# CONNECTED TRANSACTIONS

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

## OUR CONNECTED PERSONS

We have entered into certain transactions in the ordinary and normal course of our business with the following connected persons, which will constitute continuing connected transactions upon the [**REDACTED**]:

| Names of our connected persons | Connected Relationship |
|---|---|
| Jin Jiang International and its subsidiaries or associates (excluding our Group) ("**Jin Jiang International Connected Persons**") . . . . . . . | Jin Jiang International is one of our Controlling Shareholders. Accordingly, Jin Jiang International, its subsidiaries and associates constitute connected persons of our Company under the Listing Rules. |
| Jin Jiang International Finance Company . . . . . . . . . . . . . . . . | Jin Jiang International Finance Company is a subsidiary of Jin Jiang Capital, which was owned as to 90.5% by Jin Jiang Capital (directly and indirectly through Jin Jiang Hotel Company Limited* (上海錦江飯店有限公司)) and 9.5% by Jin Jiang International as of the Latest Practicable Date. Accordingly, Jin Jiang International Finance Company is an associate of Jin Jiang Capital and constitutes a connected person of our Company under the Listing Rules. |

## SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

| Transaction | Counterparty | Applicable Listing Rule | Waiver sought |
|---|---|---|---|
| **Fully-exempt continuing connected transactions** | | | |
| Comprehensive Trademark Licensing Agreement . . | Jin Jiang International | Rule 14A.76 | N/A |
| Comprehensive Goods and Food Procurement and Supply Framework Agreement . . . . . . . . . . | Jin Jiang International | Rule 14A.76 | N/A |
| **Partially-exempt continuing connected transactions** | | | |
| Comprehensive Services Procurement and Supply Framework Agreement . | Jin Jiang International | Rule 14A.35, Rule 14A.76(2), Rule 14A.105 | Announcement |
| Premises Leasing Framework Agreement . | Jin Jiang International | Rule 14A.35, Rule 14A.76(2), Rule 14A.105 | Announcement |
| **Non-exempt continuing connected transactions** | | | |
| Financial Services Framework Agreement . | Jin Jiang International Finance Company | Rule 14A.35, Rule 14A.36, Rule 14A.105 | Announcement and independent Shareholders' approval |

## FULLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### Comprehensive Trademark Licensing Agreement

On [●], 2026, our Company entered into a framework agreement (the "**Comprehensive Trademark Licensing Agreement**") with Jin Jiang International, pursuant to which, Jin Jiang International Connected Persons agreed to grant to our Group a non-exclusive and transferable license to use certain trademarks registered by them in the PRC and Hong Kong on a royalty-free basis.

The Comprehensive Trademark Licensing Agreement will commence on the [**REDACTED**] for an initial term of three years. Both parties or their respective subsidiaries or associates will enter into separate underlying agreements which will set out the specific terms and conditions for the trademark licensing according to the principles provided in the Comprehensive Trademark Licensing Agreement. Both parties can renew the term by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with. For the details of the licensed trademarks, please refer to "Further Information about Our Business — Intellectual Property Rights" in Appendix IV to this Document.

#### *Reasons for and benefit of the transaction*

Jin Jiang International is one of the largest integrated hotel and travel conglomerates in the PRC and its well-known and famous brands in relation to "*Jin Jiang* (錦江)" have been developed and applied in its principal businesses covering hotel operation and management, tourism, passenger transportation, as well as city services, asset management and related industries. We have historically entered into trademark licensing agreements with Jin Jiang International Connected Persons, by which, we are able to leverage on national footprint of Jin Jiang International Connected Persons to reach out to additional potential customers. We believe that the entering into of the Comprehensive Trademark Licensing Agreement with a longer duration can ensure the stability of our operations, avoid any unnecessary business interruption and help ensure the long-term stable business development and continuity of our market recognition. It is normal business practice for trademark license agreement of similar type to be entered into for such duration, and is beneficial to us and our Shareholders as a whole.

#### *Listing Rules implications*

As the right to use the trademarks is granted to our Group on a royalty-free basis, the transactions contemplated under the Comprehensive Trademark Licensing Agreement will be within the de minimis threshold provided under Rule 14A.76 of the Listing Rules and will be fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14 of the Listing Rules.

