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Application Proof of

Beijing Data Intelink Technology Co., Ltd.

北京數聚智連科技股份有限公司

(the “Company”)

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

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Beijing Data Intelink Technology Co., Ltd. 北京數聚智連科技股份有限公司

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

[REDACTED]

Number of [REDACTED] under the : [REDACTED] H Shares (subject to the
[REDACTED] [REDACTED])
Number of [REDACTED] : [REDACTED] H Shares (subject to
reallocation)
Number of [REDACTED] : [REDACTED] H Shares (subject to
reallocation and the [REDACTED])
Maximum [REDACTED] : [REDACTED] per H Share plus brokerage of
1%, SFC transaction levy of 0.0027%,
Stock Exchange trading fee of 0.00565%
and AFRC transaction levy of 0.00015%
(payable in full on application in Hong
Kong dollars and subject to refund)
Nominal value : RMB[1.00] per H Share
Stock code : [REDACTED]

Sole Sponsor, [REDACTED]



China Renaissance 华兴资本

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[REDACTED]

[REDACTED]

IMPORTANT

[REDACTED]

IMPORTANT

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

EXPECTED TIMETABLE⁽¹⁾

[REDACTED]

CONTENTS

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SUMMARY

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

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

OVERVIEW

We are a technology-driven, full-chain brand operator. By bridging domestic expertise with global reach, we help overseas brands develop and establish deep roots in the Chinese market while propelling Chinese brands onto the world stage. We leverage our deep, long-term insights into the consumer goods sector, applying our proprietary technology and operational expertise to help our brand partners diversify their market presence and accelerate sales growth. This successful collaboration has enabled us to cultivate a valuable and diverse portfolio of global brands across both domestic and international markets. According to Frost & Sullivan, we ranked among the top ten brand e-commerce solution companies in Chinese Mainland in 2024, in terms of GMV generated from comprehensive e-commerce platforms. In particular, we were the leading company in this category in terms of GMV generated from JD.com in 2024. According to Frost & Sullivan, we ranked first in the brand e-commerce solution industry in Chinese Mainland in terms of GMV generated from consumer electronics in 2024.

E-commerce has made shopping effortless for consumers, but increasingly complex for brands to navigate. Across China’s fragmented digital landscape — spanning Tmall, JD.com, Douyin, RedNote and beyond — each platform operates with distinct algorithms, consumer behaviors, and operational requirements. For brands, succeeding in this environment demands specialized expertise, localized insight, and substantial operational investment. The challenge is even greater for international brands unfamiliar with China’s unique digital ecosystem, or for Chinese brands seeking to replicate domestic success in overseas markets with entirely different competitive dynamics. This is where we come in. Acting as the essential gear connecting brands, sales channels, and consumers, we enable brand partners to focus on their core competency—developing great products—while we handle the complexities of selling and marketing.

Since our inception, we have been dedicated to making e-commerce work for brands: helping global brands develop and establish deep roots in China, and empowering Chinese brands to reach consumers worldwide. Our value lies not merely in operating stores or managing campaigns, but in serving as an integrated growth partner that aligns brand strategy with channel execution, consumer insight, and operational excellence.

Our value and accomplishments have been widely recognized by both brand partners and e-commerce platforms. We are one of the few brand operators to have received official recognition across multiple major platform ecosystems in Chinese Mainland, representing a testament to our trusted capabilities. Our professional expertise is formally endorsed by leading platforms:

- **JD.com:** Designated “JD Excellence E-commerce Operation Service Provider” (京東卓越代運營服務商) and “JD Beauty Five-Star Quality Merchant”; recipient of the JD Health “Iron Wintergreen Award” (鐵冬青獎) and “JD Annual Outstanding E-commerce Operation Service Provider” title.
- **Tmall:** Multi-year “Star Operator” (星級服務商); Tmall Ecosystem Certified “Digital Intelligence Capability Super V-Partner”; named to the “Tmall FMCG Industry Ecosystem Honor Partner” list; recognized as a “Double 11 Comprehensive Service Excellence Provider”.
- **Douyin:** Certified as a “Douyin E-commerce Bronze Brand Service Provider” (抖音電商銅牌品牌服務商).

SUMMARY

These certifications reflect not only our operational expertise but also the deep trust we have established with China’s leading digital platforms, representing a foundation that enables us to deliver superior results for our brand partners.

OUR BUSINESS MODEL

Our operations are built on two complementary business models: the sale of goods model and the provision of services model. Importantly, the majority of our revenue during the Track Record Period was generated through the sale of goods model, where we purchase products from brand partners or their authorized distributors and assume full inventory ownership, and then resell such branded products directly to consumers or to e-commerce platforms and distributors. This fundamentally aligns our interests with our brand partners’ success as our profitability is directly tied to sales performance, creating a true win-win partnership. These business models are operationalized through three integrated business segments:

- **Domestic E-commerce Brand Operations.** We provide comprehensive e-commerce operation services for domestic and international brands in China across major third-party Chinese e-commerce platforms, such as Tmall and JD.com, as well as marketing platforms, such as Douyin and RedNote, supporting their sustainable growth in the Chinese Mainland e-commerce markets. Leveraging our deep insight and officially certified service capabilities across omnichannel ecosystems of different e-commerce and marketing platforms, we not only execute efficient supply chain management, store operations, content marketing, and consumer engagement, but also integrate brand performance marketing to provide brands with integrated brand e-commerce operational services.
- **General Agency and Authorized Brand Operations.** Under the authorization of the brand partners, we act as the brand’s exclusive sales agent in the Chinese market. In this capacity, we not only participate in China market product development, brand building, supply chain management, and online and offline omnichannel sales, we also retain operational decision-making authority over channel strategies, product mix, and pricing strategies. Leveraging data insights and industry expertise, we collaborate with brands to optimize product strategies and market layout. Particularly, we help small and medium-sized brands and enterprises expand into the Chinese market through a low-risk model, enabling them to capitalize on the vast opportunities of China’s growth and achieve rapid sales growth.
- **Overseas E-commerce Brand Operations.** Building on groundwork commenced in the second half of 2024 and initial operations launched by the end of 2024, our overseas e-commerce operations were fully rolled out in 2025 and comprise two sub-segments: (a) Chinese brand overseas e-commerce, where we help established Chinese brands such as iFLYTEK expand into international markets through e-commerce agency services — essentially the reverse of our domestic e-commerce operations model; and (b) proprietary brand development, where we draw on the deep consumer insights, category expertise, and market intelligence accumulated through years of serving brand partners to identify product opportunities, develop proprietary products, and bring them to global consumers by leveraging China’s well-established supply chain and manufacturing ecosystem.

The following table sets forth a breakdown of our revenue by business segment for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Domestic E-commerce						
Brand Operations	1,572,382	98.7	1,361,277	98.7	1,214,135	75.5
- Sale of goods	1,199,495	75.3	1,072,213	77.8	985,317	61.3
- Provision of services	372,887	23.4	289,064	20.9	228,818	14.2
General Agency and Authorized Brand Operations						
Operations	20,977	1.3	17,388	1.3	42,697	2.7

SUMMARY

For the year ended December 31,						
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Overseas E-commerce						
Brand Operations	—	—	—	—	350,867	21.8
Total	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0

Where We Lead: Our Established Verticals

Drawing on the channel expertise and replicable operational methodologies accumulated through our long-term commitment to the Chinese market, we have developed highly verticalized category focus capabilities. Our initial focus has been on three core categories where we have established strong market positions or collaborated with iconic brands in each category:

- **Nutrition & Health:** Blackmores, Caltrate, Centrum, GNC, Gloryfeel, Jamieson, Nature’s Way, OLLY, STADA, and Ryukakusan.
- **Consumer Electronics:** Bosch, Braun, De’Longhi, iFLYTEK, Oral-B, Philips, Samsung, and Western Digital. According to Frost & Sullivan, we ranked first in the brand e-commerce solution industry in Chinese Mainland in terms of GMV generated from consumer electronics in 2024.
- **Beauty & Personal Care:** &Honey, Babyganics, Biore, Colgate, Fresh, Kao, Laurier, Lip Smacker, L’Occitane, MAKE UP FOR EVER, Mixim, Rituals, and Viscontour.

Our Digital Infrastructure

Our success is underpinned by a full-spectrum intelligent digital support system — the technological foundation that enables us to deliver consistent, scalable, and high-quality results for our brand partners. With data and AI integration at its core, this system empowers brand partners to achieve multi-channel deployment and refined operations. As the e-commerce industry enters an era of intensifying competition and fragmentation, operational efficiency has become a core competitive differentiator, yet operational fragmentation across platforms and the limitations of manual processes remain two principal constraints on growth. Our “Intelink” series platform consolidates cross-platform and multi-dimensional data to extract business value and generate actionable insights, transforming data-driven analysis into automated execution to replace repetitive manual tasks, optimize workflow efficiency, and create a closed loop from “data-driven decision-making” to “AI-powered execution.” The “Intelink” series comprises three core modules, each addressing a core component of the e-commerce value chain:

- **Intelink Data Tower (聚數塔):** Consolidates cross-platform data to generate intelligent analytics and reports, resolving the fragmentation and analysis backlog that constrain timely decision-making.
- **Intelink Treasure Basin (聚寶盆):** Manages the full-chain order lifecycle — from procurement and logistics through to sales — improving demand-supply coordination and sales forecasting accuracy, financial analysis and internal control.
- **Intelink Energy Shield (聚能盾):** Uses AI to automate routine store operations — including product listing maintenance, order processing, and other repetitive tasks — improving efficiency and reducing manual errors. The latest AI application within this module is our Intelink Chatbot (聚能聊), which delivers intelligent customer service with human-like conversational interaction and high-speed responsiveness, capable of handling high-volume enquiry scenarios.

SUMMARY

Market Opportunities

We believe several converging trends are creating significant and expanding market opportunities for our business. First, the rapid advancement of AI and data technologies is fundamentally reshaping the e-commerce operations landscape. Brands face mounting pressure to improve operational efficiency while managing costs. This is driving growing demand for technology-powered brand operators that can deliver data-driven decision-making, automated workflows, and intelligent customer engagement at scale — capabilities that are central to our “Intelink” platform and “Data + AI” operating model. Second, as platform ecosystems become more complex, brands are turning to professional brand operators for e-commerce services. Our vertically focused operational methodology and scalable technology infrastructure position us to serve brands at every stage of development, with a particular ability to unlock growth for small and medium-sized brands that would otherwise find it difficult to achieve scale independently. Third, the globalization of e-commerce continues to create two-way market opportunities. International brands are seeking access to China’s vast consumer market, while Chinese brands are accelerating their expansion into overseas markets through international e-commerce platforms.

Leveraging our proprietary “Data + AI” technology platform, our proven expertise in serving brands of all sizes including small and medium-sized brands, and our established bi-directional international operational capabilities, we believe we are well positioned to capture the opportunities presented by these favorable industry trends and to deliver sustainable long-term growth.

OUR STRENGTHS

We believe the following strengths contribute to our success and set us apart from competitors: (i) deep industry know-how driving proven, replicable success across focused verticals; (ii) proprietary technology platform powering intelligent, AI-enabled operations; (iii) omnichannel coverage and platform recognition across China’s retail landscape; (iv) proven capabilities in taking Chinese brands global; (v) deepening brand partnerships — from service provider to brand steward; and (vi) visionary and seasoned management team and a professional and highly efficient execution team.

OUR STRATEGIES

We remain committed to our mission of becoming an efficient brand sales accelerator, helping overseas brands establish deep roots in China while propelling Chinese brands onto the world stage. We intend to pursue the following strategies to further expand our business: (i) continue to invest in proprietary technology and strengthen data+AI-driven capabilities; (ii) consolidate and expand our leadership in China’s e-commerce operations across focused verticals; (iii) further expand our overseas business to help Chinese brands go global; and (iv) accelerate general agency and authorized brand operations business.

OUR SALES AND DISTRIBUTION NETWORK

Based on distribution type, our omnichannel sales and distribution network includes (i) B2C sales; and (ii) B2B sales, including sales to e-commerce platforms and sales to distributors. This comprehensive sales and distribution network allows our brand partners to reach consumers through their preferred touchpoints. The following table sets forth the breakdown of our revenue by nature and sales channels for the years indicated:

	For the Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Sale of goods	1,220,472	76.6	1,089,601	79.1	1,378,881	85.8
B2C sales	854,159	53.6	607,609	44.1	875,733	54.5
B2B sales	366,313	23.0	481,992	35.0	503,148	31.3
– Sales to e-commerce platforms	266,879	16.8	232,718	16.9	276,370	17.2

SUMMARY

	For the Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
– Sales to distributors	97,897	6.1	208,759	15.1	217,022	13.5
– Others ⁽¹⁾	1,537	0.1	40,515	3.0	9,756	0.6
Provision of services	372,887	23.4	289,064	20.9	228,818	14.2
Total	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0

Note:

- (1) Others primarily include (i) sales of remaining inventory to succeeding distributors of relevant brands upon termination of brand collaboration, and (ii) occasional sales to business entities that place bulk orders.

OUR CUSTOMERS AND SUPPLIERS

Our major customers are e-commerce platforms and distributors. The aggregate revenue generated from our five largest customers for each of the years ended December 31, 2023, 2024 and 2025 accounted for 23.7%, 24.8% and 22.9%, respectively, of our total revenue during the same year. Revenue generated from our largest customer for each of the years ended December 31, 2023, 2024 and 2025 accounted for 9.0%, 10.3% and 10.5%, respectively, of our total revenue.

Our major suppliers are generally brand partners or their authorized distributors operating in the consumer goods sectors as well as major e-commerce platforms for their platform, promotion and technical services. Purchases from our five largest suppliers for each year ended December 31, 2023, 2024 and 2025 accounted for 47.7%, 57.8% and 51.4%, respectively, of our total purchase amount during the same year. Purchases from our largest supplier for each year ended December 31, 2023, 2024 and 2025 accounted for 16.1%, 14.5% and 14.9%, respectively, of our total purchase amount during the same year.

COMPETITION

We face competition from other brand e-commerce solution providers in Chinese Mainland. According to Frost & Sullivan, the industry is relatively fragmented, with the top ten companies accounting for 15.3% of the total market share in 2024 by GMV. We are among the leading players in the industry, with particular strength across key platforms and product categories.

We differentiate ourselves through our strong performance on key platforms. We have developed deep expertise in understanding and leveraging platform-specific search and recommendation mechanisms, particularly on the JD.com platform where we are a leading service provider. We also possess specialized capabilities in the consumer electronics sector, demonstrating our product expertise in a category characterized by rapid technological iteration and complex specifications. We support Chinese brands in expanding into overseas markets. Drawing on our experience in platform operation, localized content production, global logistics and consumer services, we help brands establish and optimize their presence on international e-commerce platforms with lower upfront investment, allowing them to focus on product development and brand management.

SUMMARY OF HISTORICAL FINANCIAL INFORMATION

The summary of consolidated financial information should be read together with, and is qualified in its entirety by reference to, the historical financial information included in the Accountants’ Report in Appendix I to this document, including the accompanying notes, and the information set forth in “Financial Information.” Our historical financial information was prepared in accordance with IFRS Accounting Standards.

SUMMARY

Summary of Results of Operations

The following table sets forth a summary of our consolidated statements of profit or loss and other comprehensive income for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0
Cost of revenue	(1,251,871)	(78.6)	(1,109,505)	(80.5)	(1,236,143)	(76.9)
Gross profit	341,488	21.4	269,160	19.5	371,556	23.1
Other income or loss, net . . .	11,575	0.7	3,632	0.3	(2,335)	(0.1)
Selling and marketing expenses	(187,233)	(11.8)	(173,064)	(12.6)	(257,907)	(16.0)
General and administration expenses	(47,916)	(3.0)	(70,457)	(5.1)	(42,879)	(2.7)
Research and development expenses	(16,498)	(1.0)	(13,158)	(1.0)	(11,981)	(0.7)
Impairment losses reversal/(recognized) on financial assets	1,037	0.1	(846)	(0.1)	(477)	(0.0)
Profit from operations	102,453	6.4	15,267	1.1	55,977	3.5
Finance costs	(838)	(0.1)	(1,162)	(0.1)	(1,348)	(0.1)
Changes in fair value of financial instruments measured at fair value through profit or loss (“FVPL”)	(473)	0.0	311	0.0	98	0.0
Profit before taxation	101,142	6.3	14,416	1.0	54,727	3.4
Income tax	(20,657)	(1.3)	(5,248)	(0.4)	(11,328)	(0.7)
Profit for the year	80,485	5.1	9,168	0.7	43,399	2.7

During the Track Record Period, we derived our revenue from (i) domestic e-commerce brand operations, which consisted of sale of goods and provision of services; (ii) general agency and authorized brand operations; and (iii) overseas e-commerce brand operations. Our revenue decreased from RMB1,593.4 million in 2023 to RMB1,378.7 million in 2024, primarily due to a decline in revenue from domestic e-commerce brand operations. Our revenue increased from RMB1,378.7 million in 2024 to RMB1,607.7 million in 2025, primarily due to an increase in revenue from overseas e-commerce brand operations.

Our cost of revenue amounted to RMB1,251.9 million, RMB1,109.5 million and RMB1,236.1 million in 2023, 2024 and 2025, respectively, which was generally in line with our revenue fluctuations. Our major cost items include cost of inventories sold, cost of services purchased, staff costs and logistics costs.

Our gross profit margin decreased slightly from 21.4% in 2023 to 19.5% in 2024, and then increased to 23.1% in 2025. The rebound of our gross profit margin in 2025 was primarily due to the optimization of our brand portfolio and the contribution of newly developed overseas e-commerce brand operations business.

SUMMARY

Summary of Consolidated Statements of Financial Position

The following table sets forth a summary of our consolidated statements of financial position as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Non-current assets	99,296	104,489	97,868
Current assets	884,925	821,324	836,781
Current liabilities	126,206	171,918	145,868
Net current assets	758,719	649,406	690,913
Non-current liabilities	5,980	7,827	1,756
Net assets	852,035	746,068	787,025

Our net current assets decreased from RMB758.7 million as of December 31, 2023 to RMB649.4 million as of December 31, 2024, primarily due to (i) a decrease in prepayments and other receivables, (ii) a decrease in cash at bank and on hand, (iii) a decrease in trade receivables, (iv) an increase in trade payables, and (v) an increase in bank loans, partially offset by an increase in inventories and contract costs. Our net current assets increased from RMB649.4 million as of December 31, 2024 to RMB690.9 million as of December 31, 2025, primarily due to (i) an increase in inventories and contract costs, (ii) an increase in prepayments and other receivables and (iii) a decrease in trade payables, partially offset by (iv) a decrease in cash at bank and on hand and (v) an increase in bank loans.

Our net assets decreased from RMB852.0 million as of December 31, 2023 to RMB746.1 million as of December 31, 2024, primarily due to the repurchase of ordinary shares of RMB116.7 million. Our net assets increased from RMB746.1 million as of December 31, 2024 to RMB787.0 million as of December 31, 2025, primarily due to profit for the year of RMB43.4 million.

Summary of Consolidated Statements of Cash Flows

The following table sets forth a summary of our consolidated statements of cash flows for the periods indicated:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Net cash generated from/(used in) operating activities	128,904	58,814	(140,956)
Net cash generated from investing activities	6	80	458
Net cash (used in)/generated from financing activities	(27,732)	(98,109)	26,234
Net increase/(decrease) in cash and cash equivalents	101,178	(39,215)	(114,264)
Cash and cash equivalents at beginning of the year	151,946	252,270	213,229
Effect of foreign exchange rate changes	(854)	174	(2,504)
Cash and cash equivalents at end of year	252,270	213,229	96,461

SUMMARY

Our net cash generated from operating activities declined from RMB128.9 million in 2023 to RMB58.8 million in 2024, and further turned to net cash used in operating activities of RMB141.0 million in 2025. The deterioration in operating cash flows was primarily due to increased procurement from suppliers under the sale of goods model following our business growth, especially our expansion of overseas e-commerce brand operations in 2025. During the Track Record Period, we normally made payments to suppliers before the delivery of goods we purchased. As a result, we recorded increasing inventories and contract costs as well as prepayments for inventories and services during the Track Record Period. For details, see “Financial Information — Discussion of Certain Key Items of Consolidated Statements of Financial Position — Current Assets and Liabilities.”

We have adopted and will continue to adopt measures to improve operating cash flow, including trade payable and prepayment management, inventory turnover efficiency, receivable management, expense control, and cash flow monitoring and forecasting. See “Financial Information — Liquidity and Capital Resources — Net cash generated from/used in operating activities” for details.

KEY FINANCIAL RATIOS

	As of/For the year ended December 31,		
	2023	2024	2025
Gross profit margin (%) ⁽¹⁾	21.4	19.5	23.1
Current ratio (times) ⁽²⁾	7.0	4.8	5.7
Gearing ratio (%) ⁽³⁾	1.2	5.3	8.3

Notes:

- (1) Gross profit margin is calculated as gross profit for the period divided by revenue for the respective period and multiplied by 100%.
- (2) Current ratio is calculated as current assets divided by current liabilities as of the date indicated.
- (3) Gearing ratio is calculated as total debt, comprising bank loans and lease liabilities, divided by equity as of the date indicated.

RISK FACTORS

Our business and the [REDACTED] involved certain risks, which are set out in the section headed “Risk Factors” in this document. You should read that section in its entirety before you decide to [REDACTED] in the [REDACTED]. Some of the major risks we face include: (i) if we are unable to respond effectively to changes in market trends and customer preferences, our market share and result of operations could be adversely affected; (ii) our success is tied to the business needs and performance of existing and future brand partners that we serve. If the complexities and challenges faced by brand partners seeking to sell online diminish, or if they choose to enhance their in-house e-commerce capabilities of their own accord instead of utilizing our services, demand for our services could be adversely affected; (iii) we face challenges in adapting to e-commerce channel changes and driving technological innovation; (iv) we rely heavily on a limited number of online platforms for a substantial portion of our revenue during the Track Record Period and our core business operations; (v) we are highly reliant on our technology infrastructure and systems in our business operations, and failure to continue to improve and effectively utilize our technology infrastructure and systems or fully monetize and realize the benefits from new technologies could harm our business operations, reputation and prospects; and (vi) we operate in highly competitive markets. The intensifying competition could materially and adversely impact our market share and result of operations if we fail to compete effectively.

SUMMARY

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, Mr. Xiong held 16.72% direct interest in our Company. Separately, our Company was held as to 11.98% by Huaxin Lanchuang, our employee shareholding platform, which was in turn held as to 8.47% by Mr. Xiong. Mr. Xiong, as the general partner of Huaxin Lanchuang, was entitled to exercise the voting rights attached to all of the Shares held by Huaxin Lanchuang. Accordingly, Mr. Xiong was entitled to exercise the voting rights attached to 28.70% of the issued share capital of our Company.

Immediately following the completion of the [REDACTED] and assuming that no new Shares are issued under the [REDACTED], and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], Mr. Xiong will directly and indirectly be entitled to exercise an aggregate of [REDACTED]% of the voting rights in our Company. Accordingly, Mr. Xiong, and Huaxin Lanchuang will be our Single Largest Group of Shareholders immediately upon the [REDACTED], and our Company will not have any controlling shareholder as defined under the Listing Rules upon [REDACTED].

[REDACTED] INVESTORS

We have engaged in [REDACTED] Investments with our [REDACTED] Investors. For further details of the identity and background of the [REDACTED] Investors and the principal terms of the [REDACTED] Investments, see “History, Development and Corporate Structure — The [REDACTED] Investments.”

DIVIDEND

No dividend has been declared or paid by our Company during the Track Record Period. The decision on whether to pay dividends will be made at the discretion of our Directors in compliance with our Articles of Association and applicable laws and regulations and will depend upon, among others, the financial results, cash flow, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends, and other factors that our Directors may consider relevant. We currently do not have a formal dividend policy or a pre-determined dividend payout ratio.

According to relevant PRC laws, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our net profit to our statutory common reserve fund until such fund has reached 50% or more of our registered capital. We will, therefore, only be able to declare dividends after: (i) all our historically accumulated losses have been made up for; and (ii) we have allocated sufficient net profit to our statutory common reserve fund as described above. Our ability to declare and pay dividends will also depend on the availability of dividends received from group companies in the PRC and other jurisdictions. Distributions from our group companies may be restricted if they incur losses or in accordance with any restrictive covenants in bank borrowing or financing agreements that we or our subsidiaries may enter into in the future. Any proposed distribution of dividends is subject to the discretion of our Board and the approval of our shareholders. Our Board may recommend a distribution of dividends in the future after taking into account our results of operations, financial condition, operating requirements, capital requirements, shareholders’ interests and any other conditions that our Board may deem relevant.

APPLICATION FOR [REDACTED] ON THE STOCK EXCHANGE

We have applied to the Hong Kong Stock Exchange for the granting of [REDACTED] of, and permission to [REDACTED] in, (i) our H Shares to be [REDACTED] pursuant to the [REDACTED] and (ii) the H Shares to be [REDACTED] from our existing Unlisted Shares.

No part of the H Shares is [REDACTED] on or [REDACTED] in on any other stock exchange, and no such [REDACTED] or permission to [REDACTED] is being or proposed to be sought in the near future.

SUMMARY

[REDACTED] STATISTICS

	Based on an [REDACTED] of [REDACTED] per H Share	Based on an [REDACTED] of [REDACTED] per H Share
Market capitalization of our Shares ⁽¹⁾	[REDACTED]	[REDACTED]
Unaudited [REDACTED] adjusted net tangible assets per Share ⁽²⁾⁽³⁾	[REDACTED]	[REDACTED]

- (1) The calculation of market capitalization is based on [REDACTED] H Shares [REDACTED] from Domestic Unlisted Shares and [REDACTED] H Shares expected to be [REDACTED] pursuant to the [REDACTED] (assuming that the [REDACTED] is not exercised).
- (2) The unaudited [REDACTED] adjusted net tangible assets per Share is arrived at after adjustments referred to in the Appendix II to this document and on the basis that [REDACTED] Shares were in issue immediately following the completion of the [REDACTED] (assuming that the [REDACTED] is not exercised).

[REDACTED] EXPENSES

[REDACTED] expenses to be borne by us are estimated to be approximately [REDACTED] or [REDACTED]% of the gross [REDACTED] of the [REDACTED] (assuming an [REDACTED] of [REDACTED] per H Share, being the mid-point of the indicative [REDACTED] range, without taking into account the [REDACTED]), including (i) [REDACTED] commission of approximately [REDACTED], and (ii) non-[REDACTED] related expenses of approximately [REDACTED] which consist of (a) fees and expenses of legal advisors and the Reporting Accountants of approximately [REDACTED] and (b) other fees and expenses of approximately [REDACTED]. Approximately [REDACTED] of our [REDACTED] expenses is expected to be charged to our consolidated statements of profit or loss and other comprehensive income and approximately [REDACTED] is expected to be accounted for as a deduction from equity upon [REDACTED] under the relevant accounting standard. During the Track Record Period, [REDACTED] expenses of [REDACTED] had been charged to our consolidated statements of profit or loss. The [REDACTED] expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

FUTURE PLANS AND [REDACTED]

We estimate that we will receive [REDACTED] from the [REDACTED] of approximately [REDACTED], after deducting [REDACTED] fees and commissions and other estimated expenses paid and payable by us in relation to the [REDACTED], assuming an [REDACTED] of [REDACTED] per H Share, being the mid-point of the [REDACTED] range from [REDACTED] to [REDACTED] per H Share, and that the [REDACTED] is not exercised.

We currently intend to use these [REDACTED] for the purposes and in the amounts set forth below: (i) approximately [REDACTED] is expected to be allocated for upgrading AI and core technology capabilities; (ii) approximately [REDACTED], will be used for building our global brand growth ecosystem and empowering the overseas expansion of quality brands; and (iii) approximately [REDACTED], is expected to be used for working capital and general corporate uses. For details, please see “Future Plans and [REDACTED].”

NO MATERIAL ADVERSE CHANGE

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, the Directors confirm that, up to the date of this document, there have been no material adverse changes in our financial, operational, or trading position or prospects since December 31, 2025, being the date of the latest reporting period ended of our consolidated financial statements as set out in the Accountants’ Report included in Appendix I, and there is no event since December 31, 2025 that would materially affect the information as set out in the Accountants’ Report included in Appendix I.

DEFINITIONS

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

“Accountants’ Report”	the accountants’ report of our Company for the Track Record Period, as included in Appendix I
“affiliate(s)”	with respect to any person, any other person, directly or indirectly, controlling, controlled by or under common control with such person
“AFRC”	the Accounting and Financial Reporting Council of Hong Kong
“Articles” or “Articles of Association”	the amended and restated articles of association of the Company, which was conditionally adopted on March 20, 2026 with effect from the [REDACTED], as amended, supplemented or restated from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Audit Committee”	the audit committee of our Board
“Beijing Bay Line”	Beijing Bay Line E-commerce Co., Ltd. (北京北聯偉業電子商務有限公司), a limited liability company established under the laws of the PRC on November 9, 2011, and a direct wholly-owned subsidiary of our Company
“Beijing Bayline HK”	Beijing Bayline E-Commerce (Hong Kong) Co., Limited (北京北聯偉業電子商務(香港)有限公司), a limited liability company incorporated under the laws of Hong Kong on April 17, 2015, and an indirect wholly-owned subsidiary of our Company
“Beijing Data Flying”	Beijing Data Flying Technology Co., Ltd. (北京數聚宸飛科技有限公司), a limited liability company established under the laws of the PRC on November 27, 2024 and a non-wholly-owned subsidiary of our Company
“Beijing Durian”	Beijing Durian Marketing Advertising Co., Ltd (北京榴蓮營銷策劃有限公司) (previously known as Beijing Chances Technology Co., Ltd. (北京暢益思科技發展有限公司), a limited liability company established under the laws of the PRC on December 22, 2000 and a direct wholly-owned subsidiary of our Company
“Board” or “Board of Directors”	the board of Directors of the Company
“business day”	a day on which banks in Hong Kong are generally open for business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

DEFINITIONS

[REDACTED]

“China” or “PRC”	the People’s Republic of China
“Chinese Mainland”	the People’s Republic of China excluding Hong Kong, the Macau Special Administrative Region of the People’s Republic of China, and Taiwan province
“ChiNext”	Shenzhen Stock Exchange ChiNext Market (深圳證券交易所創業板)
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“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”	Beijing Data Intelink Technology Co., Ltd. (北京數聚智連科技股份有限公司), established under the laws of the PRC on March 26, 2008 (previously known as Beijing Bestchoice Business Consulting Co., Ltd (北京博思瀚揚企業策劃有限公司) and Beijing Bluefocus E-Commerce Co., Ltd. (北京藍色光標電子商務股份有限公司), which was converted into a joint stock limited company on August 24, 2015
“Compliance Advisor”	Somerley Capital Limited
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules
“[REDACTED] of Unlisted Shares into H Shares”	the [REDACTED] of [REDACTED] Unlisted Shares into H Shares on a [REDACTED] basis upon the completion of the [REDACTED]. Such [REDACTED] of Unlisted Shares into H Shares has been approved by the CSRC on [●] and an application for H Shares to be [REDACTED] on the Stock Exchange has been made to the [REDACTED]
“Corporate Governance Code”	the Corporate Governance Code is set out on Appendix C1 to the Listing Rules

DEFINITIONS

“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會)
“Data Intelink International”	Data Intelink International Group Co., Limited (數聚智連國際集團有限公司) (previously known as Bluefocus eCommerce International Co., Limited (藍色光標電子商務國際集團有限公司)), a limited liability company incorporated under the laws of Hong Kong on July 23, 2015 and a direct wholly-owned subsidiary of our Company
“Designated Bank”	[REDACTED] Designated Bank
“Director(s)”	the director(s) of our Company
“East Intelink”	East Intelink (Beijing) Technology Co., Ltd. (東連(北京)科技有限公司) (previously known as Beijing Wings Marketing Planning Co., Ltd. (北京欣風翼營銷策劃有限公司) and Beijing Wings Technology Co., Ltd. (北京欣風翼科技有限公司)), a limited liability company established under the laws of the PRC on January 4, 2000 and a direct wholly-owned subsidiary of our Company
“EIT”	the enterprise income tax
“EIT Law”	the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》), promulgated on 16 March 2007 and came into effect on 1 January 2008 and was most recently amended on 29 December 2018 which became effective on the same date
“EU”	European Union
“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]

“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., an independent market research and consulting company
“Frost & Sullivan Report”	the report prepared by Frost & Sullivan and commissioned by us

[REDACTED]

DEFINITIONS

[REDACTED]

“Group”, “our Group”, “we”, “our”, or “us” our Company and, where appropriate, our subsidiaries or, in respect of the period before our Company became the holding company of our present subsidiaries, the businesses operated by such subsidiaries or their predecessors, as the case may be

“Guangzhou Intelink Performance” Guangzhou Intelink Performance Marketing Advertising Co., Ltd. (廣州數聚品效營銷策劃有限公司) (previously known as Guangzhou Bluefocus Performance Marketing Advertising Co., Ltd. (廣州藍標品效營銷策劃有限公司) and Guangzhou Bluefocus E-Commerce Co., Ltd. (廣州藍色光標電子商務有限公司)), a limited liability company established under the laws of the PRC on May 21, 2015 and an indirect wholly-owned subsidiary of our Company

“Guide” the Guide for New Listing Applicants published by the Stock Exchange

[REDACTED]

“H Share(s)” [REDACTED] ordinary share(s) in the share capital of the Company with a nominal value of RMB[1.00] each, which are to be subscribed for and traded in Hong Kong dollars and to be [REDACTED] on the Stock Exchange

“Hainan Data Flying” Hainan Data Flying Technology Limited (海南數聚宸飛科技有限公司), a limited liability company established under the laws of the PRC on December 23, 2025 and a wholly-owned subsidiary of Beijing Data Flying

“Hangzhou Bay Line” Hangzhou Bay Line E-commerce Co., Ltd. (杭州北聯電子商務有限公司) a limited liability company established under the laws of the PRC on March 12, 2018, and an indirect wholly-owned subsidiary of our Company

“Hangzhou Data Intelink” Hangzhou Data Intelink Technology Co., Ltd. (杭州數聚智連科技有限公司), a limited liability company established under the laws of the PRC on February 3, 2021, and a direct wholly-owned subsidiary of our Company

“Hangzhou Intelink Performance” Hangzhou Intelink Performance Marketing Advertising Co., Ltd. (杭州數聚品效營銷策劃有限公司), a limited liability company established under the laws of the PRC on February 4, 2021 and an indirect wholly-owned subsidiary of our Company

“HK” or “Hong Kong” the Hong Kong Special Administrative Region of the PRC

[REDACTED]

DEFINITIONS

[REDACTED]

“HK\$” or “Hong Kong dollars” Hong Kong dollars, the lawful currency of Hong Kong

[REDACTED]

“Hong Kong Stock Exchange” or
“Stock Exchange” The Stock Exchange of Hong Kong Limited, a wholly-owned subsidiary of Hong Kong Exchange and Clearing Limited

“Hong Kong Takeovers Code” or
“Takeovers Code” Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC

[REDACTED]

DEFINITIONS

[REDACTED]

“Hongkong Data Flying”	HONGKONG DATA FLYING TECHNOLOGY LIMITED (香港數聚宸飛科技有限公司)), a limited liability company incorporated under the laws of Hong Kong on April 25, 2025, and a wholly-owned subsidiary of Beijing Data Flying
“Huaxin Lanchuang”	Khorgos Huaxin Lanchuang Equity Investment Management Partnership (Limited Partnership) (霍爾果斯華新藍創股權投資管理合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on June 17, 2015 as our Company’s employee incentive platform and one of our Single Largest Group of Shareholders. Mr. Xiong is the general partner of Huaxin Lanchuang
“IFRS Accounting Standards”	IFRS Accounting Standards as issued by the International Accounting Standards Board
“Independent Third Party(ies)”	any person(s) or entity(ies) who is not a connected person of the Company within the meanings of the Listing Rules

[REDACTED]

“Latest Practicable Date”	March 22, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication

[REDACTED]

DEFINITIONS

[REDACTED]

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“MIIT”	Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部)
“Ministry of Finance” or “MOF”	Ministry of Finance of the PRC (中華人民共和國財政部)
“MOFCOM”	Ministry of Commerce of the PRC (中華人民共和國商務部)
“Mr. Xiong”	Mr. Xiong Kun (熊鯤), the chairman of our Board, an executive Director, the general manager and the chief executive officer of our Company
“Mr. Cheng”	Mr. Cheng Songyan (程松岩), an executive Director, the deputy general manager and chief financial officer of our Company
“NDRC”	National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“NEEQ”	National Equities Exchange and Quotations (全國中小企業股份轉讓系統)
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)

[REDACTED]

DEFINITIONS

[REDACTED]

“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of Chinese Mainland
“PRC Company Law”	the Company Law of the PRC, as amended, modified and/or otherwise supplemented from time to time
“PRC government” or “State”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and instrumentalities thereof or, where the context requires, any of them
“PRC Legal Advisor”	Fangda Partners, our legal advisor as to PRC laws
“[REDACTED] Investment(s)”	the [REDACTED] investment(s) in our Company, the details of which are set out in “History, Development and Corporate Structure — [REDACTED] Investments”
“[REDACTED] Investor(s)”	the investor(s) of the [REDACTED] Investments

[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

[REDACTED]

“Regulation S”	Regulation S under the U.S. Securities Act
“RMB” or “Renminbi”	Renminbi yuan, the lawful currency of Chinese Mainland
“SAFE”	the State Administration for Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration of Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局)

DEFINITIONS

“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“Securities Law”	the Securities Law of the People’s Republic of China (中華人民共和國證券法), as amended, supplemented or otherwise modified from time to time
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO” or “Securities and Futures Ordinance”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shanghai Asiacan”	Shanghai Asiacan Enterprises Limited (上海亞加實業有限公司), a limited liability company established under the laws of the PRC on October 22, 2013 and a direct wholly-owned subsidiary of our Company
“Shanghai Blue Intelink”	Shanghai Blue Intelink Technology Co., Ltd. (上海藍色商道科技有限公司) (previously known as Bluefocus E-Commerce (Shanghai) Co., Ltd (藍色光標電子商務(上海)有限公司)), a limited liability company established under the laws of the PRC on July 14, 2014, and a direct wholly-owned subsidiary of our Company
“Shanghai Meiguang Yunshang”	Shanghai Meiguang Yunshang E-commerce Co., Ltd. (上海美廣雲商電子商務有限公司), a limited liability company established under the laws of the PRC on August 8, 2014, and an indirect wholly-owned subsidiary of our Company
“Share(s)”	ordinary share(s) in the share capital of our Company, with a nominal value of RMB[1.00] each, comprising the Unlisted Shares and H Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Single Largest Group of Shareholders”	unless the context otherwise requires, refers to Mr. Xiong Kun (熊鯤) and Khorgos Huaxin Lanchuang Equity Investment Management Partnership (Limited Partnership) (霍爾果斯華新藍創股權投資管理合夥企業(有限合夥))

[REDACTED]

“Sole Sponsor” or “[REDACTED]”	China Renaissance Securities (Hong Kong) Limited

DEFINITIONS

“Special Regulations”	the Special Regulations of the State Council on Overseas Offering and Listing of Shares by Joint Stock Limited Companies (國務院關於股份有限公司境外募集股份及上市的特別規定), promulgated by the State Council on 4 August 1994
[REDACTED]	
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules
“Supervisor(s)”	member(s) of the supervisory committee of our Company
“Tianjin Bay Line”	Tianjin Bay Line E-commerce Co., Ltd. (天津北聯偉業電子商務有限公司), a limited liability company established under the laws of the PRC on March 22, 2019 and an indirect wholly-owned subsidiary of our Company
“Tianjin Data Flying”	Tianjin Data Flying Technology Co., Ltd. (天津數聚宸飛科技有限公司), a limited liability company established under the laws of the PRC on April 15, 2025 and a wholly-owned subsidiary of Beijing Data Flying
“Tianjin Lanying”	Tianjin Blue Eagle Equity Investment Partnership (Limited Partnership) (天津藍鷹股權投資合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on January 6, 2017, which is owned as to 12.66% by our Company as a limited partner
“Track Record Period”	the years ended December 31, 2023, 2024 and 2025
“treasury shares”	Shares repurchased and held by the Company in treasury (which include Shares repurchased by the Company and held or deposited in [REDACTED] for sale on the Stock Exchange) from time to time
“Trial Measures”	the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (“境內企業境外發行證券和上市管理試行辦法”), promulgated by the CSRC on 17 February 2023
“U.S.” or “United States”	the United States of America, its territories, its possessions, any State of the United States and the District of Columbia
“USD”, “U.S. dollars” or “US\$”	United States dollars, the lawful currency of the United States
“U.S. Securities Act”	United States Securities Act of 1933 and the rules and regulations promulgated thereunder

[REDACTED]

DEFINITIONS

[REDACTED]

“Unlisted Share(s)”	ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are not listed on any stock exchange
“VAT”	value-added tax
“Xizang Shannan Bay Line”	Xizang Shannan Bay Line E-commerce Co., Ltd. (西藏山南北聯偉業電子商務有限公司), a limited liability company established under the laws of the PRC on May 13, 2015 and an indirect wholly-owned subsidiary of our Company
“%”	per cent

Unless otherwise specified, in this document:

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

GLOSSARY OF TECHNICAL TERMS

This glossary contains definitions of certain technical terms used in this document in connection with our business. These terms and their given meanings may not correspond to industry standard definitions or usages of these terms.

