'000           | RMB'000 | RMB'000 |
| Amounts due from subsidiaries            | 445,000           | 315,578 | 457,674 |
| Other receivables                        | 893               | 828     | 1,040   |
|                                          | 445,893           | 316,406 | 458,714 |
| Less: credit loss allowance              | (4,509)           | (3,206) | (4,639) |
|                                          | 441,384           | 313,200 | 454,075 |
| List expenses to be deducted from equity | —                 | —       | 581     |
| Prepayments for others                   | 107               | 205     | 156     |
| VAT and other tax recoverable            | 1,881             | 1,275   | 2,527   |
| Dividends receivable                     | 55,000            | 50,000  | 50,000  |
|                                          | 498,372           | 364,680 | 507,339 |

All the prepayment and other receivables are expect to be recovered or recognised as expenses within one year.

Further details on the Group’s policy and credit risks arising from other receivables related to media agency services are set out in Note 32(a).

### 23 CASH AT BANK AND ON HAND AND OTHER CASH FLOW INFORMATION

(a) Cash at bank and on hand comprise:

The Group

|                                                        | As at 31 December |           |           |
|--------------------------------------------------------|-------------------|-----------|-----------|
|                                                        | 2023              | 2024      | 2025      |
|                                                        | RMB'000           | RMB'000   | RMB'000   |
| Cash at bank                                           | 1,194,303         | 1,875,872 | 2,065,855 |
| Cash at other financial institutions (i)               | —                 | —         | 17,010    |
| Time deposits with original maturity over three months | 363,978           | 402,596   | 68,912    |
| Restricted cash                                        | 358               | 909       | 141,924   |
|                                                        | 1,558,639         | 2,279,377 | 2,293,701 |

(i) Cash at other financial institutions represents cash balance in the securities accounts.

The Company

|                 | As at 31 December |         |         |
|-----------------|-------------------|---------|---------|
|                 | 2023              | 2024    | 2025    |
|                 | RMB'000           | RMB'000 | RMB'000 |
| Cash at bank    | 76,407            | 87,467  | 45,610  |
| Restricted cash | —                 | 1       | —       |
|                 | 76,407            | 87,468  | 45,610  |



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(b) Reconciliation of profit before taxation to cash generated from operations:

|                                                              | <i>Note</i> | <b>Year ended 31 December</b> |                |                |
|--------------------------------------------------------------|-------------|-------------------------------|----------------|----------------|
|                                                              |             | <b>2023</b>                   | <b>2024</b>    | <b>2025</b>    |
|                                                              |             | <i>RMB'000</i>                | <i>RMB'000</i> | <i>RMB'000</i> |
| <b>Profit before taxation</b>                                |             | 226,023                       | 220,132        | 179,486        |
| <b>Adjustments for:</b>                                      |             |                               |                |                |
| Depreciation                                                 | 6(c)        | 23,864                        | 22,647         | 18,270         |
| Amortisation                                                 | 6(c)        | 3,998                         | 5,858          | 6,951          |
| Interest expenses                                            | 6(a)        | 6,049                         | 20,735         | 13,791         |
| Interest income                                              |             | (2,919)                       | (23,071)       | (12,478)       |
| Net gain on disposal of property and equipment               | 5           | (1,242)                       | (4,432)        | 415            |
| Fair value change of financial assets measured at FVPL       | 5           | (19,794)                      | (12,529)       | (78,473)       |
| Share-based payment expenses                                 | 6(b)        | 6,011                         | (6,011)        | 81,988         |
| Impairment losses on trade receivables and other receivables |             | 124,912                       | 82,326         | 87,924         |
| Impairment losses/(reversed) on other non-current assets     |             | 362                           | (323)          | 742            |
| Share of profits less losses of associates                   |             | (3,162)                       | (9,159)        | (7,865)        |
| Share of losses/(profits) of joint ventures                  |             | 65                            | (153)          | 1,360          |
| Net gain on disposal of subsidiaries                         | 5           | (115)                         | —              | (2,691)        |
| Net loss/(gain) on disposal of associates                    | 5           | 1,972                         | 11,258         | (2,572)        |
| Fair value change of derivative financial instruments        |             | —                             | (1,624)        | (2,187)        |
| Net loss on debt restructuring                               |             | —                             | 92             | —              |
| Unrealised portion of foreign exchange loss/(gain)           |             | 1,241                         | 2,559          | (6,086)        |
| <b>Changes in working capital:</b>                           |             |                               |                |                |
| (Increase)/decrease in trade receivables                     |             | (68,614)                      | 79,649         | (138,246)      |
| Decrease/(increase) in prepayments and other receivables     |             | 459,663                       | (508,854)      | (354,297)      |
| (Increase)/decrease in inventories                           |             | —                             | (769)          | 115            |
| Decrease in other non-current assets                         |             | 1,488                         | 1,067          | 382            |
| Increase in restricted cash                                  |             | (358)                         | (552)          | (140,224)      |
| (Decrease)/increase in contract liabilities                  |             | (23,115)                      | (1,740)        | 18,613         |
| (Decrease)/increase in trade and other payables              |             | (528,994)                     | 600,594        | 507,933        |
| Decrease in deferred income                                  |             | (1,394)                       | (1,394)        | (1,676)        |
| <b>Net cash generated from operations</b>                    |             | <b>205,941</b>                | <b>476,306</b> | <b>171,175</b> |

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### (c) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group’s liabilities from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are liabilities for which cash flows were, or future cash flows will be, classified in the Group’s consolidated cash flow statements as cash flows from financing activities.

|                                                                             | <b>Bank loans</b><br><i>RMB’000</i><br>(Note 26) | <b>Lease liabilities</b><br><i>RMB’000</i><br>(Note 27) | <b>Total</b><br><i>RMB’000</i> |
|-----------------------------------------------------------------------------|--------------------------------------------------|---------------------------------------------------------|--------------------------------|
| <b>At 1 January 2023</b>                                                    | 50,061                                           | 124,775                                                 | 174,836                        |
| <b>Changes from financing cash flows:</b>                                   |                                                  |                                                         |                                |
| Proceeds from bank loans                                                    | 136,000                                          | —                                                       | 136,000                        |
| Repayment of bank loans                                                     | (86,000)                                         | —                                                       | (86,000)                       |
| Capital element of lease rentals paid                                       | —                                                | (22,477)                                                | (22,477)                       |
| Interest element of lease rentals paid                                      | —                                                | (4,912)                                                 | (4,912)                        |
| Interest paid                                                               | (1,137)                                          | —                                                       | (1,137)                        |
| <b>Total changes from financing cash flows</b>                              | 48,863                                           | (27,389)                                                | 21,474                         |
| <b>Exchange adjustments</b>                                                 | 34                                               | —                                                       | 34                             |
| <b>Other changes:</b>                                                       |                                                  |                                                         |                                |
| Increase in lease liabilities from entering into new leases during the year | —                                                | 14,299                                                  | 14,299                         |
| Reduction in lease liabilities due to early termination of leases           | —                                                | (15,078)                                                | (15,078)                       |
| Interest expenses (Note 6(a))                                               | 1,137                                            | 4,912                                                   | 6,049                          |
| <b>Total other changes</b>                                                  | 1,137                                            | 4,133                                                   | 5,270                          |
| <b>At 31 December 2023</b>                                                  | 100,095                                          | 101,519                                                 | 201,614                        |
| <b>At 1 January 2024</b>                                                    | 100,095                                          | 101,519                                                 | 201,614                        |
| <b>Changes from financing cash flows:</b>                                   |                                                  |                                                         |                                |
| Proceeds from bank loans                                                    | 1,193,826                                        | —                                                       | 1,193,826                      |
| Repayment of bank loans                                                     | (786,000)                                        | —                                                       | (786,000)                      |
| Capital element of lease rentals paid                                       | —                                                | (25,472)                                                | (25,472)                       |
| Interest element of lease rentals paid                                      | —                                                | (4,210)                                                 | (4,210)                        |
| Interest paid                                                               | 11,919                                           | —                                                       | 11,919                         |
| <b>Total changes from financing cash flows</b>                              | 395,907                                          | (29,682)                                                | 366,225                        |
| <b>Exchange adjustments</b>                                                 | 4                                                | —                                                       | 4                              |
| <b>Other changes:</b>                                                       |                                                  |                                                         |                                |
| Increase in lease liabilities from entering into new leases during the year | —                                                | 615                                                     | 615                            |
| Reduction in lease liabilities due to early termination of leases           | —                                                | (46,712)                                                | (46,712)                       |
| Interest expenses (Note 6(a))                                               | 15,712                                           | 4,210                                                   | 19,922                         |
| <b>Total other changes</b>                                                  | 15,712                                           | (41,887)                                                | (26,175)                       |
| <b>At 31 December 2024</b>                                                  | 511,718                                          | 29,950                                                  | 541,668                        |

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|                                                                                              | <b>Bank loans</b>             | <b>Lease liabilities</b> | <b>Total</b>   |
|----------------------------------------------------------------------------------------------|-------------------------------|--------------------------|----------------|
|                                                                                              | <i>RMB'000</i>                | <i>RMB'000</i>           | <i>RMB'000</i> |
|                                                                                              | <i>(Note 26)</i>              | <i>(Note 27)</i>         |                |
| <b>At 1 January 2025</b>                                                                     | 511,718                       | 29,950                   | 541,668        |
| <b>Changes from financing cash flows:</b>                                                    |                               |                          |                |
| Proceeds from bank loans                                                                     | 1,014,000                     | —                        | 1,014,000      |
| Repayment of bank loans                                                                      | (949,432)                     | —                        | (949,432)      |
| Capital element of lease rentals paid                                                        | —                             | (9,652)                  | (9,652)        |
| Interest element of lease rentals paid                                                       | —                             | (1,569)                  | (1,569)        |
| Interest paid                                                                                | (13,867)                      | —                        | (13,867)       |
| <b>Total changes from financing cash flows</b>                                               | 50,701                        | (11,221)                 | 39,480         |
| <b>Exchange adjustments</b>                                                                  | (2,394)                       | —                        | (2,394)        |
| <b>Other changes:</b>                                                                        |                               |                          |                |
| Increase in lease liabilities from entering into new leases during the year                  | —                             | 20,891                   | 20,891         |
| Reduction in lease liabilities due to modifications/early termination of leases              | —                             | (1,166)                  | (1,166)        |
| Increase in lease liabilities due to the acquisition of a subsidiary                         | —                             | 1,236                    | 1,236          |
| Reduction in lease liabilities due to the disposal of subsidiaries                           | —                             | (16,056)                 | (16,056)       |
| Interest expenses <i>(Note 6(a))</i>                                                         | 10,572                        | 1,569                    | 12,141         |
| <b>Total other changes</b>                                                                   | 10,572                        | 6,474                    | 17,046         |
| <b>At 31 December 2025</b>                                                                   | 570,597                       | 25,203                   | 595,800        |
| <b>(d) Total cash outflow for leases</b>                                                     |                               |                          |                |
| Amounts included in the consolidated cash flow statements for leases comprise the following: |                               |                          |                |
|                                                                                              | <b>Year ended 31 December</b> |                          |                |
|                                                                                              | <b>2023</b>                   | <b>2024</b>              | <b>2025</b>    |
|                                                                                              | <i>RMB'000</i>                | <i>RMB'000</i>           | <i>RMB'000</i> |
| Within operating cash flows                                                                  | 1,206                         | 893                      | 1,837          |
| Within financing cash flows                                                                  | 27,389                        | 29,682                   | 11,221         |

These amounts all relate to lease rentals paid.

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### (e) Net cash outflow arising from the acquisition of subsidiaries

The amounts of assets acquired and liabilities recognised at the date of acquisition of the subsidiaries comprise the following:

|                                                              | 2023                                                          | 2024                                                                           | 2025            |
|--------------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------|
|                                                              | Shanghai Shiquan Network Technology Co., Ltd.<br>上海世全網絡科技有限公司 | Xiaoya Creation (Beijing) Cultural Communication Co., Ltd.<br>小雅造物(北京)文化傳播有限公司 | BONITADOT Group |
|                                                              | RMB'000                                                       | RMB'000                                                                        | RMB'000         |
| Acquisition date                                             | 27 April 2023                                                 | 28 February 2024                                                               | 8 November 2024 |
| Property and equipment and intangible assets                 | 43,880                                                        | —                                                                              | 12,871          |
| Prepayments and other receivables                            | 15,706                                                        | 5,916                                                                          | 242             |
| Cash                                                         | 6,552                                                         | 109                                                                            | 10,002          |
| Other payables                                               | (13,316)                                                      | (6,011)                                                                        | (306)           |
| Lease liabilities                                            | —                                                             | —                                                                              | —               |
| Deferred tax liabilities                                     | (10,823)                                                      | —                                                                              | (3,201)         |
| Net identifiable assets                                      | 41,999                                                        | 14                                                                             | 19,608          |
| Non-controlling interests                                    | (13,034)                                                      | —                                                                              | (9,608)         |
| Net identifiable assets attributable to the Group            | 28,965                                                        | 14                                                                             | 10,000          |
| Goodwill                                                     | 35,617                                                        | —                                                                              | —               |
| Fair value of considerations                                 | 64,582                                                        | 14                                                                             | 10,000          |
| Total consideration paid in cash                             | 64,582                                                        | 14                                                                             | 10,000          |
| Less: cash of subsidiary acquired                            | (6,552)                                                       | (109)                                                                          | (10,002)        |
| Net cash paid/(acquired) for the acquisition of subsidiaries | 58,030                                                        | (95)                                                                           | (2)             |

\* BONITADOT LIMITED is a subsidiary newly established by the Group in 2024, which acquired BONITADOT SDN. BHD, SIMVERSE SDN. BHD, Bonidot SL and KARAKU on 18 February 2025, 18 February 2025, 7 April 2025 and 26 June 2025, respectively.

### 24 TRADE AND OTHER PAYABLES

The Group

|                                           | As at 31 December |           |           |
|-------------------------------------------|-------------------|-----------|-----------|
|                                           | 2023              | 2024      | 2025      |
|                                           | RMB'000           | RMB'000   | RMB'000   |
| Payables related to media agency services | 548,396           | 986,111   | 1,388,293 |
| Trade payables                            | 290,957           | 429,556   | 512,177   |
| Payables to other services                | 44,191            | 44,330    | 52,880    |
| Staff costs payables                      | 23,545            | 39,682    | 44,274    |
| VAT and other tax payables                | 3,768             | 3,014     | 6,017     |
|                                           | 910,857           | 1,502,693 | 2,003,641 |

#### Ageing analysis

As at the end of each reporting period, the ageing analysis of the Group’s trade payables, based on the invoice date, is as follows:

|               | As at 31 December |         |         |
|---------------|-------------------|---------|---------|
|               | 2023              | 2024    | 2025    |
|               | RMB'000           | RMB'000 | RMB'000 |
| Within 1 year | 255,723           | 396,329 | 470,545 |
| 1 to 2 years  | 9,623             | 9,481   | 13,600  |
| 2 to 3 years  | 5,788             | 4,172   | 5,517   |
| Over 3 years  | 19,823            | 19,574  | 22,515  |
|               | 290,957           | 429,556 | 512,177 |

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The Company

|                            | As at 31 December |               |              |
|----------------------------|-------------------|---------------|--------------|
|                            | 2023              | 2024          | 2025         |
|                            | RMB'000           | RMB'000       | RMB'000      |
| Other payables             | 35,072            | 11,977        | 3,034        |
| Staff costs payables       | 1,407             | 3,332         | 2,271        |
| VAT and other tax payables | 370               | 425           | 416          |
|                            | <u>36,849</u>     | <u>15,734</u> | <u>5,721</u> |

All trade and other payables are expected to be settled within one year or are repayable on demand.

### 25 CONTRACT LIABILITIES

The Group

|                                                                                                                                                                | As at 31 December      |               |               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------|---------------|---------------|
|                                                                                                                                                                | 2023                   | 2024          | 2025          |
|                                                                                                                                                                | RMB'000                | RMB'000       | RMB'000       |
| Pay for performance contracts                                                                                                                                  |                        |               |               |
| — Billings in advance of performance                                                                                                                           | <u>58,216</u>          | <u>56,659</u> | <u>74,599</u> |
|                                                                                                                                                                | Year ended 31 December |               |               |
|                                                                                                                                                                | 2023                   | 2024          | 2025          |
|                                                                                                                                                                | RMB'000                | RMB'000       | RMB'000       |
| <b>Balance at 1 January</b>                                                                                                                                    | 81,331                 | 58,216        | 56,659        |
| Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year | (69,318)               | (32,753)      | (32,992)      |
| Increase in contract liabilities as a result of billing in advance during the year                                                                             | <u>46,203</u>          | <u>31,196</u> | <u>50,932</u> |
| <b>Balance at 31 December</b>                                                                                                                                  | <u>58,216</u>          | <u>56,659</u> | <u>74,599</u> |

### 26 BANK LOANS

The Group

|                              | As at 31 December |                |                |
|------------------------------|-------------------|----------------|----------------|
|                              | 2023              | 2024           | 2025           |
|                              | RMB'000           | RMB'000        | RMB'000        |
| Bank loans — within 1 year   |                   |                |                |
| — Guaranteed (i)             | —                 | 311,557        | 221,355        |
| — Unsecured and unguaranteed | <u>100,095</u>    | <u>200,161</u> | <u>349,242</u> |
|                              | <u>100,095</u>    | <u>511,718</u> | <u>570,597</u> |

(i) These bank loans were granted to subsidiaries of the Company and were guaranteed by the Company.

The Company

|                              | As at 31 December |                |                |
|------------------------------|-------------------|----------------|----------------|
|                              | 2023              | 2024           | 2025           |
|                              | RMB'000           | RMB'000        | RMB'000        |
| Bank loans — within 1 year   |                   |                |                |
| — Unsecured and unguaranteed | <u>100,095</u>    | <u>200,161</u> | <u>349,242</u> |

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## ACCOUNTANTS’ REPORT

### 27 LEASE LIABILITIES

The Group

The lease liabilities were repayable as follows:

|                                  | As at 31 December |         |         |
|----------------------------------|-------------------|---------|---------|
|                                  | 2023              | 2024    | 2025    |
|                                  | RMB'000           | RMB'000 | RMB'000 |
| Within 1 year                    | 12,994            | 7,927   | 7,405   |
| After 1 year but within 2 years  | 16,284            | 6,442   | 5,941   |
| After 2 years but within 5 years | 34,118            | 15,581  | 11,857  |
| After 5 years                    | 38,123            | —       | —       |
|                                  | 88,525            | 22,023  | 17,798  |
|                                  | 101,519           | 29,950  | 25,203  |

### 28 SHARE-BASED PAYMENTS

Upon the approval of Board of Director of the Company and shareholders meetings in 2023, the Company launched a restricted share incentive scheme (“**2023 Scheme**”) to qualified directors and employees of the Group to enable grantees taking up restricted share unit (“**RSU**”) at exercise price of RMB8.66 per unit to subscribe for shares of the Company. Each RSU gives the grantee the right to subscribe for one ordinary share in the Company and is settled gross in shares. The contractual life of 2023 Scheme is three years in which the first 50% will vest after one year from the grant date and the remaining 50% will vest in the subsequent year. The granted units are subject to certain financial performance conditions and the service condition that the grantees are obliged to provide service to the Group during the vesting period. During 2024, as the financial performance conditions were not met, the RSU granted had been forfeited accordingly.

Upon the approval of Board of Director of the Company and shareholders meetings in 2025, the Company launched another restricted share incentive scheme (“**2025 Scheme**”) by three batches to qualified directors and employees of the Group to enable grantees taking up RSU at exercise price of RMB12.16 per unit to subscribe for shares of the Company. Other terms and conditions of 2025 Scheme remains the same as 2023 Scheme.

(a) The number of awards granted are as follows:

|                                     | Number of awards<br>granted |
|-------------------------------------|-----------------------------|
| <b>Awards granted to directors:</b> |                             |
| — on 17 October 2023                | 3,650,000                   |
| — on 8 May 2025                     | 1,167,500                   |
| — on 26 September 2025              | 150,000                     |
| <b>Awards granted to employees:</b> |                             |
| — on 17 October 2023                | 11,780,000                  |
| — on 8 May 2025                     | 9,713,750                   |
| — on 26 September 2025              | 203,750                     |
| — on 22 October 2025                | 745,000                     |
| Total share awards granted          | 27,410,000                  |

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(b) Movements in the number of share awards are as follows:

|                               | Year ended 31 December |                                     |                |                                     |                |                                     |
|-------------------------------|------------------------|-------------------------------------|----------------|-------------------------------------|----------------|-------------------------------------|
|                               | 2023                   |                                     | 2024           |                                     | 2025           |                                     |
|                               | Number of RSUs         | Weighted average exercise price RMB | Number of RSUs | Weighted average exercise price RMB | Number of RSUs | Weighted average exercise price RMB |
| Outstanding as of 1 January   | —                      | —                                   | 15,430,000     | —                                   | —              | —                                   |
| Granted during the year       | 15,430,000             | 8.66                                | —              | —                                   | 11,980,000     | 12.16                               |
| Forfeited during the year     | —                      | —                                   | (15,430,000)   | 8.66                                | (444,000)      | 12.16                               |
| Outstanding as of 31 December | 15,430,000             | —                                   | —              | —                                   | 11,536,000     | —                                   |

(c) Fair value of share awards and assumptions

The fair value of services received in return for RSU granted is measured by reference to the fair value of RSU granted. The estimate of the fair value of the RSU granted is measured based on a Black-Scholes model. The contractual life of the share awards is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes model.

|                                | 2023 Scheme     | First batch of 2025 Scheme | Second batch of 2025 Scheme | Third batch of 2025 Scheme |
|--------------------------------|-----------------|----------------------------|-----------------------------|----------------------------|
| Fair value at measurement date | RMB7.72–RMB8.06 | RMB16.14–RMB16.93          | RMB20.39–RMB20.99           | RMB16.50–RMB17.23          |
| Share price                    | RMB16.34        | RMB28.04                   | RMB32.25                    | RMB28.26                   |
| Exercise price                 | RMB8.66         | RMB12.16                   | RMB12.16                    | RMB12.16                   |
| Risk-free interest rates       | 1.50%–2.10%     | 1.41%                      | 1.38%–1.51%                 | 1.48%–1.50%                |
| Expected volatility            | 30.07%–30.71%   | 52.67%–52.94%              | 52.01%–53.49%               | 52.58%–53.57%              |
| Dividend yield                 | —               | —                          | —                           | —                          |

The expected volatility is based on the average historic volatility of the Company and the Shenzhen Composite Index (calculated based on the remaining life of the RSUs), adjusted for any expected changes to future volatility based on publicly available information. Dividend yield is based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

RSUs were granted under a service condition and a performance condition. Those conditions have not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the RSU grants.

## 29 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

The Group

(a) Current taxation in the consolidated statements of financial position represents:

|                         | Year ended 31 December |         |         |
|-------------------------|------------------------|---------|---------|
|                         | 2023                   | 2024    | 2025    |
|                         | RMB'000                | RMB'000 | RMB'000 |
| At 1 January            | 78,403                 | 72,245  | 60,073  |
| Provision for the year  | 51,758                 | (8,490) | 43,298  |
| Income tax paid         | (57,916)               | (3,682) | (9,851) |
| At 31 December          | 72,245                 | 60,073  | 93,520  |
| Representing:           |                        |         |         |
| Current tax recoverable | (9,749)                | (9,813) | (9,975) |
| Current tax payable     | 81,994                 | 69,886  | 103,495 |
|                         | 72,245                 | 60,073  | 93,520  |



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## ACCOUNTANTS’ REPORT

**(b) Deferred tax assets and liabilities recognised:**

**(i) Movement of each component of deferred tax assets and liabilities**

The components of deferred tax assets/(liabilities) recognised in the consolidated statements of financial position and the movements during the Track Record Period are as follows:

|                                           | Provision for<br>impairment<br>of assets | Tax losses | Amortisation<br>of intangibles | Deferred<br>income | Lease<br>liabilities | Share-based<br>payments | Right-of-use<br>assets | Undistributable<br>profits<br>of subsidiaries | Equity<br>securities<br>designated at<br>FVOCI | Revaluation<br>due to business<br>combinations<br>involving<br>entities not<br>under common<br>control | Total    |
|-------------------------------------------|------------------------------------------|------------|--------------------------------|--------------------|----------------------|-------------------------|------------------------|-----------------------------------------------|------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------|
| At 1 January 2023                         | 23,126                                   | 9,071      | 406                            | 1,247              | 24,398               | —                       | (23,520)               | (14,971)                                      | (1,395)                                        | —                                                                                                      | 18,362   |
| Acquisition of subsidiaries               | —                                        | —          | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | (10,823)                                                                                               | (10,823) |
| Disposal of associates                    | (668)                                    | (9,654)    | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | —                                                                                                      | (10,322) |
| Credited/(charged) to profit<br>or loss   | 14,289                                   | 10,004     | 293                            | (349)              | (3,429)              | 1,028                   | 3,600                  | 13,551                                        | —                                              | 692                                                                                                    | 39,679   |
| Credited/(charged) to reserves            | —                                        | —          | —                              | —                  | —                    | 375                     | —                      | —                                             | (15)                                           | —                                                                                                      | 360      |
| Exchange differences                      | 470                                      | —          | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | —                                                                                                      | 470      |
| At 31 December 2023 and<br>1 January 2024 | 37,217                                   | 9,421      | 699                            | 898                | 20,969               | 1,403                   | (19,920)               | (1,420)                                       | (1,410)                                        | (10,131)                                                                                               | 37,726   |
| Acquisition of subsidiaries               | —                                        | —          | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | (3,201)                                                                                                | (3,201)  |
| (Charged)/credited to profit<br>or loss   | (10,580)                                 | 13,740     | 112                            | (348)              | (13,396)             | (1,028)                 | 12,408                 | (791)                                         | —                                              | 1,075                                                                                                  | 1,192    |
| (Charged)/credited to reserves            | —                                        | —          | —                              | —                  | —                    | (375)                   | —                      | —                                             | 467                                            | —                                                                                                      | 92       |
| Exchange differences                      | 606                                      | 35         | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | —                                                                                                      | 641      |
| At 31 December 2024 and<br>1 January 2025 | 27,243                                   | 23,196     | 811                            | 550                | 7,573                | —                       | (7,512)                | (2,211)                                       | (943)                                          | (12,257)                                                                                               | 36,450   |
| Credited/(charged) to profit<br>or loss   | 6,097                                    | 7,590      | 252                            | (419)              | 1,724                | 4,364                   | (1,671)                | (553)                                         | —                                              | 1,359                                                                                                  | 18,743   |
| Credited to reserves                      | —                                        | —          | —                              | —                  | —                    | 3,115                   | —                      | —                                             | 366                                            | —                                                                                                      | 3,481    |
| Exchange differences                      | (713)                                    | (27)       | —                              | —                  | —                    | —                       | —                      | —                                             | —                                              | —                                                                                                      | (740)    |
| At 31 December 2025                       | 32,627                                   | 30,759     | 1,063                          | 131                | 9,297                | 7,479                   | (9,183)                | (2,764)                                       | (577)                                          | (10,898)                                                                                               | 57,934   |

**(ii) Reconciliation to the consolidated statements of financial position**

|                                                                                                  | As at 31 December |          |          |
|--------------------------------------------------------------------------------------------------|-------------------|----------|----------|
|                                                                                                  | 2023              | 2024     | 2025     |
|                                                                                                  | RMB'000           | RMB'000  | RMB'000  |
| Net deferred tax asset recognised in the<br>consolidated statements of financial<br>position     | 49,277            | 50,918   | 71,596   |
| Net deferred tax liability recognised in the<br>consolidated statements of financial<br>position | (11,551)          | (14,468) | (13,662) |
|                                                                                                  | 37,726            | 36,450   | 57,934   |

**(c) Deferred tax assets not recognised**

Deductible temporary difference and deductible losses in respect of deferred tax assets not yet recognised are presented as follows:

|                                 | Year ended 31 December |         |         |
|---------------------------------|------------------------|---------|---------|
|                                 | 2023                   | 2024    | 2025    |
|                                 | RMB'000                | RMB'000 | RMB'000 |
| Deductible temporary difference | 6,528                  | 90,115  | 97,249  |
| Tax losses                      | 52,258                 | 48,416  | 19,300  |
|                                 | 58,786                 | 138,531 | 116,549 |

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### 30 DEFERRED INCOME

The Group

|                                | As at 31 December |         |         |
|--------------------------------|-------------------|---------|---------|
|                                | 2023              | 2024    | 2025    |
|                                | RMB'000           | RMB'000 | RMB'000 |
| At 1 January                   | 4,987             | 3,593   | 2,199   |
| Credited to the profit or loss | (1,394)           | (1,394) | (1,676) |
| At 31 December                 | 3,593             | 2,199   | 523     |

Deferred income mainly represents government grants relating to construction of property and equipment. The government grants relating to construction of property and equipment are recognised as income on a straight-line basis over the expected useful life of relevant assets.