### Comprehensive Goods and Food Procurement and Supply Framework Agreement

On [●], 2026, our Company entered into a framework agreement (the "**Comprehensive Goods and Food Procurement and Supply Framework Agreement**") with Jin Jiang International, pursuant to which, our Group will procure from and supply to Jin Jiang International Connected Persons certain types of goods and food as both parties may require from time to time, including but not limited to hotel supplies and commodities, food and other relevant ancillary products.

The initial term of the Comprehensive Goods and Food Procurement and Supply Framework Agreement will commence on the [**REDACTED**] and end on December 31, 2026. Both parties can renew the term by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with. Both parties or their respective subsidiaries or associates will enter into separate underlying agreements which will set out the specific terms and conditions for the procurement and supply of goods and food according to the principles provided in the Comprehensive Goods and Food Procurement and Supply Framework Agreement.

***Reasons for and benefit of the transaction***

Our Group has historically entered into agreements with respect to goods and food procurement and supply with Jin Jiang International Connected Persons. During the Track Record Period, we have procured from Jin Jiang International Connected Persons certain types of food, which included different types of bread, palmier, cakes and pastries. Meanwhile, we have supplied to Jin Jiang International Connected Persons with hotel furniture and appliances (such as mattresses, TVs, refrigerators), daily commodities (such as shampoo, conditioner, shower gel, soap, toothbrush, slippers) and certain types of food (such as moon cakes, traditional Chinese meals and dishes).

Based on the long history of "*Jinjiang*" brand and the years of operation in Shanghai, Jin Jiang International Group has developed a number of well-known food brands with local characteristics, such as Jing'an Bakery and the pastries of the Peace Hotel. Our hotel customers may purchase these food when staying in the hotel or dining, so we purchase from Jin Jiang International Connected Persons to offer customers a variety of food choices. In addition, based on our Group's catering business, our mooncakes, traditional Chinese dishes and other seasonal foods are also sold to Jin Jiang International Connected Persons for their customers. We expect that we will continue to procure and supply these goods and food after the [**REDACTED**]. These goods and food are readily available in the market, but the quality offered by Jin Jiang International Connected Persons have been competitive. We are familiar with each other's safety and quality standards, by which, we can actively utilize the synergistic effect of Jin Jiang International Connected Persons' industrial chain. For the avoidance of doubt, we are not and will not be bound to collaborate with Jin Jiang International Connected Persons, and we will only procure from and supply to Jin Jiang International Connected Persons such goods and food if we consider that it is in the interests of our Company and the Shareholders as a whole. Such collaboration with Jin Jiang International Connected Persons not only ensures a reliable supply chain but also provides opportunities to optimize our procurement processes and achieve cost efficiency.

***Pricing policy***

Pursuant to the Comprehensive Goods and Food Procurement and Supply Framework Agreement, the price for procurement and supply of goods and food between both parties shall be determined by the market price after arm's length negotiations, which shall refer to the price accepted or charged for procurement or supply of similar types of goods and food from or to other Independent Third Parties in the market.

***Historical amounts***

For the years ended December 31, 2023, 2024 and 2025, the historical transaction amounts with respect to the purchase of goods and food from and sale of goods and food to Jin Jiang International Connected Persons by our Group were as follows:

| | For the year ended December 31, | | |
|---|---|---|---|
| | 2023 | 2024 | 2025 |
| | | *(RMB in million)* | |
| Purchase of goods (including goods and food) | 1.1 | 1.6 | 1.1 |
| Sale of goods (including goods and food) | 10.7 | 4.8 | 4.9 |

***Annual caps***

For the years ending December 31, 2026, the proposed annual caps for the annual transaction amounts to be paid by us for the purchase and the annual transaction amounts to be received by us for the sale of goods and food are as follows:

| | For the year ending December 31, |
|---|---|
| | 2026 |
| | *(RMB in million)* |
| Purchase of goods (including goods and food) | 1.0 |
| Sale of goods (including goods and food) | 8.0 |

The proposed annual caps are determined based on:

(i) the historical transaction amounts with respect to the purchase of goods and food from and sale of goods and food to Jin Jiang International Connected Persons by our Group during the Track Record Period;

(ii) the transaction amounts incurred as of the Latest Practicable Date with respect to the purchase of goods and food from and sale of goods and food to Jin Jiang International Connected Persons by our Group, and our Group's projected needs of further business development; and

(iii) other factors including but not limited to the expected prices of the goods and food, potential needs of the end customers, taking into account the costs and expenses relating to raw materials, labor, and market trends of similar goods and food on normal commercial terms. Based on our ongoing relationship and negotiations with Jin Jiang International Connected Persons, we have evaluated their capacity and market position. Jin Jiang International Connected Persons have demonstrated consistent ability to meet our quality and quantity requirements for the goods and food. The annual caps for the transactions have reflected our Group's normal business development needs while maintaining flexibility to source from alternative suppliers when commercially advantageous.

