OVERVIEW

Upon [**REDACTED**], certain transactions between our Group and our connected persons will constitute continuing connected transactions of our Company under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSONS

Our Company [has entered] into agreements with the following connected persons, the transactions contemplated under such agreements will constitute our continuing connected transactions upon [**REDACTED**].

Name of our connected persons	Connected relationship
Mr. Peng	Mr. Peng is our founder, chairman of the Board, executive Director and one of the Controlling Shareholders, and hence a connected person of our Company.
Zhejiang Jiyun Dili Information Technology Co., Ltd. (浙江極雲地理信息科技有限公司) ("**Zhejiang Jiyun Dili**")	As of the Latest Practicable Date, Zhejiang Jiyun Dili was owned as to 95.5% by Mr. Peng and 4.5% by Guangzhou Juyun Investment Partnership (Limited Partnership) (廣州聚雲投資合夥企業（有限合夥)), which was in turn controlled by Mr. Peng in his capacity as general partner. Hence, Zhejiang Jiyun Dili is an associate (as defined under Chapter 14A of the Listing Rules) of Mr. Peng and a connected person of our Company.

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

			Proposed Annual Caps for the Year Ending December 31,		
Transactions	**Waiver Sought**	**Historical Amount**	**2026**	**2027**	**2028**
		(RMB in million)		*(RMB in million)*	
Fully-Exempt Continuing Connected Transactions					
1. Product Provision Framework Agreement . .	N/A	For the year ended December 31, 2023: 0.4 2024: 0.4 2025: 1.0	2.0	2.0	2.0

Transactions	Waiver Sought	Historical Amount	Proposed Annual Caps for the Year Ending December 31, 2026	2027	2028
		(RMB in million)	*(RMB in million)*		
Partially-Exempt Continuing Connected Transactions					
2. Service Procurement Framework Agreement . .	Announcement requirement	For the year ended December 31, 2023: 11.0 2024: 9.0 2025: 10.6	13.6	16.8	20.9

Fully-Exempt Continuing Connected Transactions

1. Product Provision Framework Agreement

Principal terms

The Company [has entered] into the product provision framework agreement (the "**Product Provision Framework Agreement**") with Zhejiang Jiyun Dili on [●], pursuant to which the Group may, from time to time, provide our products to Zhejiang Jiyun Dili for use in its business operations. The initial term of the Product Provision Framework Agreement shall commence on the [**REDACTED**] until December 31, 2028, subject to renewal by mutual consent by the parties and compliance with the Listing Rules. The parties will separately enter into specific agreements which will set out the specific terms and conditions, including product models, fee arrangement and payment methods based on the principles under the Service Procurement Framework Agreement.

Reasons for and benefits of the transaction

We are a globally leading agricultural robotics company dedicated to enhancing worldwide agricultural productivity. The Product Provision Framework Agreement enables the Group to generate additional revenue by providing our products to Zhejiang Jiyun Dili for use in its business operations. Zhejiang Jiyun Dili, a company established under the laws of the PRC on April 1, 2017, is principally engaged in providing cloud-based RTK positioning services, developing and operating the Jiyun Dili PC software platform, leasing remote sensing UAVs, and developing customized systems for business and government clients. Zhejiang Jiyun Dili's core offerings include high-precision positioning services for agricultural robotics, software solutions for geospatial data management, and UAV-based remote sensing and mapping services.

Zhejiang Jiyun Dili procures products from the Group to support its core business operations, which include the construction of a nationwide RTK positioning network and the provision of high-precision positioning services for agricultural robotics across the PRC. The RTK fixed base stations supplied by the Group are used to build this network, while finished remote sensing UAVs are used in Zhejiang Jiyun Dili's UAV leasing business to enable channel partners to generate high-definition maps for agricultural production activities.