“618 Shopping Festival”	a major mid-year shopping event in June
“AI”	artificial intelligence
“Amazon”	Amazon.com, Inc., a leading global e-commerce and technology company headquartered in Seattle, United States
“API”	application programming interface
“B2B”	business-to-business, a type of commerce conducted directly between two businesses involving the exchange of products, service, or information
“B2C”	business-to-consumer, a transaction involving a business selling products or services directly to end-users for consumer use
“CRM”	customer relationship management
“Douyin”	Douyin (抖音), a leading social media short video app in Chinese Mainland
“Double 11 Shopping Festival”	a major annual shopping event in November
“e-commerce”	electronic commerce
“ERP”	enterprise resource planning
“FMCG”	fast-moving consumer goods, products that are consumed in daily life and are characterized by quick turnover and frequent consumption
“GFA”	gross floor area
“GMV”	gross merchandise value, the total value of all orders placed through a platform or channel within a given time period, prior to deducting returns or cancellations
“HR”	human resources
“IP(s)”	intellectual properties
“IT”	information technology

GLOSSARY OF TECHNICAL TERMS

“JD.com”	JD.com (京東), a renowned Chinese e-commerce platform that offers direct retail and third-party marketplace services
“JD.com POP stores”	JD.com Platform Open Plan stores, a type of online store of JD.com
“KOL(s)”	key opinion leader(s)
“m ² ”	square meter, a unit of area measurement
“OPS”	One Person Store
“RedNote”	a major social media platform in China that also has its own e-commerce platform
“R&D”	research and development
“SKU”	stock keeping unit
“Temu”	an international online marketplace that connects consumers directly with manufacturers and suppliers, primarily based in Chinese Mainland
“Tmall”	a leading e-commerce platform in Chinese Mainland
“traffic”	the flow of internet users
“Walmart”	Walmart Inc., a leading global retail corporation headquartered in Bentonville, United States

FORWARD-LOOKING STATEMENTS

This document contains, and the documents incorporated by reference herein may contain, forward-looking statements representing our goals, beliefs, expectations, intentions or predictions for the future. These forward-looking statements are contained principally in “Summary,” “Risk Factors,” “Industry Overview,” “Business,” “Financial Information” and “Future Plans and [REDACTED].” Forward-looking statements typically can be identified by the use of words such as “aim,” “anticipate,” “aspire,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goals,” “intend,” “may,” “objective,” “ought to,” “outlook,” “plan,” “potential,” “project,” “schedules,” “seek,” “should,” “target,” “vision,” “will,” “would” and other similar terms. Forward-looking statements reflect the current views of our Directors with respect to future events, operations, liquidity and capital resources. Some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including those listed in “Risk Factors,” which are beyond our control and may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements.

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

- our business strategies, plans, objectives and goals and our ability to implement such strategies, plans, objectives and goals;
- our future business development, financial conditions and results of operations;
- our ability to develop and manage our operations and business;
- our expectations regarding demand for and market acceptance of our products and services;
- our expectations regarding our relationships with customers, business partners, suppliers and other third parties;
- changes in the macro environment, regional and global economy, as well as industry trends related to our operations;
- our ability to adequately protect our reputation and brand image, as well as our intellectual property rights;
- our ability to obtain adequate capital resources to fund future development plans;
- our ability to control costs, as well as to achieve and maintain operational efficiency;
- our ability to attract and retain qualified personnel;
- competition in the industries and markets in which we operate or into which we intend to expand;
- our proposed [REDACTED];
- rapid developments in technology and our ability to successfully keep up with technological advancement;
- changes in currency exchange rates;
- relevant government policies and regulations relating to industries which we operate in; and
- all other risks and uncertainties described in “Risk Factors.”

FORWARD-LOOKING STATEMENTS

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

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

RISK FACTORS

An [REDACTED] in our H Shares involves significant risks. You should carefully consider all of the information in this document, including the risks and uncertainties described below, before making an [REDACTED] in our Shares. The following is a description of what we consider to be our material risks. Any of the following risks could materially and adversely affect our business, financial condition, and results of operations. The [REDACTED] of our H Shares could significantly decrease due to any of these risks, 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 of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in “Forward-looking Statements” in this document.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

If we are unable to respond effectively to changes in market trends and customer preferences, our market share and result of operations could be adversely affected.

The success of our business relies heavily on our ability to accurately identify and quickly react to the shifts in consumer behaviors, lifestyle preferences, product expectation and broad market trends. The new generation of consumers increasingly seeks products that reflect personal identity and values, rather than solely fulfilling basic functional needs. This evolution in consumer mindset has driven rising demand for personalized experiences and premium product offerings with emotional resonance, quality assurance and aesthetic appeal. Failure to anticipate or respond to these shifting preferences may lead to diminished brand equity, reduced consumer engagement, or a loss of competitiveness for both our proprietary brands and cooperated brands. In addition, the consumer goods industry in Chinese Mainland is undergoing rapid digital transformation, with online retail sales accounting for a growing proportion of total consumption. E-commerce platforms such as Tmall and content-driven platforms such as Douyin are increasingly shaping brand awareness, consumer engagement and purchase decisions. This evolving platform landscape requires us to remain agile in adapting our product development, marketing strategies and service models to meet fast-changing consumer expectations and channel dynamics. Any failure to anticipate or respond to such transformations, including the continued rise of content-driven consumption and shifting digital touchpoints, could adversely affect our market share, brand value, and overall financial performance.

Our success is tied to the business needs and performance of existing and future brand partners that we serve. If the complexities and challenges faced by brand partners seeking to sell online diminish, or if they choose to enhance their in-house e-commerce capabilities of their own accord instead of utilizing our services, demand for our services could be adversely affected.

Our success is substantially dependent upon the success of our brand partners. As we continue to expand and optimize our brand partner base, our future success will also be tied to the business needs and performance of our future brand partners. We cannot assure you that our efforts to attract new brand partners and other customers and optimize our existing brand partner base will be successful. If such efforts prove unsuccessful, it may have a material adverse impact on our business performance or results of operation.

One of the key attractions of our services to brand partners is our ability to help navigate the complexities and difficulties they face in the e-commerce markets in Chinese Mainland. Should their complexities lessen due to changes in the market or if our brand partners choose to enhance their in-house support capabilities of their own accord instead of utilizing our services, our services may become less important or attractive to our brand partners, and demand for our services may decline as a result.

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In addition, the Chinese and overseas e-commerce markets are intensely competitive. If our brand partners were to experience a significant drop in online sales due to quality or other reasons, decreased product popularity, financial difficulties, brand impairment, or any other reasons affecting profitability or demand, it could adversely affect our results of operations and hinder our growth potentials. Our business could also be adversely affected if our brand partners’ product sales, marketing, brands or retail stores are not successful or if our brand partners reduce their marketing efforts.

We face challenges in adapting to e-commerce channel changes and driving technological innovation.

The e-commerce markets are characterized by rapid technological changes and frequent updates to rules, specifications and other requirements for our brand partners to be able to sell their products on particular channels. We face the challenges of keeping pace with these changes while also driving technological innovation. Our ability to retain and attract brand partners largely depends on our ability to improve our existing services and introduce new services that can quickly adapt to these changes in channel technologies. To achieve market acceptance for our services, we must effectively anticipate and offer services that meet frequently changing channel requirements in a timely manner. If we fail to do so, our ability to renew our contracts with existing brand partners and increase demand for our services will be impaired.

Our investments in innovations and new technologies, which may be significant, may not enhance our competitiveness or generate financial returns in the short term, or at all. We may also become unsuccessful in adopting and implementing new technologies, such as AI, big data and data technologies, to tackle competition in the market effectively. The changes and developments taking place in our industry may also require us to re-evaluate our business model and adopt significant changes to our long-term strategies and business plans. Our failure to innovate and adapt to these changes and developments would have a material adverse effect on our business, financial condition and results of operations. For example, we might become unsuccessful in executing efficient supply chain management, store operations, content marketing, and consumer management and integrate offline scenarios and distribution networks to provide brands with integrated operational services. Even if we timely innovate and adopt changes in our strategies and plans, we may nevertheless fail to realize the anticipated benefits of such changes or generate lower levels of revenue as a result.

We rely heavily on a limited number of online platforms for a substantial portion of our revenue during the Track Record Period and our core business operations.

Our business is inherently tied to the continuous functionality and our operations on online platforms including Tmall, JD.com, Amazon, Douyin and RedNote. These platforms serve as an essential infrastructure for our sales, providing the technological backbone, consumer traffic, and promotional tools necessary for our digital storefronts to function effectively.

The stability of these systems can be affected by various technical and operational factors beyond our control, including but not limited to periodic maintenance requirements, unexpected system outages, telecommunications disruptions, cybersecurity incidents, or other technological failures that may temporarily impair platform accessibility or functionality. Any such interruptions, or any deterioration or termination of our relationships with these platforms, may materially and adversely affect our business, financial condition and results of operations.

We cannot assure you that we will be able to maintain our operations on online platforms or maintain our sales at historical levels thereon. These platforms are not obliged to continue to cooperate with us, and changes to platform policies or algorithms could disrupt our store operations, reduce online visibility, and negatively impact customer engagement. If contract terms between us and such platforms become less favorable, involve higher operational or marketing costs, or fail to deliver expected promotional support, our ability to attract and retain consumers may be impaired. Moreover, if these platforms experience reputational issues, such as data security breaches, counterfeit product concerns, or consumer dissatisfaction, our stores may suffer reduced traffic and reputational spillover. Should any of these key platforms terminate their business relationship with us entirely, we may not be able to secure new online

RISK FACTORS

sales platforms to compensate for loss of business. Given our reliance on these platforms, any disruption, deterioration, or increased cost in these relationships could materially and adversely affect our business, financial condition, results of operations, and prospects.

We are highly reliant on our technology infrastructure and systems in our business operations, and failure to continue to improve and effectively utilize our technology infrastructure and systems or fully monetize and realize the benefits from new technologies could harm our business operations, reputation and prospects.

Technology is critical to our intelligent e-commerce solutions and capabilities and our business operations in general. While we have been continuously enhancing our technology infrastructure, we may not be able to continue to improve our technology capabilities and develop new technologies to meet the future needs of our business. If we are unable to maintain, improve and effectively utilize our technologies or to realize the expected results from our R&D investment, our business, financial condition, results of operations and prospects, as well as our reputation, could be materially and adversely affected. Any problem with the functionality and effectiveness of our software or systems could also result in unanticipated system disruptions, slower response times, delays in reporting accurate operating and financial information among other things. In addition, enhancing our technology infrastructure requires significant investment of time and financial and managerial resources, including recruiting and training new technology personnel, adding new hardware and updating software and strengthening research and development. If our technology investments are unsuccessful, our business could suffer and we may be unable to recover the resources we commit to such initiatives.

In addition, to keep pace with changing technologies and customer demand, we must correctly interpret and address market trends and enhance the features and functionality of our technology infrastructure and systems in response to these trends, which may lead to significant ongoing research and development costs. We may be unable to accurately determine the needs of our customers and the trends in digital brand operations and intelligent e-commerce markets or to design and implement the appropriate features and functionality of our technology infrastructure and systems in a timely and cost-effective manner, which could result in decreased demand for our services and services and a corresponding negative impact on our financial performance. We may be unable to detect defects in existing or new versions of our proprietary technologies, or errors may arise in our technologies. Any failure to identify and address such defects or errors could result in loss of revenue or market share, liability to customers or others, diversion of resources, damage to our reputation, and increased service and maintenance costs. Correction of such errors could be very costly, and responding to resulting claims or liability could similarly involve substantial cost.

Moreover, we may not be able to fully monetize and realize the benefits of the technology capabilities we develop. First, our technology capabilities may not be commercially viable for an indefinite amount of time or at all, or may not result in adequate return of capital on our investments. Second, unidentified issues may not be discovered in the development stage of our new technologies, which could cause us to fail to realize the anticipated benefits and incur unanticipated costs. If our technologies suffer unanticipated or atypical failures that were not anticipated in the design stage, our cost may materially increase, which may adversely impact our operating results. Third, to the extent that our customers decide not to accept our upgraded technology capabilities until there is more performance history for our upgraded technology capabilities, our operating results may be adversely impacted.

We rely on our information systems to process transactions, summarize results and manage our business. Any malfunction of our systems could harm our ability to conduct our operations.

We rely on a variety of information technology systems, including systems owned and managed by third-party vendors, for the efficient functioning of our business, including, without limitation, transaction processing and the management of our employees, facilities, logistics, inventories, stores and operations. However, if we are unable to maintain our cooperation with the provider of our information technology systems, we may not be able to continue to effectively use such information technology systems in our business operations and we may also not be able to find any suitable alternatives at commercially

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reasonable terms in a timely manner. As a result, our business operations, results of operations and financial condition would be materially and adversely affected. The failure of such technologies to perform effectively or as expected may cause us to misjudge and mismanage store-level inventories, in which case the business of the affected stores, and our operations and financial condition may be adversely affected. Additionally, our technology systems are subject to damage or interruption from power surges and outages, facility damage, physical theft, computer and telecommunications failures, inadequate or ineffective redundancy, malicious code (including computer viruses, worms, ransomware, or similar), cyberattacks (including account compromise; phishing; denial of service attacks; and application, network or system vulnerability exploitation), software upgrade failures or code defects, natural disasters and human error. Design defects or damage or interruption to these systems may require a significant investment to fix or replace, disrupt our operations, result in the loss or corruption of critical data, and harm our reputation, all of which could materially adversely affect our business or results of operations.

We also rely on our information technology staff. Failure to meet our staffing needs may negatively affect our ability to fulfill our technology initiatives while continuing to provide maintenance on existing systems. We rely on third parties to maintain and periodically upgrade many of these systems so that they can continue to support our business. We license the software programs supporting many of our systems from independent software developers. The inability of these vendors, developers or us to continue to maintain and upgrade these systems and software programs could disrupt or reduce the efficiency of our operations if we were unable to convert to alternate systems in an efficient and timely manner and could expose us to greater risk of a cyberattack. In addition, costs and delays associated with the implementation of new or upgraded systems and technology, including the migration of applications to the cloud, or with maintenance or adequate support of existing systems also could disrupt or reduce the efficiency of our operations, fail to operate as designed, result in the potential loss or corruption of data or information, disrupt operations and affect our ability to meet business and reporting requirements and adversely affect our profitability.

We operate in highly competitive markets. The intensifying competition could materially and adversely impact our market share and result of operations if we fail to compete effectively.

We face intense competition in the markets for brand e-commerce services, and we expect competition to continue to intensify in the future. For instance, while our brand partners usually grant us exclusive selling rights within specific channels when we establish online brand flagship stores for them, our contracts with our brand partners are generally non-exclusive on an overall basis and we generally do not have contractual rights to exclusively sell the products of our brand partners on all channels. As a result, we may face competitions with other brand e-commerce service providers that our brand partners work with. Increased competition may result in reduced pricing or service scope for our services or a decrease in our market share, any of which could negatively affect our ability to retain existing brand partners and attract new brand partners, our future financial and operating results, and our ability to grow our business.

A number of competitive factors could cause us to lose potential sales or to sell our services at lower prices or at reduced profitability, including (i) potential brand partners may choose to use or develop applications or build e-commerce teams or infrastructures in-house, rather than pay for our services and services; (ii) the e-commerce platforms and channels themselves, which typically offer, often free, software tools that allow brand partners to connect to the e-commerce channels, may decide to compete more vigorously with us; (iii) competitors may adopt more aggressive pricing policies and offer more attractive sales terms, adapt more quickly to new technologies and changes in brand partners' requirements, and/or devote greater resources to the promotion and sales of their products and services than we can; (iv) current and potential competitors may offer software or services that addresses one or more online channel management and logistics functions at a lower price point or with greater depth than our services and may be able to devote greater resources to those services than we can; and (v) software vendors could bundle channel management services with other services or offer such products at a lower price as part of a larger product sale.

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In addition, competition may intensify as our competitors raise additional capital and as established companies in other market segments or geographic markets expand into our market segments or geographic markets. If we become unable to compete successfully against our competitors, our business and our operating and financial results could be adversely affected.

We have limited control over the operations of our downstream distributors and we may be subject to risks relating to the acts of our distributors.

Our agreements with brand partners set out our rights and obligations in dealing with their products, such as the types of products we are allowed to sell, the range of recommended retail price for each type of product, and the permitted e-commerce platforms on which we are allowed to sell such products. We need to abide by our agreements with brand partners in operating our business. A portion of our sales during the Track Record Period was generated through distributors that further resell products procured from us. To ensure these distributors comply with the policies of our brand partners as we do, we typically require our downstream distributors to carry out their business by following policies in respect of the designated sales channels, marketing activities, recommended retail price and customer service that are pre-determined by our brand partners. However, given that we cannot control the acts of third-party distributors, there is no guarantee that our downstream retailers will carry out their business in full compliance with both our and our brand partners’ policies and standards. Any of such unauthorized activities by our distributors may subject us to a breach of contract liability. For example, our downstream distributors may use unauthorized discounts to liquidate excessive inventories, which may damage the image and the value of the products and brands we offer. In the event of such circumstances, our reputation and relationship with brand partners may be harmed, which in turn could adversely affect our business, results of operations and financial condition. The remedies available to us upon a breach by downstream distributors under the relevant distribution agreements may not be sufficient to cover all losses we may incur. Furthermore, our downstream retailers’ operation of stores or other sales channels must comply with the relevant PRC laws and regulations. If any of our downstream retailers is required to suspend or cease its operations as a result of non-compliance with the relevant PRC laws and regulations, our results of operations, market share, geographical coverage and brand image may be adversely affected.

Product quality issues could adversely affect our reputation and financial results.

We source goods from our brand partners directly or through the distributors authorized by our brand partners and also sell and promote products of brands incubated by us. However, these quality control measures for these products may not always be adequate. Although we have indemnity clauses in most of our contracts with our brand partners, sales could decrease and we may suffer reputational harm.

We may face regulatory scrutiny in the event of product quality issues, potentially resulting in corrective actions, compensation claims, or administrative penalties depending on the severity of the issue. If consumers encounter problems with the products sold or promoted by us, we may be subject to lawsuits, severe administrative penalties and criminal liability. We believe our reputation is extremely important to our success and our competitive position. The discovery of product quality issues may severally damage our reputation among brand partners, and they may refrain from adopting our services in the future, which would materially and adversely affect our business operations and financial results.

Any misconduct or negative publicity involving our distributors, brand partners, suppliers or other business partners may subject us to potential liability and harm our reputation.

Our business operations and reputation are closely tied to the conduct of our distributors, brand partners, supplier and other business partners. Despite our efforts to implement stringent oversight mechanisms and ethical guidelines, it may not always be possible to prevent, detect or deter any misconduct by these parties.

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Any misconduct by these parties, including fraudulent activities, non-compliance with laws and regulations, unethical business practices, inappropriate speech or behaviors, or any other actions inconsistent with our corporate policies and values, could result in legal proceedings, regulatory and other penalties, further damaging our reputation, eroding consumer trust and leading to loss of business, decreased market share and potential difficulties in attracting and retaining business partners. Any negative publicity concerning our distributors, brand partners, suppliers or other business partners or any entity using a similar brand name, even if untrue, could adversely affect our reputation and business prospects. In particular, as part of our brand-building and marketing operations for both our proprietary and brand partners' brands, we frequently leverage a diverse range of influential public figures, including celebrities, brand ambassadors, and key opinion leaders. Given their influential role in shaping consumer perceptions and purchasing decisions, any deterioration of their public image, non-compliance with applicable laws, or a breakdown in our cooperation with them or their agencies could further undermine our marketing effectiveness and adversely affect the reputation and value of the brands we operate. In addition, to the extent our distributors, brand partners, suppliers, or other business partners were in compliance with any laws or regulations or became involved in lawsuits, disputes, or other legal proceedings or became subject to administrative measures, penalties or investigations by regulatory authorities, we may also suffer negative publicity or harm to our reputation. As a result, we may be required to spend significant time and incur substantial costs in response to allegations and negative publicity.

When we provide services to brand partners, a variable portion of the revenue we generate from certain brand partners is based upon the amount of GMV, and any change to such pricing mechanism may adversely affect our financial results.

A negotiated portion of the revenue we generate from certain brand partners when we provide services to them is variable based on GMV generated through such partners' authorized flagship stores and other brand stores that we operate. If that GMV were to decline, does not grow as expected, or if our partners demand pricing terms that do not provide for variability based on the value of purchases transacted and settled on the stores operated by us, our revenue, profitability and business prospects may be adversely affected.

In addition, the ratio of our revenue as a percentage of GMV generated through brand partners' authorized flagship stores and other brand stores that we operate could vary as their bargaining power increases or our services scope reduces, which could adversely affect our financial results. There is no guarantee that we will successfully achieve a higher ratio of our revenue as a percentage of GMV generated through the brand partner's authorized flagship stores and other brand stores that we operate, and our failure to do so could adversely affect our financial results.

We rely on the sales performance of certain product categories that we focus on, and any significant downward industry trend of such categories may materially and adversely affect our business and results of operations.

We currently serve brand partners in various categories including nutrition and health, consumer electronics, as well as beauty and personal care. Currently, we have a substantial amount of our revenue and GMV derived from brand partners in these categories. If the sales performance of any of the major product categories we focus on is not successful in general, our business and results of operations may be materially and adversely affected.

Our expansion into new product categories may expose us to new challenges and more risks.

Our brand partners cover various categories including maternal and infant nutrition, consumer electronics, and beauty and personal care. In the future, we may provide services to brand partners in new product categories in which we have limited experience and operating history. Our product mix also affects our revenue mix and profitability. This may make predicting our future results of operations more difficult than it otherwise would be. Therefore, our past results of operations should not be taken as

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indicative of our future performance. If we cannot successfully manage our product mix, address new challenges or compete effectively, we may not be able to recover costs of our investments and eventually achieve profitability, and our future results of operations and growth prospects may be materially and adversely affected.

Our success depends on the continuing efforts of our senior management team and experienced and capable personnel.

Our future success is significantly dependent upon the continued service of our senior management team, as well as certain experienced and capable personnel who are critical to our day-to-day operations. Under the leadership of our chairman and chief executive officer, Mr. Xiong, our strategically minded management team has played a pioneering role in maintaining our leadership in the new consumer space. If we lose the services of any member of our senior management and any other key personnel, we may not be able to locate suitable or qualified replacements, and may incur additional expenses to recruit a new one, which could severely disrupt our business, strategic direction and growth. If any of our senior management team and key staff members joins a competitor or forms a competing business, we may lose business opportunities, know-how. Competition for skilled personnel and talents our industry is intense, and the pool of qualified candidates is limited. We may be unable to retain existing talent or attract experienced individuals to fill critical roles, which could adversely impact our long-term development.

Our rapid growth also requires us to hire, train, retain and motivate a wide range of talents who can adapt to a dynamic, competitive and challenging business environment. We have cultivated a deep bench of talent over the years. We may need to offer attractive compensation and other benefits packages, including share-based compensation, to retain them and attract new talents. To cater to our evolving strategies and changing business environment, we may constantly optimize our organizational structure. These adjustments may cause additional costs and expenses and temporary disruptions to our operations, and we cannot assure that they will always lead to our desirable results. Occurrence of any of the foregoing could severely disrupt our business and growth, negatively affect our reputation, or cause other adverse consequences.

We may not be able to recoup the capital expenditures we incur to strengthen our technology and innovation capabilities and upgrade our technology platform.

We have invested and will continue to expend financial resources to strengthen our technology and innovation capabilities and upgrade our technology platform, in order to serve a wider variety of brand partners and other customers with a broader array of services. For example, we have invested in our proprietary “Data + AI” system platform and OPS operational model, designed to support our business operations and help our brand partners optimize their offerings to end consumers. For details, see “Business — Our Proprietary Intelligent Operations.” If we are unable to strengthen our technology and innovation capabilities and upgrade our technology platform successfully in a timely manner, our business and results of operations may be adversely affected. If we become unable to generate ideal results from our research and development, there may be a waste of capital and human resources, which may adversely affect our business, results of operations and financial condition.

We believe that technology will continue to be an important driving force for our business growth. We have invested, and we intend to continue to invest significantly, in technology, automation and business intelligence tools, to optimize our operations. However, technological changes are rapid, and we may become unable to keep abreast of the latest development; as a result, our technology systems may become obsolete. We may encounter practical difficulties in deploying or commercializing our technology and innovations. As a result, we may not be able to recover the expenditures associated with these investments, and any recovery of such expenses may take longer than expected. There is no guarantee that our investments in technology initiatives will generate sufficient returns or that they will have the expected effects on our business operations. If our technology investments do not meet our expectations for the above or other reasons, our prospects, cash flow and results of operations may be adversely affected.

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We may not have sufficient insurance coverage.

We face various risks in connection with our business and may lack adequate insurance coverage or have no relevant insurance coverage. In line with general market practice, we do not maintain any other business interruption insurance, insurance policies covering damages to our network infrastructures or information technology systems or product liability insurance, which are not mandatory under PRC laws. Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured facilities or assets could have a material adverse effect on our results of operations. We cannot assure you that our insurance coverage is sufficient to prevent us from any losses, or that we will be able to successfully claim for losses under our current insurance policies on a timely basis, or at all. If we incur losses that are not covered by our insurance policies, or if the amount reimbursed is significantly less than our actual losses, our business, financial condition and results of operations could be materially and adversely affected.

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

We experienced growth in our business size during the Track Record Period. Our revenue increased from RMB1,378.7 million in 2024 to RMB1,607.7 million in 2025. Our gross profit increased from RMB269.2 million in 2024 to RMB371.6 million in 2025. However, we cannot assure you that we are able to sustain our historical growth rates for various reasons, including uncertainty of our incubation of new brands and successful identification of popular products for consumers in Chinese Mainland. Our revenue, expenses and operating results may vary from period to period due to factors beyond our control. As a result of these, and other factors, we cannot assure you that our future revenues will increase or that we will continue to be profitable. Accordingly, investors should not rely on our historical results as an indication of our future financial or operating performance.

Our ability to accurately predict our future operating results and prospects is limited and subject to a number of uncertainties. If we are unable to manage our growth or execute our strategies effectively, our business and prospects may be materially and adversely affected.

We face various challenges and uncertainties with the prospect of our new business strategies in the developing markets, as we operate in emerging and rapidly evolving industries. Our Group has been adapting to market dynamics and developing innovative new businesses during the Track Record Period. We cannot assure you that any of our existing or future business initiatives, including our marketing and promotional arrangements with e-commerce platforms and launches of our proprietary brands, will generate sustainable financial results going forward. Our ability to retain and attract business partners, expand our service offerings, increase our brand awareness, enhance monetization, improve our operating efficiency, maintain a scalable and secure technology platform and comply with the evolving regulatory environment may be challenged. Our results of operations and financial condition may be adversely affected if we fail to address these risks going forward.

We cannot assure you that we will sustain our historical growth rate for various reasons, including uncertainty of our new and services and intensified competition within the industry for online marketplaces for consumption in Chinese Mainland. Accordingly, investors should not rely on our historical results as an indication of our future financial or operating performance. In addition, we plan to expand and invest in new services, which may place significant strain on our managerial, operational, financial and human resources. Our current and planned operational infrastructure may not support our future operations. If we are not able to manage our growth or execute our strategies, our business and operation may be adversely affected.

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We may not be able to conduct our marketing activities effectively, properly, or at reasonable costs.

During the Track Record Period, we entered into marketing and promotional arrangements with e-commerce platforms to increase the exposure of the products on stores operated by us. We also carry out various online marketing activities on social media platforms to develop consumer interest in brands, we operate, enhance recognition and loyalty of these brands and ultimately increase sales of products in our online stores. We expect to rely on these arrangements as significant sources of traffic to our online stores, and to enhance the value of our services to attract new brand partners. However, our brand promotion and marketing activities may not be well received and may not result in the levels of sales that we anticipate. In addition, the online retail market in Chinese Mainland has experienced rapid growth over the past years which has attracted a number of domestic and international e-commerce operation services providers. Increasing competition for online traffic may drive up our marketing and promotional expenses since marketing approaches and tools in the nutrition and health, consumer electronics, as well as beauty and personal care markets in Chinese Mainland are continually evolving, which may further require us to experiment with new marketing methods to keep pace with industry developments. We may incur incremental costs to apply innovative marketing and promoting methods, such as live streaming media and KOL endorsements, to capture online traffic, which could have an adverse effect on our overall profitability if such marketing efforts were not as effective as expected. Failure to refine our existing marketing approaches or to introduce new marketing approaches in a cost-effective manner, may materially and adversely affect our financial condition and results of operations.

We may fail to effectively expand our overseas business.

We will continue to expand our overseas e-commerce operations. See “Business — Our Strategies — Further Expand Our Overseas Business to Help Chinese Brands Go Global.” Our expansion plan may cause our business to be susceptible to international business risks and challenges. International operations are subject to many special risks and challenges that could adversely affect our business, such as compliance with international legal and regulatory requirements and managing fluctuations in currency exchange rates. We cannot assure you that our various international expansion efforts will be completed as planned or achieve the intended results. Any negative impact from our international business efforts could also negatively impact our business, operating results and financial conditions as a whole. In addition, we may face additional competition from local companies in countries other than Chinese Mainland. Local companies may have a substantial competitive advantage because of their greater understanding of, and focus on, local customers.

Recent increases in U.S. tariffs and heightened global trade tensions may adversely affect our international expansion and business performance.

In line with our strategy to expand into international markets and diversify our revenue base, we are increasingly exposed to evolving global trade policies. Currently, our products are primarily marketed in the PRC. However, our overseas e-commerce operations, which commenced in 2025 have quickly gained traction, generating revenue of RMB350.9 million and accounting for approximately 21.8% of our total revenue in 2025. In light of the fast development of this segment and as we seek to further expand our overseas operations, we may become subject to heightened risks stemming from international trade frictions. For details, see “Business — Our Strategies — Further Expand Our Overseas Business to Help Chinese Brands Go Global.”

The global trade environment continues to evolve rapidly. Since 2018, the United States government imposed several rounds of tariffs on Chinese products. Between February and April 2025, the U.S. government further announced several rounds of new tariffs on imports from China. Meanwhile, China has implemented, and may further implement, measures in response to the heightened tariffs against Chinese products initiated by the U.S. government. While the United States and China reached a joint agreement to ease tensions by cancelling and suspending certain tariffs in May 2025, the tariff landscape has continued to evolve. Subsequent legal and executive developments, including judicial rulings on the scope

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of presidential tariff authority (which may affect the legal basis of certain tariffs previously imposed) and the imposition of new tariffs under alternative legal authorities, have introduced additional uncertainty. These developments underscore continued volatility and unpredictability in U.S. trade policy and the broader trade environment.

Apart from tariffs, the United States government has implemented, and continues to consider, measures that restrict or prohibit trade in certain goods and technologies originating from the PRC. Such measures include, but are not limited to, entity listing, import bans, and other trade controls targeting specific products or suppliers. To the extent that any products we source, or any of our suppliers, become subject to such restrictions, we may be required to modify or discontinue certain product offerings, forfeit business opportunities, or seek alternative supply arrangements, which may not be available on comparable terms or at all. In addition, compliance with evolving trade restrictions may impose significant administrative burdens and costs on our operations, and any failure or perceived failure to comply could expose us to legal, regulatory, or reputational consequences. These risks may be further heightened as we expand our overseas operations and increase our exposure to cross-border trade compliance requirements.

We cannot predict how these geopolitical factors will evolve, but continued tariffs, trade restrictions, or retaliatory measures may undermine our competitiveness, affect pricing strategies, and disrupt our logistics and market entry efforts. As we expand our international operations, these trade challenges may influence our strategic plans, including potential shifts in consumer demand or relationships with foreign business partners. Moreover, sustained trade conflicts may dampen consumer sentiment or discretionary spending in certain jurisdictions, particularly for non-essential or consumer-preference-driven categories. These developments could also discourage foreign brands or business partners from engaging with Chinese service providers, or lead to a reassessment of our international expansion plans. If adverse import conditions, higher tariffs or broader trade restrictions are imposed, extended or re-imposed, our efforts to enhance collaboration with foreign brands, expand our international operations, or secure global partnerships may be disrupted or curtailed. Any of the foregoing events or developments could materially and adversely affect our business, financial condition, and results of operations.

Changes in global economic, political or social conditions may adversely affect our operations.

Our business is influenced by macroeconomic conditions and consumer sentiment, both in the PRC and internationally. Recent global developments including prolonged economic uncertainty, slower GDP growth, international trade tensions, and geopolitical instability have increased volatility in consumer markets and disrupted global supply chains. In particular, escalating trade frictions, protectionist policies, tariff adjustments and regional conflicts may weaken international cooperation, constrain market access, and affect the flow of goods, materials and capital. These developments may also impact global consumer confidence and reduce discretionary spending, especially in non-essential categories such as consumer electronics and beauty products. As our business performance is closely linked to consumer discretionary spending, any decline in disposable income or spending willingness may adversely affect sales, inventory turnover and profitability. Although our primary market is the PRC, global economic and political shifts may influence our upstream supply environment and downstream distribution strategies, as well as our prospects of our overseas expansion efforts which commenced in 2025. We cannot guarantee that we will be able to fully mitigate or respond to evolving macroeconomic and geopolitical risks. Any significant deterioration in the broader environment may negatively affect our financial condition, operational stability and future growth.

Our efforts in incubating and developing proprietary brands may not be successful.

Brand development entails high uncertainty and requires substantial upfront investment in positioning, design, marketing and supply chain coordination. The success of a new brand depends on a range of factors, including regulatory approvals, market demand, pricing strategy, and consumer acceptance, many of which are beyond our control. Moreover, new brand launches may stretch our operational resources, or generate lower-than-expected returns. Even when successfully launched, new

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brands may take time to gain traction and may not achieve anticipated market recognition or scale. Any failure to develop and commercialize new brands effectively may limit our ability to diversify revenue sources and capture long-term growth, and could materially and adversely affect our business, financial condition and results of operations.

We may face supply chain risks, including interruptions of receiving requisite product or services due to reliance on a limited number of suppliers

Our suppliers primarily include brand partners or their authorized agents, e-commerce platforms, logistics and warehousing service providers and other suppliers necessary for our operations. We rely on a limited number of suppliers for a large portion of our total purchases. In 2023, 2024 and 2025, our total purchase from our five largest suppliers in each year of the Track Record Period accounted for approximately 47.7%, 57.8% and 51.4% of our total purchase, respectively. We cannot assure you that we will be able to manage the concentration of our supplier base at any particular level. For example, we currently expect our total purchase from Supplier G, namely Beijing Yilingchenfei, to increase over the three years ending December 31, 2028. For details, see “Connected Transactions — Partially-exempt continuing connected transaction.”

The stability of operations and business strategies of our suppliers are beyond our control, and we cannot assure you that we will be able to maintain stable relationships with such suppliers. These suppliers may become unable to perform their services on a timely or cost-effective basis, in sufficient volumes, or at all, and finding and qualifying alternate or additional suppliers is often a lengthy process that can lead to fulfillment delays, interruptions to product availability, or additional costs, with such alternatives sometimes not available at all. In addition, the operations of our suppliers may be subject to business interruptions due to natural disasters, infectious diseases, or other catastrophic events, whether or not foreseeable or within their control. In any such circumstances, we may face a shortage of products for sale, an increase in our cost of purchase, or material shortages or delays in the sourcing and availability of products and services. If we are unable to retain our current major suppliers or engage new suppliers on terms acceptable to us in a timely manner, our business, financial condition, and results of operations could be materially and adversely affected.

Moreover, changes to, or stakeholder expectations regarding, applicable laws, regulations, and trade policies throughout our supply chain could increase our compliance costs or result in adverse publicity affecting our reputation. We could be subject to legal, administrative, financial, or reputational risks as a result of our suppliers’ conduct or circumstances beyond our control, such as labor disputes, regulatory non-compliance, or cybersecurity breaches. To the extent that any legal, administrative, or regulatory scrutiny or adverse developments affect a supplier’s ability to conduct business, or give rise to concerns about our association with such suppliers, we may face disruption to our supply arrangements, increased compliance obligations, or reputational harm. To the extent we are unable to manage these risks, our ability to timely source and offer competitive products will be harmed, our costs will increase, and our business, results of operations, and financial condition would be adversely affected.

If we fail to manage our inventories effectively, our results of operations, financial condition and liquidity may be materially and adversely affected.

Our business requires us to maintain a certain level of inventory and to manage it effectively to ensure timely deliveries upon receiving orders from e-commerce platforms and/or distributors. As of December 31, 2023, 2024 and 2025, our inventories and contract costs were RMB205.0 million, RMB280.4 million and RMB351.0 million, respectively. We decide the procurement amount of product from suppliers, and the level of inventory, in accordance with the demand forecasts made in reference to our sales statistics in the past.

Demand forecasts, however, are inherently uncertain due to a number of factors, such as seasonality, launch of new products, pricing, changes in consumer spending patterns, evolving preferences and tastes of consumers and changes to policies of e-commerce platforms or other channels we utilize, each of which may affect the accuracy of any forecast. When we begin selling a new product, it may be difficult to

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predict the demand in the market due to lack of experience. We normally do not have the right to return unsold products to our brand partners, other than in a limited range of circumstances as set out in our supply agreements such as product defects. In addition, with respect to our business under the B2B channel, e-commerce platforms are typically allowed to return products purchased from us, without a cap on the return amount and a limitation to a period of return, usually triggered by the circumstance of high inventory stocks not resolved in a timely manner, which would increase the difficulties in our inventory management.

If we, or our third-party warehousing service providers, fail to manage our increasing inventory effectively, we may experience a decline in inventory values and significant inventory write-downs or write-offs due to short product shelf life and poor inventory management. We recorded write-downs of inventories and contract costs of RMB4.8 million, RMB3.7 million and RMB6.7 million as of December 31, 2023, 2024 and 2025, respectively.

In light of the above, we may be exposed to increased inventory risks due to accumulated excess inventory. Prolonged periods of excess inventory may lead to pressures on our warehousing system and fulfillment capabilities, increases in inventory holding costs, and the risk of inventory obsolescence. Moreover, we may choose to lower sale prices of products with a short shelf-life, which may lead to lower gross margins. Conversely, if we underestimate demand for our products, or if our brand partners fail to supply quality products in a timely manner, we may experience inventory shortages, which might result in decline in revenues, diminished consumer satisfaction and shrinking market share, which could harm our business and reputation.

If we are unable to provide high-quality customer service, our business and results of operations may be materially and adversely affected.

We depend on our online customer service representatives in our customer service center to provide live assistance to online shoppers. If our online customer service representatives fail to satisfy the individual needs of consumers, our brand partners’ sales could be negatively affected, and we may lose potential or existing brand partners, which could have a material adverse effect on our business, financial condition and results of operations. In addition, in the normal course of our business, we generate and process a large amount of data, and the improper use or disclosure of such data could harm our reputation as well as have a material adverse effect on our business and prospects.

Any deficiencies in telecommunication infrastructure in Chinese Mainland could impair our ability to provide e-commerce services to our brand partners and materially and adversely affect our results of operations.

Our business relies, to a greater extent, on the performance and reliability of the telecommunication infrastructure in Chinese Mainland. The availability of our technology platform depends on telecommunications carriers and other third-party providers for communications and storage capacity, including bandwidth and server storage. Most internet and mobile network is maintained by state-owned telecommunication carriers under administrative control, and we rely on these carriers and service providers to connect our internet platform to consumers. Service interruptions prevent brand partners from utilizing our technology platform. Frequent or extended interruptions could frustrate consumers, discouraging them from placing orders. This could cause us and our brand partners to lose consumers and adversely affect our results of operations.

We are subject to payment processing related risks.

We settle payments with our customers in a variety of methods, including online payments with credit cards and debit cards issued by major banks in Chinese Mainland, and payment through third-party online payment platforms such as Alipay. For certain payment methods, including credit and debit cards, we pay interchange and other fees, which may increase over time and raise our operating costs and lower our profitability.

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We rely on payment processing service providers to provide payment processing services to our customers, which may subject us to payment collection issues beyond our control, or even fraud and other illegal activities in connection with these payment methods. Interruption in the ability of our customers to use these payment channels could adversely affect our payment collection, and in turn, our revenue.

We are also subject to various rules, regulations and requirements, regulatory or otherwise, governing electronic funds transfers, which could change or be re-interpreted to make it difficult or impossible for us to comply. If we fail to comply with these rules or requirements, we may be subject to fines and higher transaction fees and lose our ability to accept credit and debit card payments from consumers, process electronic funds transfers or facilitate other types of online payments, and our business, financial condition and results of operations could be materially and adversely affected.

We may not be able to adequately protect our intellectual property rights. We may also be subject to intellectual property infringement lawsuits, which could be expensive to defend and may result in our payment of substantial damages or licensing fees and reputational harm.

We rely on local laws in Chinese Mainland and other jurisdictions, as well as contractual provisions, to protect our intellectual property rights. The level of intellectual property protection in Chinese Mainland and other countries in which we operate varies, which entails uncertainties. In addition, policing any unauthorized use of our intellectual property is difficult, time-consuming and costly, and the measures we have taken may be inadequate to prevent the misappropriation of our intellectual property. Any failure in protecting or enforcing our intellectual property rights could have a material adverse effect on our business, financial condition and results of operations.

On the other hand, third parties may claim that the technology or content used in our operation of online stores or our service offerings infringes upon their intellectual property rights. The possibility of intellectual property claims against us increases as we continue to grow, particularly internationally. Such claims, whether or not having merit, may result in our expenditure of significant financial and management resources, injunctions against us or payment of damages. We may need to obtain licenses from third parties who allege that we have infringed their rights, but such licenses may not be available on terms acceptable to us or at all. These risks have been amplified by the increase in the number of third parties whose sole or primary business is to assert such claims.

Our results of operations are subject to fluctuations due to the seasonality of our business and other events.

We have experienced and expect to continue to experience seasonal fluctuations in our revenue. These seasonal patterns have caused and will continue to cause fluctuations in our operating results. Our results of operations historically are subject to seasonal fluctuations. For example, our revenue is relatively higher during major promotion periods such as the Double 11 Shopping Festival and the 618 Shopping Festival, when consumers tend to do more shopping. We also expect to be more exposed to overseas shopping events including Black Friday, given the expansion of our overseas e-commerce operations.

In anticipation of increased sales activity during peak seasons, we increase our inventory levels and incur additional expenses. If our seasonal revenue falls below expectations, our operating results could be below the expectations of securities analysts and investors. Due to the nature of our business, it is challenging to predict the impact of this seasonality on our business and financial results. In the future, our seasonal sales patterns may become more pronounced, potentially straining our personnel, customer service operations, fulfilment operations and shipment activities. This could lead to a shortfall in revenue compared to expenses in a given period. As a result, the [REDACTED] of our H Shares may fluctuate from time to time due to seasonality.

In addition, if too many consumers access the brand partners' authorized flagship stores and other brand stores operated by us within a short period of time due to increased promotions or other demand surges, we may experience system interruptions that make such authorized flagship stores and other brand stores unavailable or prevent us from transmitting orders to our fulfilment operations. Such interruptions may reduce the volume of transactions in the stores that we operate as well as the attractiveness of such authorized flagship stores and other brand stores to consumers.

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In anticipation of increased sales activity during peak seasons, both we and our brand partners increase our inventory levels. If we and our brand partners fail to increase inventory levels for popular products in sufficient amounts or we become unable to restock popular products in a timely manner, we and our brand partners may fail to meet customer demand which could reduce the attractiveness of brand partners’ authorized flagship stores and other brand stores operated by us. Alternatively, if we overstock products, we may need to implement significant inventory markdowns or write-offs, which could reduce profits. Either of the aforesaid scenario could lead our brand partners to reduce their engagement with us.