***Listing Rules implications***

As the highest applicable percentage ratio in respect of the annual caps of the Comprehensive Goods and Food Procurement and Supply Framework Agreement calculated for the purpose of Chapter 14A of the Listing Rules is below 0.1%, the transactions contemplated under the Comprehensive Goods and Food Procurement and Supply Framework Agreement will be within the de minimis threshold provided under Rule 14A.76 of the Listing Rules and will be fully exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14 of the Listing Rules.

## PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### Comprehensive Services Procurement and Supply Framework Agreement

On [●], 2026, our Company entered into a framework agreement (the "**Comprehensive Services Procurement and Supply Framework Agreement**") with Jin Jiang International, pursuant to which, our Group will procure from and supply to Jin Jiang International Connected Persons certain types of services as both parties may require from time to time, including but not limited to the services required for hotel operation and management (including hotel brands management), labor and human resource related services, booking services, catering services, cross-industry collaboration, consulting, supporting and technical services and joint membership gift package.

The initial term of the Comprehensive Services Procurement and Supply Framework Agreement will commence on the [**REDACTED**] and end on December 31, 2026. Both parties can renew the term by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with. Both parties or their respective subsidiaries or associates will enter into separate underlying agreements which will set out the specific terms and conditions for the procurement and supply of services according to the principles provided in the Comprehensive Services Procurement and Supply Framework Agreement.

***Reasons for and benefits of the transaction***

*Rendering of services*

As elaborated in the section headed "Business — Hotel Operation and Management", we accumulated significant experience with respect to the operation of hotels. During the Track Record Period, we have provided various services to Jin Jiang International Connected Persons, including (i) technical services in connection with the use of our central reservation system, system operation and maintenance, member points related to digital gift package, marketing SMS services, etc; (ii) booking and reservation services in connection with hotel booking and reservation through WeHotel and generating online handling fees and service fees; (iii) cross-industry collaboration in connection with the use of WeChat program and online shops of hotels operated and managed by us, the issuance of co-brand bank cards cooperated with banks, and joint on-line live events, etc; (iv) catering services for the hotel staff provided by us; (v) hotel operation and management services in connection with franchised and management agreements. In addition to such historical transactions, we expect new transactions will be involved in 2026, including joint membership gift package (including coupons which can be redeemed for our Group's hotels) purchased by Jin Jiang International Connected Persons for their members. By providing these services to Jin Jiang International Connected Persons, we can enhance our brand influence and leverage Jin Jiang International Connected Persons' industrial chain to expand our membership system and operational efficiency.

*Receiving of services*

As elaborated in the section headed "Business — Our Brand Portfolio", we emphasize the development of our own brand, whilst we also operate hotels under certain introduced brands based on the management license agreements entered into with leading hotel groups, including Jin Jiang International Connected Persons. During the Track Record Period, Jin Jiang International Connected Persons have provided various services to our Group, including (i) consulting services involving finance, construction and design, human resource and IT; (ii) providing qualified labor and human resource (such as waiters and front desk staff) initially engaged by Jin Jiang International Connected Persons on the leased premises to assist our hotel operation and management, pursuant to which, we will bear the remuneration and social insurance contribution of such qualified labor and human resource. Meanwhile, we and Jin Jiang International Connected Persons had transactions with respect to (i) our entrusted operation and management of certain premises and hotels of Radisson Hotel Group under service agreement, and (ii) our development and operation of hotels with the hotel brands owned by Jin Jiang International Connected Persons and licensed to us under management license agreements. In addition to such historical transactions, we expect new transactions will be involved in 2026, including (i) procurement and sale of ancillary services in relation to negotiation, bidding, e-commercial platform operation, data and analysis support and related labor costs; (ii) procurement of catering services after we complete the disposal of our catering business to Jin Jiang International; (iii) joint membership gift package (including coupons which can be redeemed for discount or travelling services provided by Jin Jiang International Connected Persons) purchasing by us for our members. By utilizing the services provided by Jin Jiang International Connected Persons, we can leverage Jin Jiang International Connected Persons' reputation and the synergies across their business segments to obtain high-quality services at more competitive prices, to further reduce costs and enhance our members' loyalty.