### 31 CAPITAL, RESERVES AND DIVIDENDS

#### (a) Movements in components of equity

The reconciliation between the opening and closing balances of each component of the Group’s consolidated equity is set out in the consolidated statements of changes in equity. Details of the changes in the Company’s individual components of equity between the beginning and the end of the year are set out below:

The Company

|                                                                 | Share<br>capital | Capital<br>reserve | Statutory<br>reserve | Retained<br>earnings | Total     |
|-----------------------------------------------------------------|------------------|--------------------|----------------------|----------------------|-----------|
|                                                                 | RMB'000          | RMB'000            | RMB'000              | RMB'000              | RMB'000   |
| Balance at 1 January 2023                                       | 471,886          | 1,682,552          | 54,815               | 42,432               | 2,251,685 |
| Changes in equity for 2023:                                     |                  |                    |                      |                      |           |
| Profit and total comprehensive income for the year              | —                | —                  | —                    | 63,227               | 63,227    |
| Share-based payment expenses (Note 6(b))                        | —                | 6,011              | —                    | —                    | 6,011     |
| Appropriation to statutory reserve                              | —                | —                  | 6,323                | (6,323)              | —         |
| Dividends approved in respect of the previous year (Note 31(b)) | —                | —                  | —                    | (28,313)             | (28,313)  |
| Others                                                          | —                | 91                 | —                    | —                    | 91        |
| Balance at 31 December 2023                                     | 471,886          | 1,688,654          | 61,138               | 71,023               | 2,292,701 |

|                                                                             | Share<br>capital | Treasury<br>shares | Capital<br>reserve | Statutory<br>reserve | Retained<br>earnings | Total     |
|-----------------------------------------------------------------------------|------------------|--------------------|--------------------|----------------------|----------------------|-----------|
|                                                                             | RMB'000          | RMB'000            | RMB'000            | RMB'000              | RMB'000              | RMB'000   |
| Balance at 1 January 2024                                                   | 471,886          | —                  | 1,688,654          | 61,138               | 71,023               | 2,292,701 |
| Changes in equity for 2024:                                                 |                  |                    |                    |                      |                      |           |
| Profit and total comprehensive income for the year                          | —                | —                  | —                  | —                    | 53,086               | 53,086    |
| Share-based payment expenses (Note 6(b))                                    | —                | —                  | (6,011)            | —                    | —                    | (6,011)   |
| Repurchases of shares                                                       | —                | (10,051)           | —                  | —                    | —                    | (10,051)  |
| Appropriation to statutory reserve                                          | —                | —                  | —                  | 5,309                | (5,309)              | —         |
| Dividends approved in respect of the previous year (Note 31(b))             | —                | —                  | —                  | —                    | (51,907)             | (51,907)  |
| Dividends declared and approved in respect of the current year (Note 31(b)) | —                | —                  | —                  | —                    | (11,779)             | (11,779)  |
| Others                                                                      | —                | —                  | (91)               | —                    | —                    | (91)      |
| Balance at 31 December 2024                                                 | 471,886          | (10,051)           | 1,682,552          | 66,447               | 55,114               | 2,265,948 |

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|                                                                                                                                                    | Share<br>capital<br><i>RMB'000</i> | Treasury<br>shares<br><i>RMB'000</i>              | Capital<br>reserve<br><i>RMB'000</i>    | Statutory<br>reserve<br><i>RMB'000</i> | Retained<br>earnings<br><i>RMB'000</i> | Total<br><i>RMB'000</i> |
|----------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------|---------------------------------------------------|-----------------------------------------|----------------------------------------|----------------------------------------|-------------------------|
| <b>Balance at 1 January 2025</b>                                                                                                                   | 471,886                            | (10,051)                                          | 1,682,552                               | 66,447                                 | 55,114                                 | 2,265,948               |
| <b>Changes in equity for 2025:</b>                                                                                                                 |                                    |                                                   |                                         |                                        |                                        |                         |
| Profit and total comprehensive income for the year                                                                                                 | —                                  | —                                                 | —                                       | —                                      | 53,888                                 | 53,888                  |
| Share-based payment expenses ( <i>Note 6(b)</i> )                                                                                                  | —                                  | —                                                 | 81,988                                  | —                                      | —                                      | 81,988                  |
| Appropriation to statutory reserve                                                                                                                 | —                                  | —                                                 | —                                       | 5,389                                  | (5,389)                                | —                       |
| Dividends approved in respect of the previous year ( <i>Note 31(b)</i> )                                                                           | —                                  | —                                                 | —                                       | —                                      | (54,653)                               | (54,653)                |
| Others                                                                                                                                             | —                                  | —                                                 | 3,115                                   | —                                      | —                                      | 3,115                   |
| <b>Balance at 31 December 2025</b>                                                                                                                 | 471,886                            | (10,051)                                          | 1,767,655                               | 71,836                                 | 48,960                                 | 2,350,286               |
| <b>(b) Dividends</b>                                                                                                                               |                                    |                                                   |                                         |                                        |                                        |                         |
| <b>(i) Dividends payable to equity shareholders of the Company attributable to the year</b>                                                        |                                    |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    | <b>Year ended 31 December</b>      |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    | <b>2023</b>                        | <b>2024</b>                                       | <b>2025</b>                             |                                        |                                        |                         |
|                                                                                                                                                    | <i>RMB'000</i>                     | <i>RMB'000</i>                                    | <i>RMB'000</i>                          |                                        |                                        |                         |
| Interim dividend declared and paid during the year                                                                                                 | —                                  | 11,779                                            | —                                       |                                        |                                        |                         |
| Final dividend proposed after the end of each reporting period                                                                                     | 51,907                             | 54,653                                            | 16,490                                  |                                        |                                        |                         |
|                                                                                                                                                    | 51,907                             | 66,432                                            | 16,490                                  |                                        |                                        |                         |
| The final dividend proposed after the end of each reporting period has not been recognised as a liability at the end of each reporting period.     |                                    |                                                   |                                         |                                        |                                        |                         |
| <b>(ii) Dividends payable to equity shareholders of the Company attributable to the previous financial year, approved and paid during the year</b> |                                    |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    | <b>Year ended 31 December</b>      |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    | <b>2023</b>                        | <b>2024</b>                                       | <b>2025</b>                             |                                        |                                        |                         |
|                                                                                                                                                    | <i>RMB'000</i>                     | <i>RMB'000</i>                                    | <i>RMB'000</i>                          |                                        |                                        |                         |
| Final dividend approved and paid during the year                                                                                                   | 28,313                             | 51,907                                            | 54,653                                  |                                        |                                        |                         |
| <b>(c) Share capital</b>                                                                                                                           |                                    |                                                   |                                         |                                        |                                        |                         |
| <b>(i) Issued share capital</b>                                                                                                                    |                                    |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    |                                    | <b>Number of<br/>ordinary<br/>shares<br/>'000</b> | <b>Share capital<br/><i>RMB'000</i></b> |                                        |                                        |                         |
| Balance at 1 January 2023, 31 December 2023, 2024 and 2025                                                                                         |                                    | 471,886                                           | 471,886                                 |                                        |                                        |                         |
| <b>(ii) Treasury shares</b>                                                                                                                        |                                    |                                                   |                                         |                                        |                                        |                         |
|                                                                                                                                                    |                                    | <b>Number of<br/>shares<br/>'000</b>              | <b>Amount<br/><i>RMB'000</i></b>        |                                        |                                        |                         |
| At 1 January 2023, 31 December 2023 and 1 January 2024                                                                                             |                                    | —                                                 | —                                       |                                        |                                        |                         |
| Repurchase of shares                                                                                                                               |                                    | 735                                               | 10,051                                  |                                        |                                        |                         |
| At 31 December 2024, 1 January 2025 and 31 December 2025                                                                                           |                                    | 735                                               | 10,051                                  |                                        |                                        |                         |

Upon the approval of Board of Directors meeting on 24 April 2024, the Company repurchased 735,400 shares from the stock market at a consideration RMB10,051,000.

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### (d) Nature and purpose of reserves

#### (i) Capital reserve

The capital reserve mainly comprises the following:

- the portion of the grant date fair value of unexercised RSU granted to employees of the Company that has been recognised in accordance with the accounting policy adopted for share-based payments in Note 2(s)(ii);
- the differences between the net considerations received and the nominal amount of share capital issued by the Company; and
- the difference arising from equity transactions with non-controlling interests.

#### (ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations as well as the effective portion of any foreign exchange differences arising from hedges of the net investment in these foreign operations.

#### (iii) Fair value reserve (non-recycling)

The fair value reserve (non-recycling) comprises the cumulative net change in the fair value of equity investments designated at FVOCI under IFRS 9 that are held at the end of each reporting period (see Note 2(f)).

#### (iv) Statutory reserve

Pursuant to the articles of association of the Company and the PRC subsidiaries of the Group, appropriations to the statutory reserve fund should be made at a certain percentage of profit after taxation determined in accordance with the accounting standards and regulations of the PRC, until the statutory reserve fund was equal to or more than 50% of the entity’s registered capital.

### (e) Capital management

The Group’s primary objectives when managing capital are to safeguard the Group’s ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders, by pricing products and services commensurately with the level of risk and by securing access to finance at a reasonable cost.

The Group actively and regularly reviews and manages its capital structure to maintain a balance between the higher shareholder returns that might be possible with higher levels of borrowings and the advantages and security afforded by a sound capital position, and makes adjustments to the capital structure in light of changes in economic conditions.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.

## 32 FINANCIAL RISK MANAGEMENT AND FAIR VALUES OF FINANCIAL INSTRUMENTS

Exposure to credit, liquidity, interest rate and currency risks arises in the normal course of the Group’s business. The Group is also exposed to equity price risk arising from its equity investments in other entities and movements in its own equity share price.

The Group’s exposure to these risks and the financial risk management policies and practices used by the Group to manage these risks are described below.

### (a) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Group. The Group’s credit risk is primarily attributable to trade receivables from customers and other receivables from media agency services. The Group’s exposure to credit risk arising from cash at bank and on hand and other financial assets measured at amortised cost is limited because the counterparties are banks and financial institutions with high credit standing, for which the Group considers to represent low credit risk.

#### *Trade receivables and other receivables*

The Group has established a credit risk management policy under which individual credit evaluations are performed on all customers requiring credit over a certain amount. These evaluations focus on the customer’s past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates.

The Group has no significant concentration of credit risk in industries or countries in which the customers operate. Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. At 31 December 2023, 2024 and 2025, 22%, 23% and 18% of the total trade and other receivables was due from the Group’s five largest debtors respectively.

The Group measures loss allowances for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As the Group’s historical credit loss experience does not indicate significantly different loss patterns for different customer segments, the loss allowance based on past due status is not further distinguished between the Group’s different customer bases.

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The following table provides information about the Group’s exposure to credit risk and ECLs for trade receivables:

| As at 31 December 2023            |                       |                          |                   |
|-----------------------------------|-----------------------|--------------------------|-------------------|
|                                   | Expected<br>loss rate | Gross carrying<br>amount | Loss<br>allowance |
|                                   | %                     | RMB'000                  | RMB'000           |
| Current (not past due) and within |                       |                          |                   |
| 3 months past due                 | 0.70%~0.80%           | 636,610                  | (4,901)           |
| 3 to 6 months past due            | 2.30%                 | 128,082                  | (2,946)           |
| 6 to 9 months past due            | 4.60%                 | 41,717                   | (1,919)           |
| 9 to 12 months past due           | 6.90%                 | 36,502                   | (2,519)           |
| 12 to 15 months past due          | 16.20%                | 30,244                   | (4,900)           |
| 15 to 18 months past due          | 24.70%                | 31,224                   | (7,711)           |
| 18 to 21 months past due          | 34.30%                | 8,754                    | (3,003)           |
| 21 to 24 months past due          | 43.50%                | 3,765                    | (1,638)           |
| 24 to 27 months past due          | 57.50%                | 393                      | (226)             |
| 27 to 30 months past due          | 83.90%                | 6,508                    | (5,460)           |
| More than 30 months past due      | 100.00%               | 14,865                   | (14,865)          |
|                                   |                       | 938,664                  | (50,088)          |
| Provision on individual basis     |                       | 14,658                   | (14,658)          |
| Total                             |                       | 953,322                  | (64,746)          |
| As at 31 December 2024            |                       |                          |                   |
|                                   | Expected<br>loss rate | Gross carrying<br>amount | Loss<br>allowance |
|                                   | %                     | RMB'000                  | RMB'000           |
| Current (not past due) and within |                       |                          |                   |
| 3 months past due                 | 1.10%~1.80%           | 668,771                  | (9,166)           |
| 3 to 6 months past due            | 4.20%                 | 75,506                   | (3,171)           |
| 6 to 9 months past due            | 8.50%                 | 12,968                   | (1,102)           |
| 9 to 12 months past due           | 10.50%                | 14,864                   | (1,561)           |
| 12 to 15 months past due          | 20.30%                | 13,093                   | (2,658)           |
| 15 to 18 months past due          | 27.10%                | 4,167                    | (1,129)           |
| 18 to 21 months past due          | 30.40%                | 12,701                   | (3,861)           |
| 21 to 24 months past due          | 35.20%                | 16,635                   | (5,855)           |
| 24 to 27 months past due          | 49.10%                | 18,618                   | (9,141)           |
| 27 to 30 months past due          | 77.50%                | 4,902                    | (3,799)           |
| More than 30 months past due      | 100.00%               | 24,437                   | (24,437)          |
|                                   |                       | 866,662                  | (65,880)          |
| Provision on individual basis     |                       | 14,915                   | (14,915)          |
| Total                             |                       | 881,577                  | (80,795)          |
| As at 31 December 2025            |                       |                          |                   |
|                                   | Expected<br>loss rate | Gross carrying<br>amount | Loss allowance    |
|                                   | %                     | RMB'000                  | RMB'000           |
| Current (not past due) and within |                       |                          |                   |
| 3 months past due                 | 1.10%~2.80%           | 831,165                  | (11,687)          |
| 3 to 6 months past due            | 8.30%                 | 72,831                   | (6,045)           |
| 6 to 9 months past due            | 17.50%                | 10,646                   | (1,863)           |
| 9 to 12 months past due           | 27.30%                | 1,614                    | (441)             |
| 12 to 15 months past due          | 50.40%                | 4,270                    | (2,152)           |
| 15 to 18 months past due          | 60.10%                | 1,993                    | (1,198)           |
| 18 to 21 months past due          | 59.50%                | 1,973                    | (1,174)           |
| 21 to 24 months past due          | 65.20%                | 10,491                   | (6,840)           |
| 24 to 27 months past due          | 71.40%                | 714                      | (510)             |
| 27 to 30 months past due          | 81.20%                | 382                      | (310)             |
| More than 30 months past due      | 100.00%               | 33,805                   | (33,805)          |
|                                   |                       | 969,884                  | (66,025)          |
| Provision on individual basis     |                       | 13,499                   | (13,499)          |
| Total                             |                       | 983,383                  | (79,524)          |

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The following table provides information about the Group’s exposure to credit risk for other receivables:

|                                                          | As at 31 December 2023 |                  | As at 31 December 2024 |                  | As at 31 December 2025 |                  |
|----------------------------------------------------------|------------------------|------------------|------------------------|------------------|------------------------|------------------|
|                                                          | Gross carrying amount  | Loss allowance   | Gross carrying amount  | Loss allowance   | Gross carrying amount  | Loss allowance   |
|                                                          | RMB’000                | RMB’000          | RMB’000                | RMB’000          | RMB’000                | RMB’000          |
| <b>Provision on portfolio basis</b>                      |                        |                  |                        |                  |                        |                  |
| Amounts due from payment platforms (i)                   | 10,875                 | —                | 10,874                 | —                | 45,458                 | —                |
| Other receivables related to media agency services (iii) | 1,123,693              | (81,464)         | 1,543,733              | (124,614)        | 1,756,853              | (146,502)        |
| Others (ii)                                              | 6,519                  | (266)            | 38,740                 | (1,203)          | 20,085                 | (3,106)          |
| <b>Provision on individual basis</b>                     | 1,141,087              | (81,730)         | 1,593,347              | (125,817)        | 1,822,396              | (149,608)        |
| Other receivables related to media agency services (iii) | 106,235                | (91,143)         | 30,106                 | (30,106)         | 36,082                 | (36,082)         |
|                                                          | <u>1,247,322</u>       | <u>(172,873)</u> | <u>1,623,453</u>       | <u>(155,923)</u> | <u>1,858,478</u>       | <u>(185,690)</u> |

- (i) The Group’s exposure to credit risk arising from third-party payment platforms is limited because the counterparties are financial institutions with a good credit rating, which the Group considers to represent low credit risk.
- (ii) The Group measures loss allowance for others at amount equal to 12-month ECLs unless there has been a significant increase in credit risk.
- (iii) The following table provides information about the Group’s exposure to ECLs for other receivables related to media agency services:

|                                   | As at 31 December 2023 |                       |                  |
|-----------------------------------|------------------------|-----------------------|------------------|
|                                   | Expected loss rate     | Gross carrying amount | Loss allowance   |
|                                   | %                      | RMB’000               | RMB’000          |
| Current (not past due) and within |                        |                       |                  |
| 3 months past due                 | 0.70%~0.80%            | 718,682               | (5,344)          |
| 3 to 6 months past due            | 2.30%                  | 138,913               | (3,195)          |
| 6 to 9 months past due            | 4.60%                  | 63,964                | (2,942)          |
| 9 to 12 months past due           | 6.90%                  | 83,223                | (5,742)          |
| 12 to 15 months past due          | 16.20%                 | 27,489                | (4,453)          |
| 15 to 18 months past due          | 24.70%                 | 10,124                | (2,501)          |
| 18 to 21 months past due          | 34.30%                 | 14,991                | (5,142)          |
| 21 to 24 months past due          | 43.50%                 | 10,367                | (4,509)          |
| 24 to 27 months past due          | 57.50%                 | 17,919                | (10,304)         |
| 27 to 30 months past due          | 83.90%                 | 4,276                 | (3,587)          |
| More than 30 months past due      | 100.00%                | 33,745                | (33,745)         |
|                                   |                        | 1,123,693             | (81,464)         |
| Provision on individual basis     |                        | 106,235               | (91,143)         |
| Total                             |                        | <u>1,229,928</u>      | <u>(172,607)</u> |

|                                   | As at 31 December 2024 |                       |                  |
|-----------------------------------|------------------------|-----------------------|------------------|
|                                   | Expected loss rate     | Gross carrying amount | Loss allowance   |
|                                   | %                      | RMB’000               | RMB’000          |
| Current (not past due) and within |                        |                       |                  |
| 3 months past due                 | 1.10%~1.80%            | 1,277,197             | (16,412)         |
| 3 to 6 months past due            | 4.20%                  | 59,716                | (2,508)          |
| 6 to 9 months past due            | 8.50%                  | 45,645                | (3,880)          |
| 9 to 12 months past due           | 10.50%                 | 3,639                 | (382)            |
| 12 to 15 months past due          | 20.30%                 | 5,120                 | (1,039)          |
| 15 to 18 months past due          | 27.10%                 | 10,188                | (2,761)          |
| 18 to 21 months past due          | 30.40%                 | 16,608                | (5,049)          |
| 21 to 24 months past due          | 35.20%                 | 33,324                | (11,730)         |
| 24 to 27 months past due          | 49.10%                 | 18,606                | (9,135)          |
| 27 to 30 months past due          | 77.50%                 | 8,763                 | (6,791)          |
| More than 30 months past due      | 100.00%                | 64,927                | (64,927)         |
|                                   |                        | 1,543,733             | (124,614)        |
| Provision on individual basis     |                        | 30,106                | (30,106)         |
| Total                             |                        | <u>1,573,839</u>      | <u>(154,720)</u> |

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|                                   | As at 31 December 2025 |                       |                |
|-----------------------------------|------------------------|-----------------------|----------------|
|                                   | Expected loss rate     | Gross carrying amount | Loss allowance |
|                                   | %                      | RMB'000               | RMB'000        |
| Current (not past due) and within |                        |                       |                |
| 3 months past due                 | 1.10%~2.80%            | 1,566,078             | (18,526)       |
| 3 to 6 months past due            | 8.30%                  | 35,795                | (2,971)        |
| 6 to 9 months past due            | 17.50%                 | 16,726                | (2,927)        |
| 9 to 12 months past due           | 27.30%                 | 4,222                 | (1,153)        |
| 12 to 15 months past due          | 50.40%                 | 3,991                 | (2,011)        |
| 15 to 18 months past due          | 60.10%                 | 3,100                 | (1,863)        |
| 18 to 21 months past due          | 59.50%                 | 15,857                | (9,435)        |
| 21 to 24 months past due          | 65.20%                 | 2,777                 | (1,811)        |
| 24 to 27 months past due          | 71.40%                 | 3,825                 | (2,731)        |
| 27 to 30 months past due          | 81.20%                 | 7,490                 | (6,082)        |
| More than 30 months past due      | 100%                   | 96,992                | (96,992)       |
|                                   |                        | 1,756,853             | (146,502)      |
| Provision on individual basis     |                        | 36,082                | (36,082)       |
| Total                             |                        | 1,792,935             | (182,584)      |

Expected loss rates are based on actual loss experience over the past years. These rates are adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group’s view of economic conditions over the expected lives of the receivables.

Movement in the loss allowance account in respect of trade and other receivables during the year is as follows:

### Trade receivables

|                                                       | Year ended 31 December |         |          |
|-------------------------------------------------------|------------------------|---------|----------|
|                                                       | 2023                   | 2024    | 2025     |
|                                                       | RMB'000                | RMB'000 | RMB'000  |
| Balance at 1 January                                  | 78,586                 | 64,746  | 80,795   |
| Impairment losses recognised                          | 13,001                 | 15,351  | 38,759   |
| Impairment losses reversed                            | (5,933)                | (9)     | (1,139)  |
| Amounts written off                                   | (21,552)               | —       | (1,047)  |
| Transfers out during the year                         | —                      | —       | (35,547) |
| Others                                                | (494)                  | —       | —        |
| Translation difference of foreign currency statements | 1,138                  | 707     | (2,297)  |
| Balance at 31 December                                | 64,746                 | 80,795  | 79,524   |

### Other receivables

|                                                       | Year ended 31 December |          |          |
|-------------------------------------------------------|------------------------|----------|----------|
|                                                       | 2023                   | 2024     | 2025     |
|                                                       | RMB'000                | RMB'000  | RMB'000  |
| Balance at 1 January                                  | 61,562                 | 172,873  | 155,923  |
| Impairment losses recognised                          | 123,707                | 66,997   | 57,045   |
| Impairment losses reversed                            | (5,863)                | (13)     | (6,741)  |
| Amounts written off                                   | (2,907)                | (85,524) | (17,362) |
| Disposal of subsidiaries                              | (4,223)                | —        | —        |
| Translation difference of foreign currency statements | 597                    | 1,590    | (3,175)  |
| Balance at 31 December                                | 172,873                | 155,923  | 185,690  |

### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company’s board when the borrowings exceed certain predetermined levels of authority. The Group’s policy is to regularly monitor its liquidity requirements to ensure that it maintains sufficient reserves of cash and readily realisable marketable securities and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.



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The following tables show the remaining contractual maturities at the end of each reporting period of the Group’s non-derivative financial liabilities and derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group can be required to pay:

| As at 31 December 2023                                                |                                                 |                                                  |                     |                  |                    |
|-----------------------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|---------------------|------------------|--------------------|
| Contractual undiscounted cash outflow                                 |                                                 |                                                  |                     |                  |                    |
| Within 1 year<br>or on demand                                         | More than<br>1 year but<br>less than<br>2 years | More than<br>2 years but<br>less than<br>5 years | More than<br>5 year | Total            | Carrying<br>amount |
| RMB’000                                                               | RMB’000                                         | RMB’000                                          |                     | RMB’000          | RMB’000            |
| Bank loans                                                            | 102,919                                         | —                                                | —                   | 102,919          | 100,095            |
| Trade and other<br>payables                                           | 883,544                                         | —                                                | —                   | 883,544          | 883,544            |
| Lease liabilities                                                     | 17,161                                          | 16,836                                           | 41,486              | 115,870          | 101,519            |
|                                                                       | <u>1,003,624</u>                                | <u>16,836</u>                                    | <u>41,486</u>       | <u>1,102,333</u> | <u>1,085,158</u>   |
| As at 31 December 2024                                                |                                                 |                                                  |                     |                  |                    |
| Contractual undiscounted cash outflow                                 |                                                 |                                                  |                     |                  |                    |
| Within 1 year<br>or on demand                                         | More than<br>1 year but<br>less than<br>2 years | More than<br>2 years but<br>less than<br>5 years | More than<br>5 year | Total            | Carrying<br>amount |
| RMB’000                                                               | RMB’000                                         | RMB’000                                          |                     | RMB’000          | RMB’000            |
| Bank loans                                                            | 513,838                                         | —                                                | —                   | 513,838          | 511,718            |
| Trade and other<br>payables                                           | 1,459,997                                       | —                                                | —                   | 1,459,997        | 1,459,997          |
| Lease liabilities                                                     | 9,052                                           | 7,374                                            | 16,662              | 33,088           | 29,950             |
| Derivative financial<br>instruments:<br>— Foreign exchange<br>options | 139                                             | —                                                | —                   | 139              | 139                |
|                                                                       | <u>1,983,026</u>                                | <u>7,374</u>                                     | <u>16,662</u>       | <u>2,007,062</u> | <u>2,001,804</u>   |
| As at 31 December 2025                                                |                                                 |                                                  |                     |                  |                    |
| Contractual undiscounted cash outflow                                 |                                                 |                                                  |                     |                  |                    |
| Within 1 year<br>or on demand                                         | More than<br>1 year but<br>less than<br>2 years | More than<br>2 years but<br>less than<br>5 years | More than<br>5 year | Total            | Carrying<br>amount |
| RMB’000                                                               | RMB’000                                         | RMB’000                                          |                     | RMB’000          | RMB’000            |
| Bank loans                                                            | 575,415                                         | —                                                | —                   | 575,415          | 570,597            |
| Trade and other<br>payables                                           | 1,953,350                                       | —                                                | —                   | 1,953,350        | 1,953,350          |
| Lease liabilities                                                     | 8,555                                           | 6,620                                            | 12,374              | 27,549           | 25,203             |
| Derivative financial<br>instruments:<br>— Foreign exchange<br>options | 3,578                                           | —                                                | —                   | 3,578            | 3,578              |
|                                                                       | <u>2,540,898</u>                                | <u>6,620</u>                                     | <u>12,374</u>       | <u>2,559,892</u> | <u>2,552,728</u>   |

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|                                     | As at 31 December 2025                         |                                                 |                                                  |                     |           |
|-------------------------------------|------------------------------------------------|-------------------------------------------------|--------------------------------------------------|---------------------|-----------|
|                                     | Contractual undiscounted cash inflow/(outflow) |                                                 |                                                  |                     |           |
|                                     | Within 1 year<br>or on demand                  | More than<br>1 year but<br>less than<br>2 years | More than<br>2 years but<br>less than<br>5 years | More than<br>5 year | Total     |
|                                     | RMB'000                                        | RMB'000                                         | RMB'000                                          | RMB'000             | RMB'000   |
| Swap foreign exchange contracts (i) |                                                |                                                 |                                                  |                     |           |
| — outflow                           | (238,691)                                      | —                                               | —                                                | —                   | (238,691) |
| — inflow                            | 240,021                                        | —                                               | —                                                | —                   | 240,021   |

- (i) Changes in the fair value of swap foreign exchange contracts that economically hedge monetary assets and liabilities denominated in foreign currencies are recognised in profit or loss. The net fair value loss of swap foreign exchange contracts used by the Group as economic hedges of monetary assets and liabilities denominated in foreign currencies at 31 December 2025 was RMB243,000, recognised as derivative financial instruments.

In respect of trade receivables and payables denominated in foreign currencies, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

### (c) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group’s interest rate risk arises primarily from bank borrowings. Borrowings issued at variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The Group’s interest rate risk profile as monitored by management is set out in (ii) below.

#### (i) Interest rate risk profile

The following table, as reported to the management of the Group, details the interest rate risk profile of the Group’s borrowings at the end of each reporting period:

|                                                     | As at 31 December 2023     |                  | As at 31 December 2024     |                  | As at 31 December 2025     |                  |
|-----------------------------------------------------|----------------------------|------------------|----------------------------|------------------|----------------------------|------------------|
|                                                     | Effective<br>interest rate |                  | Effective<br>interest rate |                  | Effective<br>interest rate |                  |
|                                                     | %                          | RMB'000          | %                          | RMB'000          | %                          | RMB'000          |
| <b>Fixed rate financial instruments:</b>            |                            |                  |                            |                  |                            |                  |
| Financial assets                                    |                            |                  |                            |                  |                            |                  |
| — Other financial assets measured at amortised cost | —                          | —                | 3.30%<br>~3.5%             | 189,193          | 3.05%<br>~3.30%            | 194,967          |
| — Cash at bank and on hand                          | 0.90%<br>~5.60%            | 362,280          | 0.90%<br>~5.33%            | 386,897          | 0.70%<br>~3.85%            | 231,985          |
| Financial liabilities                               |                            |                  |                            |                  |                            |                  |
| — Bank loans                                        | 3.10%                      | (100,095)        | 2.0%~5.9%                  | (511,718)        | 2.10%<br>~2.40%            | (570,597)        |
| — Lease liabilities                                 | 4.90%                      | (101,519)        | 4.90%                      | (29,950)         | 4.90%                      | (25,203)         |
|                                                     |                            | <u>160,666</u>   |                            | <u>34,422</u>    |                            | <u>(168,848)</u> |
| <b>Variable rate financial instruments:</b>         |                            |                  |                            |                  |                            |                  |
| Financial assets                                    |                            |                  |                            |                  |                            |                  |
| — Cash at bank and on hand                          | 0.01%<br>~4.90%            | 1,196,359        | 0.01%<br>~4.90%            | 1,892,480        | 0.01%<br>~4.20%            | 2,061,716        |
| — Financial assets measured at FVPL                 | 1.94%<br>~4.24%            | 688,395          | 1.63%<br>~4.20%            | 526,664          | 1.65%<br>~4.10%            | 410,118          |
|                                                     |                            | <u>1,884,754</u> |                            | <u>2,419,144</u> |                            | <u>2,471,834</u> |

#### (ii) Sensitivity analysis

It is estimated that a general increase/decrease of 10 basis points in interest rates, with all other variables held constant, would have increased/decreased the Group’s profit after tax and retained earnings by approximately RMB1,577,000, RMB2,019,000 and RMB2,060,000.

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The sensitivity analysis above indicates the instantaneous change in the Group’s profit after tax (and retained earnings) that would arise assuming that the change in interest rates had occurred at the end of each reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of each reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of each reporting period, the impact on the Group’s profit after tax (and retained earnings) is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as at 31 December 2023, 2024 and 2025.

### (d) Currency risk

The Group is exposed to currency risk primarily through sales and purchases which give rise to receivables, payables and cash balances that are denominated in a foreign currency, i.e. a currency other than the functional currency of the operations to which the transactions relate. The Group ensures that its net exposure is kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short-term imbalances.