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

Our gross profit decreased from RMB341.5 million in 2023 to RMB269.2 million in 2024, and our overall gross profit margins decreased from 21.4% to 19.5% for the same years. See “Financial Information — Period to Period Comparison of Results of Operations — Gross Profit for further details regarding the changes in our gross profit and gross profit margin during the Track Record Period. There can be no assurance that our gross profit margin will not be lower than the levels recorded during the Track Record Period or our gross profit and/or gross profit margin will not continue to further fluctuate in the future. Our gross profit and/or gross profit margin may decline for reasons beyond our control, such as decreasing needs by brand partners, increasing competition and changes in government policies or general economic conditions.

Accordingly, we cannot guarantee that our gross profit and/or gross profit margin will not fluctuate from time to time. If there is any decline in our gross profit and/or gross profit margin in the future, our profitability and financial condition may be materially and adversely affected.

We recorded net operating cash outflows historically and there can be no assurance that we will not encounter net operating cash outflows in the future.

We recorded net cash flows used in operating activities of RMB141.0 million in 2025. For a more comprehensive discussion of our liquidity and capital resources, see “Financial Information — Liquidity and Capital Resources.” We cannot guarantee that prospective business activities of our Group and other matters beyond our control — such as market competition and changes to the macroeconomic environment — will not adversely affect our operating cash flows and lead to net operating cash outflows in the future. Changes to regulatory capital requirements may negatively affect our cash flow positions. If we encounter long-term and continuous net operating cash outflows in the future, we may not have sufficient working capital to cover our operating costs, and our business, financial position and results of operations may be materially and adversely affected.

We may not be able to secure additional financing on favorable terms, or at all, to meet our future capital needs.

Our ability to obtain additional capital in the future is subject to a number of uncertainties, including those relating to our future business development, financial condition, and results of operations, general market conditions for financing activities by companies in our industry, and macro-economic and other conditions regionally and globally. If we cannot obtain sufficient capital to meet our capital needs, we may not be able to execute our growth strategies or even sustain our business operations, and our business, financial condition, results of operations, and prospects may be materially and adversely affected.

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Regulatory requirements regarding data protection and information security are constantly evolving, the changes of which or any data protection and information security incidents may have a material and adverse effect on our business and results of operations.

Our business operations involve the collection, use, storage, and entrusted processing of personal information of consumers and contact persons. As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we did not experience any cybersecurity or data security incidents, nor were we subject to any administrative penalties or involved in any litigation for violations of the PRC Cybersecurity Law, Data Security Law or Personal Information Protection Law and, as of the Latest Practicable Date, we are in compliance with the applicable PRC cybersecurity, data security and personal information protection regulations. We are subject to a variety of laws and regulations relating to data security and personal information protection, including restrictions on the collection, use, storage, entrusted processing and other processing of data. See “Regulatory Overview — Regulations on Cyber Security and Data Security.”

While we strive to comply with our internal data compliance rules as well as all applicable data protection and cybersecurity laws and regulations, any failure or perceived failure to comply with laws and regulations with respect to personal information protection, data security and cybersecurity could subject us to potential liabilities, reputational damage and loss of customer loyalty. In addition, the regulatory landscape for data compliance and cybersecurity is complex and evolving, which could increase our compliance costs and operational complexity. Any failure to closely monitor the relevant regulatory evolvments could subject us to potential liabilities, further materially and adversely affecting our business, financial condition and results of operations.

We need various approvals, licenses and permits to operate our business and the loss or failure to obtain or renew any or all of these approvals, licenses and permits could materially and adversely affect our results of operations and business prospects.

We primarily operate our business in Chinese Mainland. In accordance with the laws and regulations of the PRC, we are required to maintain various approvals, licenses and permits to operate business in the PRC, which are subject to examinations, verifications, accreditation, renewal or reassessment by competent authorities, and the standards of the foregoing processes may change. We may experience difficulties, delays or failures in obtaining the necessary approvals, licenses and permits for new brands or products and there can be no assurance that we will be able to obtain or renew all of the approvals, licenses and permits required for existing business operations promptly or at all. Furthermore, if the interpretation or implementation of existing laws and regulations changes, or new regulations come into effect requiring us to obtain any additional approvals, licenses, permits, or certificates that were previously not required to operate our existing business, there is no assurance that we will successfully obtain such approvals, permits, licenses or certificates. If any of these occurs, our ongoing business could be interrupted, and our expansion plan may be delayed.

Complying with government regulations may require substantial expenses, and any non-compliance may expose us to liability. In case of any non-compliance, we may have to incur significant expenses and divert substantial management time and resources to resolve any deficiencies. We may also experience negative publicity arising from such deficiencies, which may materially and adversely affect our business, financial condition and results of operations.

Any future litigation, legal disputes, claims or administrative proceedings against us, including product liabilities, could be costly and time-consuming to defend.

We may become subject, from time to time, to legal proceedings and claims that arise in the ordinary course of business or pursuant to governmental or regulatory enforcement activities. While we do not believe that the resolution of any lawsuits against us will, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations, litigation to which we subsequently become a party may result in substantial costs, and divert our management’s attention and other resources from day-to-day business operation. In addition, we may initiate legal actions to protect

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our intellectual property rights, enforce contractual obligations, or defend our commercial interests. However, such actions may provoke counterclaims or retaliatory litigation from the opposing parties, which could expose us to additional legal risks and liabilities. Furthermore, any litigations, legal disputes, claims or administrative proceedings which are initially not of material importance may escalate and become important to us due to a variety of factors, such as the circumstances of the cases, the likelihood of loss, the monetary amount at stake and the parties involved.

Failure to comply with E-Commerce Law may have a material adverse impact on our business, financial conditions and results of operations.

As the e-commerce markets are still evolving in Chinese Mainland, new laws and regulations may be adopted to address new issues that arise from time to time. For example, in August 2018, the Standing Committee of the National People’s Congress promulgated the E-Commerce Law (《中華人民共和國電子商務法》) (the “**E-Commerce Law**”), which became effective on 1 January, 2019. The E-Commerce Law generally provides that e-commerce operators must obtain administrative licenses if business activities conducted by the e-commerce operators are subject to administrative licensing requirements under applicable laws and regulations. In addition, the E-commerce Law imposes a number of obligations on e-commerce operators, including the obligations, to disclose information about commodities or services in a comprehensive, faithful, accurate and timely manner; while displaying search results of commodities or services to consumers according to their interests, preferences, consumption habits and other personal characteristics, to provide consumers with options irrelevant to their personal characteristics; when to offer tie-in commodities or services, to warn consumers about the tie-in sale in a prominent position and not to set the tie-in commodities or services as the default option; and when charging consumers guarantee deposits as agreed thereby, to explicitly indicate how and under what procedures consumers may have the guarantee deposits refunded, and not to impose any unjustifiable conditions on the refund of guarantee deposits. Failure to comply with the relatively new regulatory requirements may have a material adverse impact on our business and results of operations. As no detailed interpretation and implementation rules have been promulgated, it remains uncertain how the newly adopted E-Commerce Law will be interpreted and implemented. We cannot assure you that our current business operations satisfy the obligations provided under the E-Commerce Law in all respects. If the PRC governmental authorities determine that we are not in compliance with all the requirements proposed under the E-Commerce Law, we may be subject to fines and/or other sanctions.

We are subject to consumer protection laws and regulations that could require us to modify our current business practices and incur increased costs.

Our business is subject to numerous PRC laws and regulations that regulate retailers generally or govern online retailers specifically, such as the Law on Protection of Consumers’ Rights and Interests of the PRC (《中華人民共和國消費者權益保護法》) (the “**PRC Consumer Protection Law**”). If these regulations were to change or if we or our business partners were to violate them, the costs of certain goods or services could increase, or we could be subject to fines or penalties or suffer reputational harm, which could reduce demand for the goods or services promoted on our apps and hurt our business and results of operations. For example, the amended PRC Consumer Protection Law, which became effective in March 2014, strengthens the protection of consumers and imposes more stringent requirements and obligations on business operators, with a particular focus on businesses that operate via the internet. Pursuant to the PRC Consumer Protection Law, except for the categories of goods specified in the PRC Consumer Protection Law or goods that are not suitable for return according to their nature and confirmed by the consumer at the time of purchase, consumers are entitled to return goods purchased within seven days upon receipt without giving any reasons if the purchases are made through the internet. Consumers whose interests have been harmed due to their purchase of goods or acceptance of services on platforms may claim damages from sellers or service providers. Laws and regulations regarding consumer protection, particularly those involving transactions conducted over the internet, may change. We are therefore unable to predict the ultimate cost of compliance with the relevant laws or regulations or their effect on our operations. We may be required to make significant expenditures or modify our business practices to comply with existing or future laws and regulations, which may increase our costs and materially limit our ability to operate our business.

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

We have established and currently maintain risk management and internal control systems consisting of policies and procedures that we consider to be appropriate for our business operations and we seek to continue to improve these systems. See “Business — Risk Management and Internal Control.” However, due to the inherent limitations in the design and implementation of risk management and internal control systems, including the identification and evaluation of risks, internal control variables and the communication of information, we cannot assure you that such systems will be able to identify, mitigate and manage all our exposure to risks.

Our risk management and internal controls also depend on the proficiency of and implementation by our Directors, management and employees. Our internal control systems may not always be possible to prevent, detect or deter all instances of misconduct and improper activities committed by our Directors, management and employees, including fraud, bribery, non-compliance with regulatory standards and requirements and insider trading. Any misconduct and improper activities committed against our interests, whether previously undetected or occurring in the future, could have a material adverse effect on our business, financial performance, and reputation.

We may be subject to risks relating to our failure to complete lease registration for our leased properties.

Pursuant to applicable PRC laws and regulations, for property lease agreements, lease registration must be completed with the local housing or urban-rural development authorities in the PRC. As of December 31, 2025, four lease agreements of our Group were not registered with the appropriate government authorities, primarily due to the restriction on registering lease agreements for certain registration places and the difficulty of procuring some lessors’ cooperation to register such leases.

The relevant government authorities may order us to complete the lease registration for such lease agreements within a prescribed period, failing which we may be subject to a fine from RMB1,000 to RMB10,000 for each non-registered lease. We cannot assure you that we will be able to complete the lease registration on a timely basis or at all in such cases, and we may be subject to penalties arising from the failure to complete the lease registration filing of lease agreements and any disputes arising from our leased properties in the future. See “Business — Properties” for details.

Our business, financial condition and results of operations may be materially and adversely affected by political events, war, terrorism, public health issues, adverse weather conditions, natural disasters and other catastrophes.

Our business could be materially and adversely affected by natural disasters, such as snowstorms, earthquakes, fires or floods, the outbreaks of widespread health epidemics, or other events, such as wars, acts of terrorism, environmental accidents, power shortage or communication interruptions. Outbreaks of contagious diseases and other adverse public health developments in which we operate and conduct business could severely damage our supply chain operation, or impair the works of our workforce. The outbreak of any severe epidemic disease, such as avian flu, H1N1 flu, SARS or the COVID-19, may disrupt our business operations such as offline sales channels, which could negatively affect our financial condition, results of operations, supply chain management and future prospects.

RISKS RELATED TO DOING BUSINESS IN JURISDICTIONS WE OPERATE

Changes in global or regional political and economic policies could have an adverse effect on our business, financial condition and results of operations.

Our business, financial condition and results of operations are subject to the economic, political, social and legal environments of the countries and regions in which we operate. Any adverse developments in these areas could materially and adversely affect our operations and prospects. Governments around the world have implemented, and may continue to implement, various policies and regulatory measures to promote economic growth, manage industrial development and guide resource allocation. In addition, regional or global economic downturns or shifts in government priorities, could lead to decrease in

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consumer discretionary spending, customer marketing and branding investment and demand for our offerings. These factors may adversely affect our revenue growth, profitability and ability to maintain a competitive position in the global market. As a result, our business, financial condition and results of operations could be materially and adversely affected.

The legal systems of certain geographic markets where we operate vary significantly and could affect our business, financial condition and results of operations.

Legal systems of the geographic markets where we operate vary significantly from jurisdiction to jurisdiction. Civil law systems comparatively may give limited precedential value to prior court decisions, while recent laws or regulations may be subject to reinterpretation. As a result, legal advice and risk assessment in one jurisdiction may not accurately predict outcomes in another. For example, enforcement of contractual obligations or intellectual property rights may be delayed, denied, or require additional compliance procedures. These legal uncertainties could complicate decision-making, expose us to unforeseen liabilities, or impede the timely execution of commercial agreements, materially and adversely affecting our operations, financial condition, results of operations, and prospects.

We are subject to filing procedures of the CSRC, and may be subject to other requirements of the CSRC or other PRC government authorities, in connection with this [REDACTED] and our future capital raising activities.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the “Overseas Listing Trial Measures”), and the relevant five guidelines, which took effect on March 31, 2023. The Overseas Listing Trial Measures require PRC domestic enterprises that directly or indirectly offer or list their securities in an overseas market to file with the CSRC within three business days after submitting their listing application documents to the relevant regulator in the place of intended listing. Failure to complete such filing may subject a PRC domestic enterprise to an order of rectification, a warning or a fine between RMB1 million and RMB10 million, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines. Pursuant to these regulations, a domestic enterprise applying for listing abroad shall, among others, complete record filing procedures and report relevant information to the securities regulatory authority as required. For details, see “Regulatory Overview — Regulations on Overseas Securities Offering and Listing and Full Circulation.” Our PRC Legal Advisor has advised us that this [REDACTED] is considered as a direct overseas securities offering and listing under the Overseas Listing Trial Measures, and we are subject to the filing requirements of the CSRC in connection with this [REDACTED]. We are in the process of completing the required filing procedures. However, there is no assurance that we can complete the filing procedures on a timely basis, or at all.

We may also be subject to filing requirements with the CSRC under the Overseas Listing Trial Measures with respect to our future offerings, listings or any other capital raising activities. We cannot assure you that we could meet the filing requirements for our future capital raising activities in a timely manner or at all. Such failure may subject us to fines, penalties or other sanctions which may have a material adverse effect on our business and financial condition. In addition, we cannot guarantee that new rules or regulations promulgated in the future pursuant to the Overseas Listing Trial Measures and any other related PRC rules and regulations will not impose any additional requirement on us. If it is determined that we are subject to any additional CSRC approval, filing, other governmental authorization or requirements for future capital raising activities, we may fail to obtain such approval or meet such requirements in a timely manner or at all. Such failure may adversely affect our ability to finance the development of our business and may have a material adverse effect on our business and financial conditions.

RISK FACTORS

Laws and regulations over foreign currency conversion and on the remittance of Renminbi into and out of Chinese Mainland may affect our utilization of our revenue and our ability to remit dividends.

The PRC government imposes laws and regulations on the convertibility of the Renminbi into foreign currencies and, in certain cases, the remittance of Renminbi into and out of Chinese Mainland. Under the existing PRC foreign exchange regulations, foreign exchange transactions under the current account conducted by us, including the payment of dividends, can be made in foreign currencies without prior approval of SAFE by complying with certain procedural requirements and conduct such transactions at designated foreign exchange banks within Chinese Mainland that have the licenses to carry out foreign exchange business. Foreign exchange transactions under the capital account, however, normally need to be approved by or registered with the SAFE or its local branch unless otherwise permitted by law. Any insufficiency of foreign exchange may restrict our ability to obtain sufficient foreign exchange for dividend payments to shareholders or satisfy any other foreign exchange obligation. If we do not meet the procedural approvals in respect of the foreign exchange administration, our potential offshore capital expenditure plans and even our business may be materially and adversely affected.

Fluctuations in exchange rates of Renminbi against Hong Kong dollar, U.S. dollar or other foreign currencies could affect our business, results of operations, financial condition, and the value of our [REDACTED].

Fluctuations in the exchange rate of Renminbi against Hong Kong dollar, U.S. dollar and other foreign currencies are affected by, among other things, the changes in Chinese Mainland's and international political and economic conditions. The [REDACTED] from the [REDACTED] will be denominated in Hong Kong dollars. As a result, any appreciation of Renminbi against U.S. dollar, Hong Kong dollar or any other foreign currencies may result in a decrease in the value of our foreign currency-denominated assets and our [REDACTED] from the [REDACTED]. Conversely, any depreciation of Renminbi may adversely affect the value of, and any dividends payable on our H Shares in foreign currencies. We have not utilized, and may not in the future utilize, any instrument to reduce our foreign currency risk exposure. All of these factors could affect our business, results of operations, financial condition and prospects, and could affect the value of, and dividends payable on, our H Shares in foreign currency terms.

Our operations are subject to, and may be affected by, the tax laws and regulations in the PRC. Changes in tax laws and regulations in the PRC where we operate such as increase in applicable tax rates may materially and negatively affect our profitability level and business performance.

The Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法) (the “EIT Law”) imposes a tax rate of 25% on business enterprises. Some of our subsidiaries are entitled to preferential tax treatment. 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 PRC tax laws and regulations may also result in penalties or fines imposed by relevant tax authorities. Adjustments or changes to PRC tax laws and regulations and tax penalties or fines could affect our businesses, financial condition and results of operations.

Dividends payable to our foreign investors and gains on the sale of our H Shares by our foreign investors may become subject to PRC tax law.

Under the EIT Law and its implementation regulations issued by the State Council, a 10% PRC withholding tax is applicable to dividends payable to investors that are non-resident enterprises, which do not have an establishment or place of business in the PRC or which have such establishment or place of business but the dividends are not effectively connected with such establishment or place of business, to the extent such dividends are derived from sources within the PRC. Similarly, any gain realized on the transfer of our H Shares by such investors is also subject to PRC tax at a current rate of 10%, subject to any reduction or exemption set out in applicable tax treaties or under applicable tax arrangements between

RISK FACTORS

jurisdictions, if such gain is regarded as income derived from sources within the PRC. If we are deemed a PRC resident enterprise, dividends paid on our H Share, and any gain realized from the transfer of our H Share, would be treated as income derived from sources within the PRC and would as a result be subject to PRC taxation. Furthermore, if we are deemed a PRC resident enterprise, dividends payable to individual investors who are non-PRC residents and any gain realized on the transfer of H Shares by such investors may be subject to PRC tax at a current rate of 20%, subject to any reduction or exemption set out in applicable tax treaties or under applicable tax arrangements between jurisdictions. It is unclear whether if we or any of our subsidiaries established outside Chinese Mainland are considered a PRC resident enterprise, holders of our H Shares would be able to claim the benefit of income tax treaties or agreements entered into between Chinese Mainland and other countries or areas. If dividends payable to our non-PRC investors, or gains from the transfer of our H Shares by such investors are subject to PRC tax, the value of your [REDACTED] in our H Shares may decline significantly.

It may be difficult to effect service of process, enforce foreign judgments or bring original actions against us, our Directors and senior management.

We are a company incorporated under the PRC laws and a majority of our assets and subsidiaries are located in China. The majority of our Directors, Supervisors and senior management reside within China. The assets of these Directors, Supervisors and senior management also may be located within China. As a result, it may be complex and difficult to effect service of process upon or to enforce judgements against us, most our Directors, Supervisors and senior management outside China.

RISKS RELATING TO THE [REDACTED]

There has been no prior [REDACTED] for the Shares, an active [REDACTED] for the Shares may not develop following the [REDACTED] and the [REDACTED] of our H Shares may be volatile.

Prior to the [REDACTED], there was no [REDACTED] for our H Shares. We cannot assure you that a [REDACTED] for our H Shares with adequate [REDACTED] will develop and be sustained following the completion of the [REDACTED]. The [REDACTED] range for our H Shares was the result of negotiations between us and the [REDACTED] on behalf of the [REDACTED], and the [REDACTED] may differ significantly from the [REDACTED] for our H Shares following the [REDACTED]. If an active [REDACTED] for our H Shares does not develop following the completion of the [REDACTED], the [REDACTED] of our H Shares could be materially and adversely affected. The [REDACTED] of our H Shares may be highly volatile. Several factors, some of which are beyond our control, such as variations in our prospects, changes in our pricing policy, the emergence of new technologies, strategic alliances or acquisitions, the addition or departure of key personnel, changes in profit forecast or recommendations by financial analysts, changes in ratings by credit rating agencies, litigation or the removal of the restrictions on share transactions, could cause large and sudden changes to the [REDACTED] at which our H Shares will [REDACTED]. In addition, the Stock Exchange and other securities markets have, from time to time, experienced significant price and volume volatility that is not related to the operating performance of any particular company.

You may incur immediate dilution and may experience further dilution in the future.

As the [REDACTED] of our Shares is higher than the consolidated net tangible assets per share immediately prior to the [REDACTED], purchasers of our Shares in the [REDACTED] will experience an immediate dilution. Our existing shareholders will experience an increase consolidated net tangible asset per share of their holding. In addition, holders of our Shares may experience further dilution of their interest if we issue additional shares in the future to raise additional capital.

RISK FACTORS

Our Single Largest Group of Shareholders has significant influence, and its interests may not be aligned with the interests of our other Shareholders.

Our Single Largest Group of Shareholders is able to exercise significant influence over our business, including matters relating to our management, policies and decisions regarding mergers, expansion plans, consolidations, sales of all or substantially all of our assets, the election of Directors and other significant corporate actions. This concentration of ownership may discourage, delay or prevent a change in control of our Company, which could deprive our other Shareholders of an opportunity to receive a premium for their Shares as part of a sale of our Company and might adversely affect the [REDACTED] of our H Shares. These events may occur even if they are opposed by our other Shareholders. In addition, the interests of our Single Largest Group of Shareholders may differ from those of our other Shareholders. It is possible that our Single Largest Group of Shareholders may exercise its significant influence to cause us to enter into transactions or take, or fail to take, actions or make decisions that may not be in the best interests of our other Shareholders.

There may be dilution because of issuance of new Shares or equity securities of our Company.

We may require additional funds due to changes in business conditions or other future developments relating to, inter alia, our existing operations or any future expansions. The amount and timing of such additional financing needs will vary depending on the timing of investments in, and/or acquisitions of, new businesses from third parties, and the amount of cash flow from our operations. If our resources are insufficient to satisfy our cash requirements, we may seek additional financing or debt securities, or to obtain a credit facility through selling additional equity. The sale of additional equity securities could result in additional dilution to our Shareholders. If additional funds are raised by way of issuance of new shares, or equity linked securities other than on a pro rata basis, to existing shareholders, then the percentage of ownership by our existing shareholders in our Company, their earnings per share, and the net asset value per share, may be reduced.

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

A significant portion of the [REDACTED] of this [REDACTED] is allocated for general corporate purposes, including diversifying our brand portfolios, expanding sales network, and strengthening supply chain management. See “Future Plans and [REDACTED]”. Our management will have considerable discretion in the application of the [REDACTED] received by us. You will not have the opportunity, as part of your [REDACTED] decision, to assess whether [REDACTED] are being used appropriately. The [REDACTED] may be used for corporate purposes that do not achieve or maintain profitability or increase our share [REDACTED]. The [REDACTED] from this [REDACTED] may be placed in investments that do not produce income, or that lose value.

We cannot assure you when, whether and in what form or size we will pay dividends in the future.

Our ability to pay dividends will depend on whether we are able to generate sufficient earnings. Distribution of dividends shall be decided by our Board of Directors at their discretion and will be subject to the approval of the general meeting. A decision to declare or to pay dividends and the amount thereof depends on various factors, including but not limited to our prospects, cash flows and financial position, operating and capital expenditure requirements, distributable profits, our Articles of Association and other constitutional documents, the PRC Company Law and any other applicable PRC laws and regulations, market conditions, our strategy and projection for our business, contractual restrictions and obligations, taxation, regulatory restrictions and any other factors from time to time deemed by our Board of Directors as relevant to the declaration or suspension of dividends. As a result, there can be no assurance whether, when and in what form we will pay dividends in the future. Subject to any of the above constraints, we may not be able to pay dividends in accordance with our dividend policy. See “Financial Information — Dividend Policy.”

RISK FACTORS

We cannot assure you of the accuracy or completeness of certain facts, forecasts and other statistics obtained from various independent third-party sources, including the industry expert reports, contained in this document.

This document, particularly the sections headed “Business” and “Industry Overview,” contains information and statistics relating to the brand e-commerce services, nutrition and health, consumer electronics, as well as beauty and personal care markets. Such information and statistics have been derived from a third-party report commissioned by us and publicly available sources. We believe that the sources of the information are appropriate sources for such information, and we have taken reasonable care in extracting and reproducing such information. However, we cannot guarantee the quality or reliability of such source materials. The information has not been independently verified by us, the Sole Sponsor, the [REDACTED] or any other party involved in the [REDACTED], and no representation is given by us as to its accuracy. The e-commerce business industry represents relatively new economic trends in Chinese Mainland, and, therefore, any information, statistics or forecasts from third-party or other publicly available sources on this industry might not be as accurate, reliable or trustworthy as those on other more traditional industries. Collection methods of such information may be flawed or ineffective, or there may be discrepancies between published information and market practice, and, as a result, the statistics included in this document may be inaccurate and not comparable to statistics produced for other economies. You should therefore not place undue reliance on such information. In addition, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as similar statistics presented elsewhere. You should consider carefully the importance placed on such information or statistics.

You should read the entire document carefully and should not rely on any information contained in press articles or other media regarding us and the [REDACTED].

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

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

In preparation for the [REDACTED], our Company has 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 Rule 8.12 of the Listing Rules, a new applicant for listing on the Stock Exchange must have sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Rule 19A.15 of the Listing Rules further provides that the requirement in Rule 8.12 of the Listing Rules may be waived by having regard to, among other considerations, the new applicant’s arrangements for maintaining regular communication with the Stock Exchange.

Since our headquarters and principal business operations are located in the Chinese Mainland and the management functions of our Group are carried out in the Chinese Mainland, our executive Directors are based in the Chinese Mainland, and are expected to continue to be based in the Chinese Mainland, to better manage and attend to our Group’s business operations. We consider that it is in the best interests of our Company for our executive Directors to be based in the places where our Group has significant operations and it would be practically difficult, unduly burdensome and costly to relocate our executive Directors to Hong Kong SAR or appoint additional executive Directors who are ordinarily resident in Hong Kong SAR. Therefore, we do not and, in the foreseeable future, will not have sufficient management presence in Hong Kong SAR for the purpose of satisfying the requirements under Rule 8.12 and Rule 19A.15 of the Listing Rules.

Accordingly, we have applied to the Stock Exchange for[, and the Stock Exchange has granted us,] a waiver from strict compliance with the requirements under Rules 8.12 and 19A.15 of the Listing Rules, provided that our Company implements the following arrangements to maintain regular communication between the Stock Exchange and us:

- (a) we have appointed Mr. Cheng, our executive Director, the deputy general manager and chief financial officer, and Ms. Yeung Siu Wai Kitty (“**Ms. Yeung**”), one of our joint company secretaries, as our authorized representatives for the purpose of Rule 3.05 of the Listing Rules. Our authorized representatives will act as the principal channel of communication between the Stock Exchange and our Company. Ms. Yeung is ordinarily resident in Hong Kong, and Mr. Cheng will be available to visit Hong Kong and meet with the Stock Exchange within a reasonable period of time upon request. Each of our Company’s authorized representatives will be readily contactable by the Stock Exchange by telephone and/or email to deal promptly with any enquiries which may be made by the Stock Exchange. Each of our authorized representatives is authorized to communicate on behalf of our Company with the Stock Exchange;
- (b) our authorized representatives have means to contact all of our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. We have provided the Stock Exchange with the contact details of each Director (including their respective mobile phone number, office phone number and e-mail address), and in the event that a Director expects to be traveling or otherwise be out of office, he/she will provide his/her phone numbers or means of communication to our authorized representatives;
- (c) each Director who is not ordinarily resident in Hong Kong has confirmed that he/she possesses or can apply for valid travel documents to visit Hong Kong and can meet with the Stock Exchange upon reasonable notice;
- (d) we have appointed Somerley Capital Limited as our compliance advisor (the “**Compliance Advisor**”), pursuant to Rule 3A.19 of the Listing Rules, who will have access at all times to our authorized representatives, Directors and senior management, and will act as an additional channel of communication between the Stock Exchange and us for the period commencing

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

from the [REDACTED] to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year commencing after the [REDACTED]. Our authorized representatives, Directors and other officers of our Company will provide our Compliance Advisor with such information and assistance as our Compliance Advisor may reasonably require in connection with the performance of its duties;

- (e) any meeting between the Stock Exchange and our Directors will be arranged through our authorized representatives, our Compliance Advisor or directly with our Directors within a reasonable time frame. We will inform the Stock Exchange promptly in respect of any changes to our authorized representatives and our Compliance Advisor; and
- (f) we will also retain legal advisors to advise on on-going compliance requirements as well as other issues arising under the Listing Rules and other applicable laws and regulations of Hong Kong after [REDACTED].

We believe that the above measures and arrangements will ensure that all members of our Board can be promptly informed of any matters raised by the Stock Exchange and that there is an effective communication channel in place between the Stock Exchange and our Company.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

Pursuant to Rules 3.28 and 8.17 of the Listing Rules, we must appoint a company secretary who possesses the necessary academic or professional qualifications or relevant experience, and is, in the opinion of the Stock Exchange, capable of discharging the functions of the company secretary. Note 1 to Rule 3.28 of the Listing Rules provides that the Stock Exchange considers the following academic or professional qualifications to be acceptable:

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

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

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant law and regulations including the Securities and Futures Ordinance, the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Takeovers Code;
- (c) 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
- (d) professional qualifications in other jurisdictions.

Our Company considers that while it is important for our company secretary to be familiar with the relevant securities regulations in Hong Kong, he/she also needs to have experience relevant to our Group’s internal administration and business operations and have a close working relationship with the management of our Company in order to perform the functions of a company secretary and take the

WAIVERS FROM STRICT COMPLIANCE WITH THE LISTING RULES

necessary actions in the most effective and efficient manner. We consider it beneficial for our Company to appoint a company secretary who has been a member of the senior management for a period of time and is familiar with our Company’s business and affairs.

We have appointed Mr. Cheng and Ms. Yeung as the joint company secretaries of our Company. Ms. Yeung is an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, and therefore meets the qualification requirements under note 1 to Rule 3.28 of the Listing Rules and is in compliance with Rule 8.17 of the Listing Rules. Although Mr. Cheng does not possess the qualification and sufficient relevant experience as stipulated in the notes to Rule 3.28 of the Listing Rules, considering Mr. Cheng’s position as our chief financial officer, his extensive experience in accounting and finance matters, close working relationship with the management of the Company, and understanding of the internal administration and business operations of our Group as well as his industry knowledge, he is a suitable person to act as a company secretary of our Company. In addition, as our headquarters and principal business operations are located in the Chinese Mainland, our Directors believe that it is necessary to appoint Mr. Cheng as a company secretary whose presence in the Chinese Mainland will enable him to attend to the day-to-day corporate secretarial matters concerning our Group. We believe that it would be in the best interests of our Company and the corporate governance of our Group to have Mr. Cheng as our joint company secretary. For more details of Mr. Cheng and Ms. Yeung’s biographical information, see “Directors, Supervisors and Senior Management”.

Apart from discharging her functions in her role as one of our joint company secretaries, Ms. Yeung will assist Mr. Cheng in enabling him to acquire 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. In addition, Mr. Cheng will also attend relevant professional training during each financial year as required under Rule 3.29 of the Listing Rules.

We have therefore applied to the Stock Exchange for[, and the Stock Exchange has granted us,] a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules in respect of the appointment of Mr. Cheng as one of our joint company secretaries on the conditions that: (i) Mr. Cheng must be assisted by Ms. Yeung, 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 (ii) the waiver will be revoked if there are material breaches of the Listing Rules by our Company.

We expect that Mr. Cheng will acquire the qualifications or relevant experience required under Rule 3.28 of the Listing Rules prior to the end of the three-year period after the [REDACTED]. We will liaise with the Stock Exchange before the end of the three-year period to enable it to assess whether Mr. Cheng, having had the benefit of Ms. Yeung’s assistance for three years, has acquired the relevant experience within the meaning of Rule 3.28 of the Listing Rules so that a further waiver from Rules 3.28 and 8.17 of the Listing Rules will not be necessary.

WAIVER IN RESPECT OF PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

We have entered into and are expected to continue with certain transactions after the [REDACTED] which will constitute partially-exempt continuing connected transaction under Chapter 14A of Listing Rules upon [REDACTED]. We have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, waivers from strict compliance with Chapter 14A of the Listing Rules in respect of the continuing connected transaction as disclosed in the section headed “Connected Transactions — Partially-Exempt Continuing Connected Transaction”.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Executive Directors

Name	Address	Nationality
Mr. Xiong Kun (熊鯤)	Room 501, Unit 2, Building 20 Xianghuaqi Jiayuan, Houshayu Shunyi District Beijing PRC	Chinese
Mr. Cheng Songyan (程松岩)	Room 501, Unit 1, Building 3 Chaoxin Jiayuan Dongli (No.1) Chaoyang District Beijing PRC	Chinese
Mr. Qiu Lin (邱林)	Room 402, Unit 8, Building 13 Dewai Xinfeng South Lane Xicheng District Beijing PRC	Chinese
Ms. Li Huijing (李惠靜)	Room 402, Unit 3, Building 3 Jixiang Garden Konggang Sub-district Shunyi District Beijing PRC	Chinese
Mr. Dai Bosen (代博森)	Room 1602, Unit 1, Building 211 Wanxiang Xintian (No.2) Chaoyang District Beijing PRC	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

Independent non-executive Directors

Name	Address	Nationality
Mr. Li He (李賀)	Room 808, Building 4, Li Hong Garden Zuojiashuang West Road Chaoyang District Beijing PRC	Chinese
Ms. Song Lei (宋蕾)	Flat D, 8/F, Tower 2, The Beaumont 8 Shek Kok Road, Tseung Kwan O Sai Kung District Hong Kong	Chinese
Ms. Zhao Guibi (趙桂碧)	Room 203, Unit 3, Building 43 Yongle West District Shijingshan District Beijing PRC	Chinese

Supervisors^(Note)

Name	Address	Nationality
Ms. Li Meng (李萌)	Room 1301, Building 2 Kandu International Chaoyang District Beijing PRC	Chinese
Mr. Zhao Kangjie (趙康傑)	Room 15C, Building E, Phase 2 Yian Metropolis Central Ainan Road, Longgang District Shenzhen Guangdong Province PRC	Chinese
Mr. Zou Weilong (鄒偉龍)	Room 101, Building 23 Golden Fragrance Garden Changping District Beijing PRC	Chinese

See “Directors, Supervisors and Senior Management” for further details.

Note: At the general meeting of the Shareholders held on March 20, 2026, our Shareholders resolved to abolish the supervisory committee with effect from the [REDACTED].

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Sole Sponsor and [REDACTED]

**China Renaissance Securities (Hong Kong)
Limited**

Unit 8107-08, Level 81
International Commerce Centre
1 Austin Road West, Kowloon
Hong Kong

[REDACTED]

Legal advisors to our Company

As to Hong Kong laws

Han Kun Law Offices LLP

Rooms 4301-10
43/F., Gloucester Tower
The Landmark
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Hong Kong

As to PRC laws

Fangda Partners

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Beijing Kerry Centre
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Beijing
PRC

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

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

As to Hong Kong laws
Tian Yuan Law Firm LLP
Suites 3304–3309, 33/F
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One Connaught Place
Central
Hong Kong

As to PRC laws
Tian Yuan Law Firm
5/F, Tower A, Corporate Square
35 Financial Street
Xicheng District
Beijing
PRC

**Independent Auditors and Reporting
Accountants**

KPMG
Certified Public Accountants
8th Floor, Prince’s Building
10 Chater Road
Central
Hong Kong

Industry Consultant

**Frost & Sullivan (Beijing) Inc., Shanghai
Branch Co.**
Room 2504-2505, Wheelock Square
1717 West Nanjing Road
Jing’an District
Shanghai
PRC

Compliance Advisor

Somerley Capital Limited
20/F China Building
29 Queen’s Road Central
Central
Hong Kong

[REDACTED]

CORPORATE INFORMATION

Registered Office	Room 303, 3/F, 101 & 2/F to 7/F, Building 102 Courtyard 10A, Jiuxianqiao North Road Chaoyang District Beijing PRC
Headquarters and Principal Place of Business in the PRC	Room 303, 3/F, 101 & 2/F to 7/F, Building 102 Courtyard 10A, Jiuxianqiao North Road Chaoyang District Beijing PRC
Principal Place of Business in Hong Kong	Room 1910, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Company Website	<u>https://www.intelinkgroup.com</u> <i>(the information contained on this website does not form part of this document)</i>
Joint Company Secretaries	Mr. Cheng Songyan (程松岩) Room 303, 3/F, 101 & 2/F to 7/F, Building 102 Courtyard 10A, Jiuxianqiao North Road Chaoyang District Beijing PRC Ms. Yeung Siu Wai Kitty (楊小慧) <i>(ACG, HKACG)</i> Room 1910, 19/F Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong
Authorized Representatives	Mr. Cheng Songyan (程松岩) Room 303, 3/F, 101 & 2/F to 7/F, Building 102 Courtyard 10A, Jiuxianqiao North Road Chaoyang District Beijing PRC Ms. Yeung Siu Wai Kitty (楊小慧) <i>(ACG, HKACG)</i> Room 1910, 19/F Lee Garden One, 33 Hysan Avenue Causeway Bay Hong Kong
Audit Committee	Ms. Zhao Guibi (趙桂碧) <i>(Chairperson)</i> Ms. Song Lei (宋蕾) Mr. Li He (李賀)

CORPORATE INFORMATION

Remuneration and Appraisal Committee

Mr. Li He (李賀) (*Chairperson*)
Mr. Xiong Kun (熊鯤)
Ms. Song Lei (宋蕾)

Nomination Committee

Mr. Xiong Kun (熊鯤) (*Chairperson*)
Mr. Li He (李賀)
Ms. Zhao Guibi (趙桂碧)

Strategy and ESG Committee

Mr. Xiong Kun (熊鯤) (*Chairperson*)
Mr. Cheng Songyan (程松岩)
Mr. Qiu Lin (邱林)

[REDACTED]

Principal Banks

China Merchants Bank Co., Ltd.

Beijing Jianguo Road Sub-branch
1F, China Merchants Building
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Shanghai Pudong Development Bank Co., Ltd.

Beijing Electronic Zone Branch
Block 1 Phase 1 Hengtong Building
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Bank of Beijing Co., Ltd.

Hongxing Sub-branch
1F Lianhe Building
20 Chaowai Dajie
Chaoyang District
Beijing

INDUSTRY OVERVIEW

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 Frost & Sullivan (the “Frost & Sullivan Report”). We engaged Frost & Sullivan to prepare the Frost & Sullivan Report, an independent industry report, in connection with the [REDACTED]. The information from official government sources has not been independently verified by us, the Sole Sponsor, [REDACTED], any of the [REDACTED], any of their respective affiliates and advisors, or any other persons or parties involved in the [REDACTED], and no representation is given as to its accuracy.

OVERVIEW OF BRAND E-COMMERCE SOLUTION INDUSTRY IN CHINESE MAINLAND

Brand e-commerce solutions refer to integrated services provided to brand partners to enhance their brand operation on e-commerce platforms, mainly including online store operation, product distribution, marketing and promotion, customer service, information technology support, as well as supply-chain management. The core value of this industry lies in leveraging professional operational capabilities and extensive experience across e-commerce industry to support brands in achieving sustainable online business growth and enhance brand value across entire brand operation cycle.

The business models of brand e-commerce solution companies can generally be categorized into sales of goods model and service model. Under the sales of goods model, brand e-commerce solution companies enter into cooperation agreements with brand partners, procure products from them and, upon obtaining brand authorization, then sell to consumers directly or through e-commerce platforms. Under the service model, brand e-commerce solution companies do not engage in product procurement, but assist brand partners in selling products to consumers by operating online stores for them on e-commerce platforms.

Pain Points of Major Industry Participants

For Brand Partners

Limited operational capabilities in online channels. As consumers increasingly prefer online shopping for its convenience, online channels have become a strategic priority for brand partners. However, online channels differ substantially from offline channels in terms of product assortment planning, brand marketing and promotion, store operation, supply chain management, as well as consumer service and management. In practice, some brand partners lack sufficient expertise and operational experience in online channels, either having not established online stores or lacking integrated infrastructure to manage data across online channels and support effective consumer management, which may lead to less ideal consumer experiences and potential loss of sales opportunities. As a result, many brand partners face challenges such as difficulties in scaling online channels, relatively low efficiency in consumer acquisition and conversion, and slower-than-expected improvements in brand exposure and sales performance. With the rapid development of e-commerce market, such difficulties have been increasingly prominent for brand partners.

Rising operational challenges amid intensifying competition. As market dynamics continue to evolve rapidly, consumer demands become increasingly diversified and competition among brands intensifies, brand partners are under growing pressure to continuously enhance their brand operation. However, independently developing and executing comprehensive brand operation plans on e-commerce platforms often entails relatively high costs and requires experience across marketing, data analytics and supply chain coordination in-house. Consequently, brand partners may encounter challenges in maintaining competitiveness and responding efficiently to changes in the online retail environment.

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For Consumers

Unmet demand for personalized and high-quality online shopping experiences. With the continuous development and maturation of the e-commerce industry, consumer demands and preferences have become increasingly diversified and segmented. Beyond basic product information, consumers are placing greater emphasis on the overall shopping experience, including the relevance and accuracy of product recommendations, the quality of marketing content, and the responsiveness of consumer services. Consequently, consumers increasingly expect more professional, efficient and personalized online shopping services, and tend to favor e-commerce platforms and brands that can accurately match their specific needs while delivering a seamless and enhanced consumption experience.

Value Proposition of Brand E-commerce Solution Companies

Brand e-commerce solution companies constitute the core segment of the industry value chain, serving as a critical participant connecting upstream brand partners and downstream sales channels, providing services such as online store design and operation, operational plan execution, consumer service, consumer analysis and management, supply chain and inventory management.

Brand e-commerce solution companies resolve the operational problems faced by brand partners in the digital marketplace, helping them effectively transforming capability constraints into competitive advantages. By providing integrated services, these brand e-commerce solution companies enable brand partners to minimize the cost and resources required for building in-house digital competencies, while simultaneously ensuring unified data across channels that facilitate precise consumer targeting and agile responsiveness to market dynamics. This operational empowerment allows brand partners to navigate intensifying competition without diverting strategic focus from their core business activities, and thus brand partners have been increasingly partnering with professional brand e-commerce solution companies.