Pricing policies

The consideration for the transactions contemplated under the Product Provision Framework Agreement shall be determined on an arm's length basis, with reference to the prevailing market prices and taking into account (i) the terms and conditions that we offer to other independent third-party customers, and (ii) the quantity, type and quality of our products to be provided.

Historical amounts

Set out below are the historical transaction amounts for the abovementioned transactions during the Track Record Period:

	For the year ended December 31,		
	2023	**2024**	**2025**
		(RMB million)	
Purchase amount by Zhejiang Jiyun Dili	0.4	0.4	1.0

Annual caps and basis of annual caps

The maximum aggregate annual transaction amounts under the Service Procurement Framework Agreement for the three years ending December 31, 2028 shall not exceed the caps set out below:

	For the year ending December 31,		
	2026	**2027**	**2028**
		(RMB million)	
Purchase amount by Zhejiang Jiyun Dili	2.0	2.0	2.0

The above proposed annual caps are determined with reference to:

(a) the historical transaction amounts for the abovementioned transaction during the Track Record Period;

(b) the expected demand of Zhejiang Jiyun Dili for our products; and

(c) the expected price of our products in the three years ending December 31, 2028, taking into account the costs and expenses relating to such products.

Implications under the Listing Rules

As all of the applicable percentage ratios calculated for the purpose of Chapter 14A of the Listing Rules in respect of the above transaction, which is conducted on normal commercial terms or better, are expected to be less than 5% and the total consideration of the transaction thereunder is expected to be less than HK$3,000,000 on an annual basis, it will fall within the de minimis threshold under Rule 14A.76(1) of the Listing Rules and will be exempted from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Partially-Exempt Continuing Connected Transactions

2. Service Procurement Framework Agreement

Principal terms

The Company [has entered] into the service procurement framework agreement (the "**Service Procurement Framework Agreement**") with Zhejiang Jiyun Dili on [●], pursuant to which the Group may, from time to time, procure from Zhejiang Jiyun Dili positioning and data services. The initial term of the Service Procurement Framework Agreement shall commence on the [**REDACTED**] until December 31, 2028, subject to renewal by mutual consent by the parties and compliance with the Listing Rules. The parties will separately enter into specific agreements which will set out the specific terms and conditions, including scope and quantity of services, fee arrangement and payment methods based on the principles under the Service Procurement Framework Agreement.

Reasons for and benefits of the transaction

We have been procuring positioning and data services from Zhejiang Jiyun Dili during the Track Record Period in the ordinary and usual course of our business to enable us to offer such services to our customers in the Group's agricultural robotics products. These services enable high-precision autonomous operations and support the Group's ability to deliver solutions to end users. Zhejiang Jiyun Dili provides the Group with positioning and data services, including cloud-based RTK positioning and geospatial data solutions, which are the principal business of Zhejiang Jiyun Dili. While alternative service providers are available in the market, our Group and Zhejiang Jiyun Dili have established a long-term and stable business relationship, and Zhejiang Jiyun Dili has acquired a comprehensive understanding of our business and service requirements. Therefore, we believe it is in the best interest of the Group and our shareholders as a whole to continue to procure such services from Zhejiang Jiyun Dili who has been capable of fulfilling our demands with a stable and high quality supply of services on terms which are similar to or better than those offered by Independent Third Parties.

Pricing policies

The consideration for the transactions contemplated under the Service Procurement Framework Agreement shall be determined on an arm's length basis, with reference to the prevailing market prices and taking into account the scope, quantity and quality of the services as well as other terms. To ensure that the terms under the Service Procurement Framework Agreement are to be no less favourable to our Group than those offered by Independent Third Parties under same or similar conditions, the Group will obtain fee quotations from Independent Third Parties at least on an annual basis for services that are same or comparable.