#### (i) Exposure to currency risk

The following table details the Group’s exposure at the end of each reporting period to currency risk arising from recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. For presentation purposes, the amounts of the exposure are shown in RMB, translated using the spot rate at the year-end date. Differences resulting from the translation of the financial statements of foreign operations into the Group’s presentation currency are excluded. The currencies giving rise to this risk are primarily United States Dollars, Euro, Hong Kong Dollars, Indian Rupee and Renminbi.

|                                                                          | Exposure to foreign currencies as at 31 December 2023 |                                |                                        |                                        |                            |
|--------------------------------------------------------------------------|-------------------------------------------------------|--------------------------------|----------------------------------------|----------------------------------------|----------------------------|
|                                                                          | United States<br>Dollars<br><i>RMB'000</i>            | Indian Rupee<br><i>RMB'000</i> | Euro<br><i>RMB'000</i>                 | Hong Kong<br>Dollars<br><i>RMB'000</i> |                            |
| Cash at bank and on hand                                                 | 82,523                                                | —                              | 1,221                                  | 2,238                                  |                            |
| Trade receivables and other receivables related to media agency services | 610,091                                               | 7,978                          | —                                      | 16                                     |                            |
| Other receivables                                                        | —                                                     | 16                             | 3,354                                  | —                                      |                            |
| Trade and other payables                                                 | (166,129)                                             | —                              | (7,295)                                | (4,626)                                |                            |
| Net exposure arising from recognised assets and liabilities              | 526,485                                               | 7,994                          | (2,720)                                | (2,372)                                |                            |
|                                                                          | Exposure to foreign currencies as at 31 December 2024 |                                |                                        |                                        |                            |
|                                                                          | United States<br>Dollars<br><i>RMB'000</i>            | Indian Rupee<br><i>RMB'000</i> | Euro<br><i>RMB'000</i>                 | Hong Kong<br>Dollars<br><i>RMB'000</i> | Renminbi<br><i>RMB'000</i> |
| Cash at bank and on hand                                                 | 225,442                                               | —                              | 1,465                                  | 1,237                                  | —                          |
| Trade receivables and other receivables related to media agency services | 449,367                                               | 7,969                          | 107                                    | 15,298                                 | —                          |
| Other receivables                                                        | 27                                                    | 16                             | 3,211                                  | —                                      | —                          |
| Bank loans                                                               | —                                                     | —                              | —                                      | —                                      | (201,156)                  |
| Trade and other payables                                                 | (28,054)                                              | —                              | (7,264)                                | (13,946)                               | —                          |
| Derivative financial instruments                                         | —                                                     | —                              | —                                      | —                                      | (139)                      |
| Net exposure arising from recognised assets and liabilities              | 646,782                                               | 7,985                          | (2,481)                                | 2,589                                  | (201,295)                  |
|                                                                          | Exposure to foreign currencies as at 31 December 2025 |                                |                                        |                                        |                            |
|                                                                          | United States<br>Dollars<br><i>RMB'000</i>            | Euro<br><i>RMB'000</i>         | Hong Kong<br>Dollars<br><i>RMB'000</i> | Renminbi<br><i>RMB'000</i>             |                            |
| Cash at bank and on hand                                                 | 292,238                                               | 2,075                          | 5,365                                  | 793                                    |                            |
| Trade receivables and other receivables related to media agency services | 818,204                                               | 694                            | 13,239                                 | 3,411                                  |                            |
| Other receivables                                                        | 586                                                   | 3,514                          | 4,182                                  | 2,525                                  |                            |
| Bank loans                                                               | —                                                     | —                              | —                                      | (200,000)                              |                            |
| Trade and other payables                                                 | (39,366)                                              | (7,894)                        | (78,855)                               | (143,017)                              |                            |
| Derivative financial instruments                                         | —                                                     | —                              | (209)                                  | 1,155                                  |                            |
| Net exposure arising from recognised assets and liabilities              | 1,071,662                                             | (1,611)                        | (56,278)                               | (335,133)                              |                            |

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### (ii) Sensitivity analysis

A 5% strengthening of RMB against the following currencies at the end of each reporting year is estimated that a general effect on the profit after taxation (and retained earnings) by the amounts shown below. This analysis assumes that all other variables remain constant.

|                       | As at 31 December                  |                                                             |                                    |                                                             |                                    |                                                             |
|-----------------------|------------------------------------|-------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|
|                       | 2023                               |                                                             | 2024                               |                                                             | 2025                               |                                                             |
|                       | Increase in foreign exchange rates | Effect on profit after tax and retained earnings<br>RMB'000 | Increase in foreign exchange rates | Effect on profit after tax and retained earnings<br>RMB'000 | Increase in foreign exchange rates | Effect on profit after tax and retained earnings<br>RMB'000 |
| United States Dollars | 5%                                 | 22,405                                                      | 5%                                 | 27,505                                                      | 5%                                 | 45,449                                                      |
| Indian Rupee          | 5%                                 | 334                                                         | 5%                                 | 333                                                         | 5%                                 | —                                                           |
| Euro                  | 5%                                 | (114)                                                       | 5%                                 | (104)                                                       | 5%                                 | (68)                                                        |
| Hong Kong Dollars     | 5%                                 | (99)                                                        | 5%                                 | 132                                                         | 5%                                 | (2,350)                                                     |
| Renminbi              | 5%                                 | —                                                           | 5%                                 | (7,573)                                                     | 5%                                 | (13,992)                                                    |

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities’ profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of each reporting period for presentation purposes.

### (e) Fair value measurement

#### (i) Financial assets and liabilities measured at fair value

##### Fair value hierarchy

The following table presents the fair value of the Group’s financial instruments measured at the end of each reporting period on a recurring basis, categorised into the three-level fair value hierarchy as defined in IFRS 13, *Fair value measurement*. The level into which a fair value measurement is classified is determined with reference to the observability and significance of the inputs used in the valuation technique as follows:

- Level 1 valuations: Fair value measured using only Level 1 inputs i.e. unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date
- Level 2 valuations: Fair value measured using Level 2 inputs i.e. observable inputs which fail to meet Level 1, and not using significant unobservable inputs. Unobservable inputs are inputs for which market data are not available
- Level 3 valuations: Fair value measured using significant unobservable inputs

The following table presents the Group’s financial assets and liabilities that are measured at fair value at the reporting dates:

|                                                    | Fair value at<br>31 December<br>2023 | Fair value measurements as at<br>31 December 2023 categorised into |                |                |
|----------------------------------------------------|--------------------------------------|--------------------------------------------------------------------|----------------|----------------|
|                                                    | Level 1                              | Level 2                                                            | Level 3        |                |
|                                                    | <i>RMB'000</i>                       | <i>RMB'000</i>                                                     | <i>RMB'000</i> | <i>RMB'000</i> |
| <b>Recurring fair value measurements</b>           |                                      |                                                                    |                |                |
| <i>Assets:</i>                                     |                                      |                                                                    |                |                |
| Financial assets measured at FVPL —<br>non-current | 16,124                               | —                                                                  | —              | 16,124         |
| Financial assets measured at FVPL —<br>current     | 688,395                              | —                                                                  | —              | 688,395        |
| Equity securities designated at FVOCI              | 28,988                               | —                                                                  | —              | 28,988         |

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|                                                 | Fair value at<br>31 December<br>2024 | Fair value measurements as at<br>31 December 2024 categorised into |         |         |
|-------------------------------------------------|--------------------------------------|--------------------------------------------------------------------|---------|---------|
|                                                 |                                      | Level 1                                                            | Level 2 | Level 3 |
|                                                 | RMB'000                              | RMB'000                                                            | RMB'000 | RMB'000 |
| Recurring fair value measurements               |                                      |                                                                    |         |         |
| Assets:                                         |                                      |                                                                    |         |         |
| Financial assets measured at FVPL — non-current | 64,906                               | —                                                                  | —       | 64,906  |
| Financial assets measured at FVPL — current     | 526,664                              | —                                                                  | —       | 526,664 |
| Equity securities designated at FVOCI           | 37,551                               | —                                                                  | —       | 37,551  |
| Liability:                                      |                                      |                                                                    |         |         |
| Derivative financial instruments                | 139                                  | —                                                                  | —       | 139     |

|                                                 | Fair value at<br>31 December<br>2025 | Fair value measurements as at<br>31 December 2025 categorised into |         |         |
|-------------------------------------------------|--------------------------------------|--------------------------------------------------------------------|---------|---------|
|                                                 |                                      | Level 1                                                            | Level 2 | Level 3 |
|                                                 | RMB'000                              | RMB'000                                                            | RMB'000 | RMB'000 |
| Recurring fair value measurements               |                                      |                                                                    |         |         |
| Assets:                                         |                                      |                                                                    |         |         |
| Derivative financial instruments                | 2,229                                | —                                                                  | —       | 2,229   |
| Financial assets measured at FVPL — non-current | 117,128                              | —                                                                  | —       | 117,128 |
| Financial assets measured at FVPL — current     | 788,281                              | 82,947                                                             | —       | 705,334 |
| Equity securities designated at FVOCI           | 35,248                               | —                                                                  | —       | 35,248  |
| Liability:                                      |                                      |                                                                    |         |         |
| Derivative financial instruments                | 5,565                                | —                                                                  | —       | 5,565   |

During the years ended 31 December 2023, 2024 and 2025, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group’s policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

### Information about Level 3 fair value measurements

Financial assets measured at FVPL — current in Level 3 are bank wealth management products.

Financial assets measured at FVPL — non-current equity investments and equity securities designated at FVOCI in Level 3 are equity investments held by the Group, of which:

- (i) For the equity of the investee held by the Group in which a new round of financing occurs in the current year, the Group shall reasonably estimate and measure the fair value based on the current year’s financing price;
- (ii) For other equity investments held by the Group, as there have been no significant changes in the operating environment, operating conditions, financial status of the invested entities, the Group shall use the investment cost as a reasonable estimate of fair value for measure.

The derivative financial liabilities in Level 3 are foreign exchange derivatives held by the Group, and the Group expects no significant fluctuations in foreign exchange rates.

The financial assets measured at FVPL-structured deposits and debt investments in Level 3 are determined by the Group using valuation technique. The valuation model used is discounted cash flow approach. For other financial assets in Level 3, the management of the Group directly applies the quotation provided by a third-party quotation institution or the actual transaction price of previous transactions without any adjustment. Considering that the Group has not participated in the setting of such quantified unobservable input value, the Group does not disclose any quantitative information related to unobservable input value.

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The following table summarises the quantitative information about the significant unobservable inputs of financial assets measured at FVPL-structured deposits and debt investments used in Level 3 fair value measurements.

| Valuation techniques                                                       | Significant Unobservable inputs | Range of inputs      |             |             | Sensitivity of fair value to the input |                                                                                                                                                                                                          |
|----------------------------------------------------------------------------|---------------------------------|----------------------|-------------|-------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                            |                                 | As at 31 December    |             |             |                                        |                                                                                                                                                                                                          |
|                                                                            |                                 | 2023                 | 2024        | 2025        |                                        |                                                                                                                                                                                                          |
| Financial assets measured at FVPL-structured deposits and debt investments | Discounted cash flow method     | Interest return rate | 1.94%–4.24% | 1.63%–4.20% | 1.65%–4.10%                            | As at 31 December, 2023, 2024 and 2025 with 1% increase/decrease in interest return rate would result in increase/decrease the fair value by RMB1,241,000, RMB1,366,000, and RMB1,094,000, respectively. |

The movement during the Track Record Period in the balance of Level 3 fair value measurements is as follows:

|                                                        | Year ended 31 December |             |             |
|--------------------------------------------------------|------------------------|-------------|-------------|
|                                                        | 2023                   | 2024        | 2025        |
|                                                        | RMB'000                | RMB'000     | RMB'000     |
| <b>Financial assets measured at FVPL — non-current</b> |                        |             |             |
| At 1 January                                           | —                      | 16,124      | 64,906      |
| Additions                                              | 16,124                 | 48,758      | 54,673      |
| Disposals                                              | —                      | —           | (1,664)     |
| Changes in fair value                                  | —                      | —           | 53          |
| Exchange difference                                    | —                      | 24          | (840)       |
| At 31 December                                         | 16,124                 | 64,906      | 117,128     |
| <b>Financial assets measured at FVPL — current</b>     |                        |             |             |
| At 1 January                                           | 322,164                | 688,395     | 526,664     |
| Additions                                              | 2,760,000              | 2,244,192   | 1,166,605   |
| Disposals                                              | (2,413,562)            | (2,418,452) | (1,002,565) |
| Changes in fair value                                  | 19,794                 | 12,529      | 18,565      |
| Exchange difference                                    | (1)                    | —           | (3,935)     |
| At 31 December                                         | 688,395                | 526,664     | 705,334     |
| <b>Equity securities designated at FVOCI</b>           |                        |             |             |
| At 1 January                                           | 28,835                 | 28,988      | 37,551      |
| Additions                                              | —                      | 11,340      | —           |
| Changes in fair value                                  | (49)                   | (2,957)     | (2,131)     |
| Exchange difference                                    | 202                    | 180         | (172)       |
| At 31 December                                         | 28,988                 | 37,551      | 35,248      |

(ii) *Fair value of financial assets and liabilities carried at other than fair value*

The carrying amounts of the Group’s financial instruments carried at cost or amortised cost are not materially different from their fair values at the end of each reporting period.

### 33 COMMITMENTS

The Group did not have material capital commitments as at 31 December 2023, 2024, and 2025.

### 34 MATERIAL RELATED PARTY TRANSACTIONS

#### (a) Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company’s directors as disclosed in Note 8 and certain of the highest paid employees as disclosed in Note 9, is as follows:

|                                    | Year ended 31 December |         |         |
|------------------------------------|------------------------|---------|---------|
|                                    | 2023                   | 2024    | 2025    |
|                                    | RMB'000                | RMB'000 | RMB'000 |
| Salaries, wages and other benefits | 6,220                  | 11,414  | 13,602  |
| Retirement scheme contributions    | 378                    | 446     | 543     |
| Share-based payment expenses       | 1,840                  | (1,908) | 21,260  |
|                                    | 8,438                  | 9,952   | 35,405  |

Total remuneration is included in “staff costs” (see Note 6(b)).

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### (b) Balances with related parties

|                                        | As at 31 December |         |         |
|----------------------------------------|-------------------|---------|---------|
|                                        | 2023              | 2024    | 2025    |
|                                        | RMB'000           | RMB'000 | RMB'000 |
| Trade nature                           |                   |         |         |
| — Trade receivables ( <i>Note 21</i> ) | 1,666             | 3,195   | 1,587   |
| — Other receivables ( <i>Note 22</i> ) | 71                | 760     | 1,748   |
| — Trade payables                       | 508               | 505     | 59      |
| Non-trade nature                       |                   |         |         |
| — Other receivables*                   | —                 | 30,016  | —       |

\* As at 31 December 2024, amounts due from related parties mainly related to receivables from the disposal of an associate, Xender Technologies Limited, amounting of RMB30,016,000, which was settled on 3 January 2025.

### 35 NON-ADJUSTING EVENTS AFTER THE REPORTING PERIOD

On 24 March 2026, the board of directors proposed (i) a cash dividend of RMB16,490,000 in respect of the year ended 31 December 2025; and (ii) a capitalisation issue on three-to-ten basis to its existing shareholders, both of which are subject to further approval of the shareholders.

### 36 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

At 31 December 2025, the directors consider the immediate and ultimate controlling party of the Group to be Mr. Zou Xiaowu.

### 37 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE ACCOUNTING PERIOD BEGINNING ON 1 JANUARY 2025

Up to the date of this report, the IASB has issued a number of new or amended standards, which are not yet effective for the accounting period beginning on 1 January 2025 and which have not been adopted in the Historical Financial Information. These developments include:

|                                                                                                                                | Effective for accounting periods beginning on or after |
|--------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------|
| Amendments to IFRS 9 and IFRS 7, <i>Contracts Referencing Nature-dependent Electricity</i>                                     | 1 January 2026                                         |
| Amendments to IFRS 9 and IFRS 7: <i>Amendments to the Classification and Measurement of Financial Instruments</i>              | 1 January 2026                                         |
| Annual Improvements to IFRS Accounting Standards — Volume 11                                                                   | 1 January 2026                                         |
| IFRS 18, <i>Presentation and Disclosure in Financial Statements</i>                                                            | 1 January 2027                                         |
| IFRS 19, <i>Subsidiaries without Public Accountability: Disclosures</i>                                                        | 1 January 2027                                         |
| Amendments to IAS 21, <i>Translation to a hyperinflationary presentation currency</i>                                          | 1 January 2027                                         |
| Amendments to IFRS 10 and IAS 28, <i>Sale or contribution of assets between an investor and its associate or joint venture</i> | To be decided                                          |

The Group is in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements except the following:

#### IFRS 18, *Presentation and disclosure in financial statements*

IFRS 18 will replace IAS 1, *Presentation of financial statements* and aims to improve the transparency and comparability of information about an entity’s financial statements. IFRS 18 is effective for annual reporting periods beginning on or after 1 January 2027 and is to be applied retrospectively.

Among other changes, under IFRS 18, entities are required to classify all income and expenses into five categories in the statement of profit or loss, namely the operating, investing, financing, discontinued operations and income tax categories. Entities are also required to provide specific disclosures about management-defined performance measures in a single note in the financial statements.

The Group does not plan to early adopt IFRS 18. IFRS 18 will impact the presentation of financial statements and is not expected to have significant impact on the financial performance and positions of the Group.

## SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company and its subsidiaries comprising the Group in respect of any period subsequent to 31 December 2025.



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**APPENDIX II            UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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[REDACTED]

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**APPENDIX II            UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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[REDACTED]

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**APPENDIX II            UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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**APPENDIX II            UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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**APPENDIX II            UNAUDITED [REDACTED] FINANCIAL INFORMATION**

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[REDACTED]

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## APPENDIX III

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## TAXATION AND FOREIGN EXCHANGE

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### TAXATION OF SECURITY HOLDERS

Income tax and capital gains tax of holders of the H shares is subject to the laws and practices of the PRC and of jurisdictions in which holders of the H shares are resident or otherwise subject to tax. The following summary of certain relevant taxation provisions is based on current laws and practices, and has not taken in to account the expected change or amendment to the relevant laws or policies and does not constitute any opinion or advice. The discussion does not deal with all possible tax consequences relating to an investment in the H shares, nor does it take into account the specific circumstances of any particular [REDACTED], some of which may be subject to special regulation. Accordingly, you should consult your own tax adviser regarding the tax consequences of an investment in the H shares. The discussion is based upon laws and relevant interpretations in effect as of the Latest Practicable Date, all of which are subject to change or adjustment and may have retrospective effect.

This discussion does not address any aspects of PRC taxation other than income tax, capital gains tax, VAT, stamp duty and estate duty. Prospective [REDACTED] are urged to consult their financial advisers regarding the PRC and other tax consequences of owning and disposing of the H shares.

### TAXATION IN CHINESE MAINLAND

#### Tax on Dividends

##### *Individual Investors*

According to the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) (the “IIT Law”), latest amended by the SCNPC on 31 August 2018 and effective on 1 January 2019, and the Implementation Rules of the Individual Income Tax Law of the People’s Republic of China (《中華人民共和國個人所得稅法實施條例》) amended by the State Council on 18 December 2018 and effective on 1 January 2019, dividends distributed by PRC enterprises are subject to PRC withholding tax levied at a flat rate of 20%. For a foreign individual who is not a resident of the PRC, the receipt of dividends from an enterprise in the PRC is normally subject to withholding tax of 20% unless specifically exempted by the tax authority of the State Council or reduced by relevant tax treaty.

Pursuant to the Notice of the State Administration of Taxation on Issues Concerning Taxation and Administration of Individual Income Tax After the Repeal of the Document Guo Shui Fa [1993] No. 045 (《國家稅務總局關於國稅發[1993]045號文件廢止後有關個人所得稅徵管問題的通知》) issued by the SAT on 28 June 2011, domestic non-foreign-invested enterprises issuing shares in Hong Kong may withhold individual income tax at the rate of 10% when distributing dividends. For individual holders of H Shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rates lower than 10%, the non-foreign-invested enterprise whose shares are listed in Hong Kong may apply on behalf of such holders for enjoying the lower preferential tax treatments, and, upon approval by the tax authorities, the amount which is over withheld will be refunded. For individual holders of H Shares receiving dividends who are citizens of countries that have entered into a tax treaty with the PRC with tax rates higher than 10% but lower than 20%, the non-foreign-invested enterprise is required to withhold the tax at the agreed rate under the treaties, and no application procedures will be necessary. For individual holders of H Shares receiving dividends who are citizens of countries without taxation treaties with the PRC or are under other situations, the non-foreign-invested enterprise is required to withhold the tax at a rate of 20%.

Pursuant to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) (the “**Arrangement for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with respect to Taxes on Income**”), signed by the Mainland of China and the Hong Kong Special Administrative Region on 21 August 2006, the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax

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shall not exceed 10% of the total amount of dividends payable. If a Hong Kong resident directly holds 25% or more of the equity interests in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total amount of dividends payable by the PRC company. The Fifth Protocol to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income (《國家稅務總局關於〈內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排〉第五議定書》) (the “**Fifth Protocol**”), issued by the SAT and effective on 6 December 2019 provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

### *Enterprise Investors*

Pursuant to the EIT Law promulgated by the SCNPC, latest amended and implemented on 29 December 2018, and the Implementation Regulations for the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) promulgated by the State Council, last amended on 6 December 2024 and became effective on 20 January 2025, a non-resident enterprise is subject to a 10% enterprise income tax on PRC-sourced income, including dividends paid by a PRC resident enterprise that issues and lists shares in Hong Kong, if such non-resident enterprise does not have an establishment or place of business in the PRC or has an establishment or place of business in the PRC but the PRC-sourced income is not actually connected with such establishment or place of business in the PRC. The aforesaid income tax payable by non-resident enterprises shall be withheld at source, and the payer shall be the withholding agent, and the tax shall be withheld by the withholding agent from the payment or due payment every time it is paid or due. Such tax may be reduced or exempted pursuant to an applicable treaty for the avoidance of double taxation.

Pursuant to the Notice on the Issues Concerning Withholding the Enterprise Income Tax on the Dividends Paid by Chinese Resident Enterprises to H Share Holders Which Are Overseas Non-resident Enterprises (《關於中國居民企業向境外H股非居民企業股東派發股息代扣代繳企業所得稅有關問題的通知》) issued by the SAT and effective on 6 November 2008, a PRC resident enterprise is required to withhold enterprise income tax at a rate of 10% on dividends paid to non-PRC resident enterprise holders of H Shares which are derived out of profit generated since 2008.

According to the Fifth Protocol to the Arrangement between the Chinese Mainland and the Hong Kong Special Administrative Region for the Avoidance of Double Taxation and the Prevention of Fiscal Evasion (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》第五議定書) (the “**Fifth Protocol**”), the PRC government may impose tax on dividends paid by a PRC company to a Hong Kong resident (including natural person and legal entity), but such tax shall not exceed 10% of the total dividends payable by the PRC company. If a Hong Kong resident directly holds 25% or more of equity interest in a PRC company and the Hong Kong resident is the beneficial owner of the dividends and meets other conditions, such tax shall not exceed 5% of the total dividends payable by the PRC company. The Fifth Protocol provides that such provisions shall not apply to arrangements or transactions made for one of the primary purposes of obtaining such tax benefits.

### *Tax Treaties*

Non-resident investors residing in jurisdictions which have entered into treaties or adjustments for the avoidance of double taxation with the PRC might be entitled to a reduction of the Chinese corporate income tax imposed on the dividends received from PRC companies. Non-resident enterprises entitled to preferential tax rates in accordance with the relevant taxation treaties or arrangements are required to apply to the Chinese tax authorities for a refund of the corporate income tax in excess of the agreed tax rate, and the refund application is subject to approval by the Chinese tax authorities.



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### **Tax on Gains from Share Transfer**

#### *Individual Investors*

According to the IIT Law and its implementation rules, individuals are subject to individual income tax at the rate of 20% on gains realised on the sale of equity interests in PRC resident enterprises. Under the Circular on Declaring that Individual Income Tax Continues to Be Exempted over Individual Income Tax from Transfer of Shares (Cai Shui Zi [1998] No.61) (《關於個人轉讓股票所得繼續暫免徵收個人所得稅的通知》) jointly issued by the MOF and SAT on 30 March 1998 and came into effect on the same day, from 1 January 1997, gains of individuals from the transfer of shares of listed companies continue to be exempted from individual income tax. In the newly revised Individual Income Tax Law and its implementation regulations issued by the SAT, there is no explicit provision on whether the income derived by individuals from the transfer of shares of listed companies will continue to be exempt from individual income tax.

As of the Latest Practicable Date, there is no regulation expressly stipulating that individual income tax shall be levied on the gains derived by non-PRC resident individual shareholders from the sale of shares issued by PRC resident enterprises listed on overseas stock exchanges (such as Hong Kong Stock Exchange).

#### *Enterprise Investors*

In accordance with the EIT Law and its implementation rules, a non-resident enterprise is generally subject to corporate income tax at the rate of a 10% on PRC-sourced income, including gains derived from the disposal of equity interests in a PRC resident enterprise, if it does not have an establishment or premise in the PRC or has an establishment or premise in the PRC but its PRC-sourced income has no real connection with such establishment or premise. Such income tax payable for non-resident enterprises are deducted at source, where the payer of the income is required to withhold the income tax from the amount to be paid to the non-resident enterprise. Such tax may be reduced or exempted pursuant to relevant tax treaties or agreements on avoidance of double taxation.

#### *Taxation Policy of Shanghai-Hong Kong Stock Connect*

Under the Notice of the Ministry of Finance, the State Administration of Taxation and the China Securities Regulatory Commission on the Tax Policies Related to the Pilot Programme of the Shanghai-Hong Kong Stock Connect (Cai Shui [2014] No. 81) (《財政部、國家稅務總局、中國證券監督管理委員會關於滬港股票市場交易互聯互通機制試點有關稅收政策的通知》) which came into effect on 17 November 2014, for dividends and bonus obtained by mainland individual investors investing in H shares listed on the Hong Kong Stock Exchange (the “HKSE”) through Shanghai-Hong Kong Stock Connect, the H-share companies shall apply to the China Securities Depository and Clearing Corporation Limited (the “CSDC”) for provision by CSDC to the H-share companies register of individual investors in Chinese Mainland, and the H-share companies shall withhold individual income tax at the rate of 20%.

Income from share dividend derived by Chinese Mainland corporate investors from investment in shares listed on the HKSE through the Shanghai-Hong Kong Stock Connect shall be included in their total income and be subject to enterprise income tax pursuant to the law. Income from share dividend derived by a Chinese Mainland resident enterprise for holding H shares over 12 consecutive months shall be exempted from enterprise income tax pursuant to the law. The H shares company is not required to withhold income tax on share dividend for its Chinese Mainland corporate investors, and the corporate investors shall make declaration and payment for the tax payable amount voluntarily.

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## TAXATION AND FOREIGN EXCHANGE

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Pursuant to the Announcement on Continuing the Implementation of the Individual Income Tax Policies Concerning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and the Mutual Recognition of Funds between Chinese Mainland and Hong Kong (《關於延續實施滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》) which promulgated on 21 August 2023 and implemented on the same date, the transfer spread income derived by mainland individual investors from investing in shares listed on the HKSE through Shanghai-Hong Kong Stock Connect shall continue to be exempted from individual income tax until 31 December 2027.

### *Taxation Policy of Shenzhen-Hong Kong Stock Connect*

Under the Notice on the Tax Policies Related to the Pilot Programme of the Shenzhen-Hong Kong Stock Connect (Cai Shui [2016] No.127) (《關於深港股票市場交易互聯互通機制試點有關稅收政策的通知》) which came into effect on 5 December 2016, for dividends and bonus income obtained by mainland individual investors investing in H shares listed on the HKSE through Shenzhen-Hong Kong Stock Connect, the H-share companies shall apply to CSDC for provision by CSDC to the H-share companies register of individual investors in Chinese Mainland, and individual income tax shall be withheld by H-share companies at the tax rate of 20%.

Income from dividends and bonuses derived by a corporate investor in Chinese Mainland from investment in shares listed on the HKSE through Shenzhen-Hong Kong Stock Connect shall be included in the total income amount, and subject to enterprise income tax pursuant to the law. Income from dividends and bonuses derived by a Chinese Mainland resident enterprise for H shares held for 12 months consecutively shall be exempted from enterprise income tax pursuant to the law. The H shares company shall not withhold income tax on dividends and bonuses for corporate investors in Chinese Mainland, and the tax payable amount shall be declared and paid by the corporate investor.

Pursuant to the Announcement on Continuing the Implementation of the Individual Income Tax Policies Concerning the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and the Mutual Recognition of Funds between Chinese Mainland and Hong Kong (《關於延續實施滬港、深港股票市場交易互聯互通機制和內地與香港基金互認有關個人所得稅政策的公告》) which promulgated on 21 August 2023 and implemented on the same date, the transfer spread income derived by mainland individual investors from investing in shares listed on the HKSE through Shenzhen-Hong Kong Stock Connect shall continue to be exempted from individual income tax until 31 December 2027.

### *Stamp Duty*

According to the Stamp Duty Law of the PRC (《中華人民共和國印花稅法》), which was promulgated on 10 June 2021 and came into effect on 1 July 2022, PRC stamp duty only applies to specific taxable document executed or received within the PRC, having legally binding force in the PRC and protected under the PRC laws, thus the requirements of the stamp duty imposed on the transfer of shares of PRC listed companies shall not apply to the acquisition and disposal of H Shares by non-PRC investors outside of the PRC.

### *Estate Duty*

As of the date of this document, no estate duty has been levied in the PRC under the PRC laws.

## MAJOR TAXATION OF OUR COMPANY IN THE PRC

### *Enterprise Income Tax*

According to the EIT Law and its implementation rules, all the domestic enterprises in China (including foreign-invested enterprises) shall be subject to enterprise income tax at the uniform tax rate of 25%.

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According to the Administrative Measures for Determination of High and New Tech Enterprises (《高新技術企業認定管理辦法》), which was promulgated by the Ministry of Science and Technology, the MOF and the SAT on 14 April 2008, amended on 29 January 2016 and became effective on 1 January 2016, an enterprise recognised as a high and new technology enterprise may apply for a preferential enterprise income tax rate of 15% pursuant to the relevant requirements of the EIT Law.

According to the Announcement of the MOF and the SAT on the Preferential Income Tax Policies for Micro and Small Enterprises and Individual Industrial and Commercial Households (《財政部、國家稅務總局關於小微企業和個體工商戶所得稅優惠政策的公告》), which was promulgated on 26 March 2023, 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%. According to the Announcement of the MOF and the SAT on the Relevant Tax and Fee Policies for Further Supporting the Development of Micro and Small Enterprises and Individual Industrial and Commercial Households (《財政部、國家稅務總局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 on 2 August 2023, the taxable income of a small low-profit enterprise shall be calculated at the reduced rate of 25%, and the policy of payment of enterprise income tax at the rate of 20% shall continue to be implemented until 31 December 2027.

### *Value-added Tax*

Pursuant to the Provisional Regulations of the PRC 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, and last revised and became effective on 19 November 2017, and the Rules for the Implementation of the Provisional Regulations of the PRC 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, and last revised on 28 October 2011 and effective on 1 November 2011, all entities and individuals that engage in the sale of goods, the provision of processing, repair and replacement services, and the importation of goods within the territory of the PRC are taxpayers of VAT and shall pay VAT. Unless stated otherwise, for payers who sell or import goods, and provide processing, repairs and replacement services in the PRC, the tax rate shall be 17%, and be, in certain specified circumstances, 11%, 6% and 0%.

According to the Notice of the MOF and the SAT 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 on 4 April 2018 and came into effect on 1 May 2018, the original rates of 17% and 11% applicable to the taxpayers who have VAT taxable sales activities or imported goods are adjusted to 16% and 10%, respectively.

According to the Announcement on Policies for Deepening the VAT Reform (《關於深化增值稅改革有關政策的公告》), which was promulgated by the MOF, the SAT and the General Administration of Customs on 20 March 2019 and became effective on 1 April 2019, the original rates of 16% or 10% applicable to the general VAT payers' sales activities or imports goods that are subject to VAT are adjusted to 13% or 9%, respectively.

On 25 December 2024, the SCNPC promulgated the VAT Law, which became effective on 1 January 2026, and the Provisional Regulations of the PRC on Value-Added Tax will be repealed concurrently. Pursuant to the VAT Law, entities and individuals (including individual industrial and commercial proprietors) selling goods, services, intangible assets, real estate and importing goods within the territory of the PRC are taxpayers of VAT and shall pay VAT in accordance with the provisions of the law. Unless stated otherwise, for payers who sell goods, and provide processing, repairs and replacement services and rental services of tangible movable assets as well as import goods, the tax rate shall be 13%, and be, in certain specified circumstances, 9%, 6% and 0%.

### FOREIGN EXCHANGE ADMINISTRATION IN THE PRC

The lawful currency of the PRC is the Renminbi. The SAFE, authorised by the PBOC, is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulations.