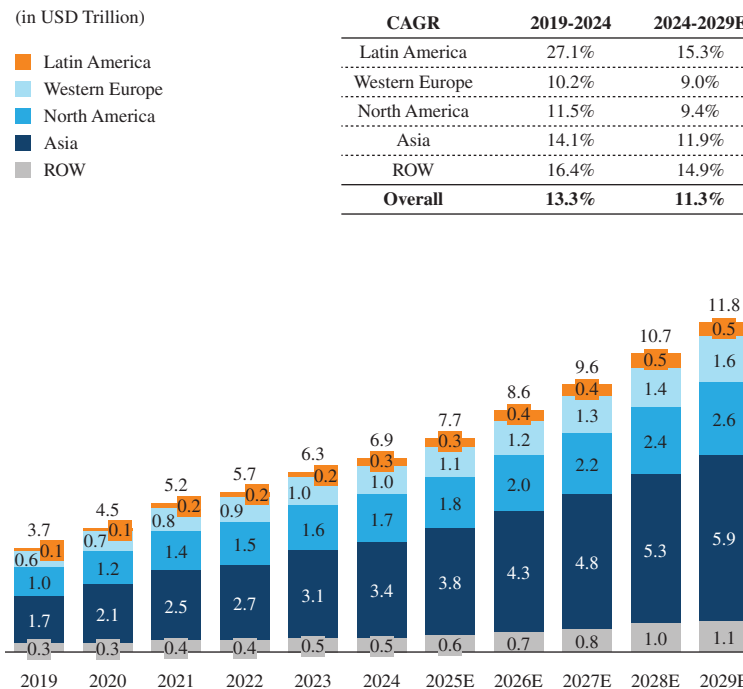
Concurrently, these companies bridge the disconnect between brand partners and evolving consumer expectations. By aggregating and analyzing consumer behavioral data across multiple touchpoints, brand e-commerce solution companies deliver better consumption experiences that consumers increasingly demand, including accurate product matching, compelling content, and responsive consumer service. This dual function as operational enabler for brands and experience curator for consumers creates a virtuous cycle where enhanced digital capabilities on the supply side directly promote consumer loyalty, conversion, and sustainable growth on the demand side.

Market Size of Global Retail E-commerce Industry

In recent years, the global retail e-commerce industry, which refers to the sale of goods to consumers via digital platforms, has continued to expand rapidly. Driven by the ongoing digitalization of retail channels, improving logistics and payment infrastructure, increasing consumer acceptance of online shopping, and the rapid penetration of mobile internet, global retail e-commerce transaction volumes have maintained sustained growth across major regions. According to Frost & Sullivan, in terms of GMV, the market size of global retail e-commerce industry increased from USD3.7 trillion in 2019 to USD6.9 trillion in 2024, representing a CAGR of 13.3% over the period. In 2024, Chinese Mainland represented the largest retail e-commerce market globally in terms of GMV. Looking ahead, the global retail e-commerce market size is expected to continue expanding, reaching approximately USD11.8 trillion by 2029, with a CAGR of 11.3% from 2024 to 2029.

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Market Size of Global Retail E-commerce Industry, Breakdown by Region, in terms of GMV, 2019-2029E



Source: Frost & Sullivan

Market Size of Brand E-commerce Solution Industry in Chinese Mainland

In 2024, the market size of brand e-commerce solution industry in Chinese Mainland reached RMB1.3 trillion in terms of GMV, and is expected to grow at a CAGR of 11.7% from 2024 to 2029, reaching RMB2.2 trillion in 2029. The sustained increase in online channel penetration, coupled with brands' accelerating digital transformation strategies, continues to drive the expansion of e-commerce transaction volumes. Leveraging established channel resources, operational know-how and data-driven capabilities, brand e-commerce solution companies assist brands in improving traffic acquisition efficiency and customer retention, thereby strengthening brand competitiveness across online platforms.

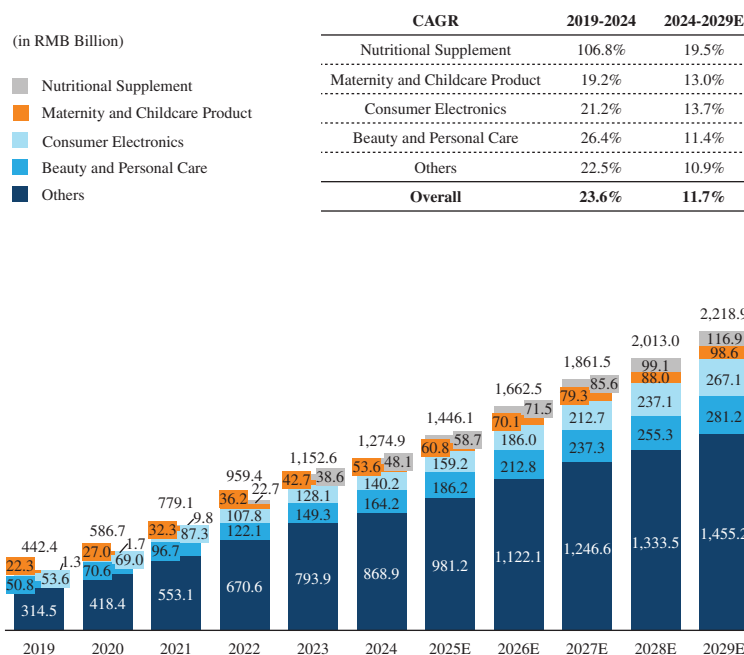
Key sectors within the brand e-commerce solution industry include: i) Consumer electronics, referring to electronic devices and related accessories intended for everyday consumer use, including smartphones and computers; ii) Maternity and childcare products, referring to products designed for pregnant women and children, encompassing daily care products and other related consumer goods; iii) Nutritional supplements, referring to food products designed to provide specific health benefits or to supplement essential nutrition, such as vitamins, minerals and other functional ingredients; iv) Beauty and personal care products, referring to skincare, personal care, color cosmetics and other products designed to beautify, enhance and improve facial and bodily appearance; and v) Other sectors.

The consumer electronics segment has benefited from policy support such as consumption subsidies, rapid product iteration driven by AI-enabled devices, and structural demand formed during the pandemic for remote working and digital lifestyle equipment. As a result, the market size of brand e-commerce solution industry in the consumer electronics segment in Chinese Mainland increased from RMB53.6 billion in 2019 to RMB140.2 billion in 2024, and is expected to grow at a CAGR of 13.7% from 2024 to 2029, reaching RMB267.1 billion in 2029, in terms of GMV. The maternity and childcare product segment demonstrated strong resilience due to its essential demand and high-frequency consumption characteristics. During the pandemic, online channels became an important supplement to offline retail,

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accelerating e-commerce penetration for core products such as infant formula and diapers. The market size of brand e-commerce solution industry in the maternity and childcare product segment in Chinese Mainland grew steadily from RMB22.3 billion in 2019 to RMB53.6 billion in 2024. The nutritional supplement segment has emerged as one of the fastest-growing segments within the brand e-commerce solution industry. With policies becoming supportive towards online sales of nutritional supplement products, an increasing number of nutritional supplement brands have expanded their online presence. In the early stage, given the industry’s strong reliance on professional expertise and regulatory compliance, brand partners generally preferred self-operated e-commerce models. As e-commerce solution companies accumulated industry know-how, compliance experience and channel resources, cooperation between brands and solution providers expanded rapidly, driving substantial GMV growth. The market size of brand e-commerce solution industry in nutritional supplement segment in Chinese Mainland increased from RMB1.3 billion in 2019 to RMB48.1 billion in 2024, representing a CAGR of 106.8%, and is expected to reach RMB116.9 billion in 2029, with a CAGR of 19.5% from 2024 to 2029. In 2024, the beauty and personal care segment accounted for 12.9% of total GMV of brand e-commerce solution industry in Chinese Mainland, with a market size of RMB164.2 billion.

Market Size of Brand E-commerce Solution Industry in Chinese Mainland, Breakdown by Category, in terms of GMV, 2019-2029E

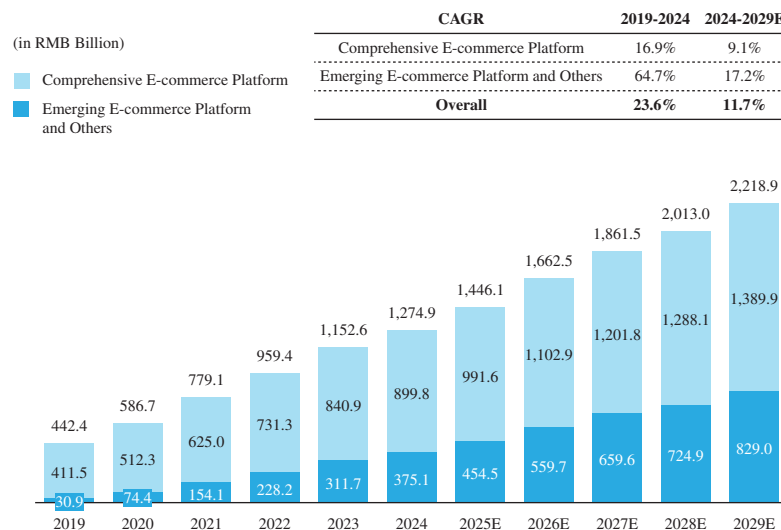


Source: Frost & Sullivan

E-commerce platforms can be mainly classified into: (a) comprehensive e-commerce platforms, such as Tmall and JD.com, which primarily serve as digital marketplaces for consumers to browse, compare and purchase products based on their search; and (b) emerging e-commerce platforms, such as Douyin and RedNote, which integrate shopping functions into short-video or social media platforms, enabling consumers to make online purchases through live streaming, videos and image-based content. Supported by a mature traffic ecosystem, standardized transaction infrastructure and relatively stable platform rules, comprehensive e-commerce platforms made a notable contribution to brand e-commerce solution industry Chinese Mainland, accounting for 70.6% of brand e-commerce solution industry, with a market size of RMB899.8 billion in 2024. Emerging e-commerce platforms, on the other hand, are expected to experience a faster growth with a CAGR of 17.2% from 2024 to 2029.

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Market Size of Brand E-commerce Solution Industry in Chinese Mainland, Breakdown by E-commerce Platform Type, in terms of GMV, 2019-2029E



Source: Frost & Sullivan

Market Drivers

Increasingly sophisticated consumer online shopping preferences driving brand partners to seek professional brand e-commerce solutions. In Chinese Mainland, consumers have cultivated the consumption habit of online shopping, and their consumption decision-making process not only relies on the basic product information but is also increasingly influenced by a comprehensive range of service experiences, such as the quality of marketing content, online store design, and consumer service, putting forward systematic requirements to the comprehensive operation capabilities of brand partners for online channels. Meanwhile, by leveraging their standardized processes, professional teams and digital tools, brand e-commerce solution companies generally have built a stable and efficient service system in online store design and operation, product planning and display, and consumer services, thereby enhancing the competitive advantages of brands in terms of consumer experience and driving the continuous growth of brand partners' demand for brand e-commerce solutions.

Advancement in information technologies drives the development of the industry. With the accelerated advancement of various information infrastructure construction in Chinese Mainland, advanced information technologies such as cloud computing, big data, and AI are increasingly applied in brand operation process such as consumption demand catching, supply chain coordination and intelligent consumer service. The continuous progress and application of information technology not only help improve operational efficiency, but also achieve more accurate user profiling and reach, providing strong technical support for the development of brand e-commerce solution industry in Chinese Mainland.

Favorable policies have created a well-establishment environment for the industry development. In recent years, e-commerce has played an increasingly important role and position in promoting economy growth and the development of social informatization. A series of policies that have been published to support and encourage the development of the e-commerce industry, including the *Opinions on Accelerating the Development of Circulation and Promoting Commercial Consumption* 《關於加快發展流通促進商業消費的意見》 and the *Opinions on Promoting the Coordinated Development of E-commerce and Express Logistics* 《關於推進電子商務與快遞物流協同發展的意見》. The continuous release of multiple favorable policies has created a well-established policy environment for the vigorous development of e-commerce industry, thereby providing a strong impetus for the increasing demand and rapid development of brand e-commerce solution industry in Chinese Mainland.

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Future Trends

More cooperation with Chinese brands to help them expand overseas markets. In recent years, a growing number of Chinese brands have begun to seek opportunities in overseas markets and accelerate their globalization efforts. However, due to the fact that overseas e-commerce channels differ from Chinese Mainland in terms of regulatory requirements, platform rules, and consumer habits and preferences, it poses certain challenges to the planning and implementation of Chinese brands’ overseas expansion strategies. Brand e-commerce solution companies with professional capabilities such as product planning, supply chain management, multi-platform operation, and multilingual marketing, are able to help brand partners precisely match local consumer demands, enhance their channel expansion efficiency and competitiveness in overseas markets, thus having gradually become the important partners for Chinese brands to expand globally.

Broadening service scope and strengthening operation capabilities of brand e-commerce solution companies. Certain leading brand e-commerce solution companies are evolving from pure service roles to become strategic growth partners. During its long-term service to numerous brand partners, brand e-commerce solution companies generally have accumulated profound market insights, in-depth knowledge of consumer preferences and strong brand operation capabilities, which empower them with a unique advantage in providing even more services such as brand planning, product management, marketing services, as well as participation in product development through consumer insight-driven design and joint development with brand partners. With these broadening business scope and strengthening operation capabilities, brand e-commerce solution companies are better equipped to more brand customers with complicated operational demands and expand revenue streams with existing brand customers.

Growing demand for specialized services from vertical market sectors. As consumer demands continue to be segmented and refined, brand partners are increasingly dependent on professional operation capabilities for each vertical market segment. Different vertical market require varying product cycle management, marketing strategy, user touchpoints, pricing mechanisms, and channel layout. As such, brand partners are more inclined to cooperate with brand e-commerce solution companies that have been deeply involved in specific market segment and possess industry knowledge with methodologies to enhance operation efficiency and market competitiveness.

Expanding opportunities through collaboration with small and medium-sized brands. Small and medium-sized brands often face limitations in resources, operational expertise, and multi-e-commerce platform management, which can constrain their ability to scale independently. The complexity of e-commerce channels and diverse consumer preferences make it challenging for these brands to compete effectively without professional support. This creates a growing demand for brand e-commerce solution companies capable of providing comprehensive operational support, positioning small and medium-sized brands as a key growth segment in the industry.

Competitive Landscape

According to Frost & Sullivan, the brand e-commerce solution industry in Chinese Mainland is relatively fragmented, with the top ten companies accounting for 15.3% of the total market share in 2024, in terms of GMV. In 2024, our Group ranked ninth in brand e-commerce solution industry in Chinese Mainland, with a market share of 0.8%, in terms of GMV. Within the brand e-commerce solution industry, comprehensive e-commerce platforms accounted for a majority of the market. In 2024, our Group ranked seventh in brand e-commerce solution industry in Chinese Mainland, with a market share of 1.1%, in terms of GMV generated from comprehensive e-commerce platform. The following table sets forth the market shares of the top ten brand e-commerce solution companies in Chinese Mainland, in terms of GMV generated from comprehensive e-commerce platform:

Ranking of Top Ten Brand E-commerce Solution Companies in Chinese Mainland, in terms of GMV Generated from Comprehensive E-commerce Platform (2024)

Ranking	Company	Market Share
		(%)
1	Company A	3.7%
2	Company B	2.8%

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Ranking	Company	Market Share
		(%)
3	Company C	1.4%
4	Company D	1.4%
5	Company E	1.4%
6	Company F	1.2%
7	Our Group	1.1%
8	Company G	1.0%
9	Company H	0.9%
10	Company I	0.9%

Source: Public information and documents of each company, Frost & Sullivan

Notes:

- (1) Company A, established in 2007, is a NASDAQ and Stock Exchange listed company headquartered in Shanghai. Its principal businesses include brand e-commerce solution, digital marketing, and warehousing and logistics services. The company primarily serves industries such as apparel, beauty and personal care.
- (2) Company B, established in 2010, is a private company headquartered in Hangzhou. The company focuses on the beauty and personal care industry and provides services including brand e-commerce solutions and digital marketing.
- (3) Company C, established in 2009, is a private company headquartered in Hangzhou. The company offers brand e-commerce solutions covering industries such as beauty and personal care and maternal and infant products.
- (4) Company D, established in 2010, is a Shanghai Stock Exchange listed company headquartered in Shanghai. The company focuses on the cosmetics industry and provides services including brand e-commerce solutions.
- (5) Company E, established in 2012, is a Shenzhen Stock Exchange listed company headquartered in Hangzhou. The company primarily provides brand e-commerce solutions and warehousing services.
- (6) Company F, established in 2015, is a private company headquartered in Suzhou. The company primarily serves industries such as beauty and personal care and fast-moving consumer goods.
- (7) Company G, established in 2013, is a private company headquartered in Hangzhou. The company provides brand e-commerce solutions and marketing services, primarily serving industries such as home appliances and fast-moving consumer goods.
- (8) Company H, established in 2009, is a Shenzhen Stock Exchange listed company headquartered in Shanghai and Guangzhou. Its principal businesses include brand e-commerce solutions, digital marketing, and warehousing and logistics services, serving industries such as apparel, beauty and personal care, and pet products.
- (9) Company I, established in 2010, is a private company headquartered in Shanghai. The company provides brand e-commerce solutions primarily in industries such as beauty and personal care and maternal and infant products.

JD.com is highly recognized for its standardized product presentation and a highly efficient fulfillment system. Leading brand e-commerce solution companies on JD.com that accurately understand and leverage JD.com’s search and recommendation mechanisms, enhance product conversion efficiency, and maintain stable operational performance across the entire service process are more likely to establish long-term cooperative relationships with brand partners. In 2024, our Group ranked first in brand e-commerce solution industry in Chinese Mainland, in terms of GMV generated from JD.com. The following table sets forth the market shares of the top five brand e-commerce solution companies in Chinese Mainland, in terms of GMV generated from JD.com:

Ranking of Top Five Brand E-commerce Solution Companies in Chinese Mainland, in terms of GMV Generated from JD.com (2024)

Ranking	Company	Market Share ¹
		(%)
1	Our Group	0.7%

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Ranking	Company	Market Share ¹
		(%)
2	Company B	0.6%
3	Company C	0.5%
4	Company A	0.4%
5	Company F	0.4%

Source: Public information and documents of each company, Frost & Sullivan

Note:

- (1) Calculated by dividing each company’s GMV generated from JD.com by the market size of comprehensive e-commerce platform segment within brand e-commerce solution industry in Chinese Mainland.

According to Frost & Sullivan, the consumer electronics brand e-commerce solution industry in Chinese Mainland is relatively fragmented, with the top five companies accounting for 10.3% of the total market share in 2024, in terms of GMV generated from consumer electronics. Consumer electronics products are characterized by rapid technological iteration and complex technical specifications. As a result, consumer electronics brand e-commerce solution companies are required to possess a high level of product understanding and technical communication capabilities. Companies with demonstrated capabilities in managing product technical attributes and enhancing channel operating efficiency are more likely to sustain a competitive position within the industry. In 2024, our Group ranked first in brand e-commerce solution industry in Chinese Mainland, with a market share of 3.3%, in terms of GMV generated from consumer electronics. The following table sets forth the market shares of the top five brand e-commerce solution companies in Chinese Mainland, in terms of GMV generated from consumer electronics:

Ranking of the Top Five Brand E-commerce Solution Companies in Chinese Mainland, in terms of GMV Generated from Consumer Electronics (2024)

Ranking	Company	Market Share
		(%)
1	Our Group	3.3%
2	Company A	2.4%
3	Company J	2.0%
4	Company G	1.4%
5	Company C	1.2%

Source: Public information and documents of each company, Frost & Sullivan

Note:

- (1) Company J, established in 2000, is a private company headquartered in Beijing. The company provides brand e-commerce solutions primarily in industries such as 3C electronics, automotive products, and home appliances.

Development of Cross-Border E-commerce for Global Market Expansion

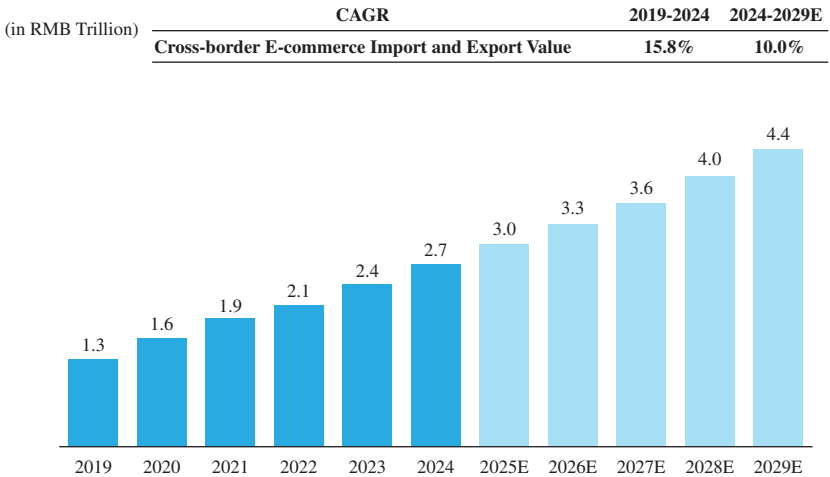
Cross-border e-commerce, as an emerging form of global trade, generally refers to transactions between domestic consumers and overseas sellers or between domestic sellers and overseas consumers, with orders placed via cross-border e-commerce platforms and fulfilled through international logistics. Compared with domestic e-commerce, where both buyers and sellers are typically located within the same

INDUSTRY OVERVIEW

country and transactions are fulfilled through domestic logistics networks, cross-border e-commerce involves cross-border counterparties and international logistics arrangements. Well-established manufacturing base and diversified industrial clusters in Chinese Mainland have played a key role in the development of cross-border e-commerce, supporting both the expansion of Chinese products into overseas markets and the availability of overseas products to domestic consumers. Continuous advancements in digitalization and automation within domestic manufacturing have further improved production efficiency, product consistency and supply responsiveness. As a result, cross-border e-commerce activities have continued to grow.

According to Frost & Sullivan, the cross-border e-commerce import and export value in Chinese Mainland has reached RMB2.7 trillion in 2024, and is expected to continuously expand in the future, reaching RMB4.4 trillion by 2029, indicating a vast market demand and growth potential.

Cross-border E-commerce Import and Export Value in Chinese Mainland, 2019-2029E



Source: General Administration of Customs of China, Frost & Sullivan

When entering overseas markets, Chinese brands typically face operating environments that differ materially from those in the domestic market, including e-commerce platform rules, traffic acquisition mechanisms and local compliance requirements. In addition, many brand partners lack specialized operational capabilities and real-time response capacity tailored to overseas markets, which may limit their ability to achieve efficient overseas expansion using their own in-house resources. By contrast, brand e-commerce solution companies, drawing on their experience in e-commerce platform operation, traffic deployment, localized content production, as well as cross-border logistic services and customer service, are able to support brand partners in establishing and enhancing their presence on cross-border e-commerce platforms with relatively lower upfront investment and operational burden.

Collaboration with brand e-commerce solution companies allows brand partners to focus internal resources on core activities such as product development and brand management. Such cooperation has supported the adoption of brand e-commerce solutions in cross-border scenarios and has contributed to the development of brand e-commerce solution industry in Chinese Mainland.

SOURCE OF INFORMATION

In connection with the [REDACTED], we engaged Frost & Sullivan, an independent market research consultant, to conduct an analysis of, and to prepare a report about brand e-commerce solution industry in Chinese Mainland. Frost & Sullivan is an independent global consulting firm, which was

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founded in 1961 in New York. It offers industry research and market strategies, and provides growth consulting and corporate training. In connection with the market research services provided, we have paid a fee of RMB650,000 to Frost & Sullivan, which we believe to be consistent with market rates.

When developing and preparing the research report, Frost & Sullivan assumed that the social, economic and political environment in the relevant markets remain stable during the forecast period to ensure the stable and healthy development of brand e-commerce solution industry in Chinese Mainland and the related industries. Further, Frost & Sullivan’s forecast is based on the following bases and assumptions: economy in Chinese Mainland maintains steady growth over the next decade, and the regional social, economic and political environment remains stable during the forecast period. In addition, brand e-commerce solution industry in Chinese Mainland and other relevant industry is expected to develop on the basis of the relevant macroeconomic assumptions.

Except as otherwise noted, all the data and forecasts contained in this section are derived from the Frost & Sullivan Report. Frost & Sullivan has prepared the Frost & Sullivan Report based on detailed primary research which involved discussing the status of the brand e-commerce solution industry with certain leading industry participants and secondary research which involved reviewing company reports, independent research reports and data based on its own research database. Our Directors confirm that, after taking reasonable care, there has been no material adverse change in the overall market information since the date of the Frost & Sullivan Report that would materially qualify, contradict or have an impact on such information.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

We are a leading brand e-commerce solution company in Chinese Mainland with a diverse portfolio of global brands across domestic and international markets.

Our history can be traced back to March 2008, when our predecessor, Beijing Bestchoice Business Consulting Co., Ltd. (北京博思瀚揚企業策劃有限公司) (“**Beijing Bestchoice**”), was established in the PRC. In August 2015, Beijing Bestchoice was converted from a limited liability company into a joint stock limited company and renamed as Beijing Bluefocus E-Commerce Co., Ltd. (北京藍色光標電子商務股份有限公司) (“**Beijing Bluefocus E-Commerce**”). In June 2016, Beijing Bluefocus E-Commerce was listed on the NEEQ by way of public transfer and in November 2018, we were renamed as Beijing Data Intelink Technology Co., Ltd. (北京數聚智連科技股份有限公司).

Over the years, we have developed strong business relationship with renowned brand partners across three consumer categories, namely, nutrition and health, consumer electronics, as well as beauty and personal care. Leveraging our established position in the PRC market, we have expanded into overseas markets covering North America, Europe, Latin America and other markets. We have also developed proprietary brand products which are now available on major e-commerce platforms. For details, see “Business”.

OUR KEY MILESTONES

The table below sets out the key business milestones in the history of our Group:

Year	Event
2008	Our predecessor company, Beijing Bestchoice, was established in Beijing, the PRC.
2015	Our predecessor company was converted into a joint stock company with limited liability under the laws of the PRC and was renamed as Beijing Bluefocus E-Commerce Co., Ltd. (北京藍色光標電子商務股份有限公司).
2016	Our Company officially listed on the NEEQ under the stock code of 837467.
2017	Our Company was awarded Tmall Five-Star Service Provider by Tmall Group.
2018	Our Company was officially renamed as Beijing Data Intelink Technology Co., Ltd. (北京數聚智連科技股份有限公司).
	Our Company was awarded Tmall Five-Star Service Provider by Tmall Group.
2019	Our Company was rated by JD.com Group as “JD Excellence E-commerce Operation Service Provider” (京東卓越代運營服務商) and continued to receive such rating for six consecutive years.
2020	Our Company was awarded “Golden Baby Award” (金嬰獎) by Tmall Group as the best authorised service provider in the maternal and infant product category.
2021	Our Company was recognised by JD.com Group as the best service partner in the cosmetic product category.
2023	Our Company was recognized by major PRC e-commerce platforms as a leading service provider, including being awarded (i) Taobao & Tmall Five-Star Service Partner, (ii) Tmall Global Gold-Star Service Provider and (iii) JD Annual Outstanding Authorized Operation Service Provider.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Year	Event
2024	Our Company was selected as a “Phoenix Singing Plan” (鳳鳴計劃) enterprise by the Development and Reform Commission of Chaoyang District, Beijing (北京市朝陽區發展和改革委員會). Our Company was accredited as a National High-Tech Enterprise by the Beijing Municipal Science and Technology Commission (北京市科學技術委員會), the Beijing Municipal Bureau of Finance (北京市財政局) and the Beijing Municipal Tax Service, State Taxation Administration (國家稅務總局北京市稅務局). Our Company was recognised as one of Beijing Top 100 Service Industry Enterprises by the Beijing Enterprises Federation (北京企業聯合會) and the Beijing Entrepreneurs Association (北京市企業家協會). Our Group commenced the overseas e-commerce brand operations.
2025	Our autonomous, full-service AI customer service agent “Intelink Chatbot” (聚能聊) was launched. Our Company was selected as an “Specialized, Sophisticated, Distinctive and Innovative” Enterprise by the Beijing Municipal Bureau of Economy and Information Technology (北京市經濟和信息化局). Our Company was recognized as one of Beijing Top 100 Service Industry Enterprises by the Beijing Enterprises Federation (北京企業聯合會) and the Beijing Entrepreneurs Association (北京市企業家協會).

ESTABLISHMENT AND MAJOR SHAREHOLDING CHANGES OF OUR COMPANY

1. Establishment of Our Company

On March 26, 2008, our Company, originally named as Beijing Bestchoice Business Consulting Co., Ltd. (北京博思瀚揚企業策劃有限公司), was established as a limited liability company under PRC Law with an initial registered capital of RMB1,700,000.0 and held by Ms. Zheng Jia (鄭佳女士), Mr. Tao Yuehua (陶躍華先生), Ms. Wang Jin (王錦女士), Ms. Dong Li (董麗女士), Ms. Chen Li (陳莉女士) and Ms. Shi Lei (施蕾女士), all being Independent Third Parties, as to 65.00%, 15.00%, 5.00%, 5.00%, 5.00%, and 5.00%, respectively.

2. Conversion into a Joint Stock Company with Limited Liability

On July 31, 2015, the then shareholders of Beijing Bestchoice passed a resolution to convert the company from a limited liability company into a joint stock company with limited liability and be renamed from Beijing Bestchoice Business Consulting Co., Ltd. (北京博思瀚揚企業策劃有限公司) to Beijing Bluefocus E- Commerce Co., Ltd. (北京藍色光標電子商務股份有限公司).

On July 31, 2015, all the then shareholders of Beijing Bestchoice signed a promoter agreement, agreeing to (i) act as the promoters of the joint stock company, (ii) convert RMB100.0 million of the net assets of Beijing Bestchoice as of June 30, 2015 as the joint stock company’s capital representing 100.0 million Shares, and (iii) credit the remaining RMB74.1 million of the net assets of Beijing Bestchoice as of June 30, 2015 to the joint stock company’s capital reserve. On August 15, 2015, our Company held the inaugural meeting, where the then shareholders of our Company passed resolutions, among others, on matters in relation to the establishment of our Company as a joint stock company, the adoption of the

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articles of association of our Company, and election of the first Board of Directors. Upon completion of the conversion, the registered capital of our Company was RMB100.0 million divided into 100.0 million Shares with a nominal value of RMB1.0 each attributable to the then shareholders in proportion to their respective shareholding.

The conversion and the name change were completed on August 24, 2015.

Upon completion of the conversion, the shareholding structure of our Company was as follows:

Name of Shareholder	Number of Shares	Percentage of shareholding
BlueFocus Intelligent Communications Group Co., Ltd. (北京藍色光標數據科技集團股份有限公司) (“ BlueFocus Intelligent Communications ”)	64,527,351	64.52%
Huaxin Lanchuang	12,667,112	12.67%
Khorgos Bluemark Wangzhong Equity Investment Management Partnership (Limited Partnership) (霍爾果斯 藍標網眾股權投資管理合夥企業(有限合夥)) (“ Bluemark Wangzhong ”)	12,667,112	12.67%
Zhuhai Qishuang Investment Enterprise (Limited Partnership) (珠海啟雙投資企業(有限合夥)) (“ Zhuhai Qishuang ”)	10,138,425	10.14%
Total	<u>100,000,000</u>	<u>100.00%</u>

3. Increase in the registered share capital in 2015

In September, 2015, our Company entered into a capital subscription agreement with Mr. Song Wenfeng (宋文峰), Mr. Yang Peifeng (楊培鋒), Mr. Zhao Tong (趙彤) and Mr. Meng Fanxing (孟凡興), all being Independent Third Parties, pursuant to which Mr. Song Wenfeng, Mr. Yang Peifeng, Mr. Zhao Tong and Mr. Meng Fanxing agreed to subscribe for 1,500,000 Shares, 900,000 Shares, 375,000 Shares and 4,725,000 Shares for a consideration of RMB9.6 million, RMB5.76 million, RMB2.4 million and RMB30.2 million, respectively. Upon completion of the investment, on October 23, 2015, the registered share capital of our Company was increased from RMB100,000,000 to RMB107,500,000. The consideration was made after arm’s length negotiation between the parties taking into account the business prospects of our Group during its early development stage, and was fully settled in December 2015.

On November 27, 2015, our Company entered into a share subscription agreement with Beijing Koala Kunlu Internet Industry Investment Fund (L.P.) (北京考拉昆略互聯網產業投資基金(有限合夥)) (“**Beijing Koala Kunlu**”), Suzhou Industrial Park Gaorong Growth Investment Center (L.P.) (蘇州工業園區高榕成長投資中心(有限合夥)) (“**Gaorong Growth**”) and Shenzhen MingYao Issue Equity Funds Partnership (Limited Partnership) (深圳明曜一期股權投資基金合夥企業(有限合夥)) (“**Shenzhen MingYao**”) and Xizang Zhiduo Trading Co., Ltd. (西藏植朶商貿有限公司) (“**Xizang Zhido**”), all being Independent Third Parties, pursuant to which Beijing Koala Kunlu, Gaorong Growth, Shenzhen MingYao and Xizang Zhiduo agreed to subscribe for 6,250,000 Shares, 4,687,500 Shares, 3,125,000 Shares and 1,562,500 Shares, for a consideration of RMB40.0 million, RMB30.0 million, RMB20.0 million and RMB10.0 million, respectively. Upon completion of the investment, on December 4, 2015, the registered share capital of our Company was further increased from RMB107,500,000 to RMB123,125,000. The consideration was made after arm’s length negotiation between the parties taking into account the business prospects of our Group during its early development stage, and was fully settled on December 17, 2015.

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Upon completion of the share capital increases, the shareholding structure of our Company was as follows:

Name of Shareholder	Number of Shares	Percentage of shareholding
BlueFocus Intelligent Communications	64,527,351	52.41%
Huaxin Lanchuang	12,667,112	10.29%
Bluemark Wangzhong	12,667,112	10.29%
Zhuhai Qishuang	10,138,425	8.23%
Beijing Koala Kunlu	6,250,000	5.08%
Mr. Meng Fanxing	4,725,000	3.84%
Gaorong Growth	4,687,500	3.81%
Shenzhen MingYao	3,125,000	2.54%
Xizang Zhiduo	1,562,500	1.27%
Mr. Song Wenfeng	1,500,000	1.22%
Mr. Yang Peifeng	900,000	0.73%
Mr. Zhao Tong	375,000	0.30%
Total	123,125,000	100.00%

4. Prior Listing and Delisting in relation to the NEEQ

On June 7, 2016, the shares of our Company were listed on the NEEQ by way of agreement transfer (協議轉讓) of its Shares under the stock code of 837467.

Increase in the share capital in 2017

On March 15, 2017, our Company entered into a share subscription agreement with Xiamen Lantu Tianxing Investment Partnership (L.P.) (廈門藍圖天興投資合夥企業(有限合夥)) (“**Lantu Tianxing**”), pursuant to which Lantu Tianxing agreed to subscribe for 1,538,462 Shares for a consideration of RMB10.0 million. Upon completion of the share capital increase, on July 10, 2017, the registered share capital of our Company was further increased from RMB123,125,000 to RMB124,663,462. The consideration was fully settled on March 17, 2017.

Change of name

On November 22, 2018, our Company officially changed its name to Beijing Data Intelink Technology Co., Ltd. (北京數聚智連科技股份有限公司).

Reasons for the delisting from the NEEQ

Considering the Company’s adjustment of its long-term strategic planning and the then overall economic situation and our Company’s business operation, and with a view to advance other financial initiatives, the then shareholders of our Company resolved to voluntarily delist the Shares of our Company from the NEEQ on March 25, 2019. On April 14, 2019, our Company obtained the approval of National Equities Exchange and Quotations Co. Ltd. (全國中小企業股份轉讓系統有限責任公司) in relation to the delisting of the Company’s Shares on the NEEQ with effect from April 19, 2019.

Compliance during the listing and delisting on the NEEQ

Our Directors confirmed that, during the period of listing on the NEEQ, our Company had complied with the relevant requirements of the NEEQ in all material respects and had not been subject to any administrative penalties or other supervisory measures in relation to its listing on the NEEQ. To the best of our Directors’ knowledge, there is no matter that should be brought to the attention of the Stock Exchange and potential investors in relation to the Company’s listing on and delisting from the NEEQ.

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Based on the due diligence conducted by the Sole Sponsor, nothing material has come to the attention of the Sole Sponsor that contradicts the Directors’ view disclosed above in relation to the Company’s listing on and delisting from the NEEQ.

Shareholding structure immediately before delisting from the NEEQ

Subsequent to a series of share transfers during the period between August 2017 and September 2017 and immediately prior to the delisting of our Shares on the NEEQ, the details of shareholding in our Company were as below:

Name of Shareholder	Number of Shares	Percentage of shareholding
Huaxin Lanchuang	37,508,112	30.09%
BlueFocus Intelligent Communications	22,157,351	17.77%
Hangzhou Xianfeng Qiyun Investment Partnership (L.P.) (杭州險峰旗雲投資合夥企業(有限合夥)) (“ Hangzhou Xianfeng ”)	9,350,000	7.50%
Beijing Koala Kunlu	6,250,000	5.01%
Shenzhen Xianfeng Growth Investment Partnership (Limited Partnership) (深圳險峰成長投資合夥企業(有限合夥)) (“ Shenzhen Xianfeng ”)	6,234,000	5.00%
Zhuhai Qishuang	5,069,425	4.07%
Bluemark Wangzhong	5,025,112	4.03%
Mr. Meng Fanxing (孟凡興)	4,725,000	3.79%
Gaorong Growth	4,687,500	3.76%
Hainan Jushi Entrepreneurship Investment Co., Ltd (海南聚實創業投資有限公司) (“ Hainan Jushi ”)	4,675,000	3.75%
Shenzhen MingYao	4,372,000	3.51%
Mr. Qi Yujie (齊玉傑)	3,117,000	2.50%
Jinan Dade Hongqiang Investment Centre (Limited Partnership) (濟南大得宏強投資中心(有限合夥)) (“ Dade Hongqiang ”)	3,117,000	2.50%
Tianjin Lanying	2,500,000	2.01%
Xizang Zhiduo	1,562,500	1.25%
Lantu Tianxing	1,538,462	1.23%
Mr. Song Wenfeng	1,500,000	1.20%
Mr. Yang Peifeng	900,000	0.72%
Mr. Zhao Tong	375,000	0.30%
Total	<u>124,663,462</u>	<u>100.00%</u>

5. Share transfers in 2019 and 2020

Following the voluntary delisting of our Shares from the NEEQ in April 2019, a series of share transfers were carried out, between July 2020 and September 2020, among certain existing Shareholders and new investors.

On July 9, 2020, Bluemark Wangzhong entered into share transfer agreements with each of Mr. Ding Xiaodong (丁曉東) and Mr. Luo Bin (羅斌), each being an Independent Third Party, pursuant to which Bluemark Wangzhong agreed to transfer 4,974,861 Shares and 50,251 Shares to Mr. Ding Xiaodong and Mr. Luo Bin for a consideration of RMB10.1 million and RMB0.1 million, respectively. The considerations were determined and agreed between the parties, and were fully settled on July 14, 2020.

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On July 13, 2020, Tianjin Lanying entered into a share transfer agreement with Mr. Zhou Tao (周濤), an Independent Third Party, pursuant to which Tianjin Lanying agreed to transfer 2,500,000 Shares to Mr. Zhou Tao for a consideration of RMB14.0 million. The consideration was determined and agreed between the parties, and was fully settled on March 4, 2021.

On July 28, 2020, Huaxin Lanchuang entered into a share transfer agreement with Mr. Xiong, pursuant to which Huaxin Lanchuang agreed to transfer 26,314,890 Shares to Mr. Xiong for a consideration of RMB63.5 million. The consideration was determined and agreed between the parties, and was fully settled on November 10, 2020.

On August 20, 2020, BlueFocus Intelligent Communications entered into a series of share transfer agreements with Mr. Deng Baojun (鄧保軍), Mr. Ding Xiaodong (丁曉東), Mr. Kang Hongbin (康宏斌), Ms. Wang Dongyun (王冬雲) and Mr. Wu Zhefei (吳哲飛), all being Independent Third Parties, pursuant to which BlueFocus Intelligent Communications agreed to transfer 4,452,250 Shares, 1,424,720 Shares, 1,780,900 Shares, 1,246,630 Shares and 6,589,330 Shares to Mr. Deng Baojun, Mr. Ding Xiaodong, Mr. Kang Hongbin, Ms. Wang Dongyun and Mr. Wu Zhefei, for a consideration of RMB25.0 million, RMB8.0 million, RMB10.0 million, RMB7.0 million, and RMB37.0 million, respectively. The considerations were determined and agreed between the parties, and were fully settled on August 25, 2020.

On September 15, 2020, Mr. Xiong entered into a share transfer agreement with Hainan Zanmou Enterprise Management Consulting Partnership (Limited Partnership) (海南贊謀企業管理諮詢合夥企業(有限合夥)) (“**Hainan Zanmou**”), pursuant to which Mr. Xiong agreed to transfer 5,472,000 Shares to Hainan Zanmou for a consideration of RMB52.6 million. The consideration was determined and agreed between the parties, and was fully settled on October 27, 2020.

6. Increase in the registered share capital in 2020

On May 28, 2020, Mr. Wang Yanke (王岩科) entered into an investment agreement with our Company, pursuant to which Mr. Wang Yanke agreed to invest RMB50.0 million, of which RMB6.2 million was used to increase the registered share capital of our Company and the remaining RMB43.8 million was recorded as the capital reserve of our Company. The consideration was fully settled on September 24, 2020.

On June 30, 2020, Jiangyin Hongtai Venture Capital Partnership (Limited Partnership) (江陰洪泰創業投資合夥企業(有限合夥)) (“**Jiangyin Hongtai**”) entered into an investment agreement with our Company, pursuant to which Jiangyin Hongtai agreed to invest RMB30.0 million, of which RMB3.7 million was used to increase the registered share capital of our Company and the remaining RMB26.3 million was recorded as the capital reserve of our Company. The consideration was fully settled on September 28, 2020.

On June 30, 2020, Hangzhou Xianfeng entered into an investment agreement with our Company, pursuant to which Hangzhou Xianfeng agreed to invest RMB5.0 million, of which RMB0.6 million was used to increase the registered share capital of our Company and the remaining RMB4.4 million was recorded as the capital reserve of our Company. The consideration was fully settled on September 24, 2020.

Upon completion of the foregoing capital increases, on September 10, 2020, the registered capital of our Company was increased from RMB124,663,462 to RMB135,259,855.