Historical amounts

Set out below are the historical transaction amounts for the abovementioned transactions during the Track Record Period:

	For the year ended December 31,		
	2023	**2024**	**2025**
		(RMB million)	
Purchase amount by the Group	11.0	9.0	10.6

Annual caps and basis of annual caps

The maximum aggregate annual transaction amounts under the Service Procurement Framework Agreement for the three years ending December 31, 2028 shall not exceed the caps set out below:

	For the year ending December 31,		
	2026	**2027**	**2028**
		(RMB million)	
Purchase amount by the Group	13.6	16.8	20.9

The above proposed annual caps are determined with reference to:

(a) the historical transaction amounts for the abovementioned transaction during the Track Record Period. The decrease in the historical transaction amount in 2024 was primarily due to the Group's effective cost control and Zhejiang Jiyun Dili's price reduction strategy over its services in response to market competition;

(b) the expected increase in our demand for the services from Zhejiang Jiyun Dili, resulting from the expected organic growth in our business; and

(c) the expected price of the services from Zhejiang Jiyun Dili in the three years ending December 31, 2028, taking into account the costs and expenses relating to such services.

Implications under the Listing Rules

As one or more of the applicable percentage ratios (other than the profits ratio) of the proposed aggregated annual caps in respect of the procurement of services by our Group from Zhejiang Jiyun Dili pursuant to the Service Procurement Framework Agreement exceeds 0.1% but all applicable percentage ratios (other than the profits ratio) are less than 5% on an annual basis, the transactions contemplated under the Service Procurement Framework Agreement will be subject to the reporting, annual review and announcement requirements but are exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

WAIVER APPLICATION FOR PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

Under Rule 14A.76(2) of the Listing Rules, the transactions under "— Partially-Exempt Continuing Connected Transactions" will constitute our continuing connected transactions subject to those requirements under Chapter 14A of the Listing Rules. As those transactions are expected to continue on a recurring and continuing basis and have been fully disclosed in this document, our Directors consider that strict compliance with the announcement requirement under the Listing Rules would be impractical and unduly burdensome, and would lead to unnecessary administrative costs upon us.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], waivers exempting us from strict compliance with the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in "— Partially-Exempt Continuing Connected Transactions", subject to the condition that the aggregate amounts of the continuing connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above).

In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transactions referred to in this document, we will take immediate steps to ensure compliance with such new requirements within reasonable time.

CONFIRMATION FROM OUR DIRECTORS AND THE SOLE SPONSOR

Our Directors (including our independent non-executive Directors) are of the view that the continuing connected transactions as set out above have been and will be carried out in our ordinary and usual course of business and on normal commercial terms or better, and are fair and reasonable and in the interest of our Company and Shareholders as a whole, and the proposed annual caps for those transactions are fair and reasonable and in the interest of our Company and Shareholders as a whole.

The Sole Sponsor is of the view that the continuing connected transactions as set out above have been and will be carried out in the ordinary and usual course of business of our Company and on normal commercial terms or better, and are fair and reasonable in the interests of our Company and the Shareholders as a whole, and the proposed annual caps for those transactions are fair and reasonable and in the interest of our Company and Shareholders as a whole.

INTERNAL CONTROL MEASURES TO SAFEGUARD SHAREHOLDERS' INTERESTS

In order to further safeguard the interests of the Shareholders as a whole (including the minority Shareholders), our Group has implemented the following internal control measures in relation to the continuing connected transactions:

(a) our Group has approved internal guidelines which provide that if the value of any proposed connected transaction is expected to exceed certain thresholds, the relevant staff must report the proposed transactions to the head of the relevant business unit in order for our Company to commence the necessary additional assessment and approval procedures and ensure that we will comply with the applicable requirements under Chapter 14A of the Listing Rules; and

(b) our Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the continuing connected transactions entered into by our Company. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the continuing connected transactions have been entered into in the ordinary and usual course of business of our Group, are on normal commercial terms and are in accordance with the agreement governing them on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the continuing connected transactions have not been approved by the Board, are not in accordance with the pricing policies of our Group in all material respects, are not entered into in accordance with the relevant agreements governing the transactions in all material respects or have exceeded the cap.