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Pursuant to the Regulations of the People’s Republic of China on Foreign Exchange Control (《中華人民共和國外匯管理條例》) amended by the State Council and became effective on 5 August 2008, all international payments and transfers are classified into current account items and capital account items. The PRC does not impose restrictions on international payments and transfers under current account items. Foreign exchange income from the current account of PRC enterprises may be retained or sold to financial institutions engaged in the settlement and sale of foreign exchange in accordance with relevant provisions of the State. The retention or sale of foreign exchange receipts under capital accounts to financial institutions engaging in settlement and sale of foreign exchange shall be subject to the approval of foreign exchange administrative authorities, unless otherwise stipulated by the State.

Pursuant to the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》) promulgated by the PBOC on 20 June 1996 and became effective on 1 July 1996, the remaining restrictions on convertibility of foreign exchange in respect of current account items are abolished while the existing restrictions on foreign exchange transactions in respect of capital account items are retained.

According to relevant laws and regulations of the PRC, PRC enterprises (including foreign-invested enterprises) which require foreign exchange for transactions relating to current account items, may, without the approval of SAFE, effect payment from their foreign exchange accounts at the designated foreign exchange banks, on the strength of valid receipts and proof of transactions. Foreign-invested enterprise that need to distribute profits to their shareholders in foreign exchange and Chinese enterprise that need to pay fixed dividends in foreign exchange in accordance with the requirements shall pay from its foreign exchange account or pay at the designated foreign exchange bank by a resolution of the board of directors on the distribution of profits.

According to the Decision of the State Council on Cancelling and Adjusting a Group of Administrative Approval Items and Other Matters (《國務院關於取消和調整一批行政審批項目等事項的決定》) promulgated by the State Council and effective on 23 October 2014, the administrative approval of the SAFE and its branches on matters concerning the repatriation and settlement of foreign exchange of overseas-raised funds through overseas listing has been cancelled.

According to the Notice of the State Administration of Foreign Exchange on Issues Relating to Foreign Exchange Control Pertaining to Overseas Listing (《國家外匯管理局關於境外上市外匯管理有關問題的通知》) promulgated by the SAFE on 26 December 2014, a domestic company shall complete registration formalities for overseas listing with the SAFE’s local branch at its place of registration within 15 working days from completion of issuance for its overseas listing. Funds raised from overseas listing of a domestic company may be repatriated to China or deposited overseas, and the usage of funds shall be consistent with the relevant contents set out in the publicly disclosed documents such as the prospectus or the corporate bonds offering documentation, shareholders’ circular and the board of directors or Shareholders’ meeting resolution.

According to the Notice of the State Administration of Foreign Exchange on 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 the SAFE on 9 June 2016, domestic institutions may settle their foreign exchange receipts under the capital account (including repatriated funds raised through overseas listing) entitled to discretionary settlement according to relevant policies with banks as actually needed for business operation. Domestic institutions may, at their discretion, settle up to 100% of their foreign exchange receipts under the capital account for the time being. The SAFE may adjust the aforesaid proportion in due time in light of the balance of payment.

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## APPENDIX IV

## SUMMARY OF ARTICLES OF ASSOCIATION

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This Appendix mainly provides [REDACTED] with an overview of the Articles of Association. Since the information below is a summary, it does not contain all the information that may be important to [REDACTED].

### SHARES

#### Issuance of Shares

The Company’s shares are in the form of stock.

The issuance of the Company’s shares follows the principles of openness, fairness and justice. Each share of the same class shall have equal rights.

For stocks of the same categories issued at the same time, the issue conditions and price for each share shall be the same; the same price shall be paid for each of the shares subscribed by any unit or individuals.

The nominal value of the shares issued by the Company is denominated in Renminbi, with a nominal value of RMB1.00 per share. The shares issued by the Company and listed on the Shenzhen Stock Exchange are hereinafter referred to as “A Shares”; the shares issued by the Company and [REDACTED].

The A Shares issued by the Company are centrally deposited in the Shenzhen Branch of China Securities Depository and Clearing Corporation Limited. [REDACTED].

### INCREASE, DECREASE AND REPURCHASE OF SHARES

#### Increase and Decrease of Shares

The Company may increase its capital by the following methods in accordance with the needs of its operation and development, in compliance with laws, regulations and the securities regulatory rules of the place where the Company’s shares are [REDACTED], and upon resolutions passed by the Shareholders’ meeting:

- (i) issuing shares to unspecified persons;
- (ii) issuing shares to specified persons;
- (iii) distributing bonus shares to existing shareholders;
- (iv) converting capital reserve into share capital;
- (v) other methods prescribed by laws, administrative regulations, the CSRC, and the stock exchange of the place where the Company’s shares are [REDACTED].

The Company may decrease registered capital. The decrease of the Company’s registered capital shall be carried out in accordance with the procedures stipulated by the Company Law and other relevant regulations and the Articles of Association.

#### Repurchase of Shares

The Company shall not repurchase its own shares, except in any of the following circumstances, provided that such repurchase does not violate the provisions of the securities regulatory authorities of the place where the Company’s shares are [REDACTED], the Hong Kong Listing Rules and the SZSE Listing Rules:

- (i) to reduce the Company’s registered capital;
- (ii) to merge with other companies holding the Company’s shares;
- (iii) to use the shares for employee stock ownership plans or equity incentives;
- (iv) to repurchase shares from shareholders who object to the resolutions on the Company’s merger or division made by the Shareholders’ meeting;
- (v) to use the shares for converting corporate bonds issued by the Company into shares;



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(vi) as necessary to safeguard the Company’s value and the rights and interests of shareholders.

The Company may repurchase its own shares by means of public centralised trading or other means recognised by laws and regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the CRSC, and the stock exchange and securities regulatory authorities of the place where the Company’s shares are [REDACTED].

If the Company repurchases its own shares under the circumstances set out in items (iii), (v) and (vi) above, it shall be conducted by means of public centralised trading.

If the Company repurchases its own shares under the circumstances set out in items (i) and (ii) above, resolutions related thereto shall be adopted at the Shareholders’ meeting. If the Company repurchase its own shares under the circumstances set out in items (iii), (v) and (vi) above, resolutions related thereto shall be adopted at the Board meeting attended by more than two-thirds of the Directors as authorised by the Shareholders’ meeting.

After the Company repurchases its own shares in accordance with the above provisions, it shall cancel the repurchased shares within ten days from the date of repurchase under the circumstances specified in item (i); it shall transfer or cancel the repurchased shares within six months under the circumstances specified in items (ii) and (iv); and it shall transfer or cancel the repurchased shares within three years under the circumstances specified in items (iii), (v), and (vi), provided that the total number of shares held by the Company shall not exceed 10% of the total number of shares issued by the Company. Where the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory authorities of the place where the Company’s shares are [REDACTED] have other provisions regarding the repurchase and other related matters, such provisions shall prevail.

### Transfer of Shares

The Company’s shares may be transferred in accordance with the law. All transfers of the H Shares shall be effected by transfer document in writing in a general or standard form or in any other form acceptable to the Board, including the standard transfer form or form of transfer specified by the Hong Kong Stock Exchange from time to time. Such transfer document may only be signed by hand or (where the transferor or transferee is a corporation) stamped with the Company’s valid seal. If the transferor or transferee is a recognised clearing house as defined by the relevant provisions that come into effect from time to time according to the laws of Hong Kong or its nominee, the transfer document may be signed by hand or by machine. All transfer documents shall be kept at the legal address of the Company or such places as the Board may designate from time to time.

The Company does not accept its own shares as the subject matter of a pledge.

No transfer of the shares of the Company issued before its public offering of shares shall be made within 1 year from the date on which the shares of the Company are [REDACTED] and traded on the stock exchange.

The Directors and senior management members of the Company shall report to the Company their shareholdings and the changes thereof. During their term of office as determined at the time of appointment, the number of shares transferred by them each year shall not exceed 25% of the total number of shares of the same class in the Company held by them. The shares of the Company held by such persons shall not be transferred within 1 year from the date on which the shares of the Company are [REDACTED] and traded. Such persons shall not transfer the shares of the Company held by them within six months from the date of their resignations. If laws, administrative regulations, or the securities regulatory rules of the place where the Company’s shares are [REDACTED] have other provisions on the transfer restrictions of the Company’s shares, such provisions shall prevail.

Where Directors, senior management members of the Company, and shareholders holding more than 5% of the Company’s shares sell their shares or other securities of an equity nature held within 6 months after purchase, or repurchase them within 6 months after sale, the proceeds derived therefrom shall belong to the Company, and the Board of Directors shall recover the proceeds,

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## APPENDIX IV

## SUMMARY OF ARTICLES OF ASSOCIATION

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except for the securities companies holding more than 5% of the shares as a result of underwriting the purchase of the remaining shares after the sale and other circumstances specified by CSRC and the Hong Kong Stock Exchange. If laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company’s shares are [REDACTED] have other provisions, such provisions shall prevail.

The shares or other securities of an equity nature held by Directors, senior management members and natural person shareholders referred to in the preceding paragraph include the shares or other securities of an equity nature held by their spouses, parents and children, as well as shares or other securities of an equity nature held through the account of others.

If the Board of Directors does not abide by the provisions of the first paragraph of this Article, shareholders shall have the right to request the Board to do so within 30 days. If the Board of Directors fails to do so within the said period, shareholders shall have the right to file a lawsuit directly with the People’s Court in their own name for the benefit of the Company.

If the Board of Directors does not abide by the provisions of the first paragraph of this Article, the responsible Directors shall be jointly and severally liable in accordance with the law.

Where the Articles of Association do not stipulate matters concerning changes in shareholdings and disclosure of Directors and senior management members of the Company, the provisions of relevant laws, administrative regulations, normative documents, and the Company’s relevant systems shall apply.

### SHAREHOLDERS AND SHAREHOLDERS’ MEETING

#### Shareholders

The Company shall establish a register of shareholders in accordance with certificates provided by the securities registration authorities. The register of shareholders is sufficient evidence to prove that the shareholders hold the Company’s shares. The original register of shareholders of H shares is kept in Hong Kong and is available for inspection by shareholders, but the Company may suspend the shareholder registration in accordance with applicable laws and regulations and the securities regulatory rules of the place where the Company’s Shares are [REDACTED]. Shareholders shall enjoy rights and assume obligations according to the class of shares they hold. Shareholders holding shares of the same class shall enjoy the same rights and assume the same obligations.

The Company shall enter into a securities registration and service agreement with the securities depository institution, make regular inquiries about the information on major shareholders and the changes in shareholdings (including equity pledges) of major shareholders, and keep abreast of the Company’s shareholding structure.

Any shareholder registered in the register of shareholders of H shares or any person who requests that his/her name be registered in the register of shareholders of H shares may apply to the Company for a new share to be reissued for the share if his/her share is lost. If H shareholders lose his/her shares and apply for a reissue, the matter may be handled in accordance with the laws of the place where the original copy of the shareholder register of H shares is kept, the rules of the stock exchange, or other relevant regulations.



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When the Company convenes a Shareholders’ meeting, distributes dividends, enters into liquidation and engages in other activities that require determination of identity of a shareholder, the Board or the convenor of a Shareholders’ meeting shall determine the shareholding registration date, and shareholders registered on the register of shareholders after the close of market on such date shall be the shareholders entitled to the relevant interests.

Shareholders of the Company shall enjoy the following rights:

- (i) to receive distribution of dividends and other forms of benefits according to the proportion of shares held;
- (ii) to legally require, convene, preside over, participate in or appoint a shareholder proxy to attend the Shareholders’ meeting and exercise corresponding voting rights;
- (iii) to supervise the operations of our Company and make suggestions or inquiries;
- (iv) to transfer, grant and pledge the Company’s shares held in accordance with the laws, administrative regulations and the Articles of Association;
- (v) to inspect and copy the Articles of Association, register of shareholders, minutes of Shareholders’ meetings, resolutions of the Board meetings, financial and accounting reports and accounting books and vouchers of the Company accessible to eligible shareholders;
- (vi) to participate in the distribution of the remaining assets of the Company according to the proportion of shares held upon our termination or liquidation;
- (vii) to acquire the shares of shareholders who have voted against the resolutions on the merger or division of the Company at a Shareholders’ meeting upon their request;
- (viii) other rights stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] or the Articles of Association.

Where shareholders request for inspection of the relevant information or obtain information as aforementioned, they shall provide the Company with written documents evidencing the class and number of shares in the Company they hold. Upon verification of the shareholder’s identity, the Company shall provide information as requested by such shareholder.

If the content of the resolutions at the Shareholders’ meeting and the resolutions of the Board meeting is in violation of laws and administrative regulations, shareholders are entitled to request the People’s Court to identify them invalid.

If the procedures for convening the Shareholders’ meeting or the Board meeting or the voting methods violate laws, administrative regulations, or the Articles of Association, or if the content of the resolutions violates the Articles of Association, shareholders have the right to request the People’s Court to revoke the resolutions within sixty days from the date the resolutions are made. However, if the procedures for convening the Shareholders’ meeting or the Board meeting or the voting methods have only minor defects and do not have a substantial impact on the resolutions, this provision does not apply.

For any dispute on the validity of Shareholders’ meeting resolution, the Board, shareholders and other relevant parties shall timely file a litigation to the People’s Court. Before the People’s Court renders a judgement or ruling to withdraw the resolution, the parties shall perform the Shareholders’ meeting resolution. The Company, its Directors and senior management members shall perform their duties practically, to ensure normal operation of the Company.

If the People’s Court renders a judgement or ruling on the relevant matters, the Company shall perform its obligation of information disclosure under the laws, administrative regulations, rules of the CSRC and the stock exchange, fully describing the influence, and shall actively cooperate in the performance of the judgement or ruling once effective. To rectify previous defects, the Company shall timely handle and perform its obligation of corresponding information disclosure.

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Under any of the following circumstances, the resolutions of the Shareholders’ meeting or the Board meeting of the Company shall be invalid:

- (i) no Shareholders’ meeting or Board meeting has been convened to approve the resolution;
- (ii) the resolution has not been voted on at the Shareholders’ meeting or the Board meeting;
- (iii) the number of attendees at the meeting or the number of voting rights held has not reached the required number of attendees or voting rights as stipulated in the Company Law or the Articles of Association;
- (iv) the number of attendees approving the matters to be resolved or the number of voting rights held by such persons has not reached the required number of attendees or voting rights as stipulated in the Company Law or 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 Articles of Association by the Directors or senior management members other than members of the Audit Committee when performing their duties in the Company, the Shareholders holding 1% or more shares of the Company individually or jointly for 180 consecutive days or more shall have the right to make a written request to the Audit Committee to file an action with the People’s Court; where the members of the Audit Committee violate laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association in their duty performance and cause losses to the Company, the Shareholders may submit a written request to the Board of Directors to file an action with the People’s Court.

In the event that the Audit Committee or the Board of Directors 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 interest of the Company.

Where other parties infringe upon the lawful interests of the Company resulting in losses to the Company, the Shareholders stipulated in the first paragraph of this Article may file an action with the People’s Court in accordance with the provisions of the preceding two paragraphs.

Where the Directors, the Supervisors or senior management members of a wholly-owned subsidiary of the Company violate the provisions of laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association during the performance of their duties and cause losses to the Company, or if other parties infringe upon the legitimate rights and interests of a wholly-owned subsidiary of the Company and cause losses, the shareholders holding 1% or more shares of the Company individually or jointly for 180 consecutive days or more, in accordance with the provisions of the first three paragraphs of this Articles of Association, are entitled to request the supervisory board and the Board of Directors of the wholly-owned subsidiary to file an action with the People’s Court in writing or directly file an action with the People’s Court in their own name.

In the event that Directors or senior management members violate laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association, thereby damaging the interests of the shareholders, shareholders may file an action with the People’s Court.

The shareholders of the Company shall assume the following obligations:

- (i) to comply with the laws, administrative regulations and the Articles of Association;
- (ii) to pay capital contribution as per the shares subscribed for and the method of subscription;
- (iii) not to withdraw shares unless in the circumstances stipulated by laws and regulations;

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- (iv) not to abuse shareholder’s rights to harm the interests of the Company or other shareholders; not to abuse the Company’s position as a independent legal entity and shareholder’s limited liability to harm the interests of the creditors of the Company;
- (v) to fulfil other obligations stipulated by the laws, administrative regulations and the Articles of Association.

If any shareholder of the Company abuses his/her shareholder’s right, thereby causing any loss to the Company or other shareholders, the said shareholder shall be liable for compensation according to the laws. If any shareholder of the Company abuses the Company’s position as a independent legal entity and shareholder’s limited liability for the purpose of evading repayment of debts, thereby severely damaging the interests of the creditors of the Company, the said shareholder shall bear joint liabilities for the Company’s debts.

### General Provisions on Shareholders’ Meeting

The Shareholders’ meeting is the Company’s authority and shall exercise the following powers according to law:

- (i) to elect and replace the Directors who are not employee representatives, and decide on matters related to their remuneration;
- (ii) to consider and approve the Board of Directors’ report;
- (iii) to consider and approve the Company’s profit distribution plan and plans for making up losses;
- (iv) to make resolutions on the Company’s increase or decrease of registered capital;
- (v) to make resolutions on the issuance of corporate bonds;
- (vi) to make resolutions on the Company’s merger, division, dissolution, liquidation, or change of corporate form;
- (vii) to amend the Articles of Association;
- (viii) to make resolutions on the appointment and dismissal of accounting firms undertaking the Company’s audit business;
- (ix) to consider and approve the guarantee matters stipulated in Article 47 of the Articles of Association;
- (x) to consider matters related to the Company’s purchase or sale of major assets within one year exceeding 30% of the Company’s total assets derived from the latest audited consolidated financial statements;
- (xi) to consider and approve changes in the use of proceeds raised;
- (xii) to consider and approve equity incentive plans and employee stock ownership plans;
- (xiii) to consider other matters that should be decided by the Shareholders’ meeting as stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] or the Articles of Association.

The following external guarantee behaviours of the Company must be considered and approved by the Shareholders’ meeting:

- (i) any single guarantee with an amount exceeding 10% of the Company’s net assets derived from the latest audited consolidated financial statements;
- (ii) any guarantee provided after the total amount of external guarantees of the Company and its holding subsidiaries has exceeded 50% of the Company’s net assets derived from the latest audited consolidated financial statements;
- (iii) any guarantee provided to a guarantee object with a debt-to-asset ratio exceeding 70%;
- (iv) the amount of guarantees provided for 12 consecutive months exceeding 50% of the Company’s net assets derived from the latest audited consolidated financial statements and the absolute amount exceeding RMB50 million;
- (v) any guarantee with an amount of guarantees provided for 12 consecutive months exceeding 30% of the Company’s total assets derived from the latest audited consolidated financial statements;

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- (vi) any guarantee provided to shareholders, actual controllers and their related parties;
- (vii) any guarantee provided after the total amount of external guarantees of the Company has exceeded 30% of the total assets derived from the latest audited consolidated financial statements;
- (viii) other external guarantee matters stipulated by laws, regulations, normative documents, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association which are subject to consider and approval by the Shareholders’ meeting.

Where the Company provides guarantee for a wholly-owned subsidiary, or provides guarantee for a controlling subsidiary and other shareholders of the controlling subsidiary provide guarantee in an equal proportion according to their interests, and such guarantee falls under circumstances (i) to (iv) of the preceding paragraph, it may be exempted from submission to the Shareholders’ meeting for consideration, unless otherwise provided in the Articles of Association.

When the Board of Directors considers the guarantee matters, such guarantees are required to be passed by more than two-thirds of Directors attending the Board meeting. When the guarantees specified in item (v) of the preceding paragraph are considered at the Shareholders’ meeting, they shall be passed by more than two-thirds of voting rights held by the shareholders attending the meeting. The external guarantees other than the circumstances mentioned above shall be considered and approved by the Board of Directors of the Company.

When considering the resolution of providing guarantee to shareholders, actual controller and their related parties thereof at the Shareholders’ meeting, such shareholders or shareholders controlled by such actual controller shall not vote on such resolution. Such resolution requires a simple majority of the voting rights of other shareholders attending the Shareholders’ meeting to be passed.

If the relevant entity violates the authority of the Shareholders’ meeting or the Board of Directors in approving external guarantees, and breaches the approval authority or consideration procedures, the Company has the right to hold such entity accountable in accordance with the law.

The Shareholders’ meeting is divided into annual Shareholders’ meetings and extraordinary Shareholders’ meetings. The annual Shareholders’ meeting shall be held once a year and shall be held within six months after the end of the previous fiscal year.

Under any of the following circumstances, the Company shall hold an extraordinary Shareholders’ meeting within two months from the date of occurrence of the circumstance:

- (i) when the number of Directors is less than the number stipulated by the Company Law or two-thirds of the number stipulated by the Articles of Association;
- (ii) when the Company’s unrecovered losses reach one-third of the total share capital;
- (iii) when shareholders who individually or jointly hold more than 10% of the Company’s shares make such request;
- (iv) when the Board of Directors deems it necessary;
- (v) when the Audit Committee proposes to convene;
- (vi) other circumstances stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] or the Articles of Association.

The Company shall convene a Shareholders’ meeting at its domicile or at other place as may be specified in the notice of Shareholders’ meeting.

The Shareholders’ meeting shall set up a venue and be held in the form of on-site meetings. The Company will also provide Internet, telephone, video or other means of participation to facilitate shareholders’ participation in Shareholders’ meetings. Shareholders who participate in the Shareholders’ meeting through the above means shall be deemed to be present.

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The time and venue of the on-site meeting shall be convenient for shareholders to attend. After the notice of the Shareholders’ meeting has been issued, the venue for holding the on-site Shareholders’ meeting shall not be changed without a justifiable reason. If a change is necessary, the convener shall announce the change at least two working days prior to the date when the on-site meeting is to be held and explain the reasons. If the securities regulatory rules of the place where the Company’s shares are [REDACTED] have special provisions on the procedures for postponing or cancelling the Shareholders’ meeting, such provisions shall prevail, provided that they are not in violation of the domestic regulatory requirements.

The Company will appoint lawyers to issue legal opinions and make public announcements on the following issues when convening Shareholders’ meeting:

- (i) whether the convening and convening procedures of the meeting comply with laws, administrative regulations and the Articles of Association;
- (ii) whether the qualifications of the participants and conveners are legal and valid;
- (iii) whether the voting procedures and voting results of the meeting are legal and valid;
- (iv) Legal opinions on other related issues as requested by the Company.

### Convening of Shareholders’ Meeting

The Board of Directors shall convene the Shareholders’ meeting on time within the prescribed time limit.

With the approval of a majority of all independent Directors, the independent Director shall have the right to propose to the Board of Directors to convene an extraordinary general meeting. With respect to the proposal of the independent Director requesting the convening of an extraordinary general meeting, the Board of Directors shall give written feedback on whether or not to agree to the convening of an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations and the Articles of Association. If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders’ meeting within 5 days after making the resolution of the Board of Directors; if the Board of Directors does not agree to convene an extraordinary general meeting, it shall state the reasons and make a public announcement.

The Audit Committee shall have the right to propose to the Board of Directors to convene an extraordinary general meeting, and shall submit such proposal to the Board of Directors in writing. The Board of Directors shall give written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the proposal, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules and the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association.

If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders’ meeting within 5 days after making the resolution of the Board of Directors. Any change to the original proposal in the notice shall be approved by the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give written feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or does not perform the duty of convening the Shareholders’ meeting, and the Audit Committee may convene and preside over the meeting on its own.

Shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company shall have the right to request the Board of Directors to convene an extraordinary general meeting and shall submit such request to the Board of Directors in writing. The Board of Directors shall provide written feedback on whether or not to agree to convene an extraordinary general meeting within 10 days after receiving the request, in accordance with laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association.



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If the Board of Directors agrees to convene an extraordinary general meeting, it shall issue a notice convening the Shareholders’ meeting within 5 days after making the resolution of the Board of Directors. Any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary general meeting, or fails to give feedback within 10 days after receiving the request, shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company shall have the right to propose to the Audit Committee to convene an extraordinary general meeting, and shall submit a request to the Audit Committee in writing.

If the Audit Committee agrees to convene an extraordinary general meeting, it shall issue a notice of convening the Shareholders’ meeting within 5 days after receiving the request, and any change in the original request in the notice shall obtain the consent of the relevant shareholders.

If the Audit Committee fails to issue a notice of the Shareholders’ meeting within the prescribed time, it shall be deemed that the Audit Committee has failed to convene and preside over the Shareholders’ meeting. Shareholders who individually or collectively hold more than 10% of the shares (including preference shares with restored voting rights) of the Company for more than 90 consecutive days may convene and preside over the Shareholders’ meeting by themselves.

If the Audit Committee or shareholders decide to convene the Shareholders’ meeting on their own, they shall notify the Board of Directors in writing and complete filings to the stock exchange.

The Audit Committee or convening shareholders shall submit relevant proof materials to the stock exchange when issuing the notice of Shareholders’ meeting and the announcement of resolutions of Shareholders’ meeting.

Before the announcement of the resolution of the Shareholders’ meeting, the shareholding ratio (including preference shares with restored voting rights) of the convening shareholders shall not be less than 10%.

The Board of Directors and the Board secretary shall cooperate with the Shareholders’ meeting convened by the Audit Committee or shareholders themselves. The Board of Directors shall provide a register of shareholders as at the shareholding registration date.

The Company shall bear the expenses necessary for Shareholders’ meeting convened by the Audit Committee or shareholders themselves.

### **Proposals and Notices of Shareholders’ Meeting**

The content of the proposal of Shareholders’ meeting shall fall within the scope of power of the Shareholders’ meeting, have clear topics and specific resolutions, and comply with the relevant provisions of laws, administrative regulations and the Articles of Association.

When the Company convenes a Shareholders’ meeting, the Board of Directors, the Audit Committee and shareholders holding more than 1% of the shares (including preference shares with restored voting rights) of the Company individually or jointly shall have the right to put forward proposals to the Company.

Shareholders who individually or collectively hold more than 1% of the shares (including preference shares with restored voting rights) of the Company may put forward temporary proposals and submit them to the convener in writing 10 days before the Shareholders’ meeting. The convener shall, issue a supplementary notice of the Shareholders’ meeting within two days of receiving the proposal, announce the content of the temporary proposal, and submit the temporary proposal to the Shareholders’ meeting for review. 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.

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Except for the circumstances stipulated in the preceding paragraph, the convener shall not modify the proposals already listed in the notice of the Shareholders’ meeting or add new proposals after issuing the notice of the Shareholders’ meeting.

For the publication of the supplementary notice of the Shareholders’ meeting, if there are special provisions under the securities regulatory rules of the place where the Company’s shares are [REDACTED], such provisions shall prevail, provided that the Company Law, the PRC Securities Law, the Trial Measures and other relevant applicable laws and regulations in the PRC are not violated. If the Shareholders’ meeting is postponed due to the publication of supplementary notice of the Shareholders’ meeting in accordance with the provisions of the securities regulatory rules of the place where the Company’s shares are [REDACTED], the convening of the Shareholders’ meeting shall be postponed in accordance with the provisions of the securities regulatory rules of the place where the Company’s shares are [REDACTED].

Proposals not listed in the notice of the Shareholders’ meeting or not in compliance with the Articles of Association shall not be voted on or resolved at the Shareholders’ meeting.

The convener shall notify each shareholder by way of an announcement 20 days before the annual Shareholders’ meeting, and the extraordinary general meeting shall notify each shareholder by way of an announcement 15 days before the meeting. Where laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, and the securities regulatory authorities of the place where the Company’s shares are [REDACTED] have other provisions, such provisions shall prevail.

The date of the meeting shall not be included in the calculation of the commencement period.

The notice of the Shareholders’ meeting shall include the following content:

- (i) the time, place and duration of the meeting;
- (ii) the matters and proposals to be reviewed at the meeting;
- (iii) a clear statement that all shareholders are entitled to attend the Shareholders’ meeting and may appoint a proxy in writing to attend the meeting and vote, and the proxy of shareholder does not need to be a shareholder of the Company;
- (iv) the record date for shareholders entitled to attend the Shareholders’ meeting;
- (v) the name and telephone number of the standing contact person for the meeting;
- (vi) the time and procedure for voting by network or other means; and
- (vii) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company’s shares are [REDACTED].

The notice of the Shareholders’ meeting and the supplementary notice shall fully and completely disclose all the specific contents of all proposals.

The start time of voting by network or other means at the Shareholders’ meeting shall not be earlier than 3:00 p.m. on the day before the on-site Shareholders’ meeting, nor later than 9:30 a.m. on the day of the on-site Shareholders’ meeting, and the end time shall not be earlier than 3:00 p.m. on the day of the on-site Shareholders’ meeting.

The interval between the shareholding registration date and the date of the meeting shall not be more than 7 working days. Once the shareholding registration date is confirmed, it shall not be changed.

If the election of Directors is to be discussed at the Shareholders’ meeting, the notice of the Shareholders’ meeting shall fully disclose the detailed information of the candidates for Directors, including at least the following contents:

- (i) if there are any circumstances in which the candidates are not allowed to be nominated as Directors; personal information such as educational background, work experience, concurrent positions and the directorship (including independent non-executive Director) of in other listed companies; specific details about their employment with the



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- shareholders, de facto controllers of the Company, etc. and their appointment as Directors, supervisors or senior management members in other organisations in the last five years;
- (ii) whether they are connected with the Company, or with the controlling shareholders and de facto controllers of the Company, the shareholders holding more than 5% of shares of the Company and their de facto controllers, with other Directors and the senior management members of the Company;
  - (iii) the number of shares held in the Company;
  - (iv) whether they have been punished by the CSRC or other relevant authorities or been reprimanded by a stock exchange; whether they have been investigated by judiciary authorities for suspected crimes or inspected by the CSRC or other regulatory authorities for suspected violation of laws or regulations and there has been no conclusion yet; if yes, the convener shall disclose the details of the aforementioned circumstances, reasons for recommending the candidates, whether there would be any impact on the regular operation and corporate governance of a listed company and the Company’s countermeasures therefor;
  - (v) whether they possess the qualifications required by the laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the securities regulatory rules of the places where the Company’s shares are [REDACTED] or the Articles of Association;
  - (vi) whether the candidates conducted any act of dishonesty; and
  - (vii) the information of the Directors appointed, or reappointed or transferred that must be disclosed according to the provisions of the Hong Kong Listing Rules.

Except for the election of Directors by cumulative voting system, each candidate for Director shall submit a single proposal.

After the notice of the Shareholders’ meeting has been given, the Shareholders’ meeting shall not be postponed or cancelled without justifiable reasons, and the proposals specified in the notice of the Shareholders’ meeting shall not be cancelled. In case of postponement or cancellation, the convener shall send an announcement at least 2 working days before the scheduled date and explain the reasons. Where the securities regulatory rules of the place where the Company’s shares are listed have special provisions on the procedures for postponing or cancelling the Shareholders’ meeting, such provisions shall prevail on the premise of not violating the domestic regulatory requirements.

### **Holding of Shareholders’ Meeting**

The Company’s Board of Directors and other conveners shall take necessary measures to ensure the normal order of the Shareholders’ meeting. Measures shall be taken to stop any behaviour that interferes with the operation of the meeting, provokes troubles and infringes upon the legitimate rights and interests of shareholders, which shall also be reported to the relevant departments for investigation and punishment in a timely manner.