On August 17, 2020, the then shareholders of our Company entered into a shareholders’ agreement (“**Shareholders’ Agreement**”) for the purpose of regulating their relationship as shareholders of our Company and certain matters on the management of our Company. Pursuant to the Shareholders’ Agreement, certain special rights in relation to our Company, including, among others, nomination right, right of first refusal, pre-emptive rights, anti-dilution rights, information rights and redemption rights were granted to certain shareholders, including, among others, Mr. Wang Yanke, Jiangyin Hongtai, Hangzhou Xianfeng, Shenzhen Xianfeng and Dade Hongqiang. On March 30, 2021, our Company and its then Shareholders entered into an agreement to terminate (i) the redemption rights granted by our Company to Mr. Wang Yanke, Jiangyin Hongtai and Hangzhou Xianfeng with immediate effect; and (ii) all other special rights automatically upon the acceptance of listing tutoring (輔導驗收) by Beijing Securities Regulatory Bureau. On September 22, 2021, the then shareholders of our Company and our Company

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entered into a supplemental agreement to confirm that (i) all special rights granted by our Company were terminated; (ii) none of the special rights had been exercised by any of the then shareholders of our Company pursuant to the Shareholders’ Agreement and (iii) there was no dispute over the special rights enjoyed by the then shareholders of our Company.

7. Reduction in the registered share capital in 2024

On August 14, 2024, the then shareholders of our Company resolved to reduce the registered capital of our Company which was published on the National Enterprise Credit Information Publicity System (國家企業信用信息公示系統) within 45 days from August 16, 2024.

On August 15, 2024, Mr. Wang Yanke, Jiangyin Hongtai and Hangzhou Xianfeng entered into a share repurchase agreement with our Company, pursuant to which our Company agreed to repurchase 6,233,173 Shares held by Mr. Wang Yanke for a consideration of RMB68.9 million, 3,739,903 Shares held by Jiangyin Hongtai for a consideration of RMB40.9 million and 623,317 Shares held by Hangzhou Xianfeng for a consideration of RMB6.8 million. The consideration was determined through arm’s length negotiations between the parties with reference to the investment amount, an interest rate of 8.0% per annum and the number of years of investment, and funds was duly paid on October 10, 2024. On October 9, 2024, the registered capital of our Company was reduced from RMB135,259,855 to RMB124,663,462. Upon completion of the capital reduction, all the Shares subscribed for by Mr. Wang Yanke, Jiangyin Hongtai and Hangzhou Xianfeng in 2020 have been repurchased and both Mr. Wang Yanke and Jiangyin Hongtai ceased to be our Shareholders.

The shareholding structure of our Company upon the completion of the share transfers and changes in the registered capital as disclosed above is illustrated in “— Shareholding of our Company”.

PREVIOUS A SHARES LISTING APPLICATION

On June 21, 2021, our Company submitted an application to the Shenzhen Stock Exchange (“SZSE”) for listing of its shares on ChiNext. Our Company received and fully responded four rounds of inquiries from SZSE. On September 2, 2022, the Company’s listing application was considered and approved at a meeting of the ChiNext Listing Committee of the SZSE. Taking into account the change in the capital market and our Company’s long-term business development strategy, our Company voluntarily withdrew the application with SZSE which was accepted by SZSE on July 9, 2024.

Our Directors are of the view that there are no matters relating to the listing applications on ChiNext which would have a material adverse implication on the [REDACTED] or may materially and adversely affect the suitability of our Company to [REDACTED] the H Shares on the Stock Exchange, which should be brought to the attention of the Stock Exchange or potential [REDACTED]. There has not been any material dispute or disagreement between our Group and the professional parties engaged for the previous listing applications on ChiNext.

Based on the due diligence conducted by the Sole Sponsor and the confirmations and representations from our Company and Directors, nothing material has come to the attention of the Sole Sponsor in relation to the previous listing applications of the Company on ChiNext that would materially and adversely affect the Company’s suitability for the [REDACTED] on the Stock Exchange or that should be brought to the attention of the Stock Exchange or potential [REDACTED].

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REASONS FOR THE [REDACTED]

Our Company is seeking a [REDACTED] of its H Shares on the Stock Exchange in order to optimize the shareholding structure, further improve the corporate governance structure, establish a financing and capital operation platform in the international capital market, establish diversified financing channels, and deepen our Company’s brand influence, market awareness and comprehensive competitive strengths. For further details of our future plans, see “Future Plans and [REDACTED]”.

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, the following subsidiaries made a material contribution to our results of operation during the Track Record Period:

Name of major subsidiary	Place of establishment/ incorporation	Date of establishment/ incorporation	Equity interest attributable to our Group	Principal business activities
Beijing Bay Line . . .	PRC	November 9, 2011	100%	Domestic e-commerce brand operation, general agency and authorized brand operation and overseas e-commerce brand operation
Hangzhou Bay Line .	PRC	March 12, 2018	100%	Domestic e-commerce brand operation
Shanghai Blue Intelink	PRC	July 14, 2014	100%	Domestic e-commerce brand operation and general agency and authorized brand operation
Data Intelink International	Hong Kong	July 23, 2015	100%	Domestic e-commerce brand operation
Beijing Data Flying .	PRC	November 27, 2024	51%	Overseas e-commerce brand operation
Beijing Bayline HK .	Hong Kong	April 17, 2015	100%	Domestic e-commerce brand operation
Hongkong Data Flying	Hong Kong	April 25, 2025	51%	Overseas e-commerce brand operation
Tianjin Bay Line . . .	PRC	March 22, 2019	100%	Domestic e-commerce brand operation, general agency and authorized brand operation and overseas e-commerce brand operation
Xizang Shannan Bay Line	PRC	May 13, 2015	100%	Domestic e-commerce brand operation

Other than Beijing Data Flying and Hongkong Data Flying, all major subsidiaries have been wholly-owned by our Company during the Track Record Period.

For details of the share capital changes of our major subsidiaries, see “Statutory and General Information — A. Further Information about Our Company — 3. Changes in the Share Capital of our Subsidiaries” in Appendix IV.

ESTABLISHMENT OF EMPLOYEE INCENTIVE PLATFORM

In recognition of the contributions of our employees and to incentivize them to further promote our development, Huaxin Lanchuang was established as our employee incentive platform on June 17, 2015. Mr. Xiong, being the general partner of Huaxin Lanchuang, is entitled to exercise the voting rights held

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by Huaxin Lanchuang in our Company at his discretion and also execute the partnerships’ affairs on behalf of the respective limited partners in accordance with the employee stock ownership plan agreement dated December 2, 2019. For details of the Employee Incentive Scheme, see “Statutory and General Information — D. [REDACTED] Employee Incentive Scheme” in Appendix IV.

On August 31, 2018, pursuant to the shareholder’s agreement dated September 15, 2017 among Mr. Xiong, Huaxin Lanchuang, Hangzhou Xianfeng, Shenzhen Xianfeng and Dade Hongqiang, Hangzhou Xianfeng, Shenzhen Xianfeng and Dade Hongqiang entered into a share transfer agreement with Huaxin Lanchuang, pursuant to which Hangzhou Xianfeng, Shenzhen Xianfeng and Dade Hongqiang agreed to transfer 1,869,952 Shares, 1,246,635 Shares and 623,317 Shares, respectively, to Huaxin Lanchuang for nil consideration.

As of the Latest Practicable Date, some of the partnership interests in Huaxin Lanchuang have been granted to the eligible employees in recognition of their contribution to our Group. The partnership structure of Huaxin Lanchuang was as follows:

Name of partner	Position(s) in our Group	Capital subscription amount (RMB’000)	Partnership interest
<i>Directors, supervisors and senior management</i>			
Mr. Xiong	Chairman of the Board, chief executive officer, general manager and executive Director of our Company	3,052.0	8.47%
Mr. Cheng	Executive Director, deputy general manager and chief financial officer of our Company	16,572.5	45.98%
Li Huijing (李惠靜)	Executive Director of our Company	1,223.8	3.40%
Dai Bosen (代博森)	Executive Director of our Company	314.1	0.87%
Qiu Lin (邱林)	Executive Director and deputy general manager of our Company	288.6	0.80%
Li Meng (李萌)	Supervisor of our Company	263.1	0.73%
Zou Weilong (鄒偉龍)	Supervisor of our Company	188.0	0.52%
<i>Others</i>			
10 former and existing employees of our Group . . .	Employees	14,138.2	39.23%
Total		<u>36,040.3</u>	<u>100.00%</u>

Pursuant to the employee stock ownership plan agreement dated December 2, 2019, all of the partnership interest held by the employees prior to the [REDACTED] are subject to a lock-up period of three years from the [REDACTED]. As of the Latest Practicable Date, Huaxin Lanchuang was interested in 14,933,126 Shares, representing approximately [11.98]% equity interest of our Company. Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), Huaxin Lanchuang will be interested in approximately [REDACTED]% of the total issued share capital of our Company. Huaxin Lanchuang forms part of the Single Largest Group of Shareholders.

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MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

We had no major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

COMPLIANCE WITH PRC LAW

Our PRC Legal Advisor has confirmed that we have completed requisite governmental registrations or filings with relevant governmental authorities in the PRC with respect to all the aforesaid capital increases and equity transfers in all material respects.

[REDACTED] INVESTMENTS

1. Principal Terms of the [REDACTED] Investments

As of the Latest Practicable Date, we have received several rounds of [REDACTED] Investments. The following table summarizes the key terms of the [REDACTED] Investments to our Company made by the [REDACTED] Investors:

Investment(s)	Date of agreement(s)	Date of full settlement of consideration	Registered capital/ number of Shares subscribed for/ transferred	Total amount of Consideration (RMB '000)	Cost per Share (approximation) (RMB)	[REDACTED] to the [REDACTED] (approximation) ^(Note)
<i>Individual investors</i>						
Mr. Ding Xiaodong	(i) July 9, 2020 (ii) August 20, 2020	(i) July 10, 2020 (ii) August 13, 2020	(i) 4,974,861 (ii) 1,424,720	(i) 10,083.00 (ii) 8,000.00	(i) 2.03 (ii) 5.62	(i) [REDACTED] (ii) [REDACTED]
Mr. Luo Bin	July 9, 2020	July 14, 2020	50,251	101.85	2.03	[REDACTED]
Mr. Zhou Tao	July 13, 2020	March 4, 2021	2,500,000	14,000.00	5.60	[REDACTED]
Mr. Deng Baojun . .	August 20, 2020	August 25, 2020	4,452,250	25,000.00	5.62	[REDACTED]
Mr. Kang Hongbin .	August 20, 2020	August 25, 2020	1,780,900	10,000.00	5.62	[REDACTED]
Ms. Wang Dongyun	August 20, 2020	August 17, 2020	1,246,630	7,000.00	5.62	[REDACTED]
Mr. Wu Zhefei . . .	August 20, 2020	August 11, 2020	6,589,330	37,000.00	5.62	[REDACTED]
<i>Corporate investor</i>						
Hainan Zanzhou . .	September 15, 2020	September 25, 2020	5,472,000	52,585.92	9.61	[REDACTED]
Basis of determining the consideration paid	Please refer to the disclosure in “— 5. Share transfers in 2019 and 2020” above.					
Lock-up period . . .	Under the applicable PRC Law, all existing Shareholders (including the [REDACTED] Investors) are subject to a lock-up period of twelve months following the [REDACTED].					
Use of proceeds from the [REDACTED] Investments	All the [REDACTED] Investments were effected by way of share transfers by our then Shareholders. Therefore our Company did not raise any fund from such share transfers.					
Strategic benefits the [REDACTED] Investments brought to our Company	We believed that we could take advantage of the [REDACTED] Investors' industry resources and networks, while broadening our shareholder base. The series of investments made by the [REDACTED] Investors in our Company reflected their consistent confidence in the business of our Group and served as an endorsement of our performance and future prospects.					
Special rights . . .	No special right has been granted to our [REDACTED] Investors.					

Note: The [REDACTED] to the [REDACTED] is calculated based on the currency translation of RMB0.87915 to HK\$1.00 and the assumption that the [REDACTED] is [REDACTED] per H Share (being the mid-point of the indicative [REDACTED] range).

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2. Compliance with the Guide

On the basis that (i) the consideration for the last [REDACTED] Investment was irrevocably settled on a date, which is more than 28 clear days before the date of our first submission of the [REDACTED] application form to the [REDACTED] of the Stock Exchange in relation to the [REDACTED], and (ii) no special right was granted by our Company to any of the [REDACTED] Investors, the Sole Sponsor confirms that the [REDACTED] Investments are in compliance with the guidance set out in Chapter 4.2 of the Guide.

3. Information relating to our [REDACTED] Investors

Mr. Ding Xiaodong

Mr. Ding Xiaodong is an individual investor and an Independent Third Party. He acquired our Shares from Bluemark Wangzhong in July 2020. The share transfer between Bluemark Wangzhong and Mr Ding is due to their internal arrangement. Subsequently, he acquired additional Shares from BlueFocus Intelligent Communications in August 2020. Mr. Ding learnt about this investment opportunity from BlueFocus Intelligent Communications and made further investment in our Company due to development potential of our Company.

Mr. Luo Bin

Mr. Luo Bin is an individual investor and an Independent Third Party. He acquired our Shares from Bluemark Wangzhong in July 2020. The share transfer between Bluemark Wangzhong and Mr. Luo is due to their internal arrangement.

Mr. Zhou Tao

Mr. Zhou Tao is an individual investor and an Independent Third Party. He was one of the limited partners of Tianjin Lanying and came to know about the investment opportunity through the general partner. Having considered the long-term prospects of our business operations, he acquired our Shares from Tianjin Lanying in July 2020.

Mr. Deng Baojun

Mr. Deng Baojun is an individual investor and an Independent Third Party. He acquired our Shares from BlueFocus Intelligent Communications in August 2020 after learning about such investment opportunity from BlueFocus Intelligent Communications.

Mr. Kang Hongbin

Mr. Kang Hongbin is an individual investor and an Independent Third Party. Having considered the long-term prospects of our business operations, he acquired our Shares from BlueFocus Intelligent Communications in August 2020 after learning such investment opportunity.

Mr. Wu Zhefei

Mr. Wu Zhefei is an individual investor and an Independent Third Party. Having considered the long-term prospects of our business operations, he acquired our Shares from BlueFocus Intelligent Communications in August 2020 after learning such investment opportunity.

Ms. Wang Dongyun

Ms. Wang Dongyun is an individual investor and an Independent Third Party. Having considered the long-term prospects of our business operations, she acquired our Shares from BlueFocus Intelligent Communications in August 2020 after learning such investment opportunity.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Hainan Zanmou

Hainan Zanmou is a limited partnership established under PRC Law, primarily engaged in enterprise management consulting and equity investment-related business. Its investment portfolio includes companies across technology, media and telecommunication and e-commerce sectors. As of the Latest Practicable Date, Hainan Zanmou was owned as to (i) 80.0% by Ms. Li Meiling (李美玲) as the general partner; (ii) 20.0% by two other limited partners.

Hainan Zanmou came to know about our Group through a financial advisor in or around August 2020. Having considered the long-term prospects of our business operations, Hainan Zanmou acquired our Shares from Mr. Xiong in September 2020. To the best of our Directors’ knowledge and belief having made all reasonable enquiries, each of Hainan Zanmou, its general partner, its limited partners, and their ultimate beneficial owners is an Independent Third Party.

SHAREHOLDING OF OUR COMPANY

The following table sets forth our shareholding structure as of the Latest Practicable Date and immediately upon the [REDACTED] (assuming the [REDACTED] is not exercised):

Name of Shareholder	As of the Latest Practicable Date			Immediately after the completion of the [REDACTED]		
	Number of Shares	Description of Shares	Percentage of shareholding	Number of Shares	Description of Shares	Percentage of shareholding
Mr. Xiong	20,842,890	Unlisted Shares	16.72%	[REDACTED]	[REDACTED]	[REDACTED]
Huaxin Lanchuang . . .	14,933,126	Unlisted Shares	11.98%	[REDACTED]	[REDACTED]	[REDACTED]
Hangzhou Xianfeng . .	7,480,048	Unlisted Shares	6.00%	[REDACTED]	[REDACTED]	[REDACTED]
BlueFocus Intelligent Communications . . .	6,663,521	Unlisted Shares	5.35%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Wu Zhefei	6,589,330	Unlisted Shares	5.29%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Ding Xiaodong . . .	6,399,581	Unlisted Shares	5.13%	[REDACTED]	[REDACTED]	[REDACTED]
Beijing Koala Kunlu . .	6,250,000	Unlisted Shares	5.01%	[REDACTED]	[REDACTED]	[REDACTED]
Hainan Zanmou	5,472,000	Unlisted Shares	4.39%	[REDACTED]	[REDACTED]	[REDACTED]
Zhuhai Qishuang	5,069,425	Unlisted Shares	4.07%	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen Xianfeng . .	4,987,365	Unlisted Shares	4.00%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Meng Fanxing . . .	4,725,000	Unlisted Shares	3.79%	[REDACTED]	[REDACTED]	[REDACTED]
Gaorong Growth	4,687,500	Unlisted Shares	3.76%	[REDACTED]	[REDACTED]	[REDACTED]
Hainan Jushi	4,675,000	Unlisted Shares	3.75%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Deng Baojun	4,452,250	Unlisted Shares	3.57%	[REDACTED]	[REDACTED]	[REDACTED]
Shenzhen MingYao . . .	4,372,000	Unlisted Shares	3.51%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Qi Yujie	3,117,000	Unlisted Shares	2.50%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Zhou Tao	2,500,000	Unlisted Shares	2.01%	[REDACTED]	[REDACTED]	[REDACTED]
Dade Hongqiang	2,493,683	Unlisted Shares	2.00%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Kang Hongbin . . .	1,780,900	Unlisted Shares	1.43%	[REDACTED]	[REDACTED]	[REDACTED]
Xizang Zhiduo	1,562,500	Unlisted Shares	1.25%	[REDACTED]	[REDACTED]	[REDACTED]
Lantu Tianxing	1,538,462	Unlisted Shares	1.23%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Song Wenfeng . . .	1,500,000	Unlisted Shares	1.20%	[REDACTED]	[REDACTED]	[REDACTED]
Ms. Wang Dongyun . .	1,246,630	Unlisted Shares	1.00%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Yang Peifeng	900,000	Unlisted Shares	0.72%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Zhao Tong	375,000	Unlisted Shares	0.30%	[REDACTED]	[REDACTED]	[REDACTED]
Mr. Luo Bin	50,251	Unlisted Shares	0.04%	[REDACTED]	[REDACTED]	[REDACTED]
Public shareholders . .	–	–	–	[REDACTED]		[REDACTED]
Total	124,663,462		100.00%	[REDACTED]		[REDACTED]

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) As of the Latest Practicable Date, the general partner of Hangzhou Xianfeng was Tibet Xianfeng Qiyun Enterprise Consulting Management Co., Ltd. (西藏險峰旗雲企業諮詢管理有限公司) which was ultimately controlled by Mr. Chen Keyi (陳科屹), an Independent Third Party.
- (2) As of the Latest Practicable Date, BlueFocus Intelligent Communications was listed on the ChiNext Board of Shenzhen Stock Exchange (stock code: 300058.SZ), the largest shareholder of which was Zhao Wenquan (趙文權), an Independent Third Party.
- (3) As of the Latest Practicable Date, the general partner of Beijing Koala Kunlu was Beijing Kunlun Nanshan Investment Management Limited Partnership (北京昆侖南山投資管理中心(有限合夥)), which was ultimately controlled by Tian Wenkai (田文凱), an Independent Third Party.
- (4) For the shareholding structure, see “— Pre-IPO Investments — 3. Information relating to our Pre-IPO Investors”.
- (5) As of the Latest Practicable Date, the general partner of Zhuhai Qishuang was Cong Yuanbing (從遠兵) an Independent Third Party.
- (6) As of the Latest Practicable Date, the general partner of Shenzhen Xianfeng was Xizang Xianfeng Changqing Venture Capital Management Limited (西藏險峰長晴創業投資管理有限公司), which was ultimately controlled by Chen Keyi (陳科屹), an Independent Third Party.
- (7) As of the Latest Practicable Date, the general partner of Gaorong Growth was Xizang Gaorong Capital Management Co., Ltd. (西藏高榕資本管理有限公司), which is wholly owned by Beijing Gaorong Capital Management Consulting Co., Ltd. (北京高榕資本管理諮詢有限公司) (“**Gaorong Capital**”). Gaorong Capital is owned as to 33.34%, 33.33% and 33.33% by Zhang Zhen (張震), Yue Bin (岳斌) and Gao Xiang (高翔), respectively, all being Independent Third Parties.
- (8) As of the Latest Practicable Date, Hainan Jushi was owned as to 50% and 50% by Zhu Hai (朱海) and Hou Songrong (侯松容), respectively, both being Independent Third Parties.
- (9) As of the Latest Practicable Date, the general partner of Shenzhen MingYao was Zeng Zhaoxiong (曾昭雄), an Independent Third Party.
- (10) As of the Latest Practicable Date, the general partner of Dade Hongqiang was Jinan Dade Hongqiang Entrepreneurship Investment Management Co., Ltd. (濟南大得宏強創業投資管理有限公司), which was ultimately controlled by Zhao Xiaoling (趙曉玲), an Independent Third Party.
- (11) As of the Latest Practicable Date, the general partner of Lantu Tianxing was Xiamen Lantu Lanbiao Investment Partnership (Limited Partnership) (廈門藍圖藍標投資合夥企業(有限合夥)), which was ultimately controlled by Hou Dong (侯東), an Independent Third Party.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

FULL CIRCULATION

Our Company [has applied] for H Share full circulation to [REDACTED] an aggregate of [REDACTED] Unlisted Shares held by all of the existing Shareholders, representing 100.00% of the total issued Shares of our Company as of the Latest Practicable Date and approximately [REDACTED]% of the total issued Shares of our Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised).

PUBLIC FLOAT

Immediately upon completion of the [REDACTED] of Unlisted Shares into H Shares and the [REDACTED] (assuming the [REDACTED] is not exercised), our Company will have [REDACTED] H Shares, among which, the [REDACTED] H Shares, representing approximately [REDACTED] of our total issued Shares as of the Latest Practicable Date and approximately [REDACTED]% of our total issued Shares upon [REDACTED] (assuming the [REDACTED] is not exercised), will not be counted towards the public float of our Company according to Rule 19A.13A(1) of the Listing Rules, as such H Shares are held by Huaxin Lanchuang, and Mr. Xiong, the core connected persons of our Company.

To the best of our Directors’ knowledge, information and belief and having made all reasonable inquiries, save as disclosed above, upon the completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares, [REDACTED] H Shares to be held by our Shareholders who are not our core connected persons, representing approximately [REDACTED]% of our total issued Shares upon the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), will be counted towards the public float. Together with [REDACTED] H Shares to be issued pursuant to the [REDACTED], approximately [REDACTED]% of our total issued Shares (assuming the [REDACTED] is not exercised) will be counted towards the public float for the purpose of Rule 19A.13A(1) of the Listing Rules upon [REDACTED].

Assuming that the [REDACTED] is not exercised, based on an [REDACTED] of (i) [REDACTED] per [REDACTED] (being the minimum [REDACTED] of the indicative [REDACTED] range), the market capitalization of our Shares immediately upon [REDACTED] is expected to be approximately [REDACTED]; (ii) [REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range), the market capitalization of our Shares immediately upon [REDACTED] is expected to be approximately [REDACTED]; and (iii) [REDACTED] per [REDACTED] (being the maximum [REDACTED] of the indicative [REDACTED] range), the market capitalization of our Shares immediately upon [REDACTED] is expected to be approximately [REDACTED]. Pursuant to Rule 19A.13A(1) of the Listing Rules, where the expected market value of our Shares at the time of [REDACTED] does not exceed [REDACTED], H Shares representing at least 25% of our total share capital must be held by the public at the time of [REDACTED]. With respect to the indicative [REDACTED] range of [REDACTED] per [REDACTED] (being the low-end, mid-point and the high-end of the indicative [REDACTED] range, respectively), the expected market capitalization of our Shares at the time of [REDACTED] would not exceed [REDACTED]. Hence, our Company will be able to comply with Rule 19A.13A(1) of the Listing Rules.

FREE FLOAT

Rule 19A.13C(1) of the Listing Rules provides that, where a new applicant is a PRC issuer with no other listed shares at the time of listing, this will normally mean that the portion of H shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (i) represent at least 10% of the total number of issued shares in the class to which H shares belong at the time of listing (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (ii) have an expected market value at the time of listing of not less than HK\$600,000,000.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Under the applicable PRC Law, all existing Shareholders (including the [REDACTED] Investors) are subject to a lock-up period of twelve months following the [REDACTED]. As such, H Shares held by all existing Shareholders upon the [REDACTED] shall not be counted towards the free float of the H Shares of our Company at the time of [REDACTED]. Based on that (i) the [REDACTED] initially available under the [REDACTED], representing approximately [REDACTED]% of our total issued Shares upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised); (ii) at least [REDACTED] to be allotted to investors who are not core connected person of our Company and are not subject to any disposal restrictions under [REDACTED], representing approximately [REDACTED]% of our total issued Shares upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised); and (iii) the [REDACTED] per H Share, being the low-end of the indicative [REDACTED] range, our Company will satisfy the free float requirement under Rule 19A.13C(1) of the Listing Rules.

PRC REGULATORY REQUIREMENTS

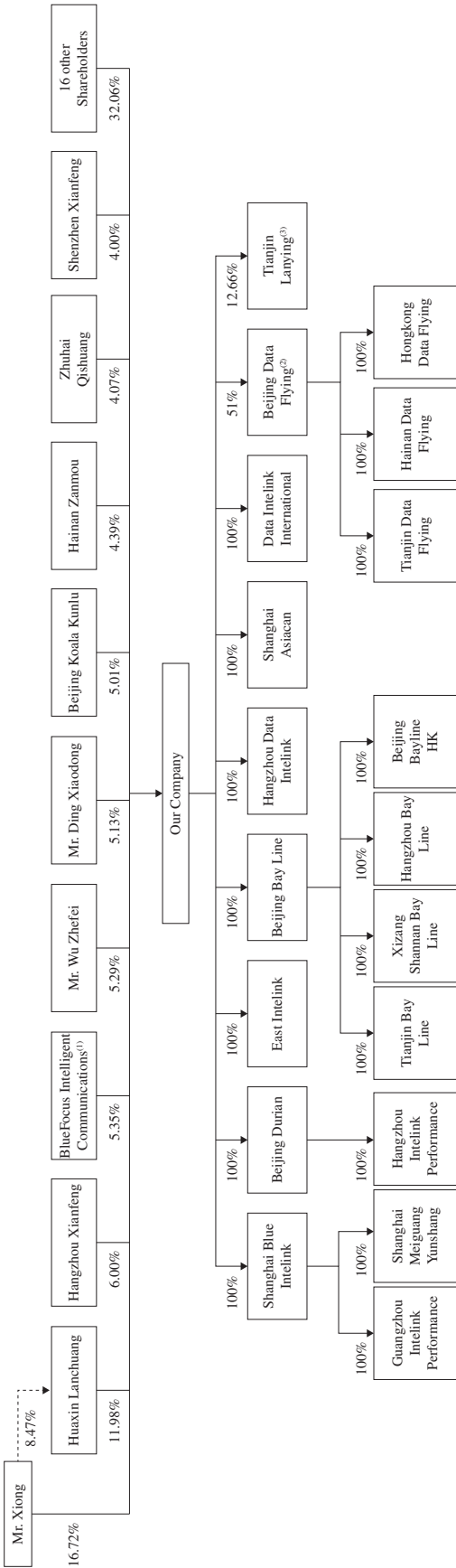
Our PRC Legal Advisors have confirmed that, the share transfers and increases in registered capital of our Company as described in this section have been properly completed, and such necessary filings and registration with the relevant PRC authorities required for such share transfers and increases in registered capital have been completed.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE STRUCTURE

Corporate structure immediately prior to the completion of the [REDACTED]

The following chart sets forth our shareholding structure immediately prior to the completion of the [REDACTED]:



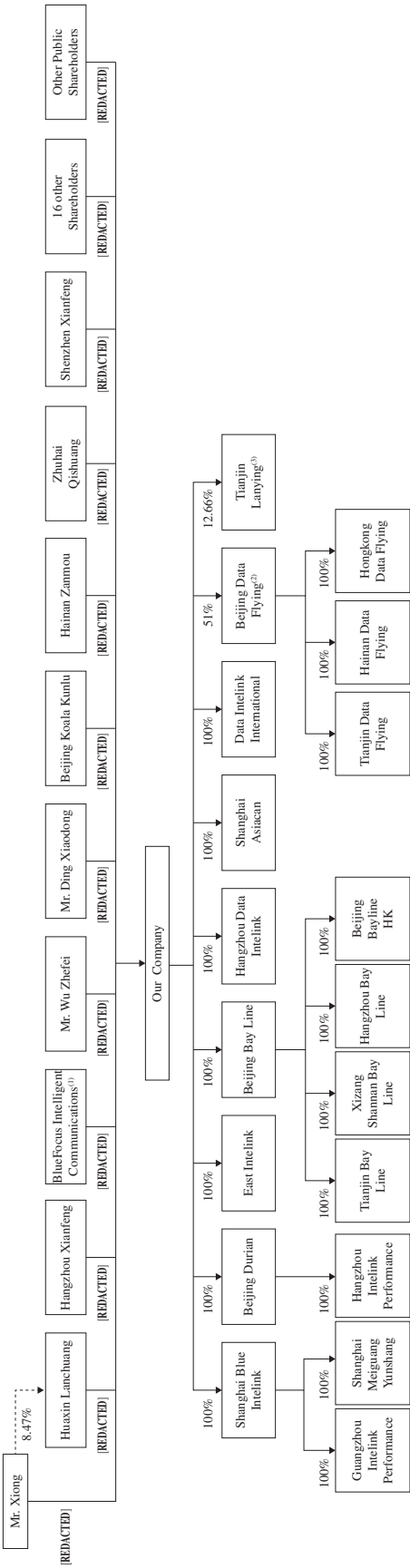
Notes:

- (1) As of the Latest Practicable Date, BlueFocus Intelligent Communications was listed on the ChiNext Board of Shenzhen Stock Exchange (stock code: 300058).
- (2) Beijing Data Flying is a limited liability company established under the laws of the PRC and is owned as to 51.0% by our Company and 49.0% by Beijing Sky Patrol Technology Partnership (Limited Partnership) (北京巡天科技合夥企業(有限合夥)), a limited partnership established under the laws of the PRC on October 31, 2024. Beijing Sky Patrol Technology Partnership (Limited Partnership) is owned as to 99.0% by Ms. Du Ping (杜萍) as the general partner and 1.0% by Mr. Pan Haixuan (潘海旋) as the limited partner.
- (3) The remaining equity interest in Tianjin Lanying is owned as to (i) 0.38% by Beijing Blue Sword Investment Center (Limited Partnership) (北京藍劍投資中心(有限合夥)) (“Beijing Blue Sword”) as the general partner; (ii) 42.41% by Shanghai Blue Focus Investment Management (Group) Co., Ltd. (上海藍色光標投資管理(集團)有限公司) as a limited partner; and (iii) 57.21% by eight other limited partners, each with less than 15.0% partnership interest. Beijing Blue Sword is owned as to (i) 1.0% by Tianjin Blue Sword Equity Investment Management Co., Ltd. (天津藍劍股權投資管理有限公司) which is controlled by Li Xiaodong (李曉東) as the general partner and (ii) 60% by Li Xiaodong (李曉東) and 39% by He Lu (何露) as a limited partner. To the best of our Directors’ knowledge and belief having made all reasonable enquiries, save for our interest in Tianjin Lanying, each of Tianjin Lanying, its general partner, its limited partners, and their ultimate beneficial owners is an Independent Third Party.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Corporate structure immediately following the completion of the [REDACTED]

The following chart sets forth our shareholding structure immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised):



Notes: (1) to (3) please refer to the details on the preceding page.

REGULATORY OVERVIEW

LAW AND REGULATIONS RELATING TO OUR GROUP’S BUSINESS AND OPERATIONS IN THE PRC

We are subject to a variety of PRC laws, rules and regulations across a number of aspects of our business. The following is a summary of the most significant laws and regulations that are applicable to our current business activities within the territory of the PRC:

REGULATIONS ON CORPORATION AND FOREIGN INVESTMENT

The PRC Company Law (《中華人民共和國公司法》), which was promulgated on December 29, 1993, amended on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, October 26, 2018, and December 29, 2023 respectively and came into effect on July 1, 2024, regulates the establishment, operation, corporate structure, and management of corporate entities in China and classifies companies into limited liability companies and limited companies by shares.

On March 15, 2019, the NPC approved the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》), and on December 26, 2019, the State Council promulgated the Implementing Rules of the Foreign Investment Law (《中華人民共和國外商投資法實施條例》), or the Implementing Rules, to further clarify and elaborate the relevant provisions of the Foreign Investment Law. The Foreign Investment Law and the Implementing Rules both took effect on January 1, 2020 and replaced three previous major laws on foreign investments in China, namely the Sino-foreign Equity Joint Venture Law (《中華人民共和國中外合資經營企業法》), the Sino-foreign Cooperative Joint Venture Law (《中華人民共和國中外合作經營企業法》) and the Wholly Foreign-owned Enterprise Law (《中華人民共和國外資企業法》), together with their respective implementing rules. Pursuant to the Foreign Investment Law, “foreign investments” refer to investment activities conducted by foreign investors (including foreign natural persons, foreign enterprises or other foreign organizations) directly or indirectly in the PRC, which include any of the following circumstances: (i) foreign investors setting up foreign-invested enterprises in the PRC solely or jointly with other investors, (ii) foreign investors obtaining shares, equity interests, property portions or other similar rights and interests of enterprises within the PRC, (iii) foreign investors investing in new projects in the PRC solely or jointly with other investors, and (iv) investment of other methods as specified in laws, administrative regulations, or as stipulated by the State Council. The Implementing Rules introduce a see-through principle and further provide that foreign-invested enterprises that invest in the PRC shall also be governed by the Foreign Investment Law and the Implementing Rules.

On December 30, 2019, MOFCOM and SAMR promulgated the Measures for the Reporting of Foreign Investment Information (《外商投資信息報告辦法》) which came into effect on January 1, 2020, repealing the Provisional Administrative Measures on Establishment and Modifications (Filing) for Foreign Investment Enterprises (《外商投資企業設立及變更備案管理暫行辦法》). Where foreign investors carry out investment activities directly or indirectly within China, foreign investors or foreign-funded enterprises shall report investment information to commerce departments. According to the Measures for the Reporting of Foreign Investment Information, foreign investors or foreign investment enterprises shall submit investment information through submission of initial reports, change reports, deregistration reports, annual reports etc. Where there is a change in information in the initial report which involves enterprise change registration (filing), the foreign investment enterprise shall submit a change report through the Enterprise Registration System at the time of completion of enterprise change registration (filing). A listed foreign-funded company may, when the change of foreign investors’ shareholding ratio accumulatively exceeds 5% or the foreign party’s controlling or relatively controlling status changes, report the information on the modification of investors and the shares held by them.

Investment activities in the PRC by foreign investors were principally governed by the Special Administrative Measures (Negative List) for Access of Foreign Investment (2024 version) (《外商投資准入特別管理措施(負面清單)(2024年版)》) (the “Negative List”) promulgated by the MOFCOM and the NDRC in September 2024, and the Catalogue of Industries for Encouraging Foreign Investment (2025 version) (《鼓勵外商投資產業目錄(2025年版)》) (the “Encouraging List”) promulgated by the MOFCOM and the NDRC in December 2025. The Negative List, which came into effect on November 1, 2024, sets out special administrative measures (restricted or prohibited) in respect of the access of foreign investments in a centralized manner, and the Encouraging List, which came into effect on February 1, 2026, sets out the encouraged industries for foreign investment. The Negative Lists cover 11 industries, and any field not falling in the Negative Lists shall be administered under the principle of equal treatment for domestic and foreign investment. Our business as currently conducted does not fall within the confines of the Negative Lists and is not subject to special administrative measures.

REGULATORY OVERVIEW

Pursuant to the Measures for Security Review of Foreign Investments (《外商投資安全審查辦法》) promulgated by the NDRC and the MOFCOM on December 19, 2020 and effective from January 18, 2021, the NDRC and the MOFCOM shall set up the Office of Working Mechanisms under the NDRC, which is responsible for the security review of foreign investments. The Measures for Security Review of Foreign Investment define foreign investment as direct or indirect investment by a foreign investor in China, which includes (i) investing in a new domestic project or establishing a wholly foreign-owned company or a joint venture with a foreign investor; (ii) acquiring the equity or assets of a domestic enterprise by way of merger or acquisition; and (iii) investing in the country by other means. Investments in certain key areas related to national security, such as important cultural products and services, important information technology and Internet products and services, key technologies and other important areas related to national security, so as to obtain actual control of the invested enterprise, must be declared to the Office of the Working Mechanism prior to the making of the relevant investment.

REGULATIONS ON ONLINE TRADING

Online Transaction

The Measures for the Supervision and Administration of Online Transactions (《網絡交易監督管理辦法》), enacted by the SAMR on March 15, 2021, and amended on March 18, 2025 with the amendments effective from May 1, 2025, regulate all business activities involving sales of commodities or provision of services through the internet and other information networks as well as the supervision and administration thereof by market regulatory departments within the territory of mainland China. Business activities of selling goods or providing services in information network activities such as online social networking and online live streaming are also subject to the supervision of these Measures. No online transaction business may engage in business operations without a license or permit in violation of any law, regulation or decision of the State Council. In addition, an online transaction business shall disclose commodity or service information in a comprehensive, truthful, accurate and timely manner, and protect consumers’ right to know and right to choose.

On August 31, 2018, the SCNPC promulgated the PRC E-Commerce Law (《中華人民共和國電子商務法》), which became effective on January 1, 2019. The PRC E-Commerce Law proposes a series of requirements on “e-commerce operators” includes e-commerce platform operators, on-platform business operators, and e-commerce operators that sell goods or provide services through self-owned websites or other network services. For example, the PRC E-Commerce Law requires e-commerce operators to respect and equally protect consumers’ legitimate rights and provide options to consumers without targeting their personal characteristics, and also requires e-commerce operators to clearly point out to consumers their tie-in sales in which additional services or products are added by merchants to a purchase, and not to assume consumers’ consent to such tie-in sales by default.

Cross-border E-commerce

On June 16, 2015, the General Office of the State Council promulgated the Guiding Opinions of the General Office of the State Council on Promoting Sound and Rapid Development of Cross-border E-Commerce (《國務院辦公廳關於促進跨境電子商務健康快速發展的指導意見》), proposing to support cross-border e-commerce retail export enterprises to strengthen cooperation with foreign enterprises and integrate into overseas retail system through modes such as standard “overseas warehouse”.

On October 22, 2019, the State Council promulgated the Regulation on the Optimization of Business Environment (《優化營商環境條例》), which became effective on January 1, 2020. This Regulation requires relevant departments to reduce examination and approval items for imports and exports, cancel unnecessary regulatory requirements, optimize and simplify customs clearance workflow, improve customs clearance efficiency, sort out and standardize port fees, reduce Customs clearance costs, and promote the processing of the relevant businesses in the fields of ports and international trade through one single counter for international trade.

REGULATORY OVERVIEW

Pursuant to the Notice on Improving Supervision over Cross-border E-commerce Retail Imports (《關於完善跨境電子商務零售進口監管有關工作的通知》) promulgated by MOFCOM, NDRC, the Ministry of Finance, the General Administration of Customs, SAT and SAMR on November 28, 2018 and implemented on January 1, 2019, “cross-border e-commerce retail imports” refers to the consumption behavior where domestic consumers in China purchase goods from abroad through third-party cross-border e-commerce platform operators and have such purchased goods transported into China under the “Bonded Import Model for Online Shopping” (網購保稅進口) or “Direct Express Import Model” (直購進口). Such imported goods shall meet the following requirements: (i) the goods are products that fall within the List of Imported Goods in Cross-border E-commerce Retail (《跨境電子商務零售進口商品列表》) and are limited to personal use only and meet the conditions set forth in the tax policies for cross-border e-commerce retail imports; (ii) the goods with a verified customs declaration form, payment list and bill of freight containing electronic information on transaction, payment and logistics are traded via the e-commerce transaction platforms connected to the customs system; (iii) for the goods which are not traded via the e-commerce transaction platforms connected to the customs system, cross-border express delivery operators and postal enterprises may accept the entrustment of e-commerce enterprises and payment enterprises, undertake to assume corresponding legal liabilities, and transmit electronic information on transactions and payments to the Customs. Cross-border e-commerce enterprises are responsible for ensuring the quality and safety of goods, protecting the rights and interests of consumers, reminding and notifying consumers, establishing a risk prevention and control mechanism for the quality and safety of goods, as well as establishing and improving a quality traceability system for the goods subject to the “Bonded Import Model for Online Shopping”. Such enterprises shall also transmit real-time electronic data regarding transactions for cross-border e-commerce retail imports with electronic signature affixed to the Customs, declare the list either themselves or by proxy to the Customs and assume corresponding responsibilities. Cross-border e-commerce enterprises shall entrust an enterprise registered in the PRC to register with the Customs, assume the responsibility for truthful declaration, accept supervision from relevant authorities in accordance with law, and assume civil joint liability.

According to the Announcement on Regulatory Matters concerning Cross-Border E-commerce Retail Imports and Exports (《關於跨境電子商務零售進出口商品有關監管事宜的公告》) promulgated by the General Administration of Customs on December 10, 2018 and implemented on January 1, 2019, cross-border e-commerce platform enterprises, logistics enterprises, payment enterprises and other enterprises involved in cross-border e-commerce retail import business shall, in accordance with the regulations on the administration of registration of customs declaration entities, undergo registration procedures with the local customs. Overseas cross-border e-commerce enterprises shall entrust domestic agents to undergo registration procedures with the customs where the agents are located. Cross-border e-commerce direct purchase imports and goods applicable to the import policy of “Bonded Import Model for Online Shopping” (網購保稅進口) are regulated as inbound items for personal use and not subject to the requirements for licensing, registration and filing of relevant goods for first-time import. However, it does not apply to the goods from epidemic areas, the import of which is temporally banned under the explicit order from relevant authorities; and it is also not applicable when emergency response scheme is activated to deal with material quality and safety risks arising to the goods.

Online Live Streaming Marketing

According to the Guiding Opinions of State Administration for Market Regulation on Strengthening the Regulation of Online Live-streaming Marketing Activities (《市場監管總局關於加強網絡直播營銷活動監管的指導意見》) issued by SAMR on November 5, 2020 and became effective on the same day, when selling goods or providing services through online live-streaming, a commodity operator shall abide by relevant laws and regulations, and establish and implement a system for inspection and acceptance of purchased goods. It is prohibited to sell through online live-streaming any goods or services whose production and sale are prohibited by laws and regulations; to release through online live-streaming any commercial advertisement prohibited by laws and regulations in mass media; and to sell through online live-streaming any goods or services prohibited from online trading.