***Pricing policy***

Pursuant to the Comprehensive Services Procurement and Supply Framework Agreement, the price for procurement and supply of services between both parties shall be determined by the market price after arm's length negotiations, which shall refer to the nature and scope of services required, service quality standards and performance requirements, and the price accepted or charged for procurement or supply of similar types of services from or to other Independent Third Parties in the market.

***Historical amounts***

For the years ended December 31, 2023, 2024 and 2025, the historical transaction amounts and breakdown with respect to the receiving of services from and rendering of services to Jin Jiang International Connected Persons by our Group were as follows:

| | For the year ended December 31, | | |
|---|---|---|---|
| | **2023** | **2024** | **2025** |
| | | *(RMB in million)* | |
| **Receiving of services** | **116.8** | **193.0** | **157.5** |
| - transaction amount for consulting services | Nil | 10.8 | 27.5 |
| - transaction amount for entrusted management | 47.9 | 90.3 | 62.5 |
| - transaction amount for labor and human resource | 61.3 | 63.2 | 47.2 |
| - transaction amount for hotel brands management | 7.7 | 28.7 | 20.2 |
| **Rendering of services** | **50.5** | **102.8** | **134.1** |
| - transaction amount for technical services | 5.6 | 3.5 | 12.2 |
| - transaction amount for booking and reservation services | 1.7 | 1.7 | 2.5 |
| - transaction amount for cross-industry collaboration | 0.8 | 0.7 | 0.0 |
| - transaction amount for catering services | 6.5 | 7.7 | 10.0 |
| - transaction amount for hotel operation and management services | 35.8 | 89.3 | 109.4 |

***Annual caps***

For the years ending December 31, 2026, the proposed annual caps and breakdown for the annual transaction amounts to be paid by us for the receiving of services and the annual transaction amounts to be received by us for the rendering of services are as follows:

| | For the year ending December 31, |
|---|---|
| | **2026** |
| | *(RMB in million)* |
| **Receiving of services** | **278.0** |
| - transaction amount for consulting services | 50.0 |
| - transaction amount for entrusted management | 60.0 |
| - transaction amount for labor and human resource | 60.0 |
| - transaction amount for hotel brands management | 50.0 |
| - transaction amount for procurement supporting services | 27.0 |
| - transaction amount for sale supporting services | 20.0 |
| - transaction amount for catering services | 1.0 |
| - transaction amount for joint membership gift package | 10.0 |

| | For the year ending December 31, |
|---|---|
| | 2026 |
| | *(RMB in million)* |
| **Rendering of services** | **250.0** |
| - transaction amount for technical services | 45.0 |
| - transaction amount for booking and reservation services | 5.0 |
| - transaction amount for cross-industry collaboration | Nil |
| - transaction amount for catering services | 10.0 |
| - transaction amount for hotel operation and management services | 180.0 |
| - transaction amount for joint membership gift package | 10.0 |

The proposed annual caps are determined based on:

(i) the historical transaction amounts with respect to the receiving of services from and rendering of services to Jin Jiang International Connected Persons by our Group during the Track Record Period;

(ii) as for receiving of services, (a) the estimated transaction amount for consulting services is estimated to double the historical transaction amount of 2025, which is in line with the trend of historical transactions amount during the Track Record Period; (b) the estimated transaction amount for entrustment management in 2026 is generally comparable to the historical transaction amount; (c) the estimated transaction amount for labor and human resource is generally comparable to the historical transaction amount in 2023 and 2024; (d) the estimated transaction amount for hotel brands management primarily takes into account the scale of existing hotel brands and the growth of the hotel business; (e) as elaborated in the above paragraph headed "Reasons for and benefits of the transaction — Receiving of services", we expect new transactions will be involved in 2026 and thus will record new transaction amounts for procurement supporting services, sale supporting services and joint membership gift package. Besides, the disposal of our catering business to Jin Jiang International is targeted to be completed in 2026, therefore, the existing catering service will become connected transaction upon such disposal;