All shareholders who are registered as at the shareholding registration date, or their proxies, shall be entitled to attend the Shareholders’ meeting and speak thereat, and exercise their voting rights in accordance with relevant laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association. Neither the Company nor the convener shall refuse such attendance or speaking on any grounds, unless individual shareholders are required to waive their voting rights on certain matters under the securities regulatory rules of the place where the Company’s shares are [REDACTED].

A shareholder may attend and vote at the Shareholders’ meeting in person or by proxy.

Individual shareholders who attend the meeting in person shall present their ID card or other valid certificates and evidences that can show their identity; if they authorise others to attend the meeting, the proxy shall present their valid ID card and shareholder’s power of attorney.

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Corporate shareholders shall be represented at the meeting by the legal representative or a proxy authorised by the legal representative. Legal representatives attending the meeting shall present their personal identity cards or valid documents that can prove its identity as the legal representative; proxies to attend the meeting shall present their personal identity cards, the written proxy statement (except for shareholders who are a Recognised Clearing House as defined under the relevant ordinances or securities regulatory rules of the place where the Company’s shares are listed in force in the laws of Hong Kong from time to time (the “**Recognised Clearing House**”)) legally issued by the legal representative of the corporate shareholder. Shareholders shall have the right to speak and vote at Shareholders’ meetings, except where individual shareholders are required by the Hong Kong Listing Rules to abstain from voting on individual matters.

If the shareholder is an Recognised Clearing House (or its proxy), such shareholder is entitled to appoint one or more persons it deems suitable to act as its proxy in any Shareholders’ meeting and creditors’ meeting, provided that, if more than one person is appointed as proxies, the power of attorney shall state the number and the class of shares represented by each of the proxies. The power of attorney shall be subject to the signature of the appointer of the Recognised Clearing House. The proxies so appointed may exercise rights (without certifying their due authorization by show of share certificate, notarised power of attorney and/or further evidence) on behalf of the Recognised Clearing House (or its proxy), and shall enjoy legal rights including the rights to speak and vote as other shareholders do, as if that proxy is an individual shareholder of the Company.

The proxy statement to appoint another person to attend the Shareholders’ meeting by a shareholder shall contain the following:

- (i) the name or title of the principal and the class and quantity of shares of the Company held;
- (ii) the name or title of the proxy;
- (iii) specific instructions of the shareholder, including instructions to vote for, against, or abstain on each approval matter listed on the agenda of the Shareholders’ meeting;
- (iv) the date of issuance and validity period of the power of attorney;
- (v) the signature (or seal) of the principal. If the principal is a corporate shareholder, the corporate seal shall be affixed.

The proxy form shall be kept at the domicile of the Company or at other places designated in the notice of the meeting not less than 24 hours prior to the time appointed for the holding of the meeting or 24 hours prior to the time appointed for voting. Where the instrument appointing a proxy is signed by another person authorised by the principal, the power of attorney or other authorisation documents authorised to be signed shall be notarised. The notarised power of attorney or other authorisation documents and the instrument appointing a proxy shall be kept at the domicile of the Company or at other places designated in the notice of the meeting.

If the principal is a legal person, it shall be represented by its legal representative or a person authorised by a resolution of the Board of Directors or other decision-making body to attend the Company’s Shareholders’ meeting.

The Company shall be responsible for the preparation of the meeting attendance register. The meeting attendance register shall state the name (or name of the entity), personal identification number, number of shares with voting rights held or represented, name of person being represented (or name of the entity), and other matters of the persons attending the meeting.

The convener and the lawyer engaged by the Company shall jointly verify the legality of shareholders’ qualifications according to the register of shareholders provided by the securities registration and settlement institution, and record the shareholders’ names (or titles) and the number of shares held by them with voting rights. Before the chairman of the meeting announces the number of shareholders and proxies attending the meeting and the total number of shares held by them with voting rights, the registration of meeting shall be terminated.

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If the Shareholders’ meeting requires Directors and senior management members to attend the meeting, the Directors and senior management members shall attend the meeting and accept shareholders’ inquiries.

The Shareholders’ meeting shall be presided over by the chairman of the Board of Directors. If the chairman of the Board of Directors is unable or unwilling to perform his/her duties, a Director elected by more than half of the Directors shall preside.

The Shareholders’ meeting convened by the Audit Committee shall be presided over by the convener of the Audit Committee. If the convener of the Audit Committee is unable or unwilling to perform his/her duties, a member by more than half of the members of the Audit Committee shall preside.

The Shareholders’ meeting convened by shareholders shall be presided over by the convener or a representative elected by the convener.

If the meeting chairperson violates the rules of procedure during the Shareholders’ meeting, making it impossible to continue the meeting, the Shareholders’ meeting may elect a person to act as the meeting chairperson with the consent of more than half of the voting rights held by the shareholders present at the meeting, and continue the meeting.

The Company shall formulate the rules of procedure of the Shareholders’ meeting to specify in details the convening, holding and voting procedures of the Shareholders’ meeting, including notice, registration, deliberation of proposal, voting, vote counting, announcement of voting results, formation of resolutions, minutes, the signing thereof and announcement, as well as the principles of authorization by the Shareholders’ meeting to the Board of Directors, of which the contents shall be clear and specific. The rules of procedure of the Shareholders’ meeting shall be an annex to the Articles and shall be formulated by the Board of Directors and approved at the Shareholders’ meeting.

The Board of Directors shall give reports on their work in the past year to the Shareholders’ meeting at the annual Shareholders’ meeting. Each independent Director shall also make a report on his/her work.

The Directors and senior management members shall make reply and explanation to all queries and proposals of the shareholders at the Shareholders’ meeting.

The chairman of the meeting shall announce the number of shareholders and proxies present at the meeting and the total number of shares carrying voting rights held by them before voting. The number of shareholders and proxies present in the meeting and the total number of shares carrying voting rights held by them shall be based on the registration for the meeting.

Minutes of the Shareholders’ meeting shall be kept by the Board secretary.

The minutes shall contain the following details:

- (i) time, place, agenda of meetings and names of the conveners;
- (ii) the names of the chairman of the meeting, the Directors, general manager and other senior management members attending or present at the meeting;
- (iii) the number of attending shareholders and proxies, their total number of shares with voting rights and the proportion of their shares to the total number of the Company’s shares;
- (iv) the review procedures, key points of speakers and resolution results of each proposal;
- (v) the number of voting shares held by shareholders of A shares and shareholders of H shares attending the Shareholders’ meeting, and proportion of total shares of the Company represented by such shares;
- (vi) the voting breakdown of shareholders of A shares and shareholders of H shares for each resolution;
- (vii) the inquiry opinions or recommendations of shareholders and the replies or elaborations thereon;

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- (viii) the names of lawyers, vote counters and vote scrutineer;
- (ix) other contents being recorded in the minutes in accordance with the requirements of the Articles of Association.

The convenor shall warrant that the contents of the minutes are true, accurate and complete. The Directors, the Board secretary, the convenor or their proxies attending the meeting, the chairman of the meeting shall sign on the minutes and ensure that the minutes are true, accurate and complete. The minutes, record of attendance of the shareholders, the proxy statement and valid information on online and other ways of votings shall be kept all together for a period of not less than 10 years.

The convenor shall ensure the continuation of the Shareholders’ meeting until a final resolution is reached. In the event of special reasons such as force majeure causing the interruption of the Shareholders’ meeting or no resolution can be made, necessary measures shall be adopted to restore the convening of the Shareholders’ meeting at the earliest possible or to directly terminate the Shareholders’ meeting and make announcement/report in a timely manner, in accordance with laws, administrative regulations, departmental rules, normative documents, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company’s shares are [REDACTED]. The convenor shall at the same time report to the branch office of the CSRC and the stock exchange at the place where the Company is domiciled.

### **Voting and Resolutions at the Shareholders’ Meeting**

Resolutions of the Shareholders’ meeting are divided into ordinary resolutions and special resolutions.

An ordinary resolution of the Shareholders’ meeting shall be passed by more than half of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

A special resolution of the Shareholders’ meeting shall be passed by more than two-thirds of the voting rights held by the shareholders (including shareholder proxies) present at the meeting.

The following matters shall be passed by the Shareholders’ meeting as ordinary resolutions:

- (i) the work report of the Board of Directors;
- (ii) the profit distribution plan and loss recovery plan proposed by the Board of Directors;
- (iii) the appointment and dismissal of board members and their remuneration and payment methods;
- (iv) Other matters except those that, as stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Articles of Association, shall be passed by a special resolution.

The following matters shall be passed by the Shareholders’ meeting as special resolutions:

- (i) the increase or decrease of the Company’s registered capital;
- (ii) the division, merger, dissolution, and liquidation of the Company, or change in the organisational form of the Company;
- (iii) listing of a subsidiary by division;
- (iv) amendments of the Articles of Association and its’ attachments (including rules of procedure for the Shareholders’ meeting, rules of procedure for the Board of Directors);
- (v) the purchase and disposal of material assets by the Company within one year or guarantee amount exceeding 30% of the Company’s total assets derived from the latest audited consolidated financial statements;
- (vi) the share incentive schemes;
- (vii) issuance of shares, convertible corporate bonds, preferred shares and other kinds of securities recognised by the CSRC;
- (viii) share repurchased to reduce registered capital;
- (ix) material assets reorganisation;

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- (x) a resolution of the shareholders’ meeting of the Company to voluntarily withdraw the listing of its shares for trading on the Shenzhen Stock Exchange and/or The Stock Exchange of Hong Kong Limited, and a decision not to trade on an exchange or instead to apply for trading or transfer on other trading venues;
- (xi) other matters stipulated by laws, administrative regulations, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], or the Company’s Articles of Association, and matters identified by an ordinary resolution of the shareholders’ meeting as having a material impact on the Company and requiring adoption by a special resolution.

The proposals referred to in items (iii) and (x) of the preceding paragraph, in addition to being approved by more than two-thirds of the voting rights held by shareholders present at the shareholders’ meeting, must also be approved by more than two-thirds of the voting rights held by shareholders other than the Company’s Directors, senior management and shareholders individually or collectively holding 5% or more of the Company’s shares present at the meeting. For the purposes of this Article, the A shares and H shares of the Company are deemed to be the same class of shares.

Shareholders (including shareholder proxies) exercise their voting rights based on the number of voting shares they represent, with one share enjoying one vote.

When the shareholders’ meeting deliberates on material matters affecting the interests of small and medium investors, the votes of small and medium investors shall be counted separately. The results of the separate count shall be publicly disclosed in a timely manner.

The Company’s own shares held by the Company have no voting rights, and such shares are not counted in the total number of voting shares present at the shareholders’ meeting.

Where a shareholder purchases voting shares of the Company in violation of the provisions of Article 63, paragraphs 1 and 2 of the PRC Securities Law, the portion of shares exceeding the prescribed proportion shall not be entitled to voting rights for thirty-six months from the date of purchase, and shall not be counted in the total number of voting shares present at the shareholders’ meeting. According to laws, regulations, the Hong Kong Listing Rules, the SZSE Listing Rules and other regulatory rules of the place where the Company’s shares are listed, if any shareholder is required to abstain from voting on a particular resolution, or if any shareholder is restricted to only voting in favour (or against) a particular resolution, then votes cast by such shareholders or their proxies in violation of such requirements or restrictions shall not be counted in the total number of voting shares.

The Company’s Board of Directors, independent Directors, shareholders holding more than one percent of the voting shares, or investor protection institutions established in accordance with laws, administrative regulations, CSRC provisions, the Hong Kong Listing Rules, the SZSE Listing Rules, or the securities regulatory rules of the place where the Company’s shares are [REDACTED], may publicly solicit shareholders’ voting rights. Solicitation of shareholders’ voting rights shall fully disclose specific voting intentions and other information to the solicited persons. Solicitation of shareholders’ voting rights for compensation or in a manner that is disguised as compensation is prohibited. Except as otherwise provided by law, the Company shall not impose a minimum shareholding percentage requirement for soliciting voting rights.

When the shareholders’ meeting deliberates on related/connected transaction matters, related/connected shareholders shall not participate in the voting, and the number of voting shares they represent shall not be counted in the total valid votes; the announcement of the shareholders’ meeting resolution shall fully disclose the voting results of non-connected shareholders.



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When deliberating connected transactions, the procedures for abstention and voting by shareholders with a connected relationship are as follows:

- (1) If a matter to be considered by the shareholders’ meeting is related to a certain shareholder, that shareholder shall disclose their related relationship to the Company’s Board of Directors before the date of the shareholders’ meeting;
- (2) When the shareholders’ meeting deliberates on a related transaction matter, the meeting convener shall announce the shareholders with a related relationship and explain and clarify the related relationship between the related shareholder and the related transaction matter;
- (3) The meeting convener shall announce that the related shareholders shall abstain, and the related transaction matter shall be considered and voted on by non-connected shareholders;
- (4) A resolution on a connected matter must be passed by more than half or more than two-thirds of the voting shares held by non-related shareholders;
- (5) If a related shareholder fails to disclose their related relationship or abstain from voting on a related matter in accordance with the above procedures, the resolution on that related matter shall be invalid, and a re-vote shall be conducted.

### BOARD OF DIRECTORS

#### Directors

The Directors of the Company may include executive Directors, non-executive Directors and independent Directors. Non-executive Directors refer to Directors who do not hold management positions in the Company; independent Directors refer to persons who meet the requirements stipulated in Chapter V, Section 3 of the Company’s Articles of Association. All independent non-executive Directors must also meet the independence requirements of the Hong Kong Listing Rules. The Company’s Directors are natural persons. Directors shall possess the qualifications required by laws, administrative regulations, rules, and the securities regulatory rules of the place where the Company’s shares are [REDACTED]. A person cannot serve as a Director of the Company under any of the following circumstances:

- (i) No capacity for civil conduct or has limited capacity for civil conduct;
- (ii) Has been subject to criminal punishment for corruption, bribery, embezzlement of property, misappropriation of property, or disrupting the socialist market economy order, or has been deprived of political rights due to a crime, where less than five years have elapsed since the completion of the sentence; or where a suspended sentence has been announced, less than two years have elapsed since the probation period ended;
- (iii) Served as a Director, factory Director, or manager of a company or enterprise that was bankrupt and liquidated, and bore personal responsibility for the bankruptcy, where less than three years have elapsed since the completion of the bankruptcy and liquidation of that company or enterprise;
- (iv) Served as the legal representative of a company or enterprise whose business licence was revoked or which was ordered to close due to a violation of law, and bore personal responsibility, where less than three years have elapsed since the revocation of the business licence or the date it was ordered to close;
- (v) An individual who is listed as a dishonest person subject to enforcement by a People’s Court due to failure to repay a relatively large personal debt when due;
- (vi) Has been subject to a market entry ban by the CSRC, and the ban period has not yet expired;
- (vii) Other circumstances specified by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, or the regulatory rules of the place where the Company’s shares are [REDACTED].

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The election, appointment, or employment of a Director in violation of the foregoing provisions shall be invalid. If a Director develops any of the circumstances described in this Article during their term of office, the Company will remove them from their position and terminate their duties.

Directors are elected or replaced by the shareholders’ meeting, and may be removed from office by the shareholders’ meeting before the expiry of their term. Directors serve a term of three years and may be re-elected upon expiration of their term, provided that the consecutive term of an independent Director shall not exceed six years.

The term of a Director commences from the date they assume office and ends on the date the term of the current Board of Directors expires. If a Director’s term expires and a re-election is not conducted in a timely manner, the original Director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Company’s Articles of Association, until a newly elected Director assumes office.

A Director may also serve as the general manager or another senior management member, but the total number of Directors concurrently serving as the general manager or another senior management member, as well as Directors elected as staff representatives, shall not exceed one-half of the total number of Directors of the Company.

Directors shall abide by laws, administrative regulations, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Company’s Articles of Association. They shall take measures to avoid conflicts of interest between themselves and the Company, shall not use their positions to seek improper benefits, and owe the following duties of loyalty to the Company:

- (i) Shall not misappropriate Company property or misuse Company funds;
- (ii) Shall not deposit Company funds in accounts opened in their own name or in the names of others;
- (iii) Shall not take advantage of their position and power to accept bribes or other illegal income;
- (iv) Shall not, without reporting to the Board of Directors or the shareholders’ meeting and obtaining approval by resolution of the Board of Directors or the shareholders’ meeting in accordance with the Company’s Articles of Association, directly or indirectly enter into contracts or conduct transactions with the Company;
- (v) Shall not, by taking advantage of their position, seek business opportunities belonging to the Company for themselves or others, except where such opportunities are reported to the Board of Directors or the shareholders’ meeting and approved by a resolution of the shareholders’ meeting, or where the Company cannot take advantage of such business opportunities due to laws, administrative regulations, or the Company’s Articles of Association;
- (vi) Shall not, without reporting to the Board of Directors or the shareholders’ meeting and obtaining approval by a resolution of the shareholders’ meeting, operate for themselves or for others any business of the same type as that of the Company;
- (vii) Shall not accept commissions from others’ transactions with the Company as their own;
- (viii) Shall not disclose Company secrets without authorisation;
- (ix) Shall not use their related relationships to harm the interests of the Company;
- (x) Other duties of loyalty stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company’s shares are [REDACTED] and the Company’s Articles of Association.

Any income obtained by a Director in violation of the provisions of this Article shall belong to the Company; if losses are caused to the Company, they shall bear compensation liability.



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Where close relatives of a Director or senior management member, enterprises directly or indirectly controlled by a Director or senior management member or their close relatives, or related/connected persons having other related/connected relationships with a Director or senior management member, enter into contracts or conduct transactions with the Company, the provisions of item (iv) above shall apply.

Directors shall abide by laws, administrative regulations and the Company’s Articles of Association. When performing their duties, they shall exercise the reasonable care typically exercised by managers in the best interests of the Company, and owe the following duties of diligence to the Company:

- (i) Shall exercise the powers granted by the Company prudently, conscientiously and diligently to ensure that the Company’s business conduct complies with national laws, administrative regulations and various national economic policies, and that business activities do not exceed the scope of business specified in the business licence;
- (ii) Shall treat all shareholders fairly;
- (iii) Shall keep abreast of the Company’s business operations and management status in a timely manner;
- (iv) Shall sign written confirmation opinions on the Company’s periodic reports, and ensure that the information disclosed by the Company is true, accurate and complete;
- (v) Shall truthfully provide relevant information and materials to the audit committee, and shall not hinder the audit committee from exercising its powers;
- (vi) Other duties of diligence stipulated by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company’s shares are [REDACTED] and the Company’s Articles of Association.

A Director who fails to attend a Board of Directors meeting in person on two consecutive occasions, and also fails to appoint another Director to attend on their behalf, is deemed unable to perform their duties, and the Board of Directors shall recommend to the shareholders’ meeting that such Director be replaced.

A Director may resign before the expiry of their term. A Director’s resignation shall be submitted to the Company by a written resignation report. The Board of Directors will disclose relevant information within 2 days.

If a Director’s resignation causes the Company’s Board of Directors to fall below the minimum statutory number, or if an independent Director’s resignation causes the proportion of independent Directors in the Board of Directors or its specialised committees to not comply with laws, regulations or the Company’s Articles of Association, or if the Board of Directors lacks an accounting professional among its independent Directors, the original Director shall continue to perform their duties in accordance with laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the regulatory rules of the place where the Company’s shares are [REDACTED] and the Company’s Articles of Association, until a newly elected Director assumes office.

If the resignation or removal of an independent Director results in the proportion of independent Directors in the Board of Directors or its specialised committees falling below the requirements stipulated in the Company’s Articles of Association or relevant procedural rules, or if the Board lacks an accounting professional among its independent Directors, the independent Director shall continue to perform their duties until a new independent Director is appointed. The Company shall complete the by-election within 60 days from the date of occurrence of the aforementioned event.

Except for the circumstances described in the preceding paragraph, a Director’s resignation becomes effective on the date the Company receives the resignation report.

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The Company establishes a Director departure management system, specifying safeguard measures for recourse and compensation for unfulfilled public commitments and other outstanding matters after departure. A Director’s resignation becomes effective or their term expires, they shall complete all handover procedures with the Board of Directors. Their duty of loyalty to the Company and shareholders does not automatically terminate upon expiry of their term but remains effective for a reasonable period stipulated in the Company’s Articles of Association. The liability a Director should bear for performing their duties during their term of office is not exempted or terminated upon departure. Their obligation to maintain the confidentiality of the Company’s trade secrets remains effective after their term ends until such secrets become public information. The duration of other duties shall be determined based on principles of fairness, considering the length of time between the event and departure and under what circumstances and conditions the relationship with the Company ended.

The shareholders’ meeting may resolve to remove a Director, and such removal shall take effect on the date the resolution is made.

If a Director is removed before the expiry of their term without justifiable reason, the director may claim compensation from the Company.

Without authorization stipulated by the Company’s Articles of Association or lawful authorisation by the Board of Directors, no Director may represent the Company or the Board of Directors in their own name. When a Director acts in their own name, and a third party could reasonably believe the Director is acting on behalf of the Company or the Board of Directors, the Director shall declare their position and identity in advance.

If a Director causes damage to others while performing Company duties, the Company shall bear compensation liability; if the Director acted with intent or gross negligence, they shall also bear compensation liability.

If a Director violates laws, administrative regulations, departmental rules, or the Company’s Articles of Association while performing Company duties, causing losses to the Company, they shall bear compensation liability.

### **Board of Directors**

The Company has a Board of Directors, which is responsible to the shareholders’ meeting.

The Board of Directors shall consist of nine Directors, including 1 Director representing employees, three independent Directors, and shall have 1 Chairman.

The Board of Directors exercises the following powers:

- (i) To convene shareholders’ meetings and report on its work to them;
- (ii) To implement resolutions passed at shareholders’ meetings;
- (iii) To determine the Company’s operational plans and investment plans;
- (iv) To formulate the Company’s profit distribution plans and plans for making up losses;
- (v) To formulate plans for increasing or decreasing the Company’s registered capital, issuing bonds or other securities and listing;
- (vi) To draft plans for major acquisitions, acquisition of the Company’s shares, or merger, division, dissolution, or change of the Company’s form;
- (vii) To decide, within the authorisation scope of the shareholders’ meeting, on matters such as the Company’s external investments, purchases and sales of assets, asset pledges, external guarantees, entrustment of wealth management, connected transactions and external donations;
- (viii) To establish the Company’s internal management structure;

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- (ix) To appoint or dismiss the Company’s general manager, Board secretary and other senior management members, and decide on their remuneration and rewards or penalties; to appoint or dismiss the deputy general manager, chief financial officer and other senior management members nominated by the general manager, and decide on their remuneration and rewards or penalties;
- (x) To formulate the Company’s basic management systems;
- (xi) To formulate plans for amending the Company’s Articles of Association;
- (xii) To manage the Company’s information disclosure matters;
- (xiii) To propose to the shareholders’ meeting the appointment or replacement of the accounting firm auditing the Company;
- (xiv) To hear work reports from the Company’s general manager and inspect the general manager’s work;
- (xv) Other powers conferred by laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the SZSE Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED], the Company’s Articles of Association, or the shareholders’ meeting.

Matters beyond the scope of authorisation delegated by the shareholders’ meeting shall be submitted to the shareholders’ meeting for consideration.

The Company’s Board of Directors shall provide an explanation to the shareholders’ meeting regarding any non-standard audit opinion on the Company’s financial reports issued by certified public accountants.

The Board of Directors formulates the rules of procedure of the Board of Directors to ensure the Board implements resolutions of the shareholders’ meeting, improves work efficiency, and ensures scientific decision-making. The rules of procedure of the Board of Directors stipulate the procedures for convening and voting of the Board of Directors, and shall be attached as an appendix to the Articles of Association, formulated by the Board of Directors and approved by the shareholders’ meeting.

The Board of Directors shall determine the limits of authority for external investments, purchases and sales of assets, asset pledges, external guarantee matters, entrustment of wealth management, connected transactions, external donations, etc., and establish strict review and decision-making procedures; major investment projects shall be evaluated by relevant experts and professionals and submitted to the shareholders’ meeting for approval.

The Board of Directors shall review the following transactions within its limits of authority:

- (i) Purchase or sale of assets;
- (ii) External investments (including entrusted wealth management, investments in subsidiaries, etc., excluding the establishment or capital increase of wholly-owned subsidiaries);
- (iii) Provision of financial assistance (including entrusted loans);
- (iv) Provision of guarantees (referring to guarantees provided by the Company for others, including guarantees for controlled subsidiaries);
- (v) Leasing or leasing out assets;
- (vi) Signing management contracts (including entrusted management, trustee management, etc.);
- (vii) Gifts or receipt of assets;
- (viii) Debt or debt restructuring;
- (ix) Transfer of research and development projects;
- (x) Signing licensing agreements;
- (xi) Waiver of rights (including waiver of pre-emptive rights, waiver of rights to pre-emptively contribute capital, etc.).

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The purchase and sale of assets mentioned above do not include the purchase of raw materials, fuel and power related to daily operations, nor the sale of products, goods and other assets related to daily operations. However, if an asset swap involves the purchase or sale of such assets, they are still included.

1. Transactions (excluding provision of guarantees, provision of financial assistance) incurred by the Company that meet any of the following criteria shall be submitted to the Board of Directors for consideration:
  - (1) The total assets involved in the transaction account for 10% or more of the Company’s total assets derived from the latest audited consolidated financial statements; where the total assets involved in the transaction have both a book value and an appraised value, the higher value shall be used as the basis for calculation;
  - (2) The operating revenue related to the subject matter of the transaction (e.g., equity) in the most recent fiscal year accounts for 10% or more of the Company’s operating revenue for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB10.00 million;
  - (3) The net profit related to the subject matter of the transaction (e.g., equity) in the most recent fiscal year accounts for 10% or more of the Company’s net profit for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB1.00 million;
  - (4) The transaction consideration (including the assumption of debt and expenses) accounts for 10% or more of the Company’s net assets derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB10.00 million;
  - (5) The profit generated by the transaction accounts for 10% or more of the Company’s net profit for the most recent fiscal year derived from the latest audited consolidated financial statements, and the absolute amount exceeds RMB1.00 million.

If the data involved in the above indicators are negative, their absolute values shall be used for calculation.

Transaction matters exceeding the approval limit of the Board of Directors shall be submitted to the shareholders’ meeting for approval after being considered and approved by the Board of Directors.

2. Where the Company provides financial assistance, it must be approved by more than two-thirds of the Directors at a Board of Directors meeting and a resolution passed, and fulfil information disclosure obligations in a timely manner.

If a financial assistance matter falls under any of the following circumstances, it shall be submitted to the shareholders’ meeting for consideration after being considered and approved by the Board of Directors:

- (1) The latest audited debt-to-asset ratio of the recipient exceeds 70%;
- (2) The amount of a single financial assistance or the cumulative amount of financial assistance provided within twelve consecutive months exceeds 10% of the Company’s net assets derived from the latest audited consolidated financial statements.

If the recipient of the financial assistance is a controlled subsidiary within the Company’s consolidated reporting scope in which the Company holds more than 50% of the shares, the provisions of the preceding two paragraphs shall not apply.

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3. The approval limits for connected transactions (excluding provision of guarantees, provision of financial assistance) between the Company and connected persons are as follows:
- (1) Connected transaction matters between the Company and connected individuals involving an amount exceeding RMB300,000 (including the cumulative amount of connected transactions with the same subject matter or the same connected person within 12 consecutive months, the same below) but not exceeding RMB30.00 million or less than 5% of the absolute value of the Company’s net assets derived from the latest audited consolidated financial statements (excluding the Company’s provision of guarantees, the same below), shall be implemented after being considered and approved by the Board of Directors;
  - (2) Connected transaction matters between the Company and connected legal persons involving an amount exceeding RMB3.00 million and accounting for 0.5% or more of the absolute value of the Company’s net assets derived from the latest audited consolidated financial statements, but not exceeding RMB30.00 million or less than 5% of the absolute value of the Company’s net assets derived from the latest audited consolidated financial statements, shall be implemented after being considered and approved by the Board of Directors;
  - (3) For connected transactions between the Company and connected persons (including both connected individuals and connected legal persons) (excluding provision of guarantees) involving an amount exceeding RMB30.00 million and accounting for 5% or more of the absolute value of the Company’s net assets derived from the latest audited consolidated financial statements, the Company shall engage a securities service institution with qualifications for executing securities and futures related businesses to conduct an appraisal or audit of the subject matter. After being considered and approved by the Board of Directors, the transaction shall be submitted to the shareholders’ meeting for consideration. For connected transactions related to daily operations, the subject matter of the transaction may not be audited or appraised.

When the Board of Directors considers and approves related transactions, the related Directors shall avoid voting and shall not exercise voting rights on behalf of other Directors. The Board meeting may be held with the attendance of more than half of the non-related Directors, and the resolution made at the Board meeting shall be approved by more than half of the non-related Directors. Where there are less than three non-related Directors present at the Board of Directors, the Company shall submit the transaction to the Shareholders’ meeting for consideration and approval. The related party transactions that meet the disclosure threshold shall, upon approval by more than half of all independent Directors, be submitted to the Board of Directors for consideration and disclosed in a timely manner.

4. The following transactions between the Company and related persons may be exempted from being submitted to the Shareholders’ meeting for consideration and approval in accordance with the provisions of this article:
- (1) the Company participates in a public bidding or public auction for non-specific objects (excluding limited means such as an invitation to bid);
  - (2) transactions in which the Company obtains benefits unilaterally, including receiving cash assets, obtaining a debt relief, accepting guarantees and assistance, etc.;
  - (3) the pricing of related transactions is stipulated by the State;
  - (4) the related person provides funds to the Company, and the interest rate shall not be higher than the loan interest rate standard for the same period as stipulated by the PBOC;
  - (5) the Company provides products and services to Directors and senior management members under the same transaction conditions as non-related persons.



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5. the following transactions between the Company and related persons may be exempted from performing relevant obligations in the manner of related transactions:
- (1) either party subscribes in cash for shares, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
  - (2) either party, as a member of the underwriting syndicate, underwrites the stocks, corporate bonds or enterprise bonds, convertible corporate bonds or other derivatives publicly issued by the other party;
  - (3) either party receives dividends, bonuses or remuneration in accordance with the resolution of the other party’s Shareholders’ meeting;
  - (4) other circumstances recognised by the SZSE where the shares are [REDACTED].

When the Company provides guarantee to a related person, in addition to approval by more than half of all not related Directors, the guarantee shall also be approved by more than two-thirds of the not related Directors attending the Board meeting, and a resolution should be made and submitted to the Shareholders’ meeting for review. Where the Company provides guarantees for the controlling Shareholder, de facto controller and its related parties, the controlling Shareholder, de facto controller and its related parties shall provide counter guarantees.

The Board of Directors shall have one chairman. The chairman shall be elected by more than half of all the Directors.