REGULATORY OVERVIEW

According to Administrative Measures for Online Live-Streaming Marketing (for Trial Implementation) (《網絡直播營銷管理辦法(試行)》) promulgated by the Cyberspace Administration of China and other six relevant departments on April 23, 2021, and became effective on May 25, 2021, operators of live studios and live-streaming marketing personnel engaging in online live-streaming marketing activities shall comply with laws and regulations and the relevant provisions, follow public order and good customs, and truthfully, accurately and comprehensively release information on goods or services, and shall not commit any of the following acts: (i) violating Articles 6 and 7 of the Provisions on the Ecological Governance of Network Information Contents (《網絡信息內容生態治理規定》); (ii) publicizing false or misleading information to cheat or mislead users; (iii) marketing counterfeit or shoddy goods or goods that infringe upon intellectual property rights, or goods that fail to meet the requirements for personal and property safety; (iv) fabricating or tampering with data traffic such as transactions, attention, number of views, number of comments, etc.; (v) still making promotion or diversion for a person even the existence of any illegal or irregular act or act with high risk committed by the person is known or should have been known; (vi) harassing, slandering, vilifying or intimidating others, or infringing upon the legitimate rights and interests of others; (vii) pyramid marketing, fraud, gambling, or selling prohibited or controlled goods, etc.; and (viii) other acts in violation of the laws, regulations and relevant provisions. Operators of live-streaming studios and live-streaming marketing personnel shall perform their responsibilities and obligations of protecting consumers’ rights and interests in accordance with laws and regulations, and shall not deliberately delay or refuse without justifiable reasons the legitimate and reasonable requests put forward by consumers. Provisions on the Supervision and Administration of the Implementation of the Primary Responsibility for Food Safety by Live-Streaming E-commerce Operators (《直播電商經營者落實食品安全主體責任監督管理規定》), issued on December 28, 2025, and effective as of March 20, 2026. The Provisions specify 13 categories of food that are prohibited from being marketed via live-streaming, and set forth the requirements for live-streaming e-commerce operators (including live-streaming e-commerce platform operators, live room operators, live-streaming marketers, and agencies serving live-streaming marketers) to implement their primary responsibility for food safety.

Medical Device Operation

In accordance with Regulations on Supervision and Administration of Medical Devices (《醫療器械監督管理條例》), promulgated by the State Council on January 4, 2000 and last amended on December 6, 2024, business operators engaging in online sales of medical devices shall notify the drug regulatory department of the people’s government of the city divided into districts where it is located of the relevant information of online sales of medical devices, except for Class I medical devices and Class II medical devices whose safety and effectiveness are not affected by the circulation process may be exempted from record-filing for business operation.

The Measures on the Supervision and Administration of the Business Operations of Medical Devices (《醫療器械經營監督管理辦法》) (the “**Measures on Medical Devices**”), which was promulgated by China Food and Drug Administration on July 30, 2014 and last amended by SAMR on May 1, 2022, applies to any business activities concerning medical devices as well as the supervision and administration thereof conducted within the territory of the PRC. Pursuant to the Measures on Medical Devices, business operations of medical devices are under classified administration according to their degrees of risks. Business operations of Class III medical devices are subject to licensing administration, business operations of Class II medical devices are subject to record-filing administration, and licensing or record-filing is not required for business operations of Class I medical devices.

On December 20, 2017, the CFDA promulgated the Administration and Supervision Measures of Online Sales of Medical Devices (《醫療器械網絡銷售監督管理辦法》) (the “**Online Medical Devices Sales Measures**”), which became effective on March 1, 2018. According to the Online Medical Devices Sales Measures, business operators undertaking online sales of medical equipment shall be medical equipment manufacturing and business enterprises which have obtained a medical equipment manufacturing permit or business permit or completed filing pursuant to the law, except where the laws and regulations stipulate that it is not necessary to obtain a permit or to complete filing. Information such as the name, model number, specifications, structure and composition of medical equipment, scope of application, medical equipment registration certificate reference number or filing certificate reference number, information of registrant or filing applicant, manufacturing permit or filing certificate reference number, product technical requirement reference number, contraindications etc which are published online by an enterprise undertaking online sales of medical equipment shall be consistent with the relevant registration or filing contents.

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Food Trading

In accordance with the Administrative Measures for Food Operation Licensing and Record-filing (《食品經營許可和備案管理辦法》), which was promulgated by SAMR on June 7, 2023, The food operation licensing is not required under any of the following circumstances: (i) sales of edible agricultural products; (ii) sales of prepackaged food only; (iii) medical institutions and drug retailers sell specific total nutrition formula food in the formula food for special medical purposes; (iv) food producers that have been granted a food production licensing sell the food they produce at their production and processing places or via the Internet; and (v) other circumstances under which the food operation licensing is not required according to laws and regulations. The sale of prepackaged food only shall be filed for record with the local market regulatory authority at or above the county level. Where a record-filing party intends to engage in the sale of prepackaged food only, it may, at the time of going through registration formalities for a market entity, carry out record-filing of the sale of prepackaged food only and submit the information collection form for the record-filing of the sale of prepackaged food only.

REGULATIONS ON ADVERTISEMENT

According to the Advertising Law of the PRC (《中華人民共和國廣告法》) promulgated by the SCNPC on October 27, 1994 and most recently amended on April 29, 2021, advertisement shall not contain any false or misleading information, and shall not deceive or mislead customers. Each advertiser, advertising agent or advertisement publisher shall, when engaging in advertising activities, comply with laws and regulations, act in good faith, and conduct fair competition. In any advertisement, where there are statements regarding commodity’s performance, function, place of origin, use, quality, ingredients, price, producer, valid period, guarantees and etc., or the content, provider, form, quality, price and guarantees of the service, such statements shall be accurate, clear and explicit. Advertisements for medical treatment, pharmaceuticals, medical devices, agricultural pesticides, veterinary medicines and healthcare food, and other advertisements required to be reviewed by laws and administrative regulations shall be reviewed by the relevant authorities before they are published. Where an advertising agent or advertisement publisher designs, produces, provides agency for or publishes an advertisement even though it knows or should know the advertisement is false, publishes any advertisement falling under any of the circumstances as prohibited by the Advertising Law, or conducts other activities in violation of the Advertising Law, the advertising fees may be confiscated and a fine may be imposed, and the relevant authority may impose the suspension of advertisement publishing business, or revocation of business license. When a crime constitutes, the criminal liability shall be investigated in accordance with the law.

On February 25, 2023, SAMR promulgated the Measures for the Administration of Internet Advertising (《互聯網廣告管理辦法》) (the “Internet Advertising Measures”), which became effective on May 1, 2023 and repealed the Interim Administrative measures on Internet Advertising (《互聯網廣告管理暫行辦法》). According to Internet Advertising Measures, before publishing an advertisement for any medical treatment, medicines, medical devices, pesticides, veterinary drug, health care food, food for special medical purpose or any other advertisement that is subject to review according to any laws or administrative regulations, the content of advertisement shall be reviewed by the advertising review authority; an advertisement that has not undergone such review must not be published. It is prohibited to publish an advertisement for any medical treatment, medicines, medical devices, health care food, food for special medical purpose in a disguised form, such as the provision of health or wellness knowledge. In addition, no entity or individual may publish any advertisement of prescription drugs unless otherwise stipulated in any laws or administrative regulations, or tobacco (including e-cigarettes) via the internet.

The Internet Advertising Measures further provides that an Internet advertisement shall be identifiable so that it can be identified by consumers as an advertisement. For any paid search advertisement for goods or services, an advertisement publisher shall prominently indicate “advertisement” to distinguish it from natural search results. When publishing an Internet advertisement in forms such as a pop-up, the advertiser and the advertisement publisher shall prominently display a Close symbol to ensure that it can be closed in one click. It is prohibited to deceive or mislead users into clicking

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on or browsing an advertisement through certain means. If an advertising agent or advertisement publisher violates the Internet Advertising Measures, it may be subject to punishment, including but not limited to fines, confiscating advertising fees, suspension of the advertisement publishing business, or revocation of business license.

Pursuant to the Interim Administrative Measures for Review of Advertisements on Drugs, Medical Devices, Dietary Supplements and Formula Foods for Special Medical Purposes (《藥品、醫療器械、保健食品、特殊醫學用途配方食品廣告審查管理暫行辦法》) promulgated by SAMR on December 24, 2019 and implemented on March 1, 2020, no advertisement for any drug, medical device, dietary supplement or formula food for special medical purpose may be published without review by SAMR or its local branches. Advertisements on drugs, medical devices, dietary supplements and formula foods for special medical purpose shall be authentic and legal, and shall not contain any false or misleading content. An advertisement for drug, medical device, dietary supplement or formula food for special medical purpose shall prominently indicate the advertisement approval number. Advertisers, advertising agents or publishers shall publish advertisements for drugs, medical devices, dietary supplements and formula foods for special medical purpose in accordance with the approved contents upon review, and shall not make any editing, splicing or modification. In case of necessary modification to any content of an approved advertisement, a new application for advertisement review shall be submitted.

According to the Regulation on the Supervision and Administration of Cosmetics (《化妝品監督管理條例》), which became effective on January 1, 2021, and the Measures for the Supervision and Administration of Production and Operation of Cosmetics (《化妝品生產經營監督管理辦法》), which became effective on January 1, 2022, the cosmetic distributors on the e-commerce platform shall disclose the information on the cosmetics they distribute in a comprehensive, truthful, accurate and timely manner. The content of cosmetic advertisements shall be authentic and legal. No cosmetic advertisement may expressly or impliedly indicate that the product has any medical effect, contains any false or misleading information, or deceive or mislead consumers.

REGULATIONS ON REAL ESTATES

Owned Properties

The Interim Regulations on Real Estate Registration (《不動產登記暫行條例》), promulgated by the State Council on November 24, 2014, became effective on March 1, 2015 and amended on March 24, 2019 and March 10, 2024, and the Implementing Rules of the Interim Regulations on Real Estate Registration (《不動產登記暫行條例實施細則》) promulgated by the Ministry of Land and Resources on January 1, 2016 and amended on July 24, 2019 and May 21, 2024, provide that, among other things, the State implements a uniform real estate registration system and the registration of real estate shall follow the principles of strict administration, stability, continuity, and convenience for the masses.

Leased Properties

Pursuant to the Law on Administration of Urban Real Estate of the PRC (《中華人民共和國城市房地產管理法》), which was promulgated by the SCNPC on July 5, 1994 and last revised on August 26, 2019, in case of house leasing, the lessor and lessee are required to enter into a written lease contract, containing such provisions as the leasing term, usage, rental and repair liabilities, as well as other rights and obligations of both parties, and go through registration and filing procedures with the real estate administration department.

On December 1, 2010, the Ministry of Housing and Urban-Rural Development promulgated the Administrative Measures on Leasing of Commodity Housing (《商品房屋租賃管理辦法》), which became effective on February 1, 2011. According to such measures, the lessor and the lessee are required to complete property leasing registration and filing formalities within 30 days from execution of the property

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lease contract with the development authorities or real estate authorities of the municipality or county where the leased property is located. If a company fails to do as aforesaid, it may be ordered to rectify within a stipulated period, and if such company fails to rectify, a fine ranging from RMB1,000 to RMB10,000 may be imposed.

REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Patent

Pursuant to the Patent Law of the PRC (《中華人民共和國專利法》) (the “**Patent Law**”) promulgated by the SCNPC on March 12, 1984, which was most recently amended on October 17, 2020 and came into effect on June 1, 2021, and the Implementation Rules of the Patent Law of the PRC (《中華人民共和國專利法實施細則》) (the “**Implementation Rules of the Patent Law**”) promulgated by the State Council on June 15, 2001, which was most recently amended on December 11, 2023 and came into effect on January 20, 2024, the patent administrative department of the State Council, namely China National Intellectual Property Administration is responsible for administering patents in the PRC. The patent administration departments of provincial or autonomous regions or municipal governments are responsible for administering patents within their respective jurisdictions. The Patent Law and the Implementation Rules of the Patent Law provide three types of patents, “invention”, “utility model” and “design”. Invention patents are valid for twenty years, while design patents are valid for fifteen years and utility model patents are valid for ten years, from the date of filling application. The parties concerned shall complete filing within three months from the effective date of such patent licensing agreement. The PRC patent system follows “first come, first file” principle, which means that where more than one person file patent applications for the same invention, the patent will be granted to the person who files the application first. To be patentable, invention or utility models must meet three criteria: novelty, non-obviousness and utility. A third party must procure consent or proper licensing from the patent owner to use the patent. Otherwise, the use constitutes infringement of the patent.

Trademark

In accordance with the Trademark Law of the PRC (《中華人民共和國商標法》) (the “**Trademark Law**”) which was promulgated by the SCNPC on August 23, 1982, and was most recently amended on April 23, 2019 and came into effect on November 1, 2019, and the Implementation Regulations for the Trademark Law of the PRC (《中華人民共和國商標法實施條例》) which was promulgated by the State Council on August 3, 2002, and was amended on April 29, 2014 and came into effect on May 1, 2014, registered trademarks in the PRC include commodity trademarks, service trademarks, collective trademarks and certification trademarks.

The Trademark Office of China National Intellectual Property Administration (the “**Trademark Office**”) is responsible for the registration and administration of trademarks throughout the PRC and grants a term of ten years to registered trademarks. Trademarks are renewable every ten years where a registered trademark needs to be used after the expiration of its validity term. A registration renewal application shall be filed within twelve months prior to the expiration of the term. A trademark registrant may license its registered trademark to another party by entering into a trademark licensing agreement. Trademark licensing agreements must be filed with the Trademark Office. The licensor shall supervise the quality of the commodities on which the trademark is used, and the licensee shall guarantee the quality of such commodities. The Trademark Law follows a “first come, first file” principle with respect to trademark registration. Where trademark for which a registration application has been made is identical or similar to another trademark which has already been registered or been subject to a preliminary examination and approval for use on the same kind of or similar commodities or services, the application for registration of such trademark may be rejected. Any person applying for the registration of a trademark may not prejudice the existing right first obtained by others, nor may any person register in advance a trademark that has already been used by another party and has already gained a “sufficient degree of reputation” through such party’s use.

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Copyright

In accordance with the Copyright Law of the PRC (《中華人民共和國著作權法》) which was promulgated by the SCNPC on September 7, 1990, and was most recently amended on November 11, 2020 and came into effect on June 1, 2021, and the Implementation Regulations of the PRC Copyright Law (《中華人民共和國著作權法實施條例》) promulgated by the State Council on August 2, 2002, last amended on January 30, 2013 and came into effect on March 1, 2013, Chinese citizens, legal persons, or other organizations shall, whether published or not, be entitled to copyrights in their works, which include, among others, works of literature, art, natural science, social science, engineering technology and computer software.

Computer Software

The Regulations on the Protection of Computer Software (《計算器軟件保護條例》) promulgated by the State Council on December 20, 2001, which was most recently amended on January 30, 2013 and came into effect on March 1, 2013, provide that the PRC citizen, legal person or other organization is entitled to the copyright of the software that such person, entity or organization develops, whether the software is released publicly or not. A software copyright holder is entitled to right of publication, right of acknowledgement, right of alteration, right of reproduction, right of distribution, right of leasing, right of dissemination, right of translation, and other rights to which a software copyright holder is entitled.

The Computer Software Copyright Registration Measures (《計算器軟件著作權登記辦法》), promulgated by the National Copyright Administration on February 20, 2002 and last amended on June 18, 2004, regulate registrations of software copyrights, exclusive licensing contracts for software copyrights and assignment agreements. The National Copyright Administration administers software copyrights registration, and China Copyright Protection Center is designated as the software registration authority. China Copyright Protection Center grants registration certificates to the computer software copyrights applicants which meet the relevant requirements.

Domain Name

In accordance with the Administrative Measures on Internet Domain Names (《互聯網域名管理辦法》) which was promulgated by the MIIT on August 24, 2017 and came into effect on November 1, 2017, domain name registrations are handled through domain name service agencies established under the relevant regulations, and applicants become domain name holders upon successful registration. Domain name registration follows a “first come, first file” principle as well. The Notice of the Ministry of Industry and Information Technology on Regulating the Use of Domain Names in Internet Information Services (《工業和信息化部關於規範互聯網信息服務使用域名的通知》), which was promulgated by the MIIT on November 27, 2017 and came into effect on January 1, 2018, stipulates the obligations of internet information service providers and other entities to combat terrorism and maintain network security.

REGULATIONS ON PRODUCT QUALITY AND CONSUMER PROTECTION

According to the Product Quality Law of the PRC (《中華人民共和國產品質量法》) promulgated by the SCNPC on February 22, 1993 and last amended on December 29, 2018, the market supervision and administration department under the State Council is in charge of the national supervision of product quality, a manufacturer is prohibited from producing or selling products that do not meet applicable standards and requirements for safeguarding human health and ensuring human and property safety. Products must be free from unreasonable dangers threatening human and property safety. Where a defective product causes physical injury to a person or property damage, the aggrieved party may make a claim for compensation from the producer or the seller of the product. Producers and sellers of non-compliant products may be ordered to cease the production or sale of the products and could be subject to confiscation of the products and/or fines. Earnings from sales in contravention of such standards or requirements may also be confiscated, and in severe cases, an offender’s business license may be revoked.

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The Law on the Protection of Rights and Interests of Consumers (the “Consumer Protection Law”) (《中華人民共和國消費者權益保護法》), which was promulgated by the SCNPC on October 25, 2013 and became effective on March 15, 2014, sets out the obligations of business operators and the rights and interests of the consumers in China. Pursuant to this law, business operators shall guarantee that the commodities and services they supply meet the requirements concerning personal or property safety. As for commodities and services that may endanger personal or property safety, business operators shall give consumers truthful explanations and explicit warnings, and shall explain or indicate the right way to use the commodities or receive the services as well as the way to prevent the occurrence of damage. Consumers whose legitimate rights and interests are infringed while purchasing goods or receiving services via an online trading platform shall have the right to claim compensation from the vendor of the goods or the provider of the services. Where the operator of the online trading platform cannot provide the real name, address and effective contact of the vendor or the service provider, the consumers shall have the right to claim compensation from the operator of the online trading platform; where the operator of the online trading platform has made commitments in more beneficial terms to the consumers, they shall deliver on their commitments. After compensating the consumers, the operator of the online trading platform shall in turn have the right to claim compensation from the vendor or service provider. Failure to comply with the Consumer Protection Law may subject business operators to civil liabilities such as refunding purchase prices, replacement, repairing, ceasing damages, compensation, and restoring reputation, and even subject the business operators or the responsible individuals to criminal penalties when personal damages are involved or if the circumstances are severe.

REGULATIONS ON IMPORT AND EXPORT

The Foreign Trade Law of the PRC (《中華人民共和國對外貿易法》) was promulgated by the SCNPC on May 12, 1994, which was most recently amended on December 27, 2025 and came into effect on March 1, 2026. Before December 30, 2022, any foreign trade business operator engaged in the import and export of goods or technologies must go through the record filing and registration formalities with the MOFCOM (formerly known as the Ministry of Foreign Trade and Commerce) or the agency entrusted by the MOFCOM, however, according to the latest amendment, such record filing and registration formalities are no longer required from December 30, 2022.

Pursuant to the Customs Law of the PRC (《中華人民共和國海關法》) adopted by the SCNPC on January 22, 1987, which was most recently amended on April 29, 2021 and came into effect on the same date, the General Administration of Customs of the PRC (the “GACC”) is the state’s entry and exit customs supervision and administration authority. According to the relevant laws and administrative regulations, the Customs supervises the transportation vehicles, goods, luggage, postal articles and other articles entering and leaving the country, collects customs duties and other taxes and fees, prevents and counters smuggling, compiles customs statistics and handles other customs operations. Customs declaration entities refer to the consignees and consignors of import and export goods and customs declaration enterprises recorded with the customs. The consignee or the consignor of imports or exports may complete the declaration formalities for inspection on its own or by entrusting a declaration agency enterprise to complete the declaration formalities for inspection and complete the filing formalities with the immigration inspection and quarantine authorities in accordance with the law.

According to the Provisions on the Administration of Recordation of Customs Declaration Entities of the PRC (《中華人民共和國海關報關單位備案管理規定》) promulgated by the GACC on November 19, 2021 and came into effect on January 1, 2022, customs declaration entities mean consignees or consignors of imports and exports and customs declaration enterprises which have filed record with the Customs pursuant to these Provisions. Consignees or consignors of imports and exports and customs declaration enterprises applying for filing shall obtain market entity qualification; in the case of consignees or consignors of imports and exports applying for filing, they shall also complete filing formalities for foreign trade business operators. According to the Notice by the Department of Enterprise Management and Audit-Based Control of the General Administration of Customs of Matters Concerning the Recordation of the Consignees and Consignors of Imported and Exported Goods, promulgated on

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January 3, 2023 and took effect on the same day, a consignee or consignor of imported or exported goods who applies for recordation shall be qualified as a market entity and is not required to complete such filing formalities for foreign trade business operators.

REGULATIONS ON TAX IN THE PRC

Enterprise Income Tax

On March 16, 2007, the NPC promulgated the Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法》) which was last amended on December 29, 2018, and the State Council enacted the Regulations for the Implementation of the Law on Enterprise Income Tax of the PRC (《中華人民共和國企業所得稅法實施條例》) which were last amended on December 6, 2024 (collectively, the “EIT Law”). Under the EIT Law, the rate of enterprise income tax shall be 25%, except where tax incentives are granted to special industries and projects. The enterprise income tax rate is reduced to 20% for qualifying small low-profit enterprises. The high-tech enterprises that need full support from the PRC’s government will enjoy a reduced tax rate of 15% for Enterprise Income Tax.

Value-added Tax

Pursuant to the Provisional Regulations on Value-added Tax of the People’s Republic of China (《中華人民共和國增值稅暫行條例》) promulgated on December 13, 1993 and last amended on November 19, 2017 and its implementation rules, entities and individuals selling goods, providing labor services of processing, repairs or maintenance, or selling services, intangible assets or real property within China, or importing goods to China, shall be identified as taxpayers of value-added tax, and shall pay value-added tax.

Pursuant to the Value-added Tax Law of the People’s Republic of China (《中華人民共和國增值稅法》) promulgated on December 25, 2024 and came into effect on January 1, 2026, entities and individuals engaged in the sale of goods, services, intangible assets, or real estate within China, or importing goods to China, shall be identified as taxpayers of value-added tax, and shall pay value-added tax. The sale of goods, services, intangible assets, or real estate refers to the transfer of ownership of goods or real estate for a consideration, the provision of services for a fee, or the transfer of ownership or use rights of intangible assets for a consideration. For taxpayers selling goods, processing, repair or fitting services, or tangible movable property leasing services; or importing goods, the tax rate shall be 13%, unless otherwise specified; for taxpayers selling transportation, postal, basic telecommunications, construction, or real estate leasing services, selling real estate, transferring land use rights, or selling or importing specified goods, the tax rate shall be 9%, unless otherwise specified; for taxpayers selling services or intangible assets, the tax rate shall be 6%, unless otherwise specified; for taxpayers exporting goods, the tax rate shall be zero, except as otherwise provided by the State Council; for entities and individuals within China engaging in cross-border sales of services or intangible assets within the scope defined by the State Council, the tax rate shall be zero.

Dividends Distribution

Pursuant to the PRC Company Law, when a company distributes its after-tax profits for the current year, it shall set aside 10% of the profits to be included in the company’s statutory reserve. A company may elect not to do so if its aggregate statutory reserve reaches 50% or more of its registered capital. If a company’s statutory reserve is insufficient to cover previous years’ losses, the current year’s profits shall first be used to cover such losses before statutory reserve is set aside. After a company sets aside an amount for statutory reserve from its after-tax profits, it may, subject to a resolution of the shareholders’ meeting, set aside an amount for discretionary reserve from its after-tax profits. Furthermore, the EIT Law provides that dividends paid by a PRC entity to a non-resident enterprise for income tax purposes is subject to PRC withholding tax at a rate of 10%, subject to reduction by an applicable tax treaty with China.

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REGULATIONS ON EMPLOYMENT AND SOCIAL WELFARE

Employment

The major PRC laws and regulations that govern employment relationship are the Labor Law of the PRC (《中華人民共和國勞動法》) promulgated by the SCNPC on July 5, 1994, which was most recently amended and came into effect on December 29, 2018, the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》) promulgated by the SCNPC on June 29, 2007, which was last amended on December 28, 2012 and came into effect on July 1, 2013, and the Implementation Rules of the Labor 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 on September 18, 2008 and came into effect on the same date. Pursuant to the aforementioned laws and regulations, labor relationships between employers and employees must be executed in written forms. These series of laws and regulations set out specific provisions concerning the execution, the terms and the termination of a labor contract, and the rights and obligations of the employees and employers, respectively. Wages may not be lower than the local minimum wage level. Employers must establish a system for labor safety and sanitation, strictly abide by state standards and provide relevant training to their employees. At the time of hiring, the employers shall truthfully inform the employees of the scope of work, working conditions, working place, occupational hazards, work safety, salary, and other matters which the employees request to be informed about.

According to the Notice on Issues relating to Confirmation of Labor Relationship (《關於確立勞動關係有關事項的通知》) promulgated by the Ministry of Labor and Social Security (勞動和社會保障部), which is the predecessor of the Ministry of Human Resources and Social Security of the PRC (中華人民共和國人力資源和社會保障部) (the “MOHRSS”) on May 25, 2005 and came into effect on the same day, a labor relationship shall be deemed to be concluded under the following circumstances, even if the employer does not enter into a written contract with the worker, (i) the employer and the worker satisfy the requirements on eligibility prescribed by the laws and regulations, (ii) the employer has, in accordance with the law, formulated such labor regulations and requirements which apply to the worker; the worker is subject to labor management by the employer and engages in remunerated labor work arranged by the employer, and (iii) the labor provided by the worker is a component of the employer’s business.

Employment of Foreigners and Hong Kong, Macao and Taiwan Residents

According to the Exit-Entry Administration Law of the PRC (《中華人民共和國出境入境管理法》), which was promulgated by the SCNPC on November 22, 1985, and was most recently amended by on June 30, 2012 and became effective on July 1, 2013, foreigners who work in the PRC shall obtain the work permit and the work-type residence permit in accordance with regulations. Foreigners who have not obtained the work permit and the work-type residence permit shall not be employed. Foreigners who have been employed in violation of the regulations may be subject to fines of RMB5,000 to RMB20,000 and may be further subject to detention for 5 to 15 days in severe circumstances. Employers who employ foreigners in violation of the regulations may be subject to fines of RMB10,000 for each such foreigner employed, but no more than RMB100,000 in aggregation, and may be further subject to confiscation of illegal gains.

According to the Administrative Provisions on Employment of Foreigners in the PRC (《外國人在中國就業管理規定》), which was promulgated by the Department of Labor on January 22, 1996, and was most recently amended by the MOHRSS and became effective on March 13, 2017, to employ a foreigner, an employer shall apply for the work permit for the foreigner, and the foreigner shall not be employed unless the employment is approved and the foreigner obtains the work permit. According to the Notice of the Ministry of Human Resources and Social Security on Matters concerning the Employment of Hong Kong, Macao and Taiwan Residents in the Mainland (《人力資源社會保障部關於香港澳門台灣居民在內地(大陸)就業有關事項的通知》), which was promulgated by the MOHRSS on August 23, 2018, and became effective on the same date, from July 28, 2018, Hong Kong, Macao and Taiwan personnel no longer need to apply for the work permit for such person’s employment in the mainland China.

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Social Insurance and Housing Fund

Employers in the PRC are required to contribute, for and on behalf of their employees, to a series of social insurance funds, including funds for pension, unemployment insurance, medical insurance, work-related injury insurance, maternity insurance, and housing fund. These payments are made to local administrative authorities and employers who fail to contribute may be fined and be ordered to make up for the outstanding contributions. The various laws and regulations that govern the employers’ obligations to contribute to the social insurance funds include the Social Insurance Law of the PRC (《中華人民共和國社會保險法》), which was promulgated by the SCNPC on October 28, 2010, and was amended with immediate effect on December 29, 2018, the Interim Regulations on the Collection and Payment of Social Insurance Premiums (《社會保險費徵繳暫行條例》), which was promulgated by the State Council on January 22, 1999, and was amended with immediate effect on March 24, 2019, the Regulations on Work-related Injury Insurance (《工傷保險條例》), which was promulgated by the State Council on April 27, 2003, and was amended on December 20, 2010, and the Regulations on Management of the Housing Fund (《住房公積金管理條例》), which was promulgated by the State Council on April 3, 1999, and was most recently amended with immediate effect on March 24, 2019. According to the Notice Concerning the Safe and Orderly Collection and Administration of Social Insurance Premiums (《關於穩妥有序做好社會保險費徵管有關工作的通知》) issued by the General Office of the STA on September 13, 2018, the tax authorities will collect all social insurance premiums uniformly from January 1, 2019. Before the completion of the reform of the social insurance collection agency, the relevant local authorities shall continuously optimize the payment service and ensure the continuous improvement of the business environment and shall not organize and carry out the previous year’s arrears check without permission.

According to the Interim Measures for Participation in the Social Insurance System by Foreigners Working within the Territory of the PRC (《在中國境內就業的外國人參加社會保險暫行辦法》), which was promulgated by the MOHRSS on September 6, 2011, and was most recently amended on December 23, 2024 and became effective on the same date, and the Interim Measures for Participation in Social Insurance System by Hong Kong, Macao and Taiwan Residents in the Mainland (《香港澳門台灣居民在內地(大陸)參加社會保險暫行辦法》), which was promulgated by the MOHRSS and the National Healthcare Security Administration on November 29, 2019 and became effective on January 1, 2020, employers shall participate in the basic pension insurance for employees, basic medical insurance for employees, work injury insurance, unemployment insurance, maternity insurance for foreigners and Hong Kong, Macao and Taiwan residents employed by them.

REGULATIONS ON FOREIGN EXCHANGE ADMINISTRATION

The legal currency of the PRC is Renminbi, which is currently subject to foreign exchange regulation and cannot be freely converted into foreign currency. The State Administration of Foreign Exchange (the “SAFE”) with the authorization of People’s Bank of China (the “PBOC”), is empowered with the functions of administering all matters relating to foreign exchange, including the enforcement of foreign exchange regulations.

On January 29, 1996, the State Council promulgated the Regulations of the PRC Foreign Exchange Administration (《中華人民共和國外匯管理條例》) (the “Foreign Exchange Regulations”) which became effective on April 1, 1996. The Foreign Exchange Regulations classify all international payments and transfers into current items and capital items. Most of the current items are no longer subject to SAFE’s approval, while capital items remain unchanged. The Foreign Exchange Regulations were subsequently amended on January 14, 1997 and August 5, 2008. The latest amendment to the Foreign Exchange Regulations clearly states that no restriction will be imposed on international current payments and transfers.

On June 20, 1996, the PBOC promulgated the Regulations for the Administration of Settlement, Sale and Payment of Foreign Exchange (《結匯、售匯及付匯管理規定》), which abolished the then-remaining restrictions on convertibility of foreign exchange under current items, while retaining the existing restrictions on foreign exchange transactions under capital items.

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According to the Announcement on Improving the Reform of the Renminbi (《關於完善人民幣匯率形成機制改革的公告》), issued by the PBOC on July 21, 2005 and became effective on the same date, the PRC began to implement a managed floating exchange rate system in which the exchange rate would be determined based on market supply and demand and adjusted with reference to a basket of currencies. As a result, the Renminbi exchange rate was no longer pegged to the U.S. dollar. The PBOC would publish the closing price of the exchange rate of the Renminbi against trading currencies such as the U.S. dollar in the interbank foreign exchange market after the closing of the market on each working day, as the central parity of the currency against Renminbi transactions on the following working day.

On August 5, 2008, the State Council promulgated the revised Foreign Exchange Regulations, which have made substantial changes to the foreign exchange supervision system of the PRC. First, the regulations have adopted an approach of balancing the inflow and outflow of foreign exchange. Foreign exchange income received overseas can be repatriated or deposited overseas, and foreign exchange and settlement funds under the capital account are required to be used only for purposes as approved by the competent authorities and foreign exchange administrative authorities; second, the regulations have improved the RMB exchange rate floating system based on market supply and demand under management; third, in the event that international balance of payment suffer or may suffer a material misbalance, or the national economy encounters or may encounter a severe crisis, the State may adopt necessary safeguard or control measures against international balance of payment; fourth, the regulations have enhanced the supervision and administration of foreign exchange transactions and grant extensive authorities to SAFE to enhance its supervisory and administrative powers.

According to the relevant laws and regulations in the PRC, PRC enterprises which need foreign exchange for current item transactions may, without the approval of the foreign exchange administrative authorities, effect payment through foreign exchange accounts opened at designated banks that carry foreign exchange business, on the strength of valid receipts and proof. Foreign investment enterprises which need foreign exchange for the distribution of profits to their shareholders and PRC enterprises which, in accordance with regulations, are required to pay dividends to their shareholders in foreign exchange may, after paying taxes in according to the law, on the strength of resolutions of the board of directors or resolutions of shareholders on the distribution of profits, effect payment from foreign exchange accounts opened at designated banks that carry foreign exchange business, or effect exchange and payment at designated banks.

The Decisions on Matters including Canceling and Adjusting a Batch of Administrative Approval Items (《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 came into effect on October 23, 2014 provide to cancel the approval requirement of SAFE and its branches for the remittance and settlement of the proceeds raised from the overseas listing of the foreign shares into renminbi domestic accounts.

Pursuant to the Notice on Issues Concerning the Foreign Exchange Administration of Overseas Listing (《關於境外上市外匯管理有關問題的通知》) issued by SAFE and became effective on December 26, 2014, a domestic company shall, within 15 business days of the date of the end of its overseas listing issuance, register the overseas listing with the branch office of SAFE located at its registered address; the proceeds from an overseas listing of a domestic company may be repatriated to China or deposited overseas, provided that the intended use of the proceeds shall be consistent with the content of the document document or other public disclosure documents. A domestic company (except for bank financial institutions) shall present its certificate of overseas listing to open a dedicated foreign exchange account at a domestic bank for its initial public offering (or follow-on offering) and repurchase business to handle the exchange, remittance and transfer of funds for the business concerned.

According to the Notice on Further Simplifying and Improving Policies for the Foreign Exchange Administration of Direct Investment (《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 SAFE on February 13, 2015 and became effective on June 1, 2015, and partially repealed on December 30, 2019, the foreign exchange registration under domestic direct investment and the foreign exchange registration under overseas direct investment shall be directly examined and handled by banks. SAFE and its branch offices shall indirectly regulate the foreign exchange registration of direct investment through banks.

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According to the Notice on Policies for Reforming and Regulating the Administration of Foreign Exchange Settlement of Capital Accounts (《關於改革和規範資本項目結匯管理政策的通知》), which was promulgated by SAFE and became effective on June 9, 2016 and was last amended on December 4, 2023, the settlement of foreign exchange proceeds under the capital account (including foreign exchange capital funds, foreign debt funds, funds transferred back from overseas listings, etc.) that are subject to discretionary settlement as already specified by relevant policies may be handled at banks based on the actual business needs of the domestic institutions. The tentative percentage of foreign exchange settlement for foreign currency proceeds in capital account of domestic institutions is 100%, subject to adjustment of SAFE in due time in accordance with international revenue and expenditure situations.

According to the Notice of the State Administration of Foreign Exchange on Further Promoting the Reform of Foreign Exchange Administration and Improving the Examination of Authenticity and Compliance (《國家外匯管理局關於進一步推進外匯管理改革完善真實合規性審核的通知》) issued by the SAFE on January 26, 2017 and implemented on the same date, several measures are introduced, including (a) further expanding the scope of domestic foreign exchange loan settlement, allowing domestic foreign exchange loans with the background of commodity trade and exports to be settled, (b) allowing funds under domestic guarantee and foreign loans to be transferred back, (c) allowing foreign exchange settlement via the foreign exchange accounts of foreign institutions in pilot free trade zones, and (d) implementing full-coverage administration of overseas lending in both Renminbi and foreign currencies, where a domestic institution engages in overseas lending, the combined balance of foreign exchange lending in Renminbi and foreign currencies shall not exceed a maximum of 30% of the owner’s equity in the audited financial statements of the preceding year.

According to the Notice on Further Facilitating Cross-border Trade and Investment (《關於進一步促進跨境貿易投資便利化的通知》) issued by the SAFE on October 23, 2019 and implemented on the same date, which was last amended on December 4, 2023, restrictions have been removed on the use of capital funds by non-investment foreign-invested enterprises for domestic equity investment. In addition, restrictions have also been removed on the use of funds in domestic asset realization accounts for foreign exchange settlement and the use of security deposits for foreign exchange settlement by foreign investors. Eligible enterprises in pilot areas are allowed to use capital funds, foreign debt, overseas listings and other income under capital items for domestic payments without providing the banks with proofs of authenticity in advance, provided that their use of funds shall be genuine and in compliance with the current regulations governing the use of income from capital items.

According to the Notice on Optimizing Administration of Foreign Exchange to Support the Development of Foreign-related Business (《國家外匯管理局關於優化外匯管理支持涉外業務發展的通知》) issued by SAFE and became effective on June 1, 2020, eligible enterprises are allowed to make domestic payments by using their capital, foreign credits and the income under capital accounts of overseas listing, without providing materials to the bank in advance for authenticity verification on an item-by-item basis, provided that their utilized capital shall be authentic and in line with provisions, and conform to the prevailing administrative regulations related to the use of income under capital accounts. The concerned bank shall manage and control the relevant business risks under the principle of prudent business development and conduct spot checks afterwards in accordance with the relevant requirements. Local foreign exchange authorities shall strengthen monitoring and analysis and interim and ex-post supervision.

According to the Notice on Further Deepening Reforms to Promote the Convenience of Cross-border Trade and Investment (《關於進一步深化改革促進跨境貿易投資便利化的通知》) issued by the SAFE on December 4, 2023 and implemented on the same date, qualified high-tech, “professional, sophisticated, unique and new” and technology-based small and medium-sized enterprises in Guangdong (including Shenzhen) and certain other areas can borrow foreign debt on their own within an amount not exceeding the equivalent of US\$10 million. The restriction that the cumulative remittance amount of up-front expenses of overseas direct investment by a domestic enterprise shall not exceed the equivalent of US\$3 million was abolished, provided that the cumulative remittance amount shall not exceed 15% of the total proposed investment amount by the PRC entity. Additionally, the asset realization account of capital accounts to the settlement account of capital accounts was restructured. The equity transfer consideration

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funds in foreign currency received by a domestic equity transferor (including institutions and individuals) from domestic parties, as well as 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. The equity transfer consideration funds received by a domestic equity transferor from FIEs which are paid with RMB funds derived from the settlement of foreign exchange (i.e. RMB funds derived from direct settlement of foreign exchange or from settlement account for pending payment) may be transferred directly to the RMB account of the domestic equity transferor.

REGULATIONS ON CYBER SECURITY AND DATA SECURITY

Cyber Security

On July 1, 2015, the SCNPC issued the National Security Law of the PRC (《中華人民共和國國家安全法》), (the “National Security Law”) which came into effect on the same day. The National Security Law provides that the PRC shall build a network and information security guarantee system and improve network and information security protection capability to realize the controllable security of the network information key technologies and critical infrastructure and the information systems and data in important fields. In addition, a national security review and supervision system is required to be established to review, among other things, foreign investment, key technologies and network information technology products and services and other important activities that impact or are likely to impact the national security of the PRC.

On November 7, 2016, the SCNPC promulgated the Cybersecurity Law of the PRC (《中華人民共和國網絡安全法》) (the “Cybersecurity Law”), which came into effect on 1 June 2017. The Cybersecurity Law applies to the construction, operation, maintenance, and use of networks as well as the supervision and administration of cybersecurity in China. Network service providers who do not comply with the Cybersecurity Law may be subject to corrective orders, warnings, fines, suspension of their businesses, shutdown of their websites, and revocation of their business licenses.

On June 10, 2021, the SCNPC promulgated the Data Security Law of the PRC (《中華人民共和國數據安全法》) (the “Data Security Law”), which took effect on September 1, 2021. The Data Security Law provides for data security on entities and individuals carrying out data processing activities. The Data Security Law also introduces a data classification and grading protection system based on the importance of data in economic and social development, as well as the degree of harm it will cause to national security, public interests, or legitimate rights and interests of individuals or organizations when such data is tampered with, destroyed, leaked, or illegally acquired or used. The appropriate level of protection measures is required to be taken for each respective category of data. Violation of the Data Security Law may be subject to an order to cease illegal activities, warnings, fines, suspension of business and revocation of business licenses or operating permits, and the personnel directly in charge or other directly responsible personnel may be imposed with fines.

On December 28, 2021, the Cyberspace Administration of China (the “CAC”), together with certain other PRC governmental authorities, promulgated the Cybersecurity Review Measures (《網絡安全審查辦法》) that replaced the previous version and took effect from February 15, 2022. Pursuant to these measures, the purchase of network products and services by a critical information infrastructure operator or the data processing activities of a network platform operator that affect or may affect national security will be subject to a cybersecurity review. In addition, network platform operators with personal information of over one million users shall be subject to cybersecurity review before listing abroad (國外上市). The competent governmental authorities may also initiate a cybersecurity review against the operators if the authorities believe that the network product or service or data processing activities of such operators affect or may affect national security. The Cybersecurity Review Measures provide that the relevant violators shall be subject to legal consequences in accordance with the Cybersecurity Law and the Data Security Law.

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On September 24, 2024, the CAC promulgated The Regulation on Network Data Security Management (《網絡數據安全管理條例》), which became effective on January 1, 2025. The regulation aims to regulate network data processing activities, ensure the security of network data, promote the reasonable and effective use of network data in accordance with the law, protect the legitimate rights and interests of individuals and organizations, and safeguard national security and public interests. This regulation puts forward general requirements and provisions for network data security, further specifies rules concerning personal information protection, and specifies mechanisms for the management of important data.