(iii) as for rendering of services, (a) the increase of estimated transaction amounts for technical services and booking and reservation services has taken into account of our hotel management business scale and our plan to strength our hotel network. In particular, we are in the process of implementing a full digital transformation and rolling out a high-standard and unified digital platform across all hotels we operate and manage, and Jin Jiang International Connected Persons can leverage our digital capability and technology infrastructure (including WeHotel and GPP platform) for the hotels operated and managed by us; (b) our cross-industry collaboration with Jin Jiang International Connected Persons is being reduced and gradually provided by the Independent Third Parties, the transaction amounts of which will decrease correspondingly; (c) the estimated transaction amount for catering services is generally comparable to the historical transaction amount during the Track Record Period; (d) the estimated transaction amount for hotel operation and management services is generally in line with the increase trend of historical transactions amount during the Track Record Period; and (e) as elaborated in the above paragraph headed "Reasons for and benefits of the transaction — Rendering of services", we expect new transactions will be involved in 2026 and thus will record new transaction amounts for joint membership gift package purchased by Jin Jiang International Connected Persons from our Group; and

(iv) other factors including but not limited to the quality of services, specific requirements of the counterparties, seasonal demand in hotel industry, locations, profit, revenue and/or target income of the hotels, the qualification, experience and knowledge of the labor and human resource and local social insurance standard. To ensure we can promptly meet our operational requirements, we proposed to have higher annual caps as compared to historical transaction amounts to secure a stable procurement and supply of services as and when necessary.

***Listing Rules implications***

As the highest applicable percentage ratio in respect of the annual caps of the Comprehensive Services Procurement and Supply Framework Agreement calculated for the purpose of Chapter 14A of the Listing Rules is higher than 0.1% but below 5%, the transactions contemplated under the Comprehensive Services Procurement and Supply Framework Agreement are subject to the reporting, announcement and annual review requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

**Premises Leasing Framework Agreement**

On [●], 2026, our Company entered into a framework agreement (the "**Premises Leasing Framework Agreement**") with Jin Jiang International, pursuant to which, our Group (as lessor) will lease certain premises (as office area) owned by us to Jin Jiang International Connected Persons (as lessees), and Jin Jiang International Connected Persons (as lessor) will lease certain premises (as operating and office area) owned by them to our Group (as lessee), as both parties may require from time to time.

The initial term of the Premises Leasing Framework Agreement will commence on the [**REDACTED**] and end on December 31, 2026. Both parties can renew the term by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with. Both parties or their respective subsidiaries or associates will enter into separate underlying agreements which will set out the specific terms and conditions for the procurement and supply of services according to the principles provided in the Premises Leasing Framework Agreement.

***Reasons for and benefit of the transaction***

Our Group (as lessor) has historically leased certain premises as office area owned by us to Jin Jiang International Connected Persons (as lessees) to fully utilize our vacant premises and collect income. Meanwhile, Jin Jiang International Connected Persons (as lessor) have leased certain premises as office area and/or operating area owned by them to our Group (as lessee) for construction and renovation of the premises and then rebuilding and operation of our hotels under the brands of *Jin Jiang Inn*, *Kang Bo ("康鉑")*, *Metropolo Jin Jiang*, *Magnotel*, *Vienna Hotel* and *Country Inn & Suites By Radisson*. These premises were located in prime locations, providing longer lease term and relatively stable rental price during the lease term and granted us with priority right to renewal. We are able to engage qualified labor and human resource (such as waiters and front desk staff) initially engaged by Jin Jiang International Connected Persons on the leased premises to assist our hotel operation and management. The continuation of these arrangements will enable our Group to fully utilize the geographical advantages of these premises, venues and ancillary facilities, which are situated in prime locations in Shanghai, to attract more customers and to maximize room and occupancy rates. Besides, these arrangements will enhance the influence and radiating effect as well as support the development and market penetration of our newly established midscale hotel brands and introduced foreign hotel brands. Most importantly, these arrangements will avoid unnecessary disruptions and costs to our business that might be caused by relocation, and will ensure continuity of our hotel operations. Therefore, our Directors are of the view that it is in the interest of our Group in terms of cost, time and stability to carry out the lease transactions under the Premises Leasing Framework Agreement instead of finding and relocating to alternative premises.

***Pricing policy***

Pursuant to the Premises Leasing Framework Agreement, the price for relevant premises leasing shall be determined by the market price after arm's length negotiations, which shall refer to the quotation and market transaction price for similar types of premises leasing provided by other Independent Third Parties in neighbouring areas.