The chairman shall exercise the following functions and powers:

- (i) to preside over Shareholders’ meetings and to convene and preside over Board meetings;
- (ii) to procure and examine the implementation of resolutions of the Board of Directors;
- (iii) other functions and powers delegated by the Board of Directors;
- (iv) to exercise special right of disposal of the Company’s affairs that conform to laws as well as the Company’s interests in case of emergency arising from force majeure such as catastrophic natural disasters, and report to the Board of Directors and the Shareholders’ meeting timely afterwards;

Where the chairman cannot or does not fulfil the duty thereof, majority of the Directors may jointly elect a Director to preside over the meeting.

The Board of Directors meets regularly at least four times every year and it shall be convened by the chairman. All Directors shall be informed in written 14 days (excluding the meet date) prior to convening of the meeting.

An extraordinary Board meeting may be convened if proposed by Shareholders with more than one-tenth of voting rights, more than one-third of Directors, or the audit committee. The chairman shall convene and preside over a Board meeting within ten days after receipt of the proposal.

The Board of Directors shall convene an extraordinary Board meeting by means of person sent mail, fax, e-mail, telephone, registered mail or other forms; the time limit for the notice shall be: not later than 3 days prior to the convening of the extraordinary Board meeting, if an extraordinary Board meeting needs to be held quickly due to urgent circumstances, a meeting notice may be given at any time by telephone or other oral methods, provided that the convener shall make an explanation thereof at the meeting. With the unanimous agreement of all Directors, the time limit may be exempted.

A notice of a Board meeting shall contain the following contents:

- (i) Date and venue of the meeting;
- (ii) Duration of the meeting;
- (iii) Reason for convening the meeting and agenda thereof;
- (iv) The date of the notice.

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The general manager and the Board secretary who do not serve concurrently as Directors shall attend Board meetings. The chairman of the meeting may, where he/she deems necessary, may notify other relevant persons to attend Board meetings without voting rights.

Board meetings should be held only in the presence of more than half of Directors. Resolutions of the Board of Directors shall be passed by more than half of all the Directors.

Voting on resolutions of the Board of Directors shall be conducted on a one-person-one-vote basis.

If a Director has a connected relationship with an enterprise or individual involved in a matter resolved at a Board meeting, such Director shall promptly report in writing to the Board of Directors. A Director who has a connected relationship shall not exercise his or her right to vote regarding such resolution, nor shall he or she exercise the voting right on behalf of other Directors. The Board meeting may be held with the attendance of more than half of the non-related Directors, and the resolution made at the Board meeting shall be approved by more than half of the non-related Directors. Where there are less than three non-related Directors present at the Board of Directors, the Company shall submit it to the Shareholders’ meeting for consideration and approval.

### **Special Committees under the Board of Directors**

The Board of Directors of the Company shall establish an audit committee to exercise functions and powers of the supervisory Board stipulated under the Company Law.

The Audit Committee shall consist of three or more non-executive Directors. Among them, at least one independent Director shall be an accounting professional with appropriate professional qualifications or accounting or related financial management expertise in compliance with Rule 3.10 (2) of the Hong Kong Listing Rules. The Audit Committee must be composed of a majority of independent Directors and shall have a chairman who shall be an accounting professional among the independent Directors. The members the chairman of the Audit Committee shall be elected or replaced by the Board of Directors. Employee representatives who are members of the Board of Directors of the Company may serve as members of the Audit Committee.

The Audit Committee shall be responsible for reviewing the Company’s financial information and its disclosure, and supervising and evaluating the internal and external audit work and internal controls. Proposals in respect of the following matters shall be submitted to the Board of Directors for consideration only with the approval of more than half of all members of the Audit Committee:

- (i) disclosure of financial information in the financial and accounting reports and periodic reports, and the internal control assessment report;
- (ii) appointment or removal of the accounting firm undertaking the audit work of the Company;
- (iii) appointment or removal of the person in charge of finance of the Company;
- (iv) change in accounting policies or accounting estimates or rectification of significant accounting errors for reasons other than a change in accounting standards;
- (v) other matters stipulated under the laws, administrative regulations, the provisions of the CSRC, the securities regulatory rules of the place where the Company’s shares are [REDACTED], the Hong Kong Listing Rules, the SZSE Listing Rules and the Articles of Association.

The Audit Committee shall convene at least one meeting every quarter. Extraordinary meetings may be convened upon the proposal of two or more members or when the convener deems it necessary. Meetings of the Audit Committee shall be held only when attended by more than two-thirds of its members.

Resolutions of the Audit Committee shall be passed by more than half of its members.

Voting on resolutions of the Audit Committee shall be on a one-person-one-vote basis.



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Meeting minutes shall be prepared for the resolutions of the Audit Committee in accordance with regulations, and members of the Audit Committee attending the meeting shall sign the meeting minutes.

The rules of procedure for the Audit Committee shall be formulated by the Board of Directors.

The Board of Directors of the Company establishes other special committees including Strategy Committee, Nomination Committee and Remuneration and Appraisal Committee, which perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors. Proposals from special committees shall be submitted to the Board of Directors for review and decision. The rules of procedure for special committees shall be formulated by the Board of Directors.

The Strategy Committee shall consist of three Directors, including one independent Director, the main duties of which is studying and advising on long-term strategic development, material investment decisions and other matters.

The Nomination Committee shall comprise at least three Directors, the majority of which shall be independent Directors. The Nomination Committee shall have a chairman who shall be an independent Director. The Nomination Committee shall comprise at least one Director of different gender.

The Remuneration and Appraisal Committee shall comprise at least three Directors, the majority of which shall be independent Directors. The Remuneration and Appraisal shall have a chairman who shall be an independent Director.

The Nomination Committee of the Board of Directors is responsible for formulating the standards and procedures for the selection of Directors and senior management members, selecting and reviewing the candidates for Directors and senior management members and their qualifications for office, as well as make recommendations to the Board of Directors on the following matters:

- (i) nomination, appointment or removal of Directors;
- (ii) appointment or dismissal of senior management members;
- (iii) other matters stipulated in laws, administrative regulations, regulations of the CSRC and the Articles of Association.

If the Board of Directors fails to adopt or fails to fully adopt the recommendations of the Nomination Committee, it shall record the opinions of the Nomination Committee and the specific reasons for non-adoption in the resolutions of the Board of Directors, and make disclosures accordingly.

The Remuneration and Appraisal Committee is responsible for formulating appraisal standards for Directors and senior management members and conducting appraisals, formulating and reviewing the remuneration policies and proposals including compensation decision mechanism and process, payment and stop-payment recourse arrangements for Directors and senior management members, as well as making recommendations to the Board of Directors on the following matters:

- (i) the remuneration of Directors and senior management members;
- (ii) the formulation or amendment of equity incentive plans, employee stock ownership plans, grant of rights to incentive recipients and the achievement of conditions for the exercise of such rights by incentive recipients;
- (iii) the arrangement of stock ownership plans for Directors and senior management members in the event of a proposed spin-off of a subsidiary;
- (iv) other matters stipulated by laws, administrative regulations, the provisions of the CSRC and the Articles of Association.

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If the Board of Directors fails to adopt or fails to fully adopt the recommendations of the Remuneration and Appraisal Committee, it shall record the opinions of the Remuneration and Appraisal Committee and the specific reasons for non-adoption in the resolutions of the Board of Directors, and make disclosures accordingly.

### **General Manager and Other Senior Management Members**

The Company shall appoint one general manager, who shall be appointed or removed by the Board of Directors.

The Company also has deputy general managers, who shall be appointed or removed by the Board of Directors.

The general manager, deputy general managers, the chief financial officer and the secretary to the Board of Directors of the Company shall be the senior management members of the Company.

The provisions under the Articles of Association concerning disqualifications for Directors and the resignation management system shall also apply to the senior management members.

The provisions under the Articles of Association concerning the duties of loyalty and diligence of Directors shall also apply to senior management members.

Persons who hold administrative positions other than Directors and supervisors of the controlling Shareholders of the Company shall not serve as a senior management member of the Company.

Senior management members of the Company may only receive remuneration from the Company and may not be paid by the controlling Shareholder.

The term of office of the general manager shall be three years, and the general manager may be re-elected for consecutive terms.

The general manager shall be responsible to the Board of Directors and exercise the following powers:

- (i) to preside over the production and operation management of the Company, organise the implementation of the resolutions of the Board of Directors, and report to the Board of Directors;
- (ii) to organise the implementation of the Company’s annual business plan and investment programme;
- (iii) to draft the Company’s internal management structure plan;
- (iv) to draft the basic management system of the Company;
- (v) to formulate specific rules and regulations for the Company;
- (vi) to propose to the Board of Directors the appointment or dismissal of the Company’s deputy general managers and chief financial officer;
- (vii) to decide on the appointment or dismissal of management members, except for those whose appointment or dismissal shall be decided by the Board of Directors;
- (viii) other powers conferred by the Articles of Association or the Board of Directors.

The general manager shall attend the meetings of the Board of Directors.

The general manager shall prepare the detailed working rules for the general manager, which shall be submitted to the Board of Directors for approval before its implementation.

The detailed working rules for the general manager shall include:

- (i) the conditions and procedures for the general manager’s meeting and the persons to attend such meeting;
- (ii) the specific duties for the general manager and other senior management members and the assignment of responsibilities between them;

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- (iii) the authority with respect to the use of the funds and assets of the Company and the execution of material contracts as well as the reporting system to make reports to the Board of Directors;
- (iv) other matters considered necessary by the Board of Directors.

The general manager may resign before the expiration of his/her term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labour contracts between the general manager and the Company.

The deputy general manager is nominated by the general manager and appointed or dismissed by the Board of Directors. If the general manager is temporarily unable to perform his/her functions and powers for some reason, he/she may temporarily authorise other deputy general managers to perform some or all of his functions and powers on his/her behalf. If the deputy general manager is temporarily unable to perform his/her functions and powers for a longer time (more than 30 working days), the candidate for acting general manager shall be submitted to the Board of Directors for decision.

The Company shall have a Board secretary, who shall be responsible for the preparations for Shareholders’ meetings and Board meetings of the Company, keeping of documentation and the management of Shareholders’ data, handling of matters relating to information disclosure, etc.

The Board secretary shall be nominated by the chairman and appointed or dismissed by the Board of Directors.

The Board secretary shall comply with the relevant provisions of laws, administrative regulations, departmental rules, the Hong Kong Listing Rules, the securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association.

Where a senior management member causes damage to others in the course of performing his/her duties, the Company shall be liable for compensation; where the senior management member acts with willful or material default, he/she shall also be liable for compensation.

Where a senior management member, in discharging his/her duty with the Company in violation of the laws, administrative regulations, departmental rules or the Articles of Association, causes damage to the Company, he/she shall bear the liability of compensation.

Senior management members of the Company shall faithfully perform their duties and safeguard the best interests of the Company and all Shareholders. If any senior management member of the Company causes damage to the interests of the Company and its public Shareholders due to failure in faithfully performing his/her duties or violation of his/her fiduciary duties, he/she shall be liable for compensation in accordance with the laws.

### **FINANCIAL AND ACCOUNTING SYSTEM, DISTRIBUTION OF PROFITS AND AUDIT**

#### **Financial and Accounting System**

The Company shall establish its financial accounting system in accordance with laws, administrative regulations, regulatory rules of the Company’s stock listing place and departmental rules.

Within four months after the end of each fiscal year, the Company shall submit and disclose its annual report to the local office of the CSRC and the stock exchange. Within two months after the end of the first half of each fiscal year, the Company shall submit and disclose its interim report to the local office of the CSRC and the stock exchange.

The aforementioned annual report and interim report shall be prepared in accordance with relevant laws, administrative regulations, and regulations of the CSRC and the stock exchange.

The Company’s Board of Directors shall put in place before the Shareholders at every annual Shareholders’ meeting such financial reports which the relevant laws, administrative regulations, the Hong Kong Listing Rules and regulatory documents require the Company to prepare.

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The Company shall not establish separate accounting books in addition to the statutory accounting books. The Company’s assets shall not be stored in accounts opened in the name of any individual.

When distributing the after-tax profits of the current year, the Company shall allocate 10% of the profits to the Company’s statutory reserve fund. If the cumulative amount of the Company’s statutory reserve fund is 50% or more of the Company’s registered capital, the Company may cease to make further allocations.

If the Company’s statutory reserve fund is insufficient to cover the losses of previous years, the Company shall use the current year’s profits to cover the losses before allocating the statutory reserve fund as stipulated above.

After allocating the statutory reserve fund from the after-tax profits, the Company may also allocate a discretionary reserve fund from the after-tax profits upon a resolution of the Shareholders’ meeting.

After covering losses and allocating reserve funds, the remaining after-tax profits shall be distributed according to the proportion of shares held by Shareholders, unless otherwise stipulated in the Articles of Association.

If the Shareholders’ meeting distributes profits to Shareholders in violation of the Company Law, the Shareholders shall return the improperly distributed profits to the Company. Shareholders, as well as the responsible Directors and senior management members, shall bear liability for any resulting losses caused to the Company.

Shares of the Company held by the Company itself shall not participate in profit distribution.

The Company must appoint one or more receiving agents in Hong Kong for H-share Shareholders. The receiving agents shall collect and hold dividends and other payable amounts to H-share Shareholders on behalf of such Shareholders, pending payment to such H-share Shareholders. The receiving agents appointed by the Company shall comply with the requirements of laws, regulations and the securities regulatory rules of the Company’s stock listing place.

The Company’s reserve funds shall be used to cover the Company’s losses, expand the Company’s production and operation, or convert into additional capital.

When using reserve funds to cover the Company’s losses, the discretionary reserve fund and the statutory reserve fund shall be used first; if the losses cannot be fully covered, the capital reserve fund may be used in accordance with regulations.

When converting the statutory reserve fund into additional registered capital, the remaining statutory reserve fund shall not be less than 25% of the Company’s registered capital before the conversion.

After the Shareholders’ meeting resolves on the profit distribution plan, or after the Board of Directors finalises the specific plan based on the interim dividend distribution conditions and upper limit for the following year as approved by the annual Shareholders’ meeting, the distribution of dividends (or shares) shall be completed within two months.

### **Profit distribution policy of the Company and its decision procedures**

#### ***(i) Profit distribution policy of the Company***

1. The principles for profit distribution: The Company should implement a stable and sustainable profit distribution policy, and profit distribution should pay attention to the reasonable investment return to investors and take into account the sustainable development of the Company. The profit distribution of the Company shall not exceed the accumulated distributable profits.

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2. The way of profit distribution: Dividends can be distributed in the form of cash, shares, combination of both or other ways permitted by law. When the conditions of cash dividend are met, priority shall be given to profit distribution by way of cash dividend. Where conditions permit, the Company can make interim profit distributions.

3. Conditions of profit distribution and cash dividend policy:

When implementing cash dividends, the Company must meet the following conditions at the same time: (i) The distributable profit realised by the Company in that year (that is, the after-tax profit remaining after the Company makes up for losses and withdraws the public reserve fund) is positive and the cash flow is abundant, and the implementation of cash dividends will not affect the Company’s subsequent continuous operation; (ii) the audit institution issues a standard unqualified audit report on the Company’s financial report for the year; (iii) the accumulated profit available for distribution of the Company is positive.

When the Company distributes profits, the Board of Directors shall distinguish the following circumstances after taking into account various factors including its industry features, development stages, business model and profitability as well as whether it has any substantial capital expenditure arrangement and stipulate differentiated cash dividend policy in accordance with the procedures set out in the Articles of Association:

- (1) if the Company is in the mature stage of development and has no major capital expenditure arrangements, cash dividends shall account for at least 80% of the current profit distribution;
- (2) if the Company is in the mature stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 40% of the current profit distribution;
- (3) if the Company is in the growth stage of development and has major capital expenditure arrangements, cash dividends shall account for at least 20% of the current profit distribution.

If the development stage is difficult to distinguish but major capital expenditure arrangements exist, it may be handled according to the above provisions.

Major capital expenditure refers to: The Company’s proposed cumulative expenditure on external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 50% of the Company’s net assets derived from the latest audited consolidated financial statements and exceeds RMB30 million or the Company’s proposed cumulative expenditure on external investment, acquisition of assets or purchase of equipment within the next twelve months reaches or exceeds 30% of the Company’s total assets derived from the latest audited consolidated financial statements.

4. Proportion of cash dividends: When the Company’s cash dividend conditions are met, the profit distributed by the Company in cash each year shall in principle be at least 10% of the distributable profit realised in that year. In determining the specific amount of profit to be distributed in cash, the Company shall fully consider the impact of future operating and investment activities and the Company’s cash stock, and pay full attention to the social capital cost, bank credit and debt financing environment in order to ensure that the distribution plan is in the overall interest of all Shareholders.
5. Conditions for distribution of share dividend: Where there remains distributable profits after the distribution of profits by way of cash and the Board considers that the distribution of profits by way of shares is in the overall interests of all the Shareholders, the Company may distribute profits by way of shares. Where profits are distributed by way of shares, genuine and reasonable factors such as the Company’s growth prospects and the dilution of net assets per share shall be considered. Full consideration shall be given to whether the total share capital after the distribution of profits by way of shares is



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compatible with the current scale of operations of the Company, and the impact on the cost of future debt financing shall be considered, so as to ensure that the distribution plan is in the overall interests of all the Shareholders.

***(ii) Decision-making procedures for the Company’s profit distribution policy***

1. The Company’s profit distribution policy shall be proposed by the Board of Directors and submitted to the Shareholders’ meeting for consideration.
2. The Audit Committee shall supervise the profit distribution policy submitted to the Shareholders’ meeting for consideration.
3. Where the Company needs to adjust its profit distribution policy based on its production and operation conditions, investment plans and long-term development needs, the adjusted profit distribution policy shall not violate the relevant provisions of the CSRC and the stock exchanges. Where the Board of Directors considers it necessary to adjust the profit distribution policy, it may submit a proposal for adjusting the profit distribution policy to the Shareholders’ meeting for consideration. The Company may facilitate the participation of minority shareholders in the Shareholders’ meeting by means such as online voting. The Board of Directors, independent directors and shareholders meeting certain conditions may solicit voting rights from the public shareholders of the Company. The formulation and revision of the Company’s profit distribution policy shall be submitted to the Company’s Shareholders’ meeting for consideration and approved by two-thirds or more of the voting rights held by the shareholders present at the Shareholders’ meeting.

***(iii) Decision-making procedures for the Company’s profit distribution plan***

1. The Board of Directors shall formulate a profit distribution plan after full discussion with the independent Directors and the Audit Committee on the basis of considering the continuous and stable returns to all shareholders.
2. The Audit Committee shall review the profit distribution plan submitted to the Shareholders’ meeting for consideration and issue written review opinions. Where an independent director considers that a specific cash dividend plan may damage the interests of the Company or minority shareholders, he/she has the right to express an independent opinion. If the Board of Directors does not adopt or does not fully adopt the opinions of independent directors, the opinions of independent directors and the specific reasons for their failure to adopt shall be recorded in the resolution of the Board of Directors and disclosed.
3. When the Shareholders’ meeting considers the profit distribution plan, it may facilitate the participation of minority shareholders in the Shareholders’ meeting by means such as online voting. When the Company convenes the annual Shareholders’ meetings to consider the annual profit distribution plan, it may consider and approve the conditions, the upper limit of the proportion and the upper limit of the amount for interim cash dividends for the following year. The upper limit for interim dividends for the following year considered at the annual Shareholders’ meeting shall not exceed the net profit attributable to the Company’s Shareholders for the corresponding period. The Board of Directors shall formulate a specific interim dividend plan in accordance with the resolution of the Shareholders’ meeting subject to the conditions of profit distribution.

***(iv) Disclosure of information relating to dividend policy***

The Company shall disclose in detail the formulation and implementation of the cash dividend policy in its regular reports, explain whether it meets the provisions of the Articles of Association or the requirements of the resolutions of the Shareholders’ meeting, whether the standard and proportion of dividends are clear and unambiguous, whether the relevant decision-making procedures and mechanisms are complete, the specific reasons for the failure of the Company to distribute cash dividends, and the measures to be taken in the next step to enhance the return level of investors, whether minority shareholders have the opportunity to

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fully express their opinions and demands, and whether the legitimate rights and interests of minority shareholders have been fully safeguarded. Where the cash dividend policy is adjusted or changed, it is also necessary to explain in detail whether the conditions and procedures for the adjustment or change are compliant and transparent.

### **Internal Audit**

The Company shall implement an internal audit system, specifying the leadership structure, responsibilities and authorities, staffing, funding, application of audit results, and accountability for internal audit work.

The Company’s internal audit system shall be implemented after approval by the Board of Directors and shall be disclosed to the public.

The Company’s internal audit function shall supervise and inspect the Company’s business activities, risk management, internal control, financial information and other related matters. The internal audit function shall maintain independence, be staffed with full-time audit personnel, and shall not be placed under the leadership of the finance department or operate jointly with the finance department.

The internal audit function shall report to the Board of Directors.

In the process of supervising and inspecting the Company’s business activities, risk management, internal control and financial information, the internal audit function shall accept the supervision and guidance of the Audit Committee. If the internal audit function discovers any significant issues or leads, it shall report directly to the Audit Committee immediately.

The internal audit function shall be responsible for the organisation and implementation of the Company’s internal control evaluation. Based on the evaluation report issued by the internal audit function and reviewed by the Audit Committee, as well as related materials, the Company shall issue an annual internal control evaluation report.

When the Audit Committee communicates with external audit units such as accounting firms or national audit authorities, the internal audit function shall actively cooperate and provide necessary support and assistance.

The Audit Committee shall participate in the assessment of the head of the internal audit function.

### **Appointment of Accounting Firms**

The Company shall engage an accounting firm that complies with the PRC Securities Law to conduct audits of financial statements, verification of net assets and other related consulting services. The engagement term shall be one year and may be renewed.

The appointment or dismissal of an accounting firm shall be decided by the Shareholders’ meeting. The Board of Directors shall not appoint an accounting firm prior to the decision of the Shareholders’ meeting.

The Company shall ensure that the engaged accounting firm is provided with true and complete accounting vouchers, accounting books, financial accounting reports and other accounting materials, and shall not refuse, conceal, or misreport such materials.

The audit fee of an accounting firm shall be decided by the Shareholders’ meeting.

When the Company dismisses or does not renew the engagement of an accounting firm, it shall notify the accounting firm 10 days in advance. When the Shareholders’ meeting votes on the dismissal of an accounting firm, the accounting firm shall be allowed to present its opinions.

If the accounting firm resigns, it shall explain to the Shareholders’ meeting whether there are any improper circumstances in the Company.



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### **MERGER, DIVISION, CAPITAL INCREASE, CAPITAL REDUCTION, DISSOLUTION AND LIQUIDATION**

#### **Merger, Division, Capital Increase and Capital Reduction**

The Company’s merger can be in the form of an absorption merger or a consolidation merger.

When one company absorbs other companies, it is an absorption merger, and the absorbed companies are dissolved. When two or more companies merge to form a new company, it is a consolidation merger, and all the merging companies are dissolved.

When the Company merges with a company in which it holds more than 90% of the shares, the merged company is not required to pass a resolution at the Shareholders’ meeting, but it shall notify its other shareholders. Other shareholders shall have the right to request the Company to purchase their equity interests or shares at a reasonable price.

The consideration paid by the Company in a merger shall not exceed 10% of the Company’s net assets, and in such case, it may be completed without a resolution of the Shareholders’ meeting.

A merger completed by the Company in accordance with the preceding two paragraphs without a Shareholders’ meeting resolution shall be approved by a resolution of the Board of Directors.

For a company merger, the merging parties shall sign a merger agreement and prepare a balance sheet and a property list. The Company shall notify its creditors within 10 days from the date of adopting the merger resolution and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. Creditors may, within 30 days from the date of receiving the notice, or within 45 days from the date of the announcement if they have not received the notice, request the Company to pay off its debts or provide corresponding guarantees.

When the Company merges, the credits and debts of the merging parties shall be succeeded by the surviving company after the merger or the newly established company.

When the Company divides, its assets shall be divided accordingly.

When the Company divides, it shall prepare a balance sheet and an inventory of assets. The Company shall notify its creditors within ten days from the date of the division resolution and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days.

The debts of the Company before the division shall be jointly assumed by the companies after the division, unless otherwise agreed in a written agreement reached for the settlement of debts between the Company and its creditors before the division.

When the Company needs to reduce its registered capital, it shall prepare a balance sheet and an inventory of assets.

The Company shall notify its creditors within ten days from the date of the Shareholders’ meeting resolution on the capital reduction and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 30 days. Creditors may request the Company to settle its debts or provide corresponding guarantees within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When the Company reduces its registered capital, it shall correspondingly reduce the capital contribution or shares held by shareholders in proportion to their shareholding, unless otherwise provided by law or the Articles of Association.

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### **Dissolution and Liquidation**

The Company shall be dissolved for the following reasons:

- (i) the business term stipulated in the Articles of Association expires or other dissolution reasons stipulated in the Articles of Association arise;
- (ii) the Shareholders’ meeting resolves to dissolve the Company;
- (iii) the Company needs to be dissolved due to a merger or division;
- (iv) the Company is legally revoked its business licence, ordered to close, or revoked;
- (v) the Company’s operation and management encounter serious difficulties, and its continued existence would cause significant losses to shareholders’ interests, and no other solutions can be found. Shareholders holding 10% or more of the Company’s total voting rights may request the People’s Court to dissolve the Company.

When the Company has the dissolution reasons mentioned above, it shall publicise the dissolution reasons through the National Enterprise Credit Information Publicity System within ten days.

If the Company has the circumstances mentioned in items (i) and (ii) above and has not yet distributed its assets to shareholders, it may continue to exist by amending its Articles of Association or through a resolution of the Shareholders’ meeting.

To amend the Articles of Association or pass a resolution of the Shareholders’ meeting in accordance with the preceding paragraph, it must be approved by more than two-thirds of the voting rights held by shareholders present at the Shareholders’ meeting.

If a company is dissolved due to the circumstances mentioned in items (i), (ii), (iv), and (v) above, it shall establish a liquidation group within 15 days from the date the dissolution reason arises to commence liquidation.

The liquidation group shall consist of directors, unless the Shareholders’ meeting resolves to appoint others.

If the liquidation obligors fail to perform their liquidation obligations in a timely manner, causing losses to the Company or creditors, they shall bear the liability for compensation.

During the liquidation period, the liquidation group shall exercise the following powers and duties:

- (i) cleaning up the Company’s assets and preparing a balance sheet and an inventory of assets separately;
- (ii) notifying and announcing to creditors;
- (iii) handling the Company’s unfinished business related to the liquidation;
- (iv) paying off the taxes owed and the taxes incurred during the liquidation process;
- (v) cleaning up claims and debts;
- (vi) distributing the remaining assets after the Company’s debts are settled;
- (vii) representing the Company in civil litigation activities.

The liquidation group shall notify creditors within ten days from the date of its establishment and make an announcement in newspapers or the National Enterprise Credit Information Publicity System within 60 days. Creditors shall declare their claims to the liquidation group within 30 days from the date of receiving the notice or within 45 days from the date of the announcement if they have not received the notice.

When declaring claims, creditors shall explain the relevant matters of the claims and provide supporting materials. The liquidation group shall register the claims.

During the claim declaration period, the liquidation group shall not settle claims with creditors.

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After cleaning up the Company’s assets and preparing a balance sheet and an inventory of assets, the liquidation group shall formulate a liquidation plan and submit it to the Shareholders’ meeting or the People’s Court for confirmation.

After paying off the liquidation expenses, employees’ wages, social insurance fees and statutory compensation, paying off the taxes owed and settling the Company’s debts, the remaining assets shall be distributed to shareholders according to the proportion of shares held.

During the liquidation period, the Company shall continue to exist but shall not engage in business activities unrelated to the liquidation. The Company’s assets shall not be distributed to shareholders before being settled in accordance with the preceding paragraph.

After cleaning up the Company’s assets and preparing a balance sheet and a detailed inventory of assets, if the liquidation group finds that the Company’s assets are insufficient to settle its debts, it shall apply to the People’s Court for bankruptcy liquidation in accordance with the law.

After the People’s Court accepts the bankruptcy application, the liquidation group shall transfer the liquidation affairs to the People’s Court.

After the Company’s liquidation is completed, the liquidation group shall prepare a liquidation report, submit it to the Shareholders’ meeting or the People’s Court for confirmation, and submit it to the Company registration authority to apply for cancellation of the Company’s registration.

**AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Articles of Association shall be amended under any of the following circumstances:

- (i) after amendments to the Company Law or other relevant laws, administrative regulations, the Hong Kong Listing Rules and securities regulatory rules of the Company’s stock [REDACTED] place, the provisions of the Articles of Association conflict with the amended laws, administrative regulations, the Hong Kong Listing Rules and securities regulatory rules of the Company’s stock [REDACTED] place;
- (ii) changes occur in the Company’s circumstances that are inconsistent with the matters recorded in the Articles of Association;
- (iii) the Shareholders’ meeting resolves to amend the Articles of Association.

Amendments to the Articles of Association approved by the Shareholders’ meeting that require approval from competent authorities shall be submitted to the competent authorities for such approval; if the amendments involve company registration items, the changes shall be registered in accordance with law.

The Board of Directors shall amend the Articles of Association in accordance with the resolutions of the Shareholders’ meeting and the approval opinions of the relevant competent authorities.

Amendments to the Articles of Association that constitute information required to be disclosed under laws or regulations shall be announced in accordance with relevant provisions.

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## APPENDIX V

## STATUTORY AND GENERAL INFORMATION

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### A. FURTHER INFORMATION ABOUT OUR GROUP

#### 1. Incorporation of the predecessor of Our Company

Wuhan Fuman was established as a limited liability company under the laws of the PRC on 6 April 2005, and was renamed as Wuhan Fuman Machinery on 8 September 2008. Wuhan Fuman Machinery was subsequently converted into a joint stock limited liability company and renamed as Hubei Goman on 6 February 2013. On 19 January 2016, Hubei Goman was renamed as Easy Click Worldwide Network Technology Co., Ltd. (易點天下網絡科技股份有限公司). Our Company completed the listing of the A Shares on the ChiNext of the Shenzhen Stock Exchange on 19 August 2022. See “History, Development and Corporate Structure — Corporate Development — Our Company — Listing on the ChiNext of the Shenzhen Stock Exchange in 2022”.

As at the Latest Practicable Date, our Company’s registered office is located at Room 903, Building C3, Software New Town R and D Base Phase II, No. 156 Tiangu 8th Road, High-tech Zone, Xi’an City, Shaanxi Province, the PRC.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant PRC laws and regulations and our Articles are set out in “Regulatory Overview” and “Appendix IV — Summary of Articles of Association” to this document, respectively.

Our Company has established a principal place of business in Hong Kong at 28/F, Henley Building, 5 Queen’s Road Central, Central, Hong Kong and was registered as a non-Hong Kong company in Hong Kong under Part 16 of the Companies Ordinance on 13 March 2026. Our Company has appointed DeHeng Law Offices (Hong Kong) LLP as its authorised representative under the Companies Ordinance for the acceptance of service of process and notices 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.