On July 7, 2022, the CAC promulgated the Measures for the Security Assessment of Cross-Border Data Transfer (《數據出境安全評估辦法》), which took effect on September 1, 2022. These measures require that to provide personal information and important data abroad, a data handler falling under any of the following circumstances shall, through the local cyberspace administration at the provincial level, apply to the CAC for security assessment of outbound data: (i) where a data handler provides important data abroad; (ii) where a critical information infrastructure operator or a data handler processing the personal information of more than one million people provides personal information abroad; (iii) where a data handler has provided personal information of 100,000 individuals or sensitive personal information of 10,000 individuals in total abroad since January 1 of the previous year; and (iv) other circumstances prescribed by the CAC for which declaration for security assessment for outbound data transfers is required. In addition, on March 22, 2024, the CAC released the Provisions on Promoting and Standardizing Cross-Border Data Transfer (《促進和規範數據跨境流動規定》), which provide several exemptions from undergoing security assessment, obtaining personal information protection certification or entering into prescribed agreement for cross-border transfer of personal information for businesses. These exemptions include, among others, scenarios where a data handler transfers personal information abroad for the necessity of implementing cross-border HR management in accordance with labor rules and regulations established by law and collective contracts signed in accordance with law and where a data handler, other than a critical information infrastructure operator, has cumulatively transferred overseas the personal information (excluding sensitive personal information) of fewer than 100,000 individuals since January 1 of the current year. The provisions also explicitly state that data handlers are not required to conduct security assessment for important data cross-border transfers if the concerning data has not been notified or published as important data by relevant departments or regions.

Personal Information Protection

Pursuant to the PRC Civil Code (《中華人民共和國民法典》) issued on May 28, 2020 and became effective on January 1, 2021, the personal information of a natural person shall be protected by the law. An information handler shall not disclose or tamper with any personal information collected or stored thereby; and without the consent of the natural person, no personal information shall be illegally provided to any other person.

The PRC Personal Information Protection Law (《中華人民共和國個人信息保護法》) (the “Personal Information Protection Law”), which was promulgated by the SCNPC on August 20, 2021 and became effective on November 1, 2021, consolidates separate provisions on personal information protection. The Personal Information Protection Law aims to protect the personal information rights and interests, regulate the handling of personal information, safeguard the free flow of personal information in an orderly manner in accordance with the law, and promote the rational use of personal information. Personal information, as defined in the Personal Information Protection Law, refers to all kinds of information related to an identified or identifiable natural person recorded electronically or by other means, excluding the information that has been anonymized. The Personal Information Protection Law stipulates the circumstances in which a handler of personal information may process personal information, including, but not limited to, when the consent of the individual concerned has been obtained and when it is necessary for the conclusion or performance of a contract to which the individual is a party. It has also set out a number of specific rules on the obligations of handlers of personal information, such as informing individuals of the purpose and method of processing, and the obligations of third parties who obtain personal information through co-processing or entrustment.

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REGULATIONS ON AI LARGE MODELS AND ALGORITHMS

On July 10, 2023, the Cyberspace Administration of China and other relevant authorities promulgated the Provisional Administrative Measures for Generative Artificial Intelligence Services (《生成式人工智能服務管理暫行辦法》) (or the Generative AI Measures), which came into effect on August 15, 2023, and imposed compliance requirements on providers of generative AI services. According to the Generative AI Measures, individuals or organizations that provide generative AI services of texts, images, audios, videos, and other content shall assume the responsibility of such network information content producers to fulfill the obligations of network information security and shall assume the responsibility of personal information processors to protect any personal information involved. Certain providers of generative AI services shall also conduct security assessments and complete regulatory filings.

Non-compliance may subject generative AI service providers to penalties, including warning, public denouncement, rectification orders, and suspension of the provision of relevant services. On December 31, 2021, the Cyberspace Administration of China and other relevant authorities promulgated the Recommended Algorithm Management Provisions for Internet Information Services (《互聯網信息服務算法推薦管理規定》), which came into effect on March 1, 2022. According to these provisions, algorithm-based recommendation service providers are responsible for the security of their algorithms. They must have a management system that includes measures for auditing, ethical review, fraud prevention, security assessment and data security emergency response. They must also have dedicated personnel and technical measures. Service providers should regularly review and evaluate their algorithmic mechanisms, models, data and results, and notify users when an algorithm-based recommendation service is active and provide effective channels for user complaints and reports.

Article 2 of the Generative AI Measures clearly defines the scope of application: services that provide generated content such as texts, images, audios and videos to the public within the territory of the People’s Republic of China shall be subject to these Measures, while those that do not provide such services to the domestic public shall not fall within their scope.

REGULATIONS ON OVERSEAS SECURITIES OFFERING AND LISTING AND FULL CIRCULATION

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (the “Trial Measures”) (《境內企業境外發行證券和上市管理試行辦法》) and relevant five guidelines, which came into force on March 31, 2023.

According to the Trial Administrative Measures, (i) PRC domestic companies that seek to offer or list securities overseas, both directly and indirectly, should fulfill the filing procedure and submit relevant information to the CSRC; if a domestic company fails to complete the filing procedure or conceals any material fact or falsifies any major content in its filing documents, such domestic company may be subject to administrative penalties, such as an order to rectify, warnings, fines, and its controlling shareholders, actual controllers, the person directly in charge and other directly liable persons may also be subject to administrative penalties, such as warnings and fines; (ii) domestic companies that seek to offer or list securities overseas directly are limited by shares offer or list securities in overseas securities markets; and (iii) any PRC company limited by shares is required to file with the CSRC within three business days after its application for overseas listing is submitted. Failure to complete the filing under the Trial Administrative Measures may subject a PRC domestic company to rectification ordered by the CSRC, a warning and a fine of RMB1 million to RMB10 million.

Besides, PRC domestic companies seeking to overseas offering and listing shall strictly comply with the laws, administrative regulations and relevant provisions of the PRC government on foreign investment, state-owned assets, industry regulation, overseas investment, etc., shall not disrupt domestic market order, and shall not harm national interests, public interest and the legitimate rights and interests of domestic investors. PRC domestic companies that conduct overseas offering and listing shall (i) formulate their articles of association, improve their internal control system and standardize their corporate governance, financial affairs and accounting activities in accordance with the PRC Company Law, the PRC Accounting Law and other PRC laws, administrative regulations and applicable provisions; (ii) abide by the legal

REGULATORY OVERVIEW

system of the PRC on confidentiality and take necessary measures to implement the confidentiality responsibility, not divulge any state secret or the work secrets of state authorities, and also comply with laws, administrative regulations and the relevant provisions of the PRC where involved in the overseas provision of personal information and important data. In addition, the Trial Administrative Measures also provide the circumstances where the overseas offering and listing is explicitly prohibited, including: (i) such securities offering and listing are explicitly prohibited by specific PRC laws and regulations; (ii) such securities offering and listing constitute a threat to or endanger national security; (iii) the PRC domestic company, or its controlling shareholder(s) and the actual controller, have committed relevant crimes such as corruption, bribery, embezzlement, misappropriation of property or undermining the order of the socialist market economy during the latest three years; (iv) the PRC domestic company is currently under investigations for suspicion of criminal offenses or major violations of laws and regulations, and no conclusion has yet been made thereof; or (v) there are material ownership disputes over equity held by the controlling shareholder(s) or by other shareholder(s) that are controlled by the controlling shareholder(s) and/or the actual controller.

On February 24, 2023, the CSRC and other relevant government authorities promulgated the Provisions on Strengthening the Confidentiality and Archives Administration of Overseas Securities Issuance and Listing by Domestic Enterprises (the “Provision on Confidentiality”) (《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》), which took effect on March 31, 2023. Pursuant to the Provision on Confidentiality, where a 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 listing subjects, documents and materials involving state secrets and working secrets of state organs, it shall report the same to the competent department with the examination and approval authority for approval in accordance with the law, and submit the same to the secrecy administration department of the same level for filing. Domestic enterprises providing accounting archives or copies thereof to entities and individuals concerned such as securities companies, securities service institutions and overseas regulatory authorities shall perform the corresponding procedures pursuant to the relevant provisions of the State.

“Full Circulation” represents listing and circulating on the Stock Exchange of the domestic unlisted shares of an H-share listed company, including unlisted domestic shares held by domestic shareholders prior to overseas listing, unlisted domestic shares additionally issued after overseas listing, and unlisted shares held by foreign shareholders. On November 14, 2019, CSRC announced the Guidelines for the “Full Circulation” Program for Domestic Unlisted Shares of H-share Listed Companies (“Guidelines for the ‘Full Circulation’”) (《H股公司境內未上市股份申請“全流通”業務指引》), which were amended on August 10, 2023. As regulated in the Guidelines for “Full Circulation,” shareholders of domestic unlisted shares have the flexibility to jointly decide the amount and proportion of shares that will be included in the circulation application. This decision should be reached through mutual consultation, ensuring compliance with relevant laws, regulations and policies governing state-owned asset administration, foreign investment and industry regulation. Meanwhile, the H-share listed company corresponding to these shares may be authorized to file for “full circulation” with the CSRC. An unlisted domestic joint stock company may file with the CSRC for “full circulation” at the time of its initial public offering and listing overseas. After domestic unlisted shares are listed and circulated on the Stock Exchange, they may not be transferred back to China. Pursuant to the Trial Administrative Measures, which came into effect on March 31, 2023, for a domestic company directly offering and listing overseas, shareholders of its domestic unlisted shares applying to convert such shares into shares listed and traded on an overseas trading venue shall conform to relevant regulations promulgated by the CSRC. Additionally, they are required to authorize the domestic company to submit the conversion application to the CSRC on their behalf.

On December 31, 2019, China Securities Depository and Clearing Corporation Limited and Shenzhen Stock Exchange jointly announced the Measures for Implementation of the H-share “Full Circulation” Business (the “Measures for Implementation”) (《H股“全流通”業務實施細則》). The businesses of cross-border share transfer registration, maintenance of deposit and holding details, transaction entrustment and instruction transmission, settlement, management of settlement participants, services of nominal holders, etc., in relation to the H-share “Full Circulation” business, are subject to these Measures for Implementation.

BUSINESS

OUR VISION

Our vision is to become an efficient brand sales accelerator, nurturing brands into mainstream players in global markets.

OVERVIEW

Who We Are

We are a technology-driven, full-chain brand operator. By bridging domestic expertise with global reach, we help overseas brands develop and establish deep roots in the Chinese market while propelling Chinese brands onto the world stage. We leverage our deep, long-term insights into the consumer goods sector, applying our proprietary technology and operational expertise to help our brand partners diversify their market presence and accelerate sales growth. This successful collaboration has enabled us to cultivate a valuable and diverse portfolio of global brands across both domestic and international markets. According to Frost & Sullivan, we ranked among the top ten brand e-commerce solution companies in Chinese Mainland in 2024, in terms of GMV generated from comprehensive e-commerce platforms. In particular, we were the leading company in this category in terms of GMV generated from JD.com in 2024. According to Frost & Sullivan, we ranked first in the brand e-commerce solution industry in Chinese Mainland in terms of GMV generated from consumer electronics in 2024.

E-commerce has made shopping effortless for consumers, but increasingly complex for brands to navigate. Across China’s fragmented digital landscape — spanning Tmall, JD.com, Douyin, RedNote and beyond — each platform operates with distinct algorithms, consumer behaviors, and operational requirements. For brands, succeeding in this environment demands specialized expertise, localized insight, and substantial operational investment. The challenge is even greater for international brands unfamiliar with China’s unique digital ecosystem, or for Chinese brands seeking to replicate domestic success in overseas markets with entirely different competitive dynamics. This is where we come in. Acting as the essential gear connecting brands, sales channels, and consumers, we enable brand partners to focus on their core competency—developing great products—while we handle the complexities of selling and marketing.

Since our inception, we have been dedicated to making e-commerce work for brands: helping global brands develop and establish deep roots in China, and empowering Chinese brands to reach consumers worldwide. Our value lies not merely in operating stores or managing campaigns, but in serving as an integrated growth partner that aligns brand strategy with channel execution, consumer insight, and operational excellence.

Our value and accomplishments have been widely recognized by both brand partners and e-commerce platforms. We are one of the few brand operators to have received official recognition across multiple major platform ecosystems in Chinese Mainland, representing a testament to our trusted capabilities. Our professional expertise is formally endorsed by leading platforms:

- **JD.com:** Designated “JD Excellence E-commerce Operation Service Provider” (京東卓越代運營服務商) and “JD Beauty Five-Star Quality Merchant”; recipient of the JD Health “Iron Wintergreen Award” (鐵冬青獎) and “JD Annual Outstanding E-commerce Operation Service Provider” title.
- **Tmall:** Multi-year “Star Operator” (星級服務商); Tmall Ecosystem Certified “Digital Intelligence Capability Super V-Partner”; named to the “Tmall FMCG Industry Ecosystem Honor Partner” list; recognized as a “Double 11 Comprehensive Service Excellence Provider”.
- **Douyin:** Certified as a “Douyin E-commerce Bronze Brand Service Provider” (抖音電商銅牌品牌服務商).

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These certifications reflect not only our operational expertise but also the deep trust we have established with China’s leading digital platforms, representing a foundation that enables us to deliver superior results for our brand partners.

Where We Lead: Our Established Verticals

Drawing on the channel expertise and replicable operational methodologies accumulated through our long-term commitment to the Chinese market, we have developed highly verticalized category focus capabilities. Our initial focus has been on three core categories where we have established strong market positions or collaborated with iconic brands in each category:

- **Nutrition & Health:** Blackmores, Caltrate, Centrum, GNC, Gloryfeel, Jamieson, Nature’s Way, OLLY, STADA, and Ryukakusan.
- **Consumer Electronics:** Bosch, Braun, De’Longhi, iFLYTEK, Oral-B, Philips, Samsung, and Western Digital. According to Frost & Sullivan, we ranked first in the brand e-commerce solution industry in Chinese Mainland in terms of GMV generated from consumer electronics in 2024.
- **Beauty & Personal Care:** &Honey, Babyganics, Biore, Colgate, Fresh, Kao, Laurier, Lip Smacker, L’Occitane, MAKE UP FOR EVER, Mixim, Rituals, and Viscontour.

Based on our significant influence in these vertical domains, we continue to deepen our collaborative ecosystem with existing leading brands while leveraging our strong industry reputation and market position to expand to high-quality small and medium-sized brands, helping them achieve high-quality growth from local to global markets. High customer stickiness supports our sustained growth — for example, our partnership with a leading global healthcare company has expanded from infant nutrition products to adult medical nutrition, demonstrating the trust foundation we build for cross-category expansion. This represents both a natural extension of our influence in vertical domains and our strategy to build a more complete and dynamic brand service ecosystem.

Expanding Our Reach

Building on our established leadership in the Chinese market operations, we are extending our capabilities across two strategic dimensions: geographic expansion and deeper brand partnerships.

Global Expansion: Empowering Chinese Brands Worldwide

The rapid development of international e-commerce and the global competitiveness of China’s supply chain have enabled Chinese brands to accelerate their globalization. Accordingly, we are advancing our global expansion strategy, empowering domestic brands to expand into overseas markets through our mature e-commerce operational experience. Currently, we have established overseas agency partnerships with premium domestic brands such as iFLYTEK or their general distributors, with business coverage spanning North America, Europe, Latin America, and other markets, assisting them in achieving scalable growth on mainstream international e-commerce platforms including Amazon, Walmart and Temu. Simultaneously, we have incubated proprietary brand products such as DJiEX, selling monitor display products, and NUKied, selling children’s toys and lifestyle products, achieving commercial sales in European and American markets. We are committed to upgrading our overseas expansion model from 1.0 to 2.0, evolving from simple product sales to building brands with global consumer recognition.

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Deeper Partnerships: From Service Provider to Brand Steward

As China’s e-commerce ecosystem transitions from traffic competition to efficiency-driven models, brands’ growth models in the Chinese market are extending from channel operations to deeper operational capability building. Brands are increasingly inclined to operate in the Chinese market through general distribution and licensing models that offer low cost and low risk, seeking comprehensive brand operators with capabilities spanning product development, brand building, and omnichannel coverage.

As one of the few brand operators in the industry with full-chain comprehensive capabilities, we have earned the favor of brands seeking such partnerships. As of the Latest Practicable Date, we have become the exclusive distributor in China for brands including Braun (kitchen and household appliances), Lip Smacker, &Honey, Mixim, and Gloryfeel, marking our entry into a new phase of in-depth brand operations. Under this model, we not only assume sales responsibilities but, based on autonomous decision-making authority over key brand aspects, deeply participate in the entire lifecycle operations of brands from product planning and market expansion to long-term brand building, becoming a core and long-term partner for brands’ sustainable growth in the Chinese market.

Leveraging the deep insights accumulated in vertical consumer markets, we work with brand partners to drive product innovation and create new products better suited to regional demands. This deeply “controllable” collaboration model continuously enhances brand competitiveness in the Chinese market. For example, as the exclusive distributor in China for U.S. MBB Group’s beauty and personal care brand Lip Smacker and Japan’s Cosme Group’s leading hair care brands &Honey and Mixim, we have achieved wide brand coverage in the domestic offline market through stores of leading retailers including Pangdonglai (胖東來) and Costco.

Our Digital Infrastructure

Our success is underpinned by a full-spectrum intelligent digital support system — the technological foundation that enables us to deliver consistent, scalable, and high-quality results for our brand partners. With data and AI integration at its core, this system empowers brand partners to achieve multi-channel deployment and refined operations.

Our Proprietary “Data + AI” Platform: the “Intelink” (聚) Series

As the e-commerce industry enters an era of intensifying competition and fragmentation, operational efficiency has become a core competitive differentiator, yet operational fragmentation across platforms and the limitations of manual processes remain two principal constraints on growth. Our company adopts a “Data + AI” dual-engine approach, building the “Intelink” series — a proprietary, full-chain intelligent e-commerce operations platform that directly addresses these industry-wide pain points. The platform consolidates cross-platform and multi-dimensional data to extract business value and generate actionable insights, transforming data-driven analysis into automated execution to replace repetitive manual tasks, optimize workflow efficiency, and create a closed loop from “data-driven decision-making” to “AI-powered execution.” The “Intelink” series comprises three core modules, each addressing a core component of the e-commerce value chain:

- **Intelink Data Tower (聚數塔):** Consolidates cross-platform data to generate intelligent analytics and reports, resolving the fragmentation and analysis backlog that constrain timely decision-making.
- **Intelink Treasure Basin (聚寶盆):** Manages the full-chain order lifecycle — from procurement and logistics through to sales — improving demand-supply coordination and sales forecasting accuracy, financial analysis and internal control.

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- **Intelink Energy Shield (聚能盾):** Uses AI to automate routine store operations — including product listing maintenance, order processing, and other repetitive tasks — improving efficiency and reducing manual errors. The latest AI application within this module is our Intelink Chatbot (聚能聊), which delivers intelligent customer service with human-like conversational interaction and high-speed responsiveness, capable of handling high-volume enquiry scenarios.

Working in concert, these modules enable a “data flywheel” effect — achieving full-spectrum data consolidation and value extraction across our operations, with AI-driven automation delivering operational results that require fewer personnel and less manual intervention, while continuously improving efficiency through a dual-engine cycle of data-driven insights and AI-powered execution. For details, see “— Our Proprietary Intelligent Operations.”

Looking ahead, we intend to further invest in AI technologies and the development of our OPS operational model, in which a single operator, supported by an AI agent capable of autonomously managing store operations across the full e-commerce process, can effectively oversee multiple stores. This model is designed to achieve a closed-loop, self-optimizing system that continues to lead the technology upgrade of intelligent e-commerce operations.

How We Deliver

Our operations are built on two complementary business models: the sale of goods model and the provision of services model. Importantly, the majority of our revenue during the Track Record Period was generated through the sale of goods model, where we purchase products from brand partners or their authorized distributors and assume full inventory ownership, and then resell such branded products directly to consumers or to e-commerce platforms and distributors. This fundamentally aligns our interests with our brand partners’ success as our profitability is directly tied to sales performance, creating a true win-win partnership. Unlike traditional service providers who earn fees regardless of outcomes, we invest our own capital and expertise to drive results, demonstrating our confidence in our operational capabilities while maintaining control across the entire value chain — from pricing and channel strategy to customer experience and logistics and inventory management.

These business models are operationalized through three integrated business segments, powered by our proprietary “Intelink” technology platform:

- **Domestic E-commerce Brand Operations:** Our domestic e-commerce brand operations represent our core business and operate under both the sale of goods model and the provision of services model. We provide comprehensive e-commerce operational services for domestic and international brands, covering mainstream Chinese e-commerce platforms such as Tmall and JD.com, as well as content and marketing platforms such as Douyin and RedNote. Leveraging our deep understanding of omnichannel ecosystems and officially certified service capabilities, we execute efficient supply chain management, store operations, content marketing, and consumer management. We also integrate offline scenarios and distribution networks to provide brands with holistic operational services, driving continuous breakthroughs in the Chinese market.
- **General Agency and Authorized Brand Operations:** We serve as general distributors authorized by brand partners or licensed agents in the Chinese market. We possess operational decision-making authority over product development, brand building, supply chain management, and online-offline omnichannel sales. Based on data insights and industry expertise, we work with brands to optimize product strategies and market positioning.
- **Overseas E-commerce Brand Operations:** We help Chinese brand companies and quality Chinese products achieve scalable overseas expansion. Through mainstream international e-commerce platforms such as Amazon, Walmart, and Temu, we provide end-to-end services

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covering market positioning, store operations, integrated marketing, and global logistics. By combining our mature domestic e-commerce experience with localized operational strategies, we help Chinese brands establish competitive advantages and build solid market presence in international markets.

Market Opportunities

We believe several converging trends are creating significant and expanding market opportunities for our business.

First, the rapid advancement of AI and data technologies is fundamentally reshaping the e-commerce operations landscape. As platforms grow more complex and consumer behavior becomes increasingly fragmented, brands face mounting pressure to improve operational efficiency while managing costs. This is driving growing demand for technology-powered brand operators that can deliver data-driven decision-making, automated workflows, and intelligent customer engagement at scale — capabilities that are central to our “Intelink” platform and “Data + AI” operating model.

Second, as platform ecosystems become more complex and operational requirements more demanding, brands across the spectrum are increasingly turning to professional brand operators for outsourced e-commerce services. Even large and established brands with in-house capabilities recognize the value of partnering with specialized operators who can provide platform-specific expertise, localized execution, and technology-driven efficiency. Within this broader trend, small and medium-sized brands represent a particularly significant growth opportunity. These brands often possess strong products but lack the resources, team scale, and multi-platform know-how required to compete effectively on their own. They require full-service partners who can provide end-to-end support — from product strategy and channel management to marketing execution and supply chain coordination. Our vertically focused operational methodology and scalable technology infrastructure position us to serve brands at every stage of development, with a particular ability to unlock growth for small and medium-sized brands that would otherwise find it difficult to achieve scale independently.

Third, the globalization of e-commerce continues to create two-way market opportunities. International brands are seeking deeper, more efficient access to China’s vast consumer market, while Chinese brands — with competitive supply chains and growing product quality — are accelerating their expansion into overseas markets through international e-commerce platforms such as Amazon, Walmart, and Temu. Few brand operators possess the bi-directional capabilities to serve both inbound and outbound commerce across multiple geographies, platforms, and product categories.

Leveraging our proprietary “Data + AI” technology platform, our proven expertise in serving brands of all sizes including small and medium-sized brands, and our established bi-directional international operational capabilities, we believe we are well positioned to capture the opportunities presented by these favorable industry trends and to deliver sustainable long-term growth.

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OUR STRENGTHS

We believe the following strengths contribute to our success and set us apart from competitors:

Deep Industry Know-How Driving Proven, Replicable Success Across Focused Verticals

We have developed unique capabilities that accelerate brand growth in the consumer markets on which we focus.

We invest heavily in understanding each sector’s unique dynamics, from consumer behavior, product attributes, competitive landscape, to channel requirements. This knowledge is captured in proprietary frameworks and methodologies that enable us to develop forward-looking market insights, deliver integrated, full-chain services tailored to each brand’s needs, and build deep, long-term partnerships with leading global consumer groups. Importantly, our systematic approach ensures that this expertise is both customized in delivery and replicable at scale, allowing us to expand into new product areas while maintaining the service quality that our brand partners expect.

We have validated this model across three high-growth consumer sectors:

- *Nutrition & Health:* Our business originated in maternal and infant care. Leveraging the pharmaceutical heritage of the overseas brands we serve, we extended our expertise into health supplements, becoming a leading service provider in this space. For example, our partnership with a leading global healthcare company began with infant nutrition and has since expanded into adult medical nutrition.
- *Consumer Electronics:* A core focus for our overseas expansion, this sector targets high-spending consumers. We are capturing opportunities arising from relatively underserved e-commerce operations in overseas markets, primarily North America and Europe.
- *Beauty & Personal Care:* The strong brand equity inherent in beauty and personal care products drives significant pricing power, enabling us to scale our proven operational model across a wider consumer base.

Having proven our model across diverse consumer categories, we believe we are well positioned to replicate our success and capture new opportunities as consumer behavior and e-commerce trends continue to evolve.

Proprietary Technology Platform Powering Intelligent, AI-Enabled Operations

We have developed a proprietary “Data + AI” system platform comprising multiple “Intelink” system modules, which forms the technological backbone of our business. This integrated platform addresses two principal constraints on e-commerce growth — data fragmentation across platforms and the inefficiencies of manual processes — by consolidating cross-platform data into unified, actionable intelligence and automating high-frequency operational workflows. It enables us to manage the full spectrum of e-commerce operations with greater efficiency, accuracy, and scalability across our multi-brand, multi-platform business.

The platform comprises three core modules, each addressing a core component of the e-commerce value chain: Intelink Data Tower (聚數塔) for cross-platform data analytics and reporting; Intelink Treasure Basin (聚寶盆) for full-chain order and supply chain management; and Intelink Energy Shield (聚能盾) for AI-driven automation of routine store operations which also features intelligent, autonomous customer service through our Intelink Chatbot (聚能聊). Working in concert, these modules create a closed loop from data-driven decision-making to AI-powered execution, generating a “data flywheel” effect that continuously improves operational efficiency.

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Through years of operating across major e-commerce platforms, our “Data + AI” system platform has accumulated rich, multi-dimensional data on consumer behavior, sales patterns, and channel dynamics. This growing data asset not only strengthens our day-to-day operational decision-making but also serves as a critical foundation for training and refining AI models. We are already embedding AI capabilities across our operations, including AI-powered customer service, automated content generation, and intelligent inventory planning. For details, see “— Our Proprietary Intelligent Operations.”

Omnichannel Coverage and Platform Recognition Across China’s Retail Landscape

In China’s e-commerce ecosystem, platform relationships matter. Each major platform, such as Tmall, JD.com, Douyin and RedNote, operates with algorithms, consumer behaviors, and operational requirements. For brands, earning platform recognition signals credibility and unlocks access to traffic, promotional support, and operational resources that are otherwise difficult to obtain.

We are one of the few brand operators in China to have earned official certifications across multiple major platform ecosystems. On Tmall, we have received the “Star Operator” (星級運營商) designation for multiple consecutive years, along with recognition as a “Digital Intelligence Capability Super V-Partner” and a “Double 11 Comprehensive Service Excellence Provider,” and was named to the “Tmall FMCG Industry Ecosystem Honor Partner” list. On JD.com, we have been rated as a “JD Excellence E-commerce Operation Service Provider” (京東卓越代運營服務商) for six consecutive years since 2019, and have also received the “JD Beauty Five-Star Quality Merchant” and the JD Health “Iron Wintergreen Award” (鐵冬青獎). On Douyin, we are designated as a “Douyin E-commerce Bronze Brand Service Provider” (抖音電商銅牌品牌服務商). These certifications reflect not only our operational expertise but also the deep trust we have established with China’s leading digital platforms.

Beyond online channels, we have expanded into offline distribution to provide brands with true omnichannel coverage across the Chinese market. For example, as the China general distributor for U.S.-based MBB Group’s personal care brand Lip Smacker and Japan’s Cosme Group’s hair care brands &Honey and Mixim, we have achieved wide offline coverage through stores of leading retailers such as Pangdonglai and Costco. For international brands seeking to establish deep roots in China, this combination of online platform excellence and offline retail reach, delivered through a single partner, represents a compelling value proposition.

Proven Capabilities in Taking Chinese Brands Global

Just as we help international brands navigate China’s complexity, we help Chinese brands expand onto the global stage. The rapid growth of international e-commerce and the increasing competitiveness of China’s supply chain have created significant opportunities for domestic brands seeking international expansion. We are well positioned to capture this trend.

We have established presence on mainstream international e-commerce platforms including Amazon, Walmart, and Temu, covering core overseas markets in North America, Europe, and Latin America. Our cross-border team has valuable experience in overseas e-commerce operations, with proven expertise across the full value chain spanning from platform onboarding and store operations to upstream supply chain management, international freight coordination, and regulatory compliance.

We have also validated our global capabilities through our own proprietary brands. We have incubated brands, such as DJiEX and NUKied, which have achieved commercial sales in European and American markets. This demonstrates not only our operational expertise but also our ability to build brands in international markets, instead of mere distribution of products. We are committed to evolving our overseas model from pure product distribution to building brands with genuine global consumer recognition.

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Deepening Brand Partnerships — From Service Provider to Brand Steward

As China’s e-commerce market matures, brands are increasingly seeking partners who can do more than operate stores and manage campaigns. They are looking for comprehensive brand operators who can take full ownership of their Chinese market presence from product strategy and supply chain management to brand building and omnichannel sales execution. For many brands, particularly those without dedicated China teams, the ideal model is to entrust the market to a capable partner who can act as a true steward of their brand.

We have earned this trust from a growing number of brand partners. As of the Latest Practicable Date, we served as the China regional general distributor for brands including &Honey, Braun (kitchen and household appliances), Gloryfeel, Lip Smacker, and Mixim. Under this model, we assume full responsibility for the brand’s China business, with decision-making authority across product development, supply chain management, brand positioning, and omnichannel distribution. We are not simply executing on behalf of the brand. Instead, we are shaping its strategy and driving its long-term growth in one of the world’s most important consumer markets.

This deeper partnership model plays to our strengths. Through years of operating across consumer categories, we have accumulated rich insights into Chinese consumer preferences, purchasing behavior, and emerging trends. Combined with data analytics and close collaboration with brand partners, we leverage this knowledge to inform product planning, develop new products tailored to local demand, and build compelling brand narratives. For example, based on our understanding of market needs, we have developed proprietary brand products such as DJiEX and NUKied, which are now sold across major e-commerce platforms.

Whether serving as general distributor, licensee, or incubating our own brands, we operate with the same principle: deep consumer insight, translated into products and brand experiences that resonate. This represents the natural evolution of our business from service provider to value creator.

Visionary and Seasoned Management Team and a Professional and Highly Efficient Execution Team

Our core management team combines deep industry expertise with a proven track record in consumer brand building, digital marketing, and e-commerce operations. This blend of capabilities spanning consumer insights, brand strategy, and digital execution directly mirrors the integrated value proposition we deliver to our brand partners. The strength of our management team lies not only in its collective experience but also in the distinct and complementary expertise of each member.

Our Company is led by Mr. Xiong, our chairman, general manager and chief executive officer. Mr. Xiong joined us as a general manager and an executive Director in September 2015, and was appointed as the chairman of our Board in August 2017. He is instrumental in formulating our overall development strategy and overseeing our Group’s operations. Prior to joining us, Mr. Xiong served as a senior vice president at a digital marketing agency under BlueFocus Intelligent Communications Group Co., Ltd. (SZSE: 300058), where he gained extensive experience in marketing and strategic management. Under his leadership, we have built a professional and highly efficient execution team, leveraging his strategic vision and operational expertise to drive sustainable growth and operational excellence.

Complementing Mr. Xiong’s leadership is a seasoned management team with deep functional expertise across finance, operations, technology, and creative development. Mr. Cheng, our chief financial officer, brings over a decade of leadership experience in marketing planning and operations, having served as the general manager of a company specializing in business planning that later became part of our Group. With dual master’s degrees in business administration and professional certifications in accounting and board secretariat from both the Shanghai and Shenzhen Stock Exchanges, Mr. Cheng is primarily responsible for overseeing our Group’s operations and managing our Group’s financial affairs. Mr. Qiu,

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our executive Director and deputy general manager, brings deep expertise in information technology and software development. Having held senior technical roles at global technology leaders such as International Business Machines (IBM), Mr. Qiu brings a unique blend of global best practices and local execution capability.

We foster a corporate culture centered on the “3A” principles: Ambitious, Aggressive, and Accountable. This culture drives our team to pursue growth with energy and discipline, take initiative in capturing market opportunities relentlessly, and deliver results for our brand partners. Combining strategic vision with executional vigor, we believe this mindset is a core driver of our success and positions us well for continued growth.

OUR STRATEGIES

We remain committed to our mission of becoming an efficient brand sales accelerator, helping overseas brands establish deep roots in China while propelling Chinese brands onto the world stage. We intend to pursue the following strategies to further expand our business:

Continue to Invest in Proprietary Technology and Strengthen Data+AI-Driven Capabilities

As e-commerce operations grow increasingly complex and data-intensive, data technologies and AI have become essential to maintaining operational excellence at scale. We will continue to invest in the research and development of our proprietary technology architecture, adopting a “Data+AI” dual-engine approach to build our “Intelink” series of full-chain intelligent e-commerce operations platform, and further enhance the operational infrastructure centered on the “Intelink” series. By leveraging AI throughout our operations, we aim to advance intelligent, lean-staffed, and autonomous operating solutions — including the OPS model — to reshape e-commerce operating models and enable us to scale efficiently while maintaining service quality. To this end, we will continue to build out our R&D team, attract technical talent, and strengthen our core development capabilities to drive technology innovation and maintain our competitive edge.

Consolidate and Expand Our Leadership in China’s E-commerce Operations Across Focused Verticals

China remains one of the world’s largest and most dynamic e-commerce markets, and brands, both domestic and international, continue to seek capable partners to navigate its complexity. We will maintain our verticalized strategy, continuing to focus on high-quality segments within our core categories of nutrition and health, consumer electronics, and beauty and personal care. By delivering excellent operational results, we aim to deepen relationships with existing brand partners while expanding our clientele from leading global groups to high-potential small and medium-sized brands. We will provide comprehensive, full-chain e-commerce services covering front-end marketing, supply chain management, and omnichannel retail execution, offering brand partners one-stop, results-oriented services for the Chinese market.

Further Expand Our Overseas Business to Help Chinese Brands Go Global

The rapid growth of international e-commerce and the increasing global competitiveness of China’s supply chain have created significant opportunities for Chinese brands seeking international expansion. We will continue to expand our overseas e-commerce operations, helping quality Chinese brands and products reach international consumers. We are committed to supporting Chinese brands in their internationalization journey, driving rapid growth in our overseas business. We will also incubate proprietary brands for overseas markets — as we have done with DJiEX and NUKied — transforming quality China-sourced products into brands with global consumer recognition. With North America and Europe as our core focus, we also plan to progressively expand into Latin American and other emerging markets.

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Accelerate General Agency and Authorized Brand Operations Business

As brands increasingly seek low-cost, low-risk models for entering or expanding in the Chinese market, demand is growing for comprehensive brand operators who can assume full responsibility for local market success. We will actively expand our general agency and authorized brand operations business in China, focusing on nutrition and health, beauty and personal care and consumer electronics categories. Under this model, we will continue to develop full-chain capabilities from product development and brand building to omnichannel sales, positioning ourselves as the trusted steward for brands’ long-term success.

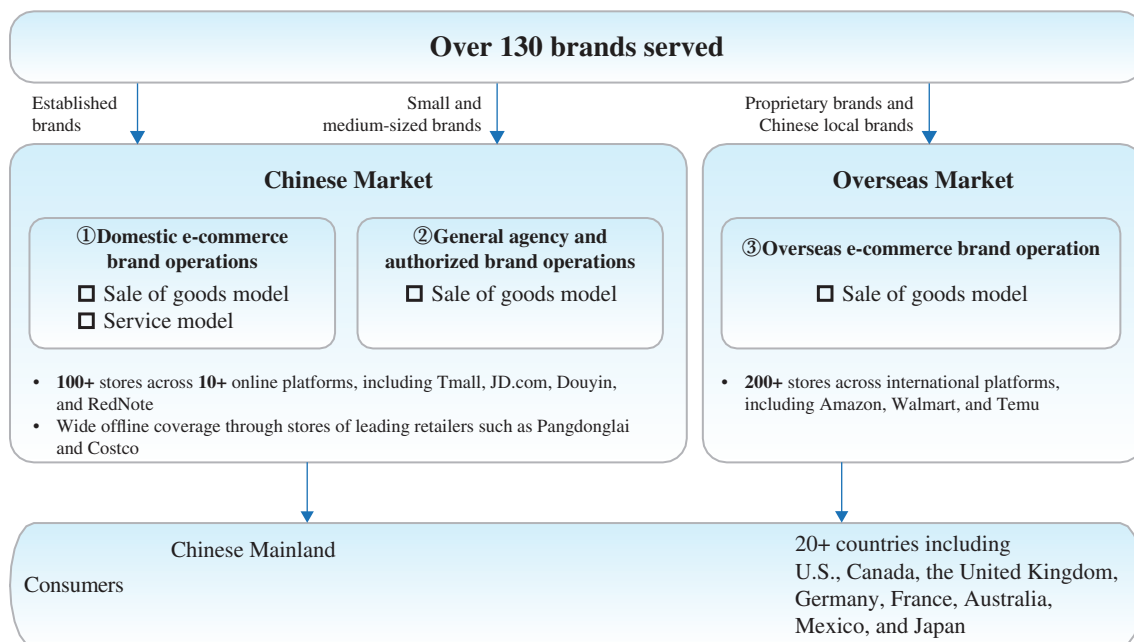
OUR BUSINESS MODEL

Overview

We are a technology-driven brand operator that serves as the critical nexus connecting brands, sales channels, and consumers.

Unlike traditional advertising agencies or conventional agency operation models, we serve as a strategic growth partner for brands and accelerate brand growth through comprehensive, end-to-end operations, directly aligning our revenue with our partners’ success. Our compensation is intrinsically tied to product sales performance. This win-win partnership approach not only reflects our confidence in our operational capabilities but also ensures complete control across the entire value chain — from brand strategy, product pricing, and channel management to customer service and logistics.

By bridging domestic expertise with global reach, we help overseas brands develop and establish deep roots in the Chinese market while propelling Chinese brands onto the world stage. Leveraging our end-to-end operational and marketing service offerings, particularly our AI-powered technology capabilities, and a one-stop model, we enhance our brand partners’ market awareness and sales performance, while ensuring a superior end-customer experience.



Note;

Information contained in this diagram is as of December 31, 2025.

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Our operations are structured into three core business segments: (i) domestic e-commerce brand operations; (ii) general agency and authorized brand operations; and (iii) overseas e-commerce brand operations. The following table sets forth a breakdown of our revenue by business segment for the years indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Domestic E-commerce						
Brand Operations	1,572,382	98.7	1,361,277	98.7	1,214,135	75.5
- Sale of goods	1,199,495	75.3	1,072,213	77.8	985,317	61.3
- Provision of services	372,887	23.4	289,064	20.9	228,818	14.2
General Agency and Authorized Brand Operations	20,977	1.3	17,388	1.3	42,697	2.7
Overseas E-commerce Brand Operations	—	—	—	—	350,867	21.8
Total	<u>1,593,359</u>	<u>100.0</u>	<u>1,378,665</u>	<u>100.0</u>	<u>1,607,699</u>	<u>100.0</u>

Domestic E-Commerce Brand Operations

We provide comprehensive e-commerce operation services for domestic and international brands in China across major third-party Chinese e-commerce platforms, such as Tmall and JD.com, as well as marketing platforms, such as Douyin and RedNote, supporting their sustainable growth in the Chinese Mainland e-commerce markets. Leveraging our deep insight and officially certified service capabilities across omnichannel ecosystems of different e-commerce and marketing platforms, we not only execute efficient supply chain management, store operations, content marketing, and consumer engagement, but also integrate brand performance marketing to provide brands with integrated brand e-commerce operational services.

Under our domestic e-commerce brand operations, our revenue is generated through (i) the sale of goods model — where we act in the capacity of a merchant by purchasing and reselling merchandise from brands, and/or (ii) the service model — where we act as a service provider for brand partners by delivering brand operation services to them.

Sale of Goods Model

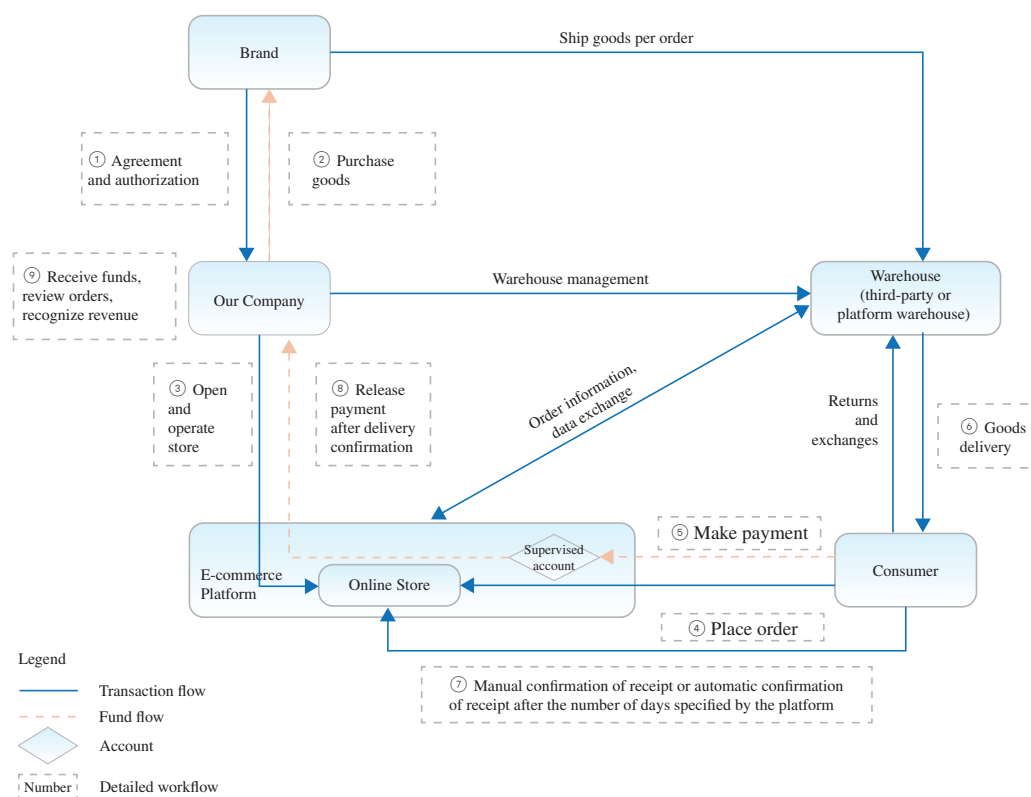
Under the sale of goods model, we act as a merchant by purchasing products from brand partners and reselling them through their authorized channels, which include (i) online brand stores, and (ii) third-party e-commerce platforms, and other distributors.