***Historical amounts***

For the years ended December 31, 2023, 2024 and 2025, the historical transaction amounts with respect to the premises leasing between our Group and Jin Jiang International Connected Persons were as follows:

| | For the year ended December 31, | | |
|---|---|---|---|
| | **2023** | **2024** | **2025** |
| | | *(RMB in million)* | |
| Total fees received by our Group as lessor | 1.0 | 1.2 | 1.7 |
| Total fees paid by our Group as lessee | 153.2 | 147.0 | 96.1 |

***Annual caps***

For the years ending December 31, 2026, the proposed annual caps for the annual transaction amounts with respect to the premises leasing between our Group and Jin Jiang International Connected Persons are as follows:

| | For the year ending December 31, |
|---|---|
| | **2026** |
| | *(RMB in million)* |
| Total fees to be received by our Group as lessor | 4.0 |
| Total fees to be paid by our Group as lessee | 130.0 |

The proposed annual caps are determined based on:

(i) the historical transaction amounts with respect to the premises leasing between our Group and Jin Jiang International Connected Persons during the Track Record Period;

(ii) the transaction amounts with respect to the existing premises leasing between our Group and Jin Jiang International Connected Persons, and our Group's needs of further business development, taking into account potential expansion of the area underlying the existing leased premises and the periodic increase of rent (approximately every three years) of the premise leased from Jin Jiang International Connected Persons; and

(iii) other factors including but not limited to the potential fluctuation of the prevailing market rate of the same or similar properties in the vicinity in the next few years, etc.

***Listing Rules implications***

As the highest applicable percentage ratio in respect of the annual caps of the Premises Leasing Framework Agreement calculated for the purpose of Chapter 14A of the Listing Rules is higher than 0.1% but below 5%, the transactions contemplated under the Premises Leasing Framework Agreement are subject to the reporting, announcement and annual review requirements but exempt from the independent Shareholders' approval requirement under Chapter 14A of the Listing Rules.

## NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

### Financial Services Framework Agreement

On March 31, 2025, our Company entered into a new framework agreement (the "**Financial Services Framework Agreement**") with Jin Jiang International Finance Company, pursuant to which, Jin Jiang International Finance Company would provide financial services to our Group, including but not limited to (i) assisting in the collection and payment of transaction payments; (ii) internal transfer settlement among our Group and the corresponding settlement and clearing program design; (iii) deposit services; (iv) loans business; (v) entrusted loans and entrusted investments among our Group; (vi) financial and financing consultants, credit authentication and related consulting services; (vii) non-financial bonds services; (viii) bill discounting services; and (ix) corporate bonds underwriting services. The Financial Services Framework Agreement had been reviewed and approved by our then Directors (except for the Directors who shall abstain from voting) and then supervisors on April 2, 2025 and by our then Shareholders (except for the Shareholders which shall abstain from voting) on June 25, 2025, respectively.

The term of the Financial Services Framework Agreement commenced from July 1, 2025 and will end on June 30, 2028. Both parties can extend or renew the term by mutual agreement, provided that the requirements under the relevant laws, regulations and the Listing Rules are complied with.

***Reasons for and benefit of the transaction***

Jin Jiang International Finance Company is a non-banking financial institution incorporated in the PRC in October 1997, and is currently subject to the relevant regulations promulgated by the NFRA. At present, the establishment of such non-banking financial institution is subject to approval by the NFRA and its operation is subject to the ongoing supervision of the NFRA. In the PRC, financial companies within group enterprises are only permitted under applicable PRC laws and regulations to provide financial services to enterprises within the same parent group. Therefore, Jin Jiang International Finance Company, as a financial institution holding a financial license (金融許可證) granted by the NFRA, only provides financial services to members of the group of Jin Jiang International, including us. Jin Jiang International Finance Company shall submit risk management assessment report to the NFRA on an annual basis and has established a sound organizational structure and a comprehensive risk management and governance system.

Since August 2018, our Company had entered into financial services framework agreement with Jin Jiang International Finance Company on a regular basis. Our Company has formulated risk disposition plan for the transactions under financial services framework agreement with Jin Jiang International Finance Company, and established a financial risk prevention and disposition group. Our Group is expected to benefit from Jin Jiang International Finance Company's familiarity of the hotel industry and the operation of our Group. Through years of cooperation, Jin Jiang International Finance Company has become familiar with our Group's capital structure, business operations, funding needs, cash flow pattern, cash management and our overall financial management system, which may enable Jin Jiang International Finance Company to render more expedient, efficient and flexible deposit, loan and other financial services and feedback to our Group than other commercial banks and independent financial institutions in the PRC.