#### 2. Changes in the share capital of our Company

A repurchase mandate for the repurchase of A Shares for the purpose of our Company’s employee stock ownership plans or equity incentives was approved by the 16th meeting of the fourth session of the Board convened on 24 April 2024 (“**Repurchase Mandate**”). The Repurchase Mandate was valid for 12 months from the date of approval of the repurchase mandate by the Board and has expired on 23 April 2025. Pursuant to the centralised bidding trading transactions conducted between 25 June 2024 and 30 September 2024, a total of 735,400 A Shares were repurchased, under the Repurchase Mandate, which are held under our Company’s stock repurchase account and do not carry any shareholders’ rights, including but not limited to voting rights at the Shareholders’ meeting and dividend rights. Any of such repurchased A Shares not used for purpose of our Company’s employee stock ownership plans or equity incentives within 36 months after the completion of the repurchase shall be cancelled. As at the Latest Practicable Date, our Company has not cancelled any of such repurchased A Shares.

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

#### 3. Shareholders’ resolutions of our Company

Pursuant to the general meeting held on 13 March 2026, the following resolutions, among others, were duly passed by our Shareholders:

- (a) the [REDACTED] by our Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange;

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- (b) the number of H Shares to be [REDACTED] pursuant to the [REDACTED] before the exercise of the [REDACTED] shall not exceed [REDACTED]% of the enlarged issued share capital of our Company immediately after completion of the [REDACTED] (before the exercise of the [REDACTED]), and the [REDACTED] shall not exceed [REDACTED]% of the above number of H Shares to be [REDACTED];
- (c) subject to the completion of the [REDACTED], the Articles to become effective on the [REDACTED] shall be conditionally adopted, and the Board and its authorised person have been authorised to amend the Articles in accordance with the requirements of the relevant laws and regulations and any comments from the relevant regulatory authorities; and
- (d) authorisation of our Board and its authorised persons to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] and [REDACTED] of the H Shares on the Stock Exchange.

### 4. Changes in the share capital of our subsidiaries

The list of our principal subsidiaries is set out in Note 1 to the Accountants’ Report.

The following alterations in the share capital of our subsidiaries have taken place within two years immediately preceding the date of this document:

- Driveiw Limited, a limited company incorporated in Hong Kong, was deregistered and dissolved on 28 June 2024.
- Grid Ads (XLZZ) Limited, a limited company incorporated in Hong Kong, was deregistered and dissolved on 28 June 2024.
- On 5 July 2024, VisiAdTech LTD was incorporated as an exempted company in the Cayman Islands.
- On 1 August 2024, VISIADTECH PTE. LTD. was incorporated as a private company limited by shares in Singapore.
- The registered capital of Saidian Juliang was increased from RMB0.5 million to RMB1.0 million on 10 July 2024, and subsequently to RMB13.0 million on 16 August 2024.
- On 4 September 2024, Shanghai Shijiweijie Network Technology Co., Ltd. (上海世幾維界網絡科技有限公司) was incorporated as a limited liability company in the PRC.
- On 12 September 2024, ZMATICOO INC, formerly known as ADALGO LIMITED, was incorporated as a domestic for-profit corporation in the state of Texas.
- On 1 November 2024, OMODOT LIMITED was incorporated as a limited company in Hong Kong.
- On 2 December 2024, the registered capital of Xiaoya Creation was increased from RMB1.0 million to RMB2.0 million.
- The registered capital of Xi’an Huojiyun Network Technology Co., Ltd. (西安火積雲網絡科技有限公司) was increased from RMB35.0 million to RMB65.0 million on 13 February 2025.
- On 21 April 2025, Xi’an Shi’ao Network Technology Co., Ltd. (西安施奧網絡科技有限公司) was incorporated as a limited liability company in the PRC.
- On 13 May 2025, Shaanxi Easy Click Worldwide Investment Co., Ltd. (陝西易點天下投資有限公司) was incorporated as a limited liability company in the PRC.
- Xi’an Huojiyun Network Technology Co., Ltd. Changsha Branch (西安火積雲網絡科技有限公司長沙分公司) was incorporated as a branch of limited liability company in the PRC on 23 October 2024, and subsequently deregistered on 7 August 2025.
- On 18 September 2025, the registered capital of Inforview Limited was increased from U.S.\$1,000 to U.S.\$1.5 million.
- On 30 September 2025, the registered capital of Xi’an Linzhijiao Network Technology Co., Ltd. (西安麟之角網絡科技有限公司) (“**Linzhiijiao Network**”) was increased from RMB500,000 to RMB1.0 million.

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- On 20 October 2025, Dianwei Shijie Technology (Shenzhen) Co., Ltd. (點微視界科技(深圳)有限公司) was incorporated as a limited liability company in the PRC.
- On 5 January 2026, VISIADTECH US LTD was incorporated as a limited liability company in the United States.

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

### 5. Restriction on share repurchases

For details of the restrictions on share repurchases by our Company, see “Appendix IV — Summary of Articles of Association”.

## B. FURTHER INFORMATION ABOUT OUR BUSINESS

### 1. Summary of material contracts

We have entered into the following contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this document, which are or may be material:

- [•]; and
- [REDACTED].

### 2. Our material intellectual property rights

#### (a) Trademarks

As at the Latest Practicable Date, we have registered the following trademarks which we considered to be material to our business:

| No. | Trademark                                                                           | Registered Owner   | Place of Registration                                                                                                | Class                                                                                                                                             |
|-----|-------------------------------------------------------------------------------------|--------------------|----------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.  |  | Click Tech Limited | Taiwan, Chinese Mainland, Mexico, South Korea and the European Union                                                 | 35                                                                                                                                                |
| 2.  |  | Click Tech Limited | Australia, South Korea, Canada, Mexico, Japan, Singapore, Indonesia, the United Kingdom, Taiwan and Chinese Mainland | 9, 35, 38, 41, 42                                                                                                                                 |
| 3.  |  | Click Tech Limited | the European Union, India and Hong Kong                                                                              | 38, 41, 42                                                                                                                                        |
| 4.  |  | Xi'an Diangao      | Malaysia                                                                                                             | 9, 35, 38, 41, 42                                                                                                                                 |
| 5.  |  | Xi'an Diangao      | Thailand                                                                                                             | 38, 41, 42                                                                                                                                        |
| 6.  | 易点天下                                                                                | Click Tech Limited | PRC                                                                                                                  | 41                                                                                                                                                |
| 7.  | 易点天下                                                                                | Click Tech Limited | Taiwan and Hong Kong                                                                                                 | 9, 35, 38, 41, 42                                                                                                                                 |
| 8.  | 易点天下                                                                                | Xi'an Diangao      | PRC                                                                                                                  | 1, 2, 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 35, 36, 37, 39, 40, 44, 45 |
| 9.  | 易点天下                                                                                | Xi'an Diangao      | PRC                                                                                                                  | 42                                                                                                                                                |



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| No. | Trademark                                                                           | Registered Owner | Place of Registration                                                                                                    | Class                                                                                                                                                              |
|-----|-------------------------------------------------------------------------------------|------------------|--------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 10. | 易天下                                                                                 | Xi'an Diangao    | PRC                                                                                                                      | 42                                                                                                                                                                 |
| 11. | eclicktech                                                                          | Xi'an Diangao    | South Korea, Canada, the European Union, Thailand, Singapore, India, Indonesia, the United Kingdom, Taiwan and Hong Kong | 9, 35, 38, 42                                                                                                                                                      |
| 12. | eclicktech                                                                          | Xi'an Diangao    | Mexico                                                                                                                   | 35, 38                                                                                                                                                             |
| 13. | eclicktech                                                                          | Xi'an Diangao    | PRC                                                                                                                      | 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45 |
| 14. |    | Xi'an Diangao    | South Korea, Canada, the European Union, Thailand, Singapore, India, Indonesia, the United Kingdom, Taiwan and Hong Kong | 9, 35, 38, 42                                                                                                                                                      |
| 15. |  | Xi'an Diangao    | Mexico                                                                                                                   | 35, 38                                                                                                                                                             |
| 16. |  | Xi'an Diangao    | PRC                                                                                                                      | 1, 2, 3, 4, 5, 6, 7, 8, 10, 11, 12, 13, 14, 15, 16, 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27, 28, 29, 30, 31, 32, 33, 34, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45 |
| 17. | Madcube                                                                             | Xi'an Diangao    | Australia, Canada, Malaysia, Japan, Thailand, Singapore, India, Indonesia, Vietnam, Taiwan and Hong Kong                 | 9, 35, 38, 42                                                                                                                                                      |
| 18. | Madcube                                                                             | Xi'an Diangao    | South Korea                                                                                                              | 9, 38, 42                                                                                                                                                          |
| 19. | Madcube                                                                             | Xi'an Diangao    | Mexico                                                                                                                   | 9, 35, 42                                                                                                                                                          |
| 20. | Madcube                                                                             | Xi'an Diangao    | PRC                                                                                                                      | 38, 42                                                                                                                                                             |
| 21. |  | Xi'an Diangao    | Australia, Malaysia, Japan, Thailand, Singapore, India, Indonesia, Vietnam, Taiwan, Hong Kong and Canada                 | 9, 35, 38, 42                                                                                                                                                      |
| 22. |  | Xi'an Diangao    | South Korea                                                                                                              | 9, 38, 42                                                                                                                                                          |
| 23. |  | Xi'an Diangao    | Mexico                                                                                                                   | 9, 35, 42                                                                                                                                                          |
| 24. |  | Xi'an Diangao    | PRC                                                                                                                      | 38, 42                                                                                                                                                             |
| 25. | 环量聚点                                                                                | Xi'an Diangao    | PRC                                                                                                                      | 9, 35, 38, 41, 42                                                                                                                                                  |



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| No. | Trademark                                                                           | Registered Owner     | Place of Registration                                      | Class              |
|-----|-------------------------------------------------------------------------------------|----------------------|------------------------------------------------------------|--------------------|
| 26. | 超翌启量                                                                                | Xi'an Diangao        | PRC                                                        | 9, 35, 38, 41, 42  |
| 27. | 吕兹传媒                                                                                | Xi'an Diangao        | PRC                                                        | 9, 35, 38, 41, 42  |
| 28. | Powerclick                                                                          | Xi'an Diangao        | PRC                                                        | 9, 35, 38, 41, 42  |
| 29. | Cyberclick                                                                          | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 30. |    | Xi'an Diangao        | PRC                                                        | 35, 36, 37, 41, 42 |
| 31. |    | Xi'an Diangao        | PRC                                                        | 35, 36, 37, 41, 42 |
| 32. | 蔚犀移动                                                                                | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 33. | 蔚希移动                                                                                | Xi'an Diangao        | PRC                                                        | 9, 41, 42          |
| 34. | Witsmobi                                                                            | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 35. | zmaticoo                                                                            | Click Tech Limited   | PRC, Japan, Brazil, India, Indonesia and the United States | 9, 35, 42          |
| 36. |   | Linzhihao Network    | PRC                                                        | 9, 35, 38, 42      |
| 37. | 易点数犀                                                                                | Xi'an Diangao        | PRC                                                        | 9, 42              |
| 38. |  | Xi'an Diangao        | PRC                                                        | 42                 |
| 39. | AdsGoai                                                                             | Xi'an Diangao        | PRC                                                        | 9, 35, 42          |
| 40. |  | Xi'an Diangao        | PRC                                                        | 35, 42             |
| 41. | 点告                                                                                  | Xi'an Diangao        | PRC                                                        | 16                 |
| 42. | Cloud Star<br>Mobi                                                                  | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 43. | Microcloud<br>Mobi                                                                  | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 44. | Fantasy Click                                                                       | Xi'an Diangao        | PRC                                                        | 9, 35, 41, 42      |
| 45. | Click Tech                                                                          | Xi'an Diangao        | PRC                                                        | 41                 |
| 46. | Rock shake                                                                          | Xi'an Diangao        | PRC                                                        | 9, 41, 42          |
| 47. | CLICK TECH                                                                          | CLICK TECH Co., Ltd. | Japan                                                      | 35, 38, 41, 42     |
| 48. |  | CLICK TECH Co., Ltd. | Japan                                                      | 9, 35, 38, 41, 42  |
| 49. | clicktech                                                                           | CLICK TECH Co., Ltd. | Japan                                                      | 9, 35, 38, 41, 42  |

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### (b) Patents

As at the Latest Practicable Date, we have registered the following patents which we considered to be material to our business:

| No. | Patent Name                                                                                                                            | Type             | Patent Holder                                                                               | Patent Number       | Jurisdiction of Registration | Date of Registration |
|-----|----------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------------------------------------------------------------------------------------|---------------------|------------------------------|----------------------|
| 1.  | A method and system for retargeting advertising effect prediction based on multi-task learning (一種基於多任務學習的再營銷廣告效果預估方法及系統)              | Invention Patent | Beijing Xinghezixing Network Technology Co., Ltd. (北京星合之星網絡科技有限公司) (“Beijing Xinghezixing”) | ZL 2022 1 0406104.7 | PRC                          | 18 April 2022        |
| 2.  | A method, system and storage medium for measuring website traffic authenticity based on GAN (基於GAN的網站流量真實度度量方法、系統及存儲介質)                | Invention Patent | Beijing Xinghezixing                                                                        | ZL 2022 1 0373687.8 | PRC                          | 11 April 2022        |
| 3.  | A method, system, device and storage medium for programmatic advertising audience expansion (一種程序化廣告用戶受眾擴展方法、系統、設備及存儲介質)               | Invention Patent | Xi'an Diangao                                                                               | ZL 2021 1 0475691.0 | PRC                          | 29 April 2021        |
| 4.  | A method, system, device and readable storage medium for displaying classified advertising creatives (廣告創意分類展示方法、系統、設備及可讀存儲介質)         | Invention Patent | Xi'an Diangao                                                                               | ZL 2021 1 0472339.1 | PRC                          | 29 April 2021        |
| 5.  | A method, system, device and medium for discretising statistical features of an advertising delivery model (廣告投放模型統計類特徵離散化方法、系統、設備及介質) | Invention Patent | Xi'an Diangao                                                                               | ZL 2021 1 0472313.7 | PRC                          | 29 April 2021        |
| 6.  | A method, system, device and storage medium for identifying fraudulent traffic in internet advertising (互聯網廣告虛假流量識別方法、系統、設備及存儲介質)      | Invention Patent | Beijing Huayi Shijia Network Co., Ltd. (北京華藝世嘉網絡有限公司)                                       | ZL 2021 1 0471410.4 | PRC                          | 29 April 2021        |
| 7.  | A method, system, apparatus, device and storage medium for programmatic advertising delivery (一種程序化廣告投放方法、系統、裝置、設備及存儲介質)               | Invention Patent | Xi'an Diangao                                                                               | ZL 2021 1 0477640.1 | PRC                          | 29 April 2021        |

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| No. | Patent Name                                                                                                                           | Type             | Patent Holder        | Patent Number       | Jurisdiction of Registration | Date of Registration |
|-----|---------------------------------------------------------------------------------------------------------------------------------------|------------------|----------------------|---------------------|------------------------------|----------------------|
| 8.  | A method, system, device and medium for selecting training features for an advertising delivery model (廣告投放模型的訓練特徵選取方法、系統、設備及介質)      | Invention Patent | Xi'an Diangao        | ZL 2021 1 0472308.6 | PRC                          | 29 April 2021        |
| 9.  | A method, system, terminal and storage medium for ensuring the reliability of advertising bid timeout rate (廣告競價超時率可靠保障方法、系統、終端及存儲介質) | Invention Patent | Xi'an Diangao        | ZL 2021 1 0454717.3 | PRC                          | 26 April 2021        |
| 10. | A method, system, device and storage medium for constructing basic audience tags for online advertising (一種在線廣告基礎受眾標籤構建方法、系統、設備及存儲介質) | Invention Patent | Xi'an Diangao        | ZL 2021 1 0473922.4 | PRC                          | 29 April 2021        |
| 11. | A dynamically adjustable QPS control method, system, device and storage medium (動態調節的QPS控制方法、系統、設備及存儲介質)                              | Invention Patent | Beijing Xinghezixing | ZL 2021 1 0471502.2 | PRC                          | 29 April 2021        |
| 12. | A method, system, device and storage medium for dynamic server load balancing (一種服務器動態負載均衡方法、系統、設備及存儲介質)                              | Invention Patent | Xi'an Diangao        | ZL 2021 1 0473921.X | PRC                          | 29 April 2021        |
| 13. | A hybrid cloud deployment method, device and system (混合雲部署方法、裝置及系統)                                                                   | Invention Patent | Xi'an Diangao        | ZL 2019 1 0619031.8 | PRC                          | 9 July 2019          |
| 14. | An advertising delivery method, device, server and storage medium (廣告投放方法、裝置、服務器及存儲介質)                                                | Invention Patent | Xi'an Diangao        | ZL 2019 1 0619107.7 | PRC                          | 9 July 2019          |
| 15. | An advertising delivery budget control method and device (廣告投放預算控制方法及裝置)                                                              | Invention Patent | Xi'an Diangao        | ZL 2019 1 0634620.3 | PRC                          | 15 July 2019         |
| 16. | A server cluster update method and device (服務器集群更新方法和裝置)                                                                              | Invention Patent | Xi'an Diangao        | ZL 2019 1 0619033.7 | PRC                          | 9 July 2019          |
| 17. | A toy (killer whale) (玩具(虎鯨))                                                                                                         | Design Patent    | Xi'an Diangao        | ZL 2021 3 0260718.5 | PRC                          | 30 April 2021        |
| 18. | A method and device for generating samples (樣本生成的方法及裝置)                                                                               | Invention Patent | Xi'an Diangao        | ZL 2019 1 0619034.1 | PRC                          | 9 July 2019          |

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| No. | Patent Name                                                                                                                                 | Type             | Patent Holder | Patent Number       | Jurisdiction of Registration | Date of Registration |
|-----|---------------------------------------------------------------------------------------------------------------------------------------------|------------------|---------------|---------------------|------------------------------|----------------------|
| 19. | A software version rollback method, device, server and storage medium (軟件版本回滾方法、裝置、服務器及存儲介質)                                                | Invention Patent | Xi'an Diangao | ZL 2019 1 0619035.6 | PRC                          | 9 July 2019          |
| 20. | A data processing method, device, server and storage medium (數據處理方法、裝置、服務器及存儲介質)                                                            | Invention Patent | Xi'an Diangao | ZL 2019 1 0618665.1 | PRC                          | 9 July 2019          |
| 21. | An information processing method (信息處理方法)                                                                                                   | Invention Patent | Xi'an Diangao | ZL 2019 1 0393645.9 | PRC                          | 13 May 2019          |
| 22. | An advertisement recommendation method, system and storage medium based on a click-through rate prediction model (基於點擊率預估模型的廣告推薦方法、系統及存儲介質) | Invention Patent | Xi'an Diangao | ZL 2021 1 0456025.2 | PRC                          | 26 April 2021        |

### (c) Software copyrights

As at the Latest Practicable Date, our Group was the registered owner of the following software copyrights which we considered to be material to our business:

| No. | Copyright Name                                                             | Place of registration | Registered owner |
|-----|----------------------------------------------------------------------------|-----------------------|------------------|
| 1.  | BEFI Observable Probe Module Setup Software (BEFI可觀測撥測模塊搭建軟件)              | PRC                   | Our Company      |
| 2.  | YMBOSS System (YMBOSS系統)                                                   | PRC                   | Our Company      |
| 3.  | YeahTargeter Advertising Management Platform (YeahTargeter廣告管理平台)          | PRC                   | Our Company      |
| 4.  | Clientgear Advertising Management Platform (Clientgear廣告管理平台)              | PRC                   | Our Company      |
| 5.  | Offline Report Project Operation System (離線報表項目運營系統)                       | PRC                   | Our Company      |
| 6.  | Intelligent Operation Project Resource Management Platform (智能化運營項目資源管理平台) | PRC                   | Our Company      |
| 7.  | Message Asynchronisation Project Development System (消息異步化項目開發系統)          | PRC                   | Our Company      |
| 8.  | Beautiful Wallpaper Software (Beautiful Wallpaper軟件)                       | PRC                   | Our Company      |
| 9.  | ZM-DSP Backend Advertising Delivery System (ZM-DSP後端廣告投放系統)                | PRC                   | Xi'an Diangao    |
| 10. | Easy Click Worldwide SaaS Integration Platform (易點天下SaaS集成平台)              | PRC                   | Xi'an Diangao    |

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| No. | Copyright Name                                                                                       | Place of registration | Registered owner |
|-----|------------------------------------------------------------------------------------------------------|-----------------------|------------------|
| 11. | Affiliate Network Task Scheduling and Early Warning Platform (網盟任務調度及預警平台)                           | PRC                   | Xi'an Diangao    |
| 12. | CycorDog Distributed Network Monitoring Platform (CycorDog分布式網絡監控平台)                                 | PRC                   | Xi'an Diangao    |
| 13. | Gateway Traffic Pre-compression System (網關流量前置壓縮系統)                                                  | PRC                   | Xi'an Diangao    |
| 14. | Advertising Platform IP Information Efficient Caching System (廣告平台IP信息高效緩存系統)                        | PRC                   | Xi'an Diangao    |
| 15. | Kunlun Budget Management System (昆侖預算管理系統)                                                           | PRC                   | Xi'an Diangao    |
| 16. | Cronix Task Scheduling System (Cronix任務調度系統)                                                         | PRC                   | Xi'an Diangao    |
| 17. | Interactive Advertising Multi-end API Design System Based on JavaScript (基於JavaScript的互動廣告多端API設計系統) | PRC                   | Xi'an Diangao    |
| 18. | Real-time Control System Based on Multi-dimensional Traffic Control (基於多維度流量控制實時控制系統)                | PRC                   | Xi'an Diangao    |
| 19. | Android SDK Advertising Platform Based on Template Rendering (基於模板渲染的Android SDK廣告平台)                | PRC                   | Xi'an Diangao    |
| 20. | Performance Advertising Monitoring System (效果廣告監測系統)                                                 | PRC                   | Xi'an Diangao    |
| 21. | iOS SDK Advertising System Based on MRAID Standard (基於MRAID標準的iOS SDK廣告系統)                           | PRC                   | Xi'an Diangao    |
| 22. | Distributed Advertising Delivery System Based on Heuristic Algorithms (基於啟發式算法的分布式廣告投放系統)            | PRC                   | Xi'an Diangao    |
| 23. | Cloudmobi Advertising Bidding Engine System (Cloudmobi廣告競價引擎系統)                                      | PRC                   | Xi'an Diangao    |
| 24. | Automated Advertising Test and Delivery Platform (自動化廣告測試投放平台)                                       | PRC                   | Xi'an Diangao    |
| 25. | Media Recharge Zeroing Online System (媒體充值清零線上系統)                                                    | PRC                   | Xi'an Diangao    |
| 26. | Domestic All-Media Online Account Opening Platform (國內全媒體線上開戶平台)                                     | PRC                   | Xi'an Diangao    |
| 27. | Walle DSP Microservices Architecture Transformation Platform (Walle Dsp微服務架構改造平台)                    | PRC                   | Xi'an Diangao    |
| 28. | SMB Customer Online Self-service Operation System (smb客戶線上化自運行系統)                                    | PRC                   | Xi'an Diangao    |

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| No. | Copyright Name                                                                          | Place of registration | Registered owner |
|-----|-----------------------------------------------------------------------------------------|-----------------------|------------------|
| 29. | Online Payment Solution Software (線上支付解決軟件)                                             | PRC                   | Xi'an Diangao    |
| 30. | Pixel System Software (pixel系統軟件)                                                       | PRC                   | Xi'an Diangao    |
| 31. | Yeahmobi DataPlus Data Lineage System (易點DataPlus數據血緣系統)                                | PRC                   | Xi'an Diangao    |
| 32. | AliExpress Merchant Service Platform (阿里速賣通商家服務平台)                                      | PRC                   | Xi'an Diangao    |
| 33. | Overseas Major Media Settlement System (海外大媒體結算系統)                                      | PRC                   | Xi'an Diangao    |
| 34. | One-stop Media Service Platform for Overseas Major Media Customers (海外大媒體客戶一站式媒體代理服務平台) | PRC                   | Xi'an Diangao    |
| 35. | Yeahmobi Gears System (Yeahmobi Gears系統)                                                | PRC                   | Xi'an Diangao    |
| 36. | Data Management Platform WEB System (數據管理平台WEB系統)                                       | PRC                   | Xi'an Diangao    |
| 37. | Leadgen System (Leadgen系統)                                                              | PRC                   | Xi'an Diangao    |
| 38. | Mediabuy Big Data Analysis System (Mediabuy大數據分析系統)                                     | PRC                   | Xi'an Diangao    |
| 39. | Affiliate Network Display and Reporting System (網盟展示上報系統)                               | PRC                   | Xi'an Diangao    |
| 40. | Automated Testing Platform (自動化測試平台)                                                    | PRC                   | Xi'an Diangao    |
| 41. | Anti-cheating Basic Data and Risk Assessment System (反作弊基礎數據及風險評估系統)                    | PRC                   | Xi'an Diangao    |
| 42. | Affiliate Network Offline API System (網盟離線API系統)                                        | PRC                   | Xi'an Diangao    |
| 43. | Container Platform (容器平台)                                                               | PRC                   | Xi'an Diangao    |
| 44. | Operations Robot YeahBot System (運維機器人YeahBot系統)                                        | PRC                   | Xi'an Diangao    |
| 45. | Operations Resource Management Platform (運維資源管理平台)                                      | PRC                   | Xi'an Diangao    |
| 46. | Advertiser Periodic Data BI System (廣告主周期性數據BI系統)                                       | PRC                   | Xi'an Diangao    |
| 47. | MongoDB Data Automatic Archiving Platform (MongoDB數據自動歸檔平台)                             | PRC                   | Xi'an Diangao    |
| 48. | Data Management Platform API System (數據管理平台API系統)                                       | PRC                   | Xi'an Diangao    |
| 49. | E-commerce Video Template Assembly System (電商視頻模板拼裝系統)                                  | PRC                   | Xi'an Diangao    |
| 50. | Gateway Dictionary Management System (網關字典管理系統)                                         | PRC                   | Xi'an Diangao    |
| 51. | BoosterAd Automatic Advertising Delivery Platform (BoosterAd廣告自動投放平台)                   | PRC                   | Xi'an Diangao    |
| 52. | Affiliate Network Business Intelligence Dashboard System (網盟系統商業智能Dashboard系統)          | PRC                   | Xi'an Diangao    |

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| <u>No.</u> | <u>Copyright Name</u>                                                                      | <u>Place of registration</u> | <u>Registered owner</u> |
|------------|--------------------------------------------------------------------------------------------|------------------------------|-------------------------|
| 53.        | Yeahmobi Continuous Delivery System (Yeahmobi持續交付系統)                                       | PRC                          | Xi'an Diangao           |
| 54.        | Yeahmobi Gears System (Yeahmobi Gears系統)                                                   | PRC                          | Xi'an Diangao           |
| 55.        | Short Video Playback Platform (短視頻播放平台)                                                    | PRC                          | Xi'an Diangao           |
| 56.        | FingerGames Platform Software (FingerGames平台軟件)                                            | PRC                          | Xi'an Diangao           |
| 57.        | TrendingVideos Platform Software (TrendingVideos平台軟件)                                      | PRC                          | Xi'an Diangao           |
| 58.        | Yeahmobi — Supply Side Advertising Platform DSP System (Yeahmobi — 供給方廣告投放平台DSP系統)         | PRC                          | Xi'an Diangao           |
| 59.        | AppDownload-Ringtone (PT) Subscription Ringtone Software (AppDownload-Ringtone (PT)訂閱鈴聲軟件) | PRC                          | Xi'an Diangao           |
| 60.        | AppDownload-GameBar Game Subscription Software (AppDownload-GameBar遊戲訂閱軟件)                 | PRC                          | Xi'an Diangao           |
| 61.        | FMP Advertising Delivery System (FMP廣告投放系統)                                                | PRC                          | Xi'an Diangao           |
| 62.        | Ec-Retargeting Advertising Management Platform (Ec-Retargeting廣告管理平台)                      | PRC                          | Xi'an Diangao           |
| 63.        | Yeahmobi Affiliate Network Service-oriented Business System (Yeahmobi網盟服務化業務系統)            | PRC                          | Xi'an Guangzhi          |

### (d) Domain names

As at the Latest Practicable Date, our Group was the registered proprietor of the following domain names which we considered to be material to our business:

| <u>No.</u> | <u>Domain Name</u>   | <u>Registered owner</u> |
|------------|----------------------|-------------------------|
| 1.         | eclickworldwide.com  | Our Company             |
| 2.         | e-click.tw           | Our Company             |
| 3.         | eclicktech.kr        | Our Company             |
| 4.         | eclicktech.in        | Our Company             |
| 5.         | eclicktech.us        | Our Company             |
| 6.         | eclicktech.ru        | Our Company             |
| 7.         | ymtech.info          | Our Company             |
| 8.         | clicktechlimited.com | Our Company             |
| 9.         | eclick.luxe          | Our Company             |
| 10.        | eclick.tech          | Our Company             |
| 11.        | eclick.group         | Our Company             |
| 12.        | eclick.link          | Our Company             |
| 13.        | eclick.net.cn        | Our Company             |
| 14.        | media-pi.cn          | Our Company             |



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| No. | Domain Name        | Registered owner |
|-----|--------------------|------------------|
| 15. | media-pi.tech      | Our Company      |
| 16. | media-pi.link      | Our Company      |
| 17. | media-pi.mobi      | Our Company      |
| 18. | media-pi.com.cn    | Our Company      |
| 19. | media-pi.net.cn    | Our Company      |
| 20. | media-pi.co        | Our Company      |
| 21. | ycoin.com          | Our Company      |
| 22. | eclicktech.net     | Our Company      |
| 23. | eclicktech.group   | Our Company      |
| 24. | eclicktech.net.cn  | Our Company      |
| 25. | eclicktech.com.cn  | Our Company      |
| 26. | eclicktech.vip     | Our Company      |
| 27. | eclicktech.club    | Our Company      |
| 28. | eclicktech.xin     | Our Company      |
| 29. | eclicktech.shop    | Our Company      |
| 30. | eclicktech.xyz     | Our Company      |
| 31. | eclicktech.ltd     | Our Company      |
| 32. | eclicktech.wang    | Our Company      |
| 33. | eclicktech.online  | Our Company      |
| 34. | eclicktech.store   | Our Company      |
| 35. | eclicktech.cloud   | Our Company      |
| 36. | eclicktech.cc      | Our Company      |
| 37. | eclicktech.luxe    | Our Company      |
| 38. | eclicktech.video   | Our Company      |
| 39. | eclicktech.ink     | Our Company      |
| 40. | eclicktech.tech    | Our Company      |
| 41. | eclicktech.info    | Our Company      |
| 42. | eclicktech.link    | Our Company      |
| 43. | eclicktech.work    | Our Company      |
| 44. | eclicktech.mobi    | Our Company      |
| 45. | eclicktech.org.cn  | Our Company      |
| 46. | eclicktech.tv      | Our Company      |
| 47. | eclicktech.co      | Our Company      |
| 48. | eclicktech.asia    | Our Company      |
| 49. | eclicktech.中国      | Our Company      |
| 50. | e-clicktech.com    | Our Company      |
| 51. | e-clicktech.cn     | Our Company      |
| 52. | e-clicktech.net    | Our Company      |
| 53. | e-clicktech.co     | Our Company      |
| 54. | e-clicktech.com.cn | Our Company      |
| 55. | eclick.com.cn      | Our Company      |
| 56. | e-clicktech.net.cn | Our Company      |
| 57. | madcube.co         | Our Company      |
| 58. | cyberklick.cn      | Our Company      |
| 59. | cyberklick.group   | Our Company      |
| 60. | cyberklick.tech    | Our Company      |
| 61. | cyberklick.top     | Our Company      |
| 62. | cyberklick.net     | Our Company      |
| 63. | cyberklick.com.cn  | Xi'an Guangzhi   |
| 64. | easycamp.net       | Our Company      |
| 65. | easycamps.net      | Our Company      |
| 66. | zmaticoo.cn        | Our Company      |

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| <u>No.</u> | <u>Domain Name</u> | <u>Registered owner</u> |
|------------|--------------------|-------------------------|
| 67.        | zmatocoo.com.cn    | Our Company             |

### C. FURTHER INFORMATION ABOUT OUR DIRECTORS

#### 1. Particulars of Directors’ contracts

Each of our Directors has entered into a service contract with our Company. The service contracts may be renewed in accordance with the Articles of Association and the applicable laws, rules and regulations.

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

#### 2. Remuneration of Directors

Under the arrangement currently in force, we estimate the total compensation before taxation, including estimated-share based compensation, to be accrued to our Directors for 2026 to be approximately RMB21.8 million. The actual remuneration of our Directors in 2026 may differ from the expected remuneration. During the Track Record Period, no fees were paid by our Group to any of our Directors or the five highest paid individuals as an inducement to join us or as compensation for loss of office, and there has been no arrangement under which a Director has waived or agreed to waive any emoluments.

For details of the emoluments paid to our Directors during the Track Record Period, see “Directors and Senior Management” and Note 8 to “Appendix I — Accountants’ Report”.

#### 3. Directors’ Competing Interests

Save as disclosed in the paragraph headed “Directors and Senior Management — Confirmation from Our Directors — Rule 8.10 of the Listing Rules” in this document, none of our Directors are interested in any business apart from our Group’s business which competes or is likely to compete, directly or indirectly, with the business of our Group.

### D. DISCLOSURE OF INTERESTS

#### 1. Disclosure of interests of Directors and chief executive of our Company

To the best knowledge of our Directors, save as disclosed below, immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), the interest and/or short position (as applicable) of our Directors and chief executives of our Company in the shares, underlying shares and debentures of our Company or its associated corporations (within the meaning of Part XV of the SFO) which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein, or which will be required, pursuant

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to the Model Code for Securities Transactions by Directors of Listed Issuers (the “**Model Code**”) 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], will be as follows:

### (a) Interest in Shares of our Company

| Name of Director          | Position in our Company                                    | Nature of interest <sup>(Note 1)</sup> | Description of Shares upon completion of the [REDACTED] | Number of Shares               | Approximate percentage of shareholding in the total issued Shares immediately after the [REDACTED] |
|---------------------------|------------------------------------------------------------|----------------------------------------|---------------------------------------------------------|--------------------------------|----------------------------------------------------------------------------------------------------|
| Mr. Zou                   | Executive Director, chairman of our Board                  | Beneficial owner                       | A Shares                                                | 119,627,005                    | [REDACTED]                                                                                         |
|                           |                                                            | Interest in controlled corporation     | A Shares                                                | 21,753,497 <sup>(Note 2)</sup> | [REDACTED]                                                                                         |
| Ms. Wu Ying (武瑩)          | Executive Director and general manager                     | Beneficial owner                       | A Shares                                                | 500,000 <sup>(Note 3)</sup>    | [REDACTED]                                                                                         |
| Mr. Zheng Zhengdong (鄭正東) | Executive Director and chief financial officer             | Beneficial owner                       | A Shares                                                | 175,000 <sup>(Note 4)</sup>    | [REDACTED]                                                                                         |
| Ms. Wang Ping (王萍)        | Executive Director and Board secretary                     | Beneficial owner                       | A Shares                                                | 130,000 <sup>(Note 5)</sup>    | [REDACTED]                                                                                         |
| Ms. Yang Ya (楊婭)          | Executive Director and deputy general manager              | Beneficial owner                       | A Shares                                                | 275,000 <sup>(Note 6)</sup>    | [REDACTED]                                                                                         |
| Mr. Qin Peng (秦鵬)         | Executive Director and general manager of technical centre | Beneficial owner                       | A Shares                                                | 237,500 <sup>(Note 7)</sup>    | [REDACTED]                                                                                         |

#### Notes:

1. All interests stated are long position.
2. As at the Latest Practicable Date, Mr. Zou, as the sole executive and general partner of Ningbo Zhongdianyi, was responsible for management and exercising the voting rights attaching to the Shares held by Ningbo Zhongdianyi, in accordance with the partnership agreement entered into among the general and limited partners of Ningbo Zhongdianyi. Therefore, Mr. Zou was deemed to be interested in the 21,753,497 A Shares held by Ningbo Zhongdianyi.
3. Represents Ms. Wu Ying's entitlement to receive up to 500,000 A Shares if and upon the vesting of restricted Shares granted to such person under the 2025 Restricted Share Incentive Scheme, subject to the conditions (including vesting conditions) of those restricted Shares.
4. Represents Mr. Zheng Zhengdong's entitlement to receive up to 175,000 A Shares if and upon the vesting of restricted Shares granted to such person under the 2025 Restricted Share Incentive Scheme, subject to the conditions (including vesting conditions) of those restricted Shares.
5. Represents Ms. Wang Ping's entitlement to receive up to 130,000 A Shares if and upon the vesting of restricted Shares granted to such person under the 2025 Restricted Share Incentive Scheme, subject to the conditions (including vesting conditions) of those restricted Shares.
6. Represents Ms. Yang Ya's entitlement to receive up to 275,000 A Shares if and upon the vesting of restricted Shares granted to such person under the 2025 Restricted Share Incentive Scheme, subject to the conditions (including vesting conditions) of those restricted Shares.
7. Represents Mr. Qin Peng's entitlement to receive up to 237,500 A Shares if and upon the vesting of restricted Shares granted to such person under the 2025 Restricted Share Incentive Scheme, subject to the conditions (including vesting conditions) of those restricted Shares.

### (b) Interest in shares of associated corporations of our Company

| Name of Director or chief executive | Position in our Company                   | Nature of interest <sup>(Note 1)</sup>                 | Name of associated corporation | Approximate percentage of shareholding |
|-------------------------------------|-------------------------------------------|--------------------------------------------------------|--------------------------------|----------------------------------------|
| Mr. Zou                             | Executive Director, chairman of our Board | Interest in controlled corporation <sup>(Note 1)</sup> | Huanliang Zhongqing            | 10.00%                                 |
| Ms. Wu Ying (武瑩)                    | Executive Director and general manager    | Interest in controlled corporation <sup>(Note 1)</sup> | Huanliang Zhongqing            | 10.00%                                 |
|                                     |                                           | Interest in controlled corporation <sup>(Note 2)</sup> | Huanliang Zhongqing            | 20.00%                                 |

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### Notes:

- As at the Latest Practicable Date, (i) Shanghai Dianmao held 10.0% equity interest in Huanliang Zhongqing; (ii) Mr. Zou held a 49.9% equity interest in Shanghai Dianmao; and (iii) Ms. Wu Ying held a 50.0% equity interest in Shanghai Dianmao. As such, both Mr. Zou and Ms. Wu Ying are deemed to be interested in the shares held by Shanghai Dianmao.
- As at the Latest Practicable Date, (i) Shanghai Diansheng held 20.0% equity interest in Huanliang Zhongqing; and (ii) Ms. Wu Ying held a 99.9% equity interest in Shanghai Diansheng. As such, Ms. Wu Ying is deemed to be interested in the shares held by Shanghai Diansheng.

## 2. Disclosure of Interests of Substantial Shareholders

### (a) Interest in our Company

For information on the persons who will, immediately following the completion of the [REDACTED] and assuming that (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], having or be deemed or taken to have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or directly or indirectly be 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, see “Substantial Shareholders”.

### (b) Interest of the Substantial Shareholders of Other Members of Our Group

| <u>Name of the Subsidiary</u>                                                     | <u>Name of Shareholder</u>                       | <u>Percentage of Interest in the Subsidiary (%)</u> |
|-----------------------------------------------------------------------------------|--------------------------------------------------|-----------------------------------------------------|
| Shanghai Shiquan Network Technology Co., Ltd. (上海世全網絡科技有限公司) (“Shanghai Shiquan”) | Wang Qiushi (王秋實) <sup>(Note)</sup>              | 31.03                                               |
| Xiaoya Creation                                                                   | Beijing Chenman Culture Co., Ltd. (北京晨滿文化有限責任公司) | 49.00                                               |

### Note:

Shanghai Shiquan was owned as to 22.03%, 5.00% and 4.00% by Wang Qiushi (王秋實), Shanghai Hehe Management Consulting Partnership (Limited Partnership) (上海和荷管理諮詢合夥企業(有限合夥)) (“Shanghai Hehe”) and Shanghai Juhe Management Consulting Partnership Enterprise (Limited Partnership) (上海桔荷管理諮詢合夥企業(有限合夥)) (“Shanghai Juhe”), respectively. As at the Latest Practicable Date, Wang Qiushi, being the sole executive and general partner of both Shanghai Hehe and Shanghai Juhe, was responsible for their management and for exercising the voting rights vested in the shares held by each partnership, in accordance with the partnership agreements entered into among their respective general and limited partners. Accordingly, Wang Qiushi was deemed to be interested in the shares held by Shanghai Hehe and Shanghai Juhe.

So far as set out above and save as disclosed in this document, our Directors are not aware of any persons (other than our Directors or chief executive officer) will, immediately following the completion of the [REDACTED], directly or indirectly, be 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 any other member of our Group.

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### 3. Disclaimers

Save as disclosed in the sections headed “Business” and “Substantial Shareholders” in this document and the paragraphs headed “Appendix V — Statutory and General Information — C. Further Information about our Directors” and “Appendix V — Statutory and General Information — D. Disclosure of Interests” in this document:

- (a) none of our Directors or chief executive officer has any interest or short position in the shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of Part XV of the SFO) which will have to be notified to our Company and the Hong Kong 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 our Company and the Hong Kong Stock Exchange pursuant to the Model Code once the H Shares are [REDACTED];
- (b) none of our Directors or any of the experts referred to under the paragraph headed “Appendix V — Statutory and General Information — F. Other Information — 6. Qualifications of experts” has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this document 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;
- (c) none of our Directors nor any of the experts referred to under the paragraph headed “Appendix V — Statutory and General Information — F. Other Information — 6. Qualifications of experts” is materially interested in any contract or arrangement with our Group subsisting at the date of this document which is unusual in its nature or conditions or which is significant in relation to the business of our Group as a whole;
- (d) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) so far as is known to our Directors, no person (not being a Director or chief executive officer of our Company or any member of our Group) will, immediately following the completion of the [REDACTED], have an interest or short position in the Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group; and
- (f) none of our Directors or their respective close associates (as defined under the Listing Rules) or our Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in the five largest customers of our Group in each year during the Track Record Period or the five largest suppliers of our Group in each year during the Track Record Period.

## E. OUR INCENTIVE SCHEMES

### 1. Restricted Share Incentive Schemes

The following is a summary of the Restricted Share Incentive Schemes. The terms of the Restricted Share Incentive Schemes are not subject to the provisions of Chapter 17 of the Listing Rules as they do not involve any grant of restricted Shares by our Company after the [REDACTED]. The terms of the Restricted Share Incentive Schemes are summarised as below.

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### *(a) Purpose*

The purpose of the Restricted Share Incentive Schemes is to further improve our long-term incentive mechanism, attract and retain outstanding talents, fully motivate our core team and effectively align the interests of our Shareholders, our Company and our core team members, so that all parties would focus on the long-term development of our Company.

### *(b) Administration*

The Restricted Share Incentive Schemes shall be subject to decisions of the Shareholders’ general meeting and administration of the Board.

### *(c) Selected participants*

Selected participants under the Restricted Share Incentive Schemes are our Directors, members of senior management, middle-level management and core technical and business talents who are important for our Company’s future operation and development, while excluding independent directors, Shareholders individually or collectively holding 5% or more of our Company’s shares or actual controllers or their respective spouses, parents or children.

### *(d) Source and maximum number of Shares*

The restricted Shares to be granted under the Restricted Share Incentive Schemes shall be A Shares repurchased by our Company from the secondary market and/or A Shares to be issued by our Company to the selected participants. Each restricted Share granted represents the right to purchase one A Share within the agreed period at the grant price.

The maximum number of restricted Shares that can be granted under the 2023 Restricted Share Incentive Scheme is 15,500,000 A Shares, representing 3.3% of the total issued share capital at the time of adoption of the 2023 Restricted Share Incentive Scheme. The maximum number of restricted Shares that can be granted under the 2025 Restricted Share Incentive Scheme is 11,980,000 A Shares, representing 2.5% of the total issued share capital at the time of adoption of the 2025 Restricted Share Incentive Scheme.

### *(e) Term of the scheme*

Each Restricted Share Incentive Scheme shall be effective from the date of grant of restricted Shares thereunder up to the date when the respective restricted Shares granted have all been vested or lapsed, provided that the term of each of the Restricted Share Incentive Scheme shall not exceed 36 months.

### *(f) Grant of the restricted Shares*

Our Board determined the grant dates for the Share Incentive Schemes, each of which was a trading day. The grant date for the 2023 Restricted Share Incentive Scheme was 17 October 2023. The grant dates for the 2025 Restricted Share Incentive Scheme were 8 May 2025 for the first tranche, 26 September 2025 for the second tranche and 22 October 2025 for the third tranche. Our Company granted and announced the restricted Shares to selected participants of the respective tranche on each grant date.

The grant price of the restricted Shares of the 2023 Restricted Share Incentive Scheme and the 2025 Restricted Share Incentive Scheme shall be RMB8.66 and RMB12.16 respectively, subject to any adjustment pursuant to their respective terms. Restricted Shares granted shall not be transferred or used for guarantee or repayment of debts before vesting.



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In the 2023 Restricted Share Incentive Scheme, among the maximum 15,500,000 restricted A Shares which could be granted under the 2023 Restricted Share Incentive Scheme, 15,500,000 A Shares have been granted to 49 selected participants.

In the 2025 Restricted Share Incentive Scheme, among the maximum 11,980,000 restricted A Shares which could be granted under the 2025 Restricted Share Incentive Scheme, 10,881,250 A Shares have been granted to 118 selected participants in the first tranche, 353,750 A Shares have been granted to seven selected participants in the second tranche, and 745,000 A Shares have been granted to six selected participants in the third tranche. As at the Latest Practicable Date, 444,000 A Shares granted to 14 selected participants in the first tranche have been forfeited due to the cessation of their employment with our Company.

***(g) Conditions to the grant of restricted Share***

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

- (i) with respect to our Company, none of the following circumstances having occurred:
  - an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountants with respect to our Company’s financial accounting report for the most recent fiscal year;
  - an audit report with an adverse opinion or a disclaimer of opinion has been issued by the certified public accountants with respect to internal control contained in our Company’s financial accounting report for the most recent fiscal year;
  - our Company has not distributed dividends in accordance with the laws and regulations, our Articles of Association or our public commitment within the most recent 36 months after its [REDACTED];
  - applicable laws and regulations prohibit the implementation of any share incentive scheme; or
  - any other circumstances recognised by the CSRC.
- (ii) with respect to the grantee, none of the following circumstances having occurred:
  - the grantee has been regarded as an inappropriate person by the Shenzhen Stock Exchange within the most recent 12 months;
  - the grantee has been regarded as an inappropriate person by the CSRC or its dispatched office within the most recent 12 months;
  - the grantee has received administrative penalties or prohibited from entering into the securities market by the CSRC or its dispatched office within the most recent 12 months as a result of any material non-compliance with relevant laws and regulations;
  - the grantee is not qualified to serve as a director or senior management according to the PRC Company Law;
  - the grantee is prohibited from participating in any share incentive plan of listed companies according to applicable laws and regulations; or
  - any other circumstances recognised by the CSRC.

***(h) Vesting conditions and schedule***

The selected participants granted under the Restricted Share Incentive Schemes will only be vested if the following conditions were met:

- (i) the conditions set out under paragraph (g) above are fulfilled;
- (ii) the relevant grantee has been employed with the Group for more than 12 months before any vesting date;



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- (iii) in relation to the 2023 Restricted Share Incentive Scheme, the applicable annual performance assessment targets of our Company are achieved, specifically, our Group’s profit after deducting exchange gain/loss was no less than RMB275.0 million for 2023 and no less than RMB345.0 million for 2024;
- (iv) in relation to the 2025 Restricted Share Incentive Scheme, the applicable annual performance assessment targets of our Company are achieved, specifically, our Group’s operating revenue is no less than RMB2,600 million for 2025 and no less than RMB2,800 million for 2026; and
- (v) the relevant grantee meets individual performance appraisal requirements.

The restricted Shares granted shall be vested in accordance with the following vesting schedule, subject to satisfaction of the above vesting conditions:

| <u>Vesting schedule</u>      | <u>Vesting period</u>                                                                                                                                         | <u>Vesting percentage</u> |
|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------|
| The first period of vesting  | From the first trading day after the 12-month anniversary from the date of grant to the last trading day before the 24-month anniversary of the date of grant | 50%                       |
| The second period of vesting | From the first trading day after the 24-month anniversary from the date of grant to the last trading day before the 36-month anniversary of the date of grant | 50%                       |

In relation to the 2023 Restricted Share Incentive Scheme, the vesting of the restricted Shares granted shall be on a trading day within its term, which shall not fall in the following periods: (i) 30 days before the publication of any annual report and interim report, in the event the announcement date is postponed for special reasons, the period is calculated from 30 days prior to the originally scheduled announcement date; (ii) 10 days before the publication of any quarterly report, earnings forecast and preliminary earnings estimate; (iii) the period from the date on which any material event that may materially affect the trading price of our Company’s shares and derivatives occurs or enters the decision-making process until the date of its lawful disclosure; or (iv) any other period prohibited by the CSRC or the Shenzhen Stock Exchange.

In relation to the 2025 Restricted Share Incentive Scheme, the vesting of the restricted Shares granted shall be on a trading day within its term, which shall not fall in the following periods: (i) 15 days before the publication of any annual report and interim report, in the event the announcement date is postponed for special reasons, the period is calculated from 15 days prior to the originally scheduled announcement date; (ii) five days before the publication of any quarterly report, earnings forecast and preliminary earnings estimate; (iii) the period from the date on which any material event that may materially affect the trading price of our Company’s shares and derivatives occurs or enters the decision-making process until the date of its lawful disclosure; or (iv) any other period prohibited by the CSRC or the Shenzhen Stock Exchange.

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### (i) Lock-up for Directors and the senior management team

The annual transferable Shares for a grantee who is a Director or senior management member during his or her employment shall not exceed 25% of the total Shares he or she holds. No such Shares shall be transferred within the half-year period following the cessation of his or her employment. Income gained through sale of such Shares within six months of the purchase or purchase of Shares within six months of the sale shall belong to our Company and will be forfeited by the Board. Any sale of such Shares is also subject to the relevant requirements under applicable laws.

### (j) Outstanding restricted Shares granted

As the applicable annual performance assessment targets for 2023 and 2024 were not achieved, the entire grant of 15,500,000 restricted Shares under the 2023 Restricted Share Incentive Scheme lapsed and was cancelled. Consequently, as at the Latest Practicable Date, there are no outstanding restricted Shares under the 2023 Restricted Share Incentive Scheme.

As at the Latest Practicable Date, the number of outstanding restricted Shares granted under the 2025 Restricted Share Incentive Scheme was 11,536,000, representing 2.20% of the issued Shares immediately following the completion of the [REDACTED] (assuming that (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under our 2025 Restricted Share Incentive Scheme and (iii) no changes to our issued and outstanding shares between the Latest Practicable Date and the [REDACTED]). As at the Latest Practicable Date, our Company has repurchased an aggregate of 735,400 A Shares, which were held in the repurchase stock account established in the name of our Company and were expected to be used for employee stock ownership plans or equity incentives. Our Company has not issued or had any imminent plan to issue any new A Shares for such purpose.

The following table sets forth the number of outstanding restricted Shares granted to Directors, senior management or connected persons of our Company under the 2025 Restricted Share Incentive Schemes:

| Name of grantee              | Position in our Company                                    | Date of grant     | Number of restricted Shares granted | Grant price | Vesting period                                                                                                                                                                                                                                                                                                                        | Approximate percentage of issued Shares immediately after completion of the [REDACTED] <sup>(Note 1)</sup> |
|------------------------------|------------------------------------------------------------|-------------------|-------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| Ms. Wu Ying<br>(武瑩)          | Executive Director and general manager                     | 8 May 2025        | 450,000                             | RMB12.16    | 50% and 50% of the restricted Shares granted under the 2025 Restricted Share Incentive Scheme will vest in each of the two vesting periods that occur between the first trading day after the 12-month anniversary from the date of grant and the last trading day up to the 36-month anniversary of the date of grant, respectively. | [REDACTED]                                                                                                 |
|                              |                                                            | 26 September 2025 | 50,000                              | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
| Mr. Zheng Zhengdong<br>(鄭正東) | Executive Director and chief financial officer             | 8 May 2025        | 75,000                              | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
|                              |                                                            | 26 September 2025 | 100,000                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
| Ms. Wang Ping<br>(王萍)        | Executive Director and Board secretary                     | 8 May 2025        | 130,000                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
| Ms. Yang Ya<br>(楊姪)          | Executive Director and deputy general manager              | 8 May 2025        | 275,000                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
| Mr. Qin Peng<br>(秦鵬)         | Executive Director and general manager of technical centre | 8 May 2025        | 237,500                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |

Note:

- The calculation is based on the assumption that (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under the 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].

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The following table sets forth the number of outstanding restricted Shares granted to other grantees (excluding Directors, senior management and connected persons of our Company) under the 2025 Restricted Share Incentive Schemes:

| Number of grantees <sup>(Note 1)</sup> | Date of grant     | Number of restricted Shares granted | Grant price | Vesting period                                                                                                                                                                                                                                                                                                                        | Approximate percentage of issued Shares immediately after completion of the [REDACTED] <sup>(Note 2)</sup> |
|----------------------------------------|-------------------|-------------------------------------|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|
| 113                                    | 8 May 2025        | 9,713,750 <sup>(Note 3)</sup>       | RMB12.16    | 50% and 50% of the restricted Shares granted under the 2025 Restricted Share Incentive Scheme will vest in each of the two vesting periods that occur between the first trading day after the 12-month anniversary from the date of grant and the last trading day up to the 36-month anniversary of the date of grant, respectively. | [REDACTED]                                                                                                 |
| 5                                      | 26 September 2025 | 203,750                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |
| 6                                      | 22 October 2025   | 745,000                             | RMB12.16    |                                                                                                                                                                                                                                                                                                                                       | [REDACTED]                                                                                                 |

*Notes:*

1. The grantees are middle-level management and core technical and business talents of our Company, neither of whom is a Director, senior management or connected persons of our Company. None of the grantees have been individually granted an aggregate number of underlying Shares exceeding 1.0% of our Company’s total share capital.
2. The calculation is based on the assumption that (i) the [REDACTED] is not exercised, (ii) no new Shares are issued under the 2025 Restricted Share Incentive Scheme and (iii) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED].
3. As at the Latest Practicable Date, 444,000 restricted A Shares granted to 14 grantees have been forfeited due to the cessation of their employment with our Company.

Upon full vesting of the outstanding restricted Shares granted under the 2025 Restricted Share Incentive Scheme (assuming (i) new A Shares will be issued for the vesting of all the outstanding restricted Shares, (ii) A Shares in the repurchase account of our Company will not be utilised, (iii) the [REDACTED] is not exercised and (iv) no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED]), the issued and outstanding shareholding of the Shareholders immediately following completion of the [REDACTED] will be diluted by [REDACTED]. Accordingly, the impact on earnings per Share for 2025 upon full vesting of the outstanding restricted Shares granted under the 2025 Restricted Share Incentive Scheme (assuming A Shares will be issued for the vesting of all the outstanding restricted Shares and A Shares in the repurchase account of our Company will not be utilised) is minimal and only minimal dilutive effect as compared to the total Shares in issue would be brought.

### F. OTHER INFORMATION

#### 1. Estate duty

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

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**STATUTORY AND GENERAL INFORMATION**

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**2. Litigation**

As at the Latest Practicable Date, no member of our Group was engaged in any litigation, arbitration or claim of material importance and, so far as our Directors are aware, no litigation, arbitration, or claim of material importance is pending or threatened by or against any member of our Group.

**3. Sole Sponsor**

The Sole Sponsor has made an application on behalf of our Company to the Stock Exchange for [REDACTED] of, and permission to [REDACTED] our H Shares to be [REDACTED] pursuant to the [REDACTED] (including any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]). All necessary arrangements have been made to enable the securities to be admitted into [REDACTED].

The Sole Sponsor satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Pursuant to the engagement letter entered into between our Company and the Sole Sponsor, we have agreed to pay the Sole Sponsor a fee of RMB5.0 million for acting as the sponsor of our Company for the [REDACTED].

**4. Preliminary expenses**

Our Company did not incur any material preliminary expenses.

**5. Promoters**

The promoters at the time of our Company’s conversion into a joint stock limited company in February 2013 included Mr. Xia Shuguang (夏曙光) and Ms. Chen Rong (陳蓉).

Within the two years immediately preceding the date of this document, no cash, securities or other benefit has been paid, allotted or given nor is any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document.

**6. Qualifications of experts**

The qualifications of the experts, as defined under the Listing Rules, who have given opinions in this document, are as follows:

| <u>Name of expert</u>                       | <u>Qualifications</u>                                                                                                                                                    |
|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CITIC Securities (Hong Kong) Limited        | A licensed corporation under the SFO to conduct Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO |
| KPMG                                        | Certified Public Accountants<br><br>Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance                |
| T&C Law Firm                                | our PRC Legal Advisers                                                                                                                                                   |
| China Insights Industry Consultancy Limited | Independent industry consultant                                                                                                                                          |
| Ms. Queenie W.S. Ng                         | Hong Kong Barrister-at-law                                                                                                                                               |

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## STATUTORY AND GENERAL INFORMATION

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### 7. Consents of experts

Each of the parties named above has given and has not withdrawn its written consent to the [REDACTED] of this document with the inclusion of its report and/or letter and/or opinion and/or references to its name included herein in the form and context in which it is respectively included.

As at the Latest Practicable Date, none of the experts named above has any shareholding interests 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.

### 8. Taxation of holders of H Shares

#### (a) *Hong Kong*

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

#### (b) *Consultation with professional advisers*

Potential [REDACTED] in the [REDACTED] are urged to consult their professional advisers if they are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of or [REDACTED] in our H Shares (or exercising rights attached to them). It is emphasised that none of our Company, our Directors or the other parties involved in the [REDACTED] will accept responsibility for any tax effect on, or liabilities of, holders of H Shares resulting from their subscription for, purchase, holding or disposal of or [REDACTED] in the H Shares or exercise of any rights attaching to them.

### 9. Binding effect

This document shall have the effect, if 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 so far as applicable.

### 10. Related party transactions

Our Group entered into the related party transactions within the two years immediately preceding the date of this document as mentioned in Note 34 to the Accountants' Report.

### 11. No material adverse change

Our Directors believe that there has been no material adverse change in the financial or trading position since 31 December 2025 (being the date to which the latest audited consolidated financial statements of the Group were prepared).

### 12. Miscellaneous

Save as disclosed in the sections headed “History, Development and Corporate Structure”, “Business”, “Financial Information” and “[REDACTED]” in this document and the paragraph headed “Appendix V — Statutory and General Information — A. Further Information about Our Group” in this document:

- (a) within the two years immediately preceding the date of this document:
  - (i) no share or loan capital of our Company or any of its subsidiaries has been issued or agreed to be issued or is proposed to be issued fully or partly paid either for cash or a consideration other than cash;

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**STATUTORY AND GENERAL INFORMATION**

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- (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
- (iii) no commissions, discounts, brokerages or other special terms have been granted or agreed to be granted in connection with the issue or sale of any share of our Company or any of our subsidiaries; and
- (iv) no commission has been paid or is payable for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription for any share in or debentures of our Company;
- (b) there are no founder, management or deferred shares or any debentures in our Company or any of our subsidiaries;
- (c) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this document;
- (d) our Company has no outstanding convertible debt securities or debentures;
- (e) there is no arrangement under which future dividends are waived or agreed to be waived;
- (f) save for the A Shares of our Company that are listed on the Shenzhen Stock Exchange, and save for the H Shares to be [REDACTED] in connection with the [REDACTED], none of the equity and debt securities of our Company, if any, is [REDACTED] or [REDACTED] nor is any [REDACTED] being or proposed to be sought; and
- (g) all necessary arrangements have been made to enable the H Shares to be admitted into [REDACTED] for clearing and settlement.

**13. Bilingual document**

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



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## APPENDIX VI

## DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG AND AVAILABLE ON DISPLAY

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### DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to a copy of this document and delivered to the Registrar of Companies in Hong Kong for registration were, amongst other documents, a copy of each of the written consents referred to in “Appendix V — Statutory and General Information — F. Other Information — 7. Consents of Experts” to this document and a certified copy of each of the material contracts referred to in “Appendix V — Statutory and General Information — B. Further Information about Our Business — 1. Summary of material contracts” to this document.

### DOCUMENTS ON DISPLAY

The copies of the following documents will be available on display on the websites of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company at <https://www.eclicktech.com.cn> up to and including the date which is 14 days from the date of this document:

- (a) the Articles of Association;
- (b) the Accountants’ Report from KPMG, the text of which is set out in Appendix I to this document;
- (c) the audited consolidated financial statements of our Group for the three years ended 31 December 2025;
- (d) the report on the unaudited [REDACTED] financial information of our Group issued by KPMG, the text of which is set out in Appendix II to this document;
- (e) the industry report prepared by CIC, the summary of which is set out in “Industry Overview” in this document;
- (f) the material contracts referred to in the paragraph headed “Appendix V — Statutory and General Information — B. Further Information about Our Business — 1. Summary of material contracts” in this document;
- (g) the written consents referred to in the paragraph headed “Appendix V — Statutory and General Information — F. Other Information — 7. Consents of experts” in this document;
- (h) the legal opinion from T&C Law Firm, our PRC Legal Advisers, in respect of certain aspects of our Group in the PRC;
- (i) the counsel opinion issued by Ms. Queenie W.S. Ng, in respect of certain matters of our subsidiaries in Hong Kong;
- (j) the service contracts referred to in the paragraph headed “Appendix V — Statutory and General Information — C. Further Information about Our Directors — 1. Particulars of Directors’ contracts” to this document; and
- (k) the PRC Company Law, the PRC Securities Law, the Trial Measures, together with their unofficial English translations thereof.