For the avoidance of doubt, our Group is not prohibited or restricted in any way to use financial services provided by other commercial banks or independent financial institutions in the open market, and we retain discretion to make our selection according to business needs as well as the fees and quality of such financial services. Our Group may (but is not obligated to) utilize the financial services provided by Jin Jiang International Finance Company so as to deploy and manage our financial resources flexibly and efficiently.

***Pricing policy:***

(i) Jin Jiang International Finance Company adopts daily accrual method to calculate deposit interest. Jin Jiang International Finance Company shall accept deposits from our Group at interest rates not lower, and thus no less favorable, than the prevailing rates offered by the domestic commercial banks for deposits of similar nature. If the domestic commercial banks would give our Group any more favorable terms in respect of the interest rates for the deposits, Jin Jiang International Finance Company undertakes to provide similar interest rates to our Group under the same conditions. Besides, Jin Jiang International Finance Company undertakes to release full amount of any balance in a timely manner in accordance with our instruction;

(ii) Jin Jiang International Finance Company adopts daily accrual method to calculate loan interest. Jin Jiang International Finance Company shall provide loans to our Group at interest rates not higher, and thus no less favorable, than the prevailing rates offered by the domestic commercial banks for loans of similar nature. If the domestic commercial banks would give our Group any more favorable terms in respect of the interest rates for the loans, Jin Jiang International Finance Company undertakes to provide similar interest rates to our Group under the same conditions. No secure over the assets of our Group is required for such financing services. In this regard, the loan services to be provided by Jin Jiang International Finance Company to our Group under the Financial Services Framework Agreement are exempt from the reporting, announcement and independent Shareholders' approval requirements under the Listing Rules according to Rule 14A.90 of the Listing Rules; and

(iii) For other financial services provided by Jin Jiang International Finance Company to our Group, the fees to be paid by our Group shall be not higher, and thus no less favorable, than the prevailing rates offered by the domestic commercial banks or independent financial institutions. If the domestic commercial banks or independent financial institutions would give our Group any more favorable terms in respect of the fees to be paid for other financial services, Jin Jiang International Finance Company undertakes to provide similar treatment to our Group under the same conditions. The transactions in relation to other financial services will be within the de minimis threshold and will be exempt from the reporting, announcement and independent Shareholders' approval requirements according to Rule 14A.76 of the Listing Rules.

***Historical amounts***

For the years ended December 31, 2023, 2024 and 2025, the historical transaction amounts with respect to the financial services between our Group and Jin Jiang International Finance Company were as follows:

| | For the year ended December 31, | | |
|---|---|---|---|
| | **2023** | **2024** | **2025** |
| | | *(RMB in million)* | |
| Maximum daily balance of deposits | 4,361.6 | 4,402.6 | 4,230.3 |
| Interest income of deposits | 73.6 | 60.6 | 48.0 |

### *Annual caps*

During the term of the Financial Services Framework Agreement, the proposed annual caps for the transaction amounts with respect to the financial services between our Group and Jin Jiang International Finance Company are as follows:

| | For the year ending December 31, | | For the six months ending |
|---|---|---|---|
| | 2026 | 2027 | June 30, 2028 |
| | | *(RMB in million)* | |
| Maximum daily balance of deposits | 5,000.0 | 5,000.0 | 5,000.0 |
| Interest income of deposits | 75.0 | 75.0 | 37.5 |

The proposed annual caps are determined based on:

(i) the historical transaction amounts during the Track Record Period; and

(ii) the estimated financial budget, the needs for capital management of our Group, as well as our need to further centralize the management of our capital, etc.

Notwithstanding the fact that Jin Jiang International Finance Company has provided financial services to our Group during the Track Record Period, and will continue to provide financial services to our Group after the [**REDACTED**], we are capable to maintain financial independence from Jin Jiang International Finance Company for the reasons as elaborated in the subsection headed "Relationship with our Controlling Shareholders — Independence from our Controlling Shareholders — Financial Independence" in this Document.

### *Listing Rules implications*

As the highest applicable percentage ratio in respect of the annual caps of the Financial Services Framework Agreement calculated for the purpose of Chapter 14A of the Listing Rules is higher than 5%, the transactions contemplated under the Financial Services Framework Agreement are subject to the reporting, announcement, annual review and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## INTERNAL CONTROL PROCEDURES ADOPTED BY OUR GROUP IN RESPECT OF THE IMPLEMENTATION OF CONTINUING CONNECTED TRANSACTION FRAMEWORK AGREEMENTS

Our Group adopts the following internal control measures to ensure that the transactions will be carried out in accordance with the terms of the aforementioned continuing connected transaction framework agreements, including the pricing policies, and in compliance with all the applicable requirements under the Listing Rules:

(i) we have adopted a related parties/connected transaction management policy for the purpose of ensuring that related parties/connected transactions will be conducted in a fair manner, on normal commercial terms and in the interests of our Company and our Shareholders as a whole;

(ii) prior to the execution of the underlying transactions under the aforementioned continuing connected transaction framework agreements, the operation department of the relevant business sector of our Group will compare the terms of the proposed transactions (including pricing and other contractual terms) with those similar transactions entered with Independent Third Parties or the terms offered to Independent Third Parties (as the case may be) to ensure that the transactions shall be on terms no less favorable to our Group;

(iii) we will regularly examine the pricing of the transactions under the aforementioned continuing connected transaction framework agreements to ensure that those transactions are conducted in accordance with the pricing terms therein; Besides, we will periodically review the pricing of the those transactions against the prices negotiated between our Group and Independent Third Parties for similar products or services, to ensure that the terms of the underlying transactions are not less favorable to our Group than terms between our Group and the Independent Third Parties;

(iv) we will periodically monitor the transaction amounts under the aforementioned continuing connected transaction framework agreements and, when it is expected that the transaction amounts might exceed the annual caps, promptly report in accordance with our Group's related parties/connected transactions management policy to ensure that we comply with all the applicable requirements under the Listing Rules, including revising the relevant annual caps when appropriate; and

(v) our independent non-executive Directors will conduct annual review of the continuing connected transactions under the framework agreements and provide annual confirmations in accordance with Rules 14A.55 and 14A.56 of the Listing Rules.

## WAIVER APPLICATION

The transactions described under the paragraph headed "— Partially-exempt Continuing Connected Transactions" in this section will constitute our continuing connected transactions under the Listing Rules upon [**REDACTED**], which will be subject to the reporting, annual review and announcement requirements but exempt from independent Shareholders' approval requirement under Chapter 14A of the Listing Rules. The transaction described under the paragraph headed "— Non-exempt Continuing Connected Transactions" in this section will constitute our continuing connected transactions under the Listing Rules upon [**REDACTED**], which will be subject to the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

Pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], waivers from strict compliance with the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions described under the paragraph headed "— Partially-exempt Continuing Connected Transactions" in this section, and the announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions described under the paragraph headed "— Non-exempt Continuing Connected Transactions" in this section, 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. Apart from the above waivers sought on the strict compliance of the announcement and independent Shareholders' approval requirements, we will comply with the relevant requirements under Chapter 14A of the Listing Rules.

If any terms of the transactions contemplated under the agreements mentioned above are altered or if our Company enters into any new agreements with any connected person in the future, we will fully comply with the relevant requirements under Chapter 14A of the Listing Rules unless we apply for and obtain a separate waiver from the Stock Exchange.

## OUR DIRECTORS' VIEW

Our Directors (including our independent non-executive Directors) consider that all the continuing connected transactions as disclosed under the paragraph headed "— Partially-exempt Continuing Connected Transactions" and "— Non-exempt Continuing Connected Transactions" have been and will be carried out (i) in the ordinary and usual course of our business; (ii) on normal commercial terms or better; and (iii) in accordance with the respective terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

Our Directors (including our independent non-executive Directors) are also of the view that the annual caps of the continuing connected transactions as disclosed under the paragraph headed "— Partially-exempt Continuing Connected Transactions" and "— Non-exempt Continuing Connected Transactions" in this section are fair and reasonable and are in the interests of our Company and our Shareholders as a whole.

## SOLE SPONSOR'S VIEW

Based on the documentation provided by our Company and the Sole Sponsor's due diligence, review of the terms of the relevant framework agreements, the representations and confirmations provided by our Company and our Directors to the Sole Sponsor and discussions with our Company, the Sole Sponsor is of the view that (i) the continuing connected transactions described under the paragraph headed "— Partially-exempt Continuing Connected Transactions" and "— Non-exempt Continuing Connected Transactions" in this section have been and will be carried out in the ordinary and usual course of our business, on normal commercial terms or better, that are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and (ii) the proposed annual caps of such continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.