Under the online brand store channel, we typically purchase goods outright from brand partners and, upon obtaining the corresponding brand authorization, establish and operate official flagship stores or specialty stores on third-party e-commerce platforms such as Tmall and JD.com, as well as marketing platforms such as Douyin and RedNote. Under this model, we maintain ownership of these online stores, including Tmall flagship stores, JD.com POP stores, and Douyin flagship stores. We manage the entire operational cycle, including product planning and procurement, store design and setup, implementation of operational strategies, customer service, consumer analysis and relationship management, warehousing and logistics, and inventory management. Our profit is generally derived from the difference between the product selling price and the procurement cost.

For operating self-operated online stores, e-commerce platforms typically charge fees which are generally calculated as a percentage of the transaction amount or a defined settlement base. These charges encompass various categories, including technical service fees, platform commissions, and software service fees, as well as optional or mandatory charges for services such as shipping insurance, price guarantee insurance, and damage insurance. These fees are typically deducted immediately upon order completion and are generally non-refundable.

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The diagram below illustrates detailed steps of this model.



Under the third-party e-commerce platform and other distributor channel, we typically purchase goods outright from brand partners and, upon obtaining the corresponding brand authorization, sell the products to third-party e-commerce platforms such as JD Supermarket and Tmall Supermarket, or to other distributors, who then resell the products to end consumers. When supplying to these third-party e-commerce platforms, pursuant to specific cooperation agreements, we may also provide value-added operational support services in various combinations, such as store design, store operations, and customer service, in addition to selling goods to them. For other distributors, we do not provide additional operational support services. For further details of sales through self-operated stores, e-commerce platforms and other distributors, see “— Our Sales and Distribution Network.”

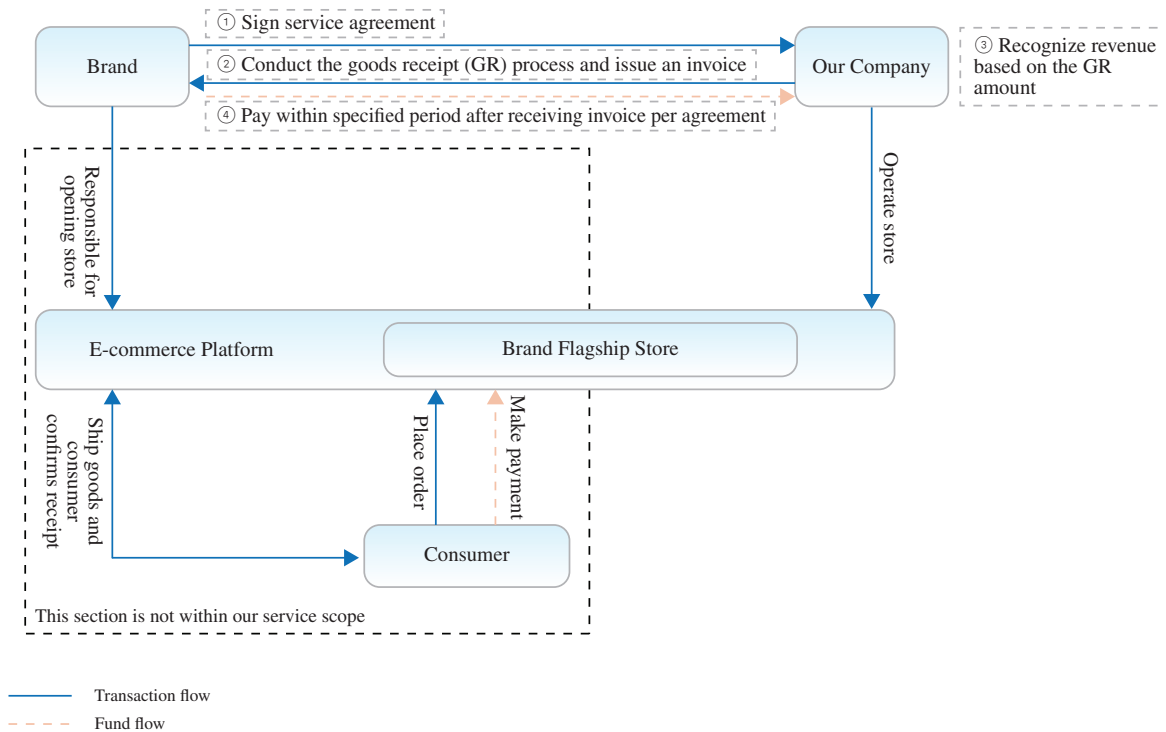
Service Model

Under the service model, we generate revenue by providing brand operation services to our brand partners, and our service offerings are organized into two distinct sub-models: (a) agency operations, where we manage the end-to-end operation of our brand partners’ online stores on their behalf; and (b) brand performance marketing, where we deliver integrated marketing services designed to enhance brand awareness and drive sales conversion. Under the service model, we do not procure merchandise from the brand partners.

(a) Agency Operations

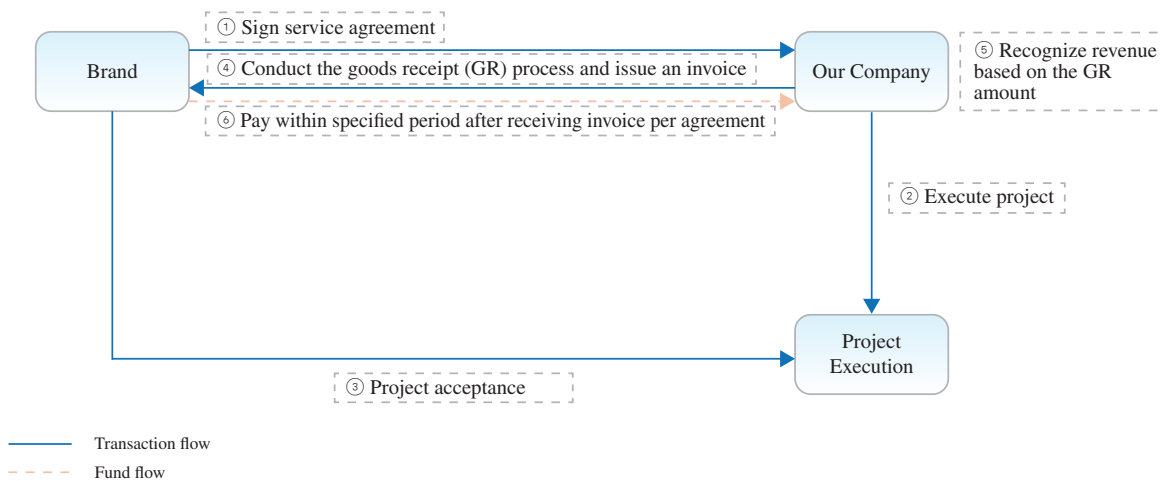
Under the agency operations model, we act as a service provider for brand partners by delivering brand operation services to them. The online stores are established on third-party e-commerce platforms by the brand partners or their authorized agents, who retain ownership of the stores. We operate these stores pursuant to agreements with the brand partners or their authorized agents. In providing brand operation services, we offer tailored, standalone or packaged services based on client requirements, including but are not limited to store design, implementation of operation strategies, promotional planning and execution, customer service and membership management, consumer analysis, and system technical support. The diagram below illustrates details of the agency operations model.

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(b) Brand Performance Marketing

Subject to our brand partners’ marketing objectives, we leverage our industry expertise and understanding of market trends to assist brands in developing and improving their positioning and market strategy, shaping their brand image accordingly, and integrating diverse marketing channels. Through effective consumer cohort management, we help clients attract and retain consumers, thereby achieving user base growth. At the same time, we utilize omnichannel integrated marketing, offline activations, new retail services, and other methods to reach target consumers with precision. This approach not only builds and elevates brand image while increasing penetration among target audiences but also drives traffic to stores and products, ultimately converting engagement into sales. The diagram below demonstrates details of the brand performance marketing model.



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Pricing Policy for our Domestic e-Commerce Brand Operations

Unlike conventional business arrangements where counterparties typically assume a single, fixed role as either a customer or a supplier, the nature of our cooperation with brand partners varies across our business models. Specifically, under the sale of goods model, brand partners act as our suppliers and provide their products to us as the brand operator for resale to end consumers directly or through distribution channels. Conversely, under the service model, brand partners are our customers, engaging us to deliver brand operation services in exchange for service fees. This dual-role dynamic is a distinctive feature of our business and industry and is a key consideration in understanding our pricing arrangements under each model, which is in line with the industry practice, according to Frost & Sullivan.

Although the sale of goods model involves the provision of operational services — such as store design, store operations, and customer service — whether through our operation of online brand stores or our value-added operational support to third-party e-commerce platforms, such services are not separately recorded as revenue generated from the provision of services. Since brand partners are our suppliers in this model, our operational services are integral to converting merchandise into sales revenue. These services also serve to maintain the stability and stickiness of our relationships with brand partners, and ultimately to expand our offering of solutions to them. Our ability to help brand partners accelerate product sales is a key factor that brand partners consider when selecting us to distribute their products. Accordingly, the nature of these embedded services is fundamentally distinct from the brand operation services we provide under the service model, where brand partners engage us as their service provider and we earn service fees as our revenue.

In line with this distinction, we adopt different pricing strategies depending on the nature of our services and the underlying cooperation model with brand partners. Under the sale of goods model, we follow the pricing structure agreed with our brand partners, specifically, a baseline or suggested price range. Under the service model, we charge service fees for assisting brand partners in managing their stores and executing sales strategies. Our service fees under the service model are structured by either fixed service fee, commission-based service fee or a combination of the two. In determining the applicable fee structure and pricing level, we consider various factors, including the scope and intensity of service, required headcount and resource input, target GMV or absolute operating profit, as well as the brand’s current market positioning and scale, the expected workload and the targeted absolute operating profit of the marketing campaign. Our fees vary depending on the complexity, duration, and expected outcome of each campaign, and are aligned with industry benchmarks.

Case Study

The Journey of a Leading Global Professional Electric Toothbrush Brand Under a Global Consumer Goods Company, in Chinese Mainland’s E-Commerce Markets

In 2017, we had secured exclusive operational rights for a global consumer goods company’s electric toothbrush brand’s Tmall flagship store under the sale of goods model, accelerating the brand’s growth on the Tmall platform.

In May 2017, we orchestrated a highly successful “Super Joy Day” IP campaign for the brand on Tmall. The campaign featured a celebrity endorser and introduced a personalized zodiac-themed product customization initiative, targeting and winning over younger consumers. This effort contributed to an increase by over 170% in GMV during the first 618 Shopping Festival following our partnership, compared to the previous 618 Shopping Festival in 2016.

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Starting in 2018, the operational focus in Chinese Mainland’s e-commerce landscape shifted from product-centric strategies to audience-centric strategies. This evolution demanded advanced capabilities in data analytics and consumer insights, enabling brands to transition from a “product-finding-people” approach to a “people-finding-product” model. Leveraging our deep expertise in the consumer electronics sector and our distinctive, fully integrated end-to-end capabilities, we began assisting the brand with CRM initiatives in 2019. These efforts focused on a full-funnel strategy encompassing customer acquisition, engagement, conversion, and retention, maximizing the brand’s consumer asset value. As a result, the brand’s Tmall flagship store achieved over 50% GMV growth in 2019, and in 2020, it achieved a GMV exceeding RMB140 million for the first time during the Double 11 Shopping Festival.

In 2021, Chinese Mainland’s e-commerce landscape underwent significant transformation with the rapid rise of interest-based e-commerce, notably represented by Douyin. Recognizing this trend, we swiftly adapted and introduced an innovative “unified inventory” model. By the end of 2021, we helped the brand launch its Douyin flagship store under the sale of goods model. We drove the brand’s exploration and growth on this emerging platform through three key avenues: live streaming by the brand, collaborations with KOLs, and short-form video content. These initiatives yielded strong results, with the brand’s Douyin flagship store achieving a GMV of RMB30 million in 2022. In 2025, the GMV of our Tmall flagship store increased approximately fivefold compared to 2016, the year prior to the commencement of our partnership.

In addition to generating revenue under our domestic e-commerce brand operations, we also generate revenue from (i) general agency and authorized brand operations, and (ii) overseas e-commerce brand operations. Unlike our domestic e-commerce brand operations, which encompass both the sale of goods model and the service model as described above, our general agency and authorized brand operations and our overseas e-commerce brand operations are typically conducted under the sale of goods model. Accordingly, revenue from these two business segments is derived mainly from the purchase and resale of merchandise, and usually does not include a separate provision of services component.

General Agency and Authorized Brand Operations

Under the authorization of the brand partners, we act as the brand’s exclusive sales agent in the Chinese market. In this capacity, we not only participate in China market product development, brand building, supply chain management, and online and offline omnichannel sales, we also retain operational decision-making authority over channel strategies, product mix, and pricing strategies. Leveraging data insights and industry expertise, we collaborate with brands to optimize product strategies and market layout. Particularly, we help small and medium-sized brands and enterprises expand into the Chinese market through a low-risk model, enabling them to capitalize on the vast opportunities of China’s growth and achieve rapid sales growth.

Pricing Policy for our General Agency and Authorized Brand Operations

Within the price parameters approved by the brand partner or its authorized agent, we have the discretion to set the prices for the products sold under our general agency and authorized brand operations. Our pricing strategy integrates internal cost-based methods with external market-based considerations, balancing project profitability with market competitiveness. In determining final pricing, we consider a combination of factors, including: (i) the brand’s global pricing strategy, (ii) key competitors’ pricing, (iii) product cost structure (including procurement, logistics, warehousing, and platform fees), (iv) marketing and customer acquisition costs across different channels and categories, and (v) our operating costs (including capital, personnel, and overhead), ensuring a reasonable profit margin for sustainable operation. This pricing approach allows us to maintain flexibility in execution while ensuring alignment with the brand partner’s global overall pricing strategy.

BUSINESS

Case Study

The Chinese Mainland Market Expansion Journey of an IP-based Lip Balm Brand

Through collaborations with iconic IPs such as leading global beverage and entertainment IPs, the brand has become a household name in the U.S. and internationally, widely recognized as the “first lip balm” for teenagers. However, due to the high costs associated with its IP licensing and the fact that Chinese Mainland’s mainstream lip balm market remained focused on mass-market, feminine products, the parent company had long been hesitant to enter the Chinese market.

At the start of 2017, leveraging our strong collaborative relationship with the parent company of the brand and track record, the two parties reached an agreement for our Company to act as the exclusive distributor to introduce the brand into Chinese Mainland. Given the brand’s premium pricing (two to three times higher than mainstream brands), its strong IP associations (leading global beverage and entertainment IPs), and its experiential appeal, we adopted a counter-market strategy: “offline encircling online.” This approach allowed consumers to fully experience the fun, fragrance, and visual appeal of IP-based lip balms in offline retail environments, justifying the premium price point.

In 2020, we first introduced a beverage-themed lip balm line, focusing on offline cosmetics stores. Through an experiential in-store retail strategy, the brand quickly gained popularity. In 2020 alone, the brand’s beverage-themed lip balms achieved sales of 1.1 million units, far exceeding the brand’s expectations. Capitalizing on this momentum, in 2022, we started branching out to youth-centric retailers such as Watsons and introduced the even more premium entertainment IP figurine lip balms, offering Chinese young consumers their first experience with cartoon-character-shaped lip balms. The brand evolved from a mere lip care product into a fashion accessory for Chinese youth to hang on their backpacks, expressing their individuality. This helped the brand achieve sales of nearly 1.5 million units in 2022.

Starting in 2022, we began assisting the brand with brand-building initiatives. By localizing its global positioning to align with the characteristics of the Chinese market and consumers, and leveraging marketing platforms such as RedNote for targeted seeding and brand investment, we solidified the brand’s positioning as a “fun, fragrant, and visually appealing” playful lip balm brand. The success of this strategy is demonstrated by the sustained growth of the brand’s signature IP collection for an iconic beverage brand. Unit sales of this collection grew from 359,000 in 2022 to 426,000 in 2023, before surging to 740,000 in 2024 and reaching 798,000 in 2025, demonstrating the powerful and growing resonance of our brand-building efforts with Chinese consumers.

Overseas E-commerce Operations

Building on groundwork commenced in the second half of 2024 and initial operations launched by the end of 2024, our overseas e-commerce operations were fully rolled out in 2025 and comprise two sub-segments: (a) Chinese brand overseas e-commerce, where we help established Chinese brands such as iFLYTEK expand into international markets through e-commerce agency services — essentially the reverse of our domestic e-commerce brand operations model; and (b) proprietary brand development, where we draw on the deep consumer insights, category expertise, and market intelligence accumulated through years of serving brand partners to identify product opportunities, develop proprietary products, and bring them to global consumers by leveraging China’s well-established supply chain and manufacturing ecosystem.

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Chinese Brand Overseas E-Commerce

We are a strategic partner to Chinese domestic brands, facilitating their large-scale global expansion with comprehensive end-to-end services. We deploy deep expertise across major international e-commerce platforms and sales channels, including Amazon, Walmart, and Temu, to provide end-to-end overseas expansion services encompassing market positioning, store operations, marketing and promotion, and global logistics. By synthesizing proven domestic e-commerce playbooks with nuanced localization, we help brands such as iFLYTEK and other consumer technology brands establish and grow their competitive presence overseas. Our collaboration extends beyond channel management to active brand-building, guiding partners from initial market entry to achieving a recognized international brand identity. This sub-segment is akin to the sale of goods model under our domestic e-commerce brand operations, but in the reverse direction — helping established Chinese brands navigate and thrive in overseas markets.

Proprietary Brand Development

In addition to accelerating growth of third-party brands, we have also established a proprietary brand development business that represents our strategic evolution from operational execution to independent value creation. Drawing on the extensive consumer data, product insights, and market intelligence we have accumulated through years of serving brand partners across diverse categories, we are uniquely positioned to identify unmet consumer demand and design products tailored to global markets. Rather than owning manufacturing capacity, we leverage China’s deep and mature supply chain and manufacturing ecosystem to develop and produce these products, which we then market and sell under our own brands through international e-commerce platforms. For example, we have successfully incubated proprietary brands such as DJiEX and NUKied. As we continue to scale this segment, our focus is on building brands with lasting global consumer recognition.

Pricing Policy for our Overseas E-commerce Operations

Our pricing strategy for overseas e-commerce operations integrates internal cost-based pricing methods with external market-based considerations, balancing project profitability with market competitiveness. In determining final pricing, we consider multiple factors, including (i) the brand’s global pricing strategy; (ii) key competitors’ pricing; (iii) product cost structure (including procurement, logistics, warehousing, and platform fees); (iv) marketing and customer acquisition costs across different channels and categories; and/or (v) our operating costs (including capital, personnel, and overhead), ensuring a reasonable profit margin necessary for our sustainable operations. This pricing approach allows us to maintain flexibility at the execution level while ensuring consistency with the overall global pricing strategies for both our proprietary brands and brand partners.

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Case Study

The Global Expansion of Gawfolk, a Display Monitor Brand, on Amazon

Gawfolk, a Chinese monitor brand established in 2021, specializes in gaming and professional displays ranging from 24 to 34 inches, with core competencies in high refresh rates, high color accuracy, and cost competitiveness. Prior to our engagement, the brand had launched Amazon stores in the U.S. and Europe but faced critical challenges, including inconsistent product listings, an average store feedback rating of approximately 3.8 stars, and limited traffic with low conversion efficiency. These issues hindered its ability to capture the growing demand in U.S. and European markets driven by the e-sports boom and the normalization of remote work.

In early 2025, we secured exclusive agency rights for Gawfolk’s U.S. and EU Amazon operations. Upon taking over management of the stores in January 2025, we conducted a comprehensive diagnostic assessment and identified the need for systematic improvements across visual presentation, product listings, and pricing strategy. We developed and executed a multi-pronged optimization strategy:

- *Visual and Brand Enhancement:* We unified the main product images, marketing content, and video displays to reinforce the core selling points of “professional color calibration” and “e-sports grade responsiveness.” We embedded the brand philosophy of “the reliable partner for creators and players” to strengthen brand identity and recognition.
- *Listing Refinement:* We optimized product titles and bullet points around high-traffic keywords such as “4K monitor for designers” and “240Hz gaming monitor” to more precisely capture target customer segments.
- *Differentiated Pricing Strategy:* We adopted a competition-oriented pricing model, positioning Gawfolk slightly below first-tier brands such as Dell and Samsung but above white-label products. This anchored the brand as a “cost-effective professional brand.” We supplemented this with tiered discounts during Prime Day and Black Friday events, along with coupon promotions, to enhance visibility and conversion.

By the end of 2025, the store’s feedback rating had stabilized at 4.9 stars, core product reviews averaged 4.3 stars or higher, and Gawfolk was able to maintain stable sales performance and profit levels across its U.S. and EU Amazon channels.

Beyond front-end operations, we established a data-driven feedback loop with Gawfolk. Drawing on operational insights, we proposed product improvements that led to stricter quality control measures, reducing after-sales rates. We also optimized packaging design and included accessories tailored to U.S. and European consumer preferences, enhancing the unboxing experience and ease of use. This created a positive cycle of operational optimization, product iteration, and sales growth, deepening our collaborative partnership and demonstrating our capability in overseas e-commerce operations and supply chain empowerment for sustainable international growth.

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THE BRANDS WE SERVE

As a leading end-to-end brand operations service provider, we serve a diversified portfolio of international and domestic brands. As of December 31, 2025, we had served over 130 brands spanning various product categories, primarily including nutrition and health, consumer electronics, as well as beauty and personal care.

The table below sets forth the movement in the number of brands we served during the Track Record Period:

	For the year ended 31 December,		
	2023	2024	2025
Total number of brand partners at the beginning of the year . .	65	53	51
Domestic e-commerce brand operations			
Number of brand partners at the beginning of the year	62	50	47
– Increase during the year	19	18	14
– Decrease during the year	31	21	9
Number of brand partners at the end of the year	50	47	52
General agency and authorized brand operation			
Number of brand partners at the beginning of the year	3	3	4
– Increase during the year	1	1	2
– Decrease during the year	1	–	–
Number of brand partners at the end of the year	3	4	6
Overseas e-commerce brand operations			
Number of brand partners at the beginning of the year	–	–	–
– Increase during the year	–	–	20
– Decrease during the year	–	–	–
Number of brand partners at the end of the year	–	–	20
Total number of brand partners at the end of the year	53	51	78

We provide these brands with a diverse range of brand operations services under each of our service pillars, namely, (i) domestic e-commerce brand operations; (ii) general agency and authorized brand operations; and (iii) overseas e-commerce brand operations, depending on their respective business needs. We generate revenue through the sale of products procured from such brands and through the provision of such services. We believe we have established long-term, mutually beneficial relationships with the brands we serve by consistently delivering value, and have maintained cooperative relationships with many of these brands for several years.

For the years ended December 31, 2023, 2024 and 2025, RMB820.6 million, RMB762.8 million and RMB900.7 million, or approximately 51.5%, 55.3% and 56.0% of our total revenue for the respective years were related to the top five brand partners in terms of revenue contribution we served in each year, and RMB286.6 million, RMB240.0 million and RMB273.1 million, or approximately 18.0%, 17.4% and 17.0% of our total revenue for the respective years were related to the largest brand partners in terms of revenue contribution. The tables below set forth certain details of our five largest brands for the years indicated.

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For the year ended December 31, 2025

Brand partner	Year of commencement of business relationship	Background
A	2020	An Australia-based leading natural nutrition brand, specializing in dietary supplements, fish oil, vitamins, infant and toddler formula, and skincare products. The brand entered the Chinese market in 2012, and China is its largest overseas market.
B	2016	A German oral care brand under a globally leading consumer goods conglomerate, recognized as the leading toothbrush brand recommended by dentists globally. The brand is primarily engaged in oral care products, including electric toothbrushes, toothpaste, dental floss, mouthwash, and oral irrigators (water flossers).
C	2021	A leading Japanese daily chemical brand, specializing in personal care products (shampoos, body washes), household cleaning products (laundry detergents, cleaning agents), cosmetics, and sanitary products.
D	2025	A Shenzhen-based consumer electronics and technology company specializing in consumer and professional-grade electronic devices and industry-specific application solutions.
E	2024	A U.S. health supplements brand and one of the world’s largest specialty health supplement retailers, acquired by a major Chinese pharmaceutical company based in Harbin. The brand specializes in vitamins, protein powders, fish oil, and dietary supplements.

For the year ended December 31, 2024

Brand partner	Year of commencement of business relationship	Background
A	2020	Please see above.
B	2016	Please see above.
C	2021	Please see above.
F	2018	A French natural skincare brand specializing in Provençal plant-based skincare. The brand is primarily engaged in facial care, body care, fragrances, hair care, and home products.
G	2023	A U.S. infant and toddler nutrition brand, acquired by a leading global consumer health, hygiene, and nutrition company in 2017. The brand is primarily engaged in infant formula and foods for special medical purposes, marketing its products to over 50 countries and regions worldwide.

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For the year ended December 31, 2023

Brand partner	Year of commencement of business relationship	Background
B	2016	Please see above.
A	2020	Please see above.
C	2021	Please see above.
H	2022	A leading Chinese dairy company, ranking first in the Asian dairy industry and among the top five globally. The company is primarily engaged in liquid milk, dairy beverages, infant formula, frozen drinks, and cheese, with products distributed nationwide and exported to overseas markets.
I	2018	A Danish brewing group and the world’s third-largest brewing company. The group is primarily engaged in beer brewing and sales. It holds a significant position in the Western China market.

Customer Acquisition

We do not maintain a traditional business development team or rely on active outbound marketing efforts for customer acquisition. Instead, our customer base has been developed primarily through referrals and word-of-mouth reputation, which we believe reflects the quality of our services and our strong track record. Our customer acquisition channels can be broadly categorized into the following:

- *Industry and platform referrals.* When brand partners consult e-commerce platforms regarding leading service providers in specific product categories, such platforms may recommend our services based on our established reputation and expertise.
- *Brand referrals.* Our existing brand service capabilities often lead to new business opportunities.
- *Intra-group business expansion.* We have demonstrated a strong capability to expand our service scope within client corporate groups through deepening existing relationships. For example, we initially managed only the e-commerce operations for a premium infant formula brand of a leading global healthcare and nutrition company. Based on our strong performance, our mandate was expanded to cover the client’s entire infant formula portfolio and later extended to include its nutritional supplements business. This pattern of intra-group business expansion through demonstrated service excellence is a strong testament to our ability to broaden our coverage of existing customers, with many of our client relationships having evolved in a similar, organic manner over time.

Agreements with Brand Partners

Our collaborations are tailored to the specific needs of each partner, therefore, the terms of our agreements vary on a brand-by-brand basis.

Set forth below are the key terms of our existing agreements with our brand partners under the sale of goods model:

- *Duration.* Our agreements typically have an initial term of twelve months or more and may be renewed by mutual consent.

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- *Responsibilities of our brand partners.* Brand partners must supply compliant products, fulfill orders, and oversee key commercial strategies, including pricing, sales platforms, promotions, and new product launches. They typically retain the right to discontinue product supply without liability and to audit our sales and inventory records upon request.
- *Our responsibilities.* Our core obligations are to drive sales while preserving brand integrity. We must source all products exclusively from our brand partners or their authorized distributors. We distribute products from our brand partners on either an exclusive or non-exclusive basis, as determined by the terms of each agreement, and are authorized to sell only through agreed-upon channels. All sales activities and product presentation should adhere to the management standards of our brand partners. We must use trademarks and logos in strict accordance with brand partner guidelines and prior approval. We are responsible for executing promotional activities, handling storage and delivery, and maintaining high customer service standards, all under the brand partner’s strategic oversight.
- *Pricing.* The wholesale price, or “contract price,” is set according to the brand partner’s official price list. Brand partners typically set uniform recommended retail prices to maintain stability across sales channels.
- *Payment.* We generally operate on a payment-before-shipment basis, though credit terms or prepayment arrangements may be offered on a case-by-case basis. Certain major brand partners may require a deposit as confirmation that we hold the necessary qualifications and resources to fulfil our contractual obligations. For certain brand partners, we may incur prepayments for the procurement for marketing and promotional resources on behalf of the brand partners, and the associated expenses are ultimately borne by the relevant brand partners. For further details of such prepayments, see “Financial Information — Discussion of certain key items of consolidated statements of financial Position — Current assets and liabilities — Prepayments and other receivables.”
- *Incentives.* We may be eligible for certain incentive-based rebates that are typically tied to our sales performance meeting mutually agreed sales targets. Some brand partners reserve the right to terminate the agreement if we fail to meet such targets.
- *Logistics and delivery.* Once a purchase order is confirmed and payment received, the brand partner arranges shipment within the agreed timeframe. Deliveries are generally made to our designated warehouse, where we inspect and confirm receipt.
- *Returns.* Products delivered to us generally may not be returned or exchanged. Returns are permitted only for manufacturing defects or consumer returns attributable to the brand partner, in each case subject to the brand partner’s confirmation.

Set forth below are the key terms of our existing agreements with our brand partners under the service model:

- *Duration.* Our service agreements typically have an initial term of twelve months and may be renewed by mutual consent.
- *Scope of services.* Our service agreements specifies the specific services (either agency operations services or brand performance marketing services or any combination of underlying services) elected by brand partners on a case-by-case bases subject to their marketing objectives.
- *Responsibilities of our brand partners.* Brand partners supply all necessary materials for online store operations, including images, product descriptions, pricing, and promotional content.

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- *Pricing.* Brand partners retain exclusive control over all product information and retail pricing displayed on the online stores we operate. We are prohibited from publishing product information without prior written consent and must strictly adhere to their pricing directives when processing consumer orders. Brand partners may modify retail prices at any time subject to advance notice, and we implement such changes promptly.
- *Service fees and payment:* Service fees under the service model are structured by either fixed service fee, commission-based service fee or a combination of the two. See “— Our Business Model — Domestic E-commerce Brand Operations — Pricing Policy for our Domestic E-commerce Brand Operations” for details. We may incur prepayments for the procurement for marketing and promotional resources on behalf of the brand partners, and the associated expenses are ultimately borne by the relevant brand partners.
- *Ownership and inventory.* Title to all inventory remains with the brand partners at all times.

OUR SALES AND DISTRIBUTION NETWORK

Based on distribution type, our omnichannel sales and distribution network includes (i) B2C sales; and (ii) B2B sales, including sales to e-commerce platforms and sales to distributors. This comprehensive sales and distribution network allows our brand partners to reach consumers through their preferred touchpoints.

The following table sets forth the breakdown of our revenue by nature and sales channels for the years indicated:

	For the Year Ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Sale of goods	1,220,472	76.6	1,089,601	79.1	1,378,881	85.8
B2C sales	854,159	53.6	607,609	44.1	875,733	54.5
B2B sales	366,313	23.0	481,992	35.0	503,148	31.3
– Sales to e-commerce platforms	266,879	16.8	232,718	16.9	276,370	17.2
– Sales to distributors	97,897	6.1	208,759	15.1	217,022	13.5
– Others ⁽¹⁾	1,537	0.1	40,515	3.0	9,756	0.6
Provision of services	372,887	23.4	289,064	20.9	228,818	14.2
Total	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0

Note:

- (1) Others primarily include (i) sales of remaining inventory to succeeding distributors of relevant brands upon termination of brand collaboration, and (ii) occasional sales to business entities that place bulk orders.

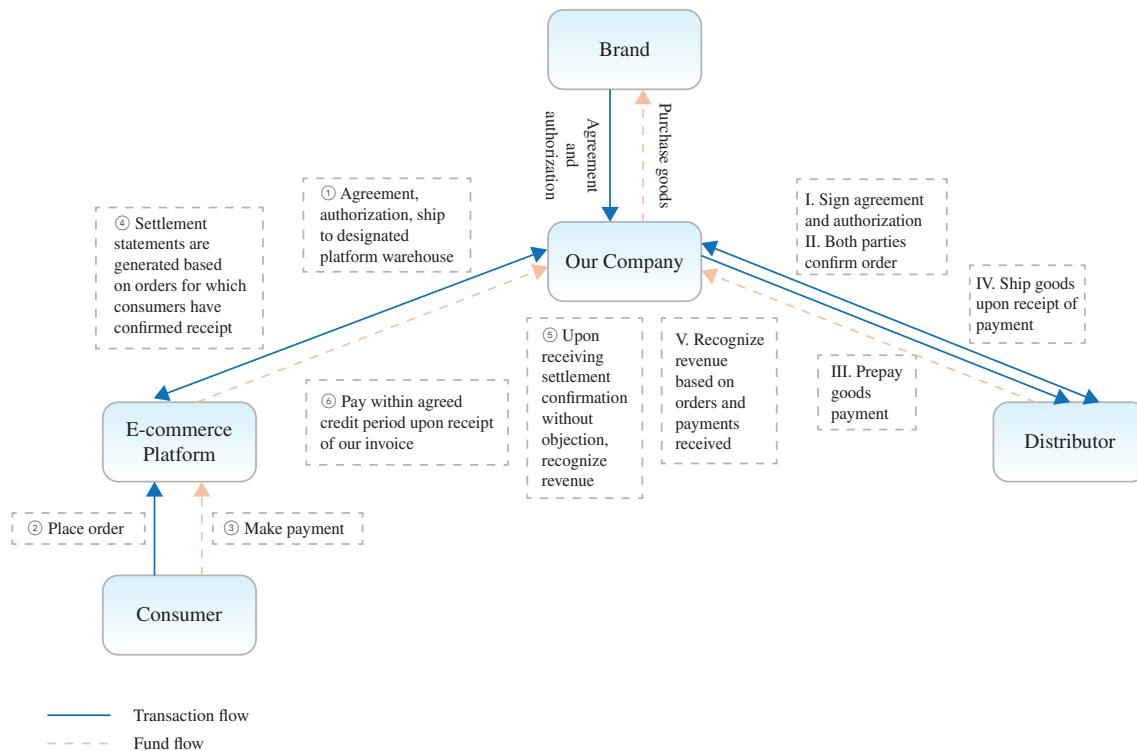
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B2C sales

B2C sales primarily refer to direct-to-consumer sales through our self-operated stores on e-commerce platforms such as Tmall, JD.com, Amazon, Douyin, RedNote, Kuaishou, Youzan, and Weixin mini program and Weixin channels. Consumers can place orders for products in our self-operated online stores and make payments via online payment channels provided by such platforms. For sales through our self-operated online stores, we are responsible for the logistics, fulfillment, and after-sales services of the orders. By maintaining direct sales channels, we can gather valuable feedback from consumers, providing timely insights to refine products and adjust sales strategies. As of December 31, 2023, 2024 and 2025, we had 58, 36 and 290 self-operated stores on e-commerce platforms, respectively. The significant increase in the number of self-operated stores from 2024 and 2025 was mainly due to the commencement and expansion of our overseas e-commerce brand operations requiring us to operate stores for Chinese brands on international e-commerce platforms such as Amazon. The decrease in self-operated stores from 2023 to 2024 reflects the strategic allocation of resources in the development of our overseas e-commerce brand operations, which we believe has a promising business prospect.

B2B sales

In addition to our direct B2C sales to consumers and subject to authorization of brand partners, we also distribute brand partner products through well-known e-commerce platforms and distributors. We have a seller-buyer relationship with e-commerce platforms and distributors, and revenue is recognized when the ownership of our products has been transferred to the e-commerce platforms or distributors. To the best knowledge of our Directors and as of the Latest Practicable Date, all of these e-commerce platforms and distributors were Independent Third Parties.



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Sales to e-commerce platforms

We supply merchandise to e-commerce platforms, such as JD Supermarket (京東超市) and Tmall Supermarket (天貓超市), which subsequently sell the products to end consumers. While these platforms provide the marketplace and facilitate transactions, we provide product information and may assist the platforms in visual merchandising for their online sales interface including the product page and banner in their online stores.

We generally enter into standardized merchandise agreements with these e-commerce platforms. The key terms of the standardized merchandise agreements are summarized as follows:

- *Term.* Our merchandise agreements typically have a fixed term of one year, unless otherwise specified.
- *Our responsibilities.* We are responsible for supplying compliant products to the platform and for maintaining complete and accurate product information through the platform’s system. We are required to maintain sufficient inventory to ensure stable supply and must not offer more favorable pricing on other channels for the same product during the same period. We participate in various promotional activities initiated by the platform, including discounts, and membership programs. We may be required to cooperate with inspections, audits, or testing conducted by the platform.
- *Responsibilities of the e-commerce platforms.* The platform operates and manages the online sales interface and consumer transaction process, including order placement, payment processing, and consumer-facing return procedures, in accordance with applicable laws and platform rules.
- *Minimum procurement requirement.* We generally do not impose minimum procurement requirements on the platform.
- *Pricing.* The platform independently sets retail prices based on its assessment of our recommended retail prices.
- *Payment.* Settlement statements are generated automatically by the platform based on contractually agreed payment terms, such as payment by billing cycle or actual sales settlement. The platform may deduct any amounts payable by us, including platform fees, discounts, rebates, and refunds.
- *Returns.* When a consumer returns a product, the platform processes the refund in accordance with applicable laws and platform rules. In general, if returned products do not meet resale criteria and quality standards, the platform may return such products to us.

Sales to distributors

Sales to distributors primarily refer to sales to end consumers that are conducted indirectly through authorized distributors. Distributors exercise discretion over sales, logistics, and customer service within their agreed territories or distribution channels. During the Track Record Period, our distribution partners included wholesalers and retailers which sell products on e-commerce platforms and offline channels in Chinese Mainland. We sell merchandise to our distribution partners as we believe these distribution partners may further facilitate onward sales of products, thereby enhancing the exposure of our merchandise and our market penetration.

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We have set out a number of criteria in terms of selecting our distribution partners which we believe can help us engage able, competent and willing distributors. Generally speaking, our distribution partners are required to (i) possess knowledge of our products, (ii) have capacity, experience and channels of conducting onward sales of products to end consumers, and (iii) demonstrate willingness to conduct onward sales. In addition, we generally conduct qualification and background checks of our distribution partners.

The following table sets forth the movement in the number of our distribution partners during the Track Record Period:

	For the year ended December 31,		
	2023	2024	2025
At the beginning of the year	74	94	158
Addition	53	109	54
(Inactive ⁽¹⁾)	(33)	(45)	(71)
At the end of the year	94	158	141

Note:

- (1) Inactive distributors refer to distributors that procured from us during the year preceding the year indicated, but made no additional purchases during the year indicated. These distributors may procure from us in subsequent years.

During the Track Record Period, we continued to manage our distributors network by engaging new distributors primarily as a result of the organic growth of our business. During the Track Record Period, we did not terminate any distributor.

We typically enter into standard distribution agreements with distributors. The key terms of the standardized distribution agreements are summarized as follows:

- *Term.* Our distribution agreements typically have a fixed term of twelve months unless otherwise specified.
- *Minimum procurement requirement.* We generally do not impose minimum procurement requirements on distributors.
- *Payment.* Payments are typically structured on a prepayment basis, and orders are shipped upon receipt of payment.
- *Distribution channels.* Distributors are only authorized to resell products within designated distribution channels as specified in the agreements. Unless otherwise agreed by us, distributors may not sell products outside their authorized channels or territories.
- *Pricing.* We sell products to distributors at agreed wholesale prices. We retain the right to adjust the wholesale price or promotional price, provided we notify the distributors in writing. Distributors generally have discretion over resale pricing to end consumers, although we may suggest resale pricing to the distributors. However, any resale price must comply with applicable laws and any brand protection policies agreed upon in the agreements.
- *Transfer of Ownership.* Title and risks transfer to the distributor upon delivery of the goods to the distributor or a third party designated by the distributor, unless otherwise agreed.
- *Return policy.* Returns are generally not allowed unless due to defects subject to our inspection and confirmation.

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Distributor Management

Sub-distributors

We generally do not prohibit our distributors from engaging any sub-distributors. During the Track Record Period and up to the Latest Practicable Date, certain of our distributors engaged sub-distributors and we did not enter into agreements or establish a direct relationship with them. As a result, we do not have direct control over sub-distributors. According to our current policies, our distributors are fully responsible for their respective sub-distributors within authorized distribution channels, which includes overseeing their activities, ensuring compliance with our distribution agreements, and taking necessary actions in case of violations. In addition, distributors shall notify us of the engagement of sub-distributors.

Management of channel stuffing risks

We believe the risk of channel stuffing is minimal. We generally do not impose mandatory sales targets or minimum purchase requirements on our distributors, allowing purchases to reflect actual market demand rather than sales pressure. We typically require distributors to make prepayments. Additionally, we engage in regular communication with distributors to further reduce the risk of channel stuffing. Product returns after delivery and acceptance are generally not permitted unless the product is defective. We believe that this product return policy, coupled with our general requirement of payment-before-delivery, discourages distributors from over-ordering and prompts them to purchase products based on actual demands and avoid large inventory accumulation which helps us avoid channel stuffing. During the Track Record Period and up to the Latest Practicable Date, we did not receive any significant product returns from distributors.

Coordination between sales channels and management of cannibalization risks

There could be overlapping consumer coverage between our self-operated stores, e-commerce platforms and distributors, as well as among distributors. We believe such overlap does not materially and adversely affect our business, primarily because selling products in multiple channels enables us to expand the exposure of the brands to a large group of consumers, offering them different shopping options and convenience. To mitigate the risks of cannibalization, we are committed to maintaining consistent pricing for our products, including products sold under brand management and e-commerce operation services, across all sales channels. We provide suggested retail prices to our distribution partners. However, we have no direct control as to the price at which distribution partners sell our products. Instead, we actively monitor retail prices through various measures, including regular online and offline price checks. The purpose of these checks is to ensure that our pricing remains largely consistent, minimizing major discrepancies that could undermine our market strategy. If we detect any significant price deviations, we actively engage and communicate with the relevant party to identify the causes of such actions, and reach mutually acceptable solutions such as adherence to our suggested retail price. We then continue to monitor the implementations thereof. Should the major price discrepancies persist, we may decide to terminate our cooperation with the relevant party, including the distributors. During the Track Record Period and up to the Latest Practicable Date, no cooperation with distribution partners was terminated due to the deviation of the suggested retail prices.

To the best of our knowledge and as of the Latest Practicable Date, all our distributors were Independent Third Parties; except in their capacity as our distributors, our distributors, or their respective associates, do not have any past or present family, business, employment, or financial relationships with us or our subsidiaries, our Shareholders, Directors or senior management, or any of their respective associates.

OUR MAJOR CUSTOMERS

Our major customers are e-commerce platforms and distributors. The aggregate revenue generated from our five largest customers for each of the years ended December 31, 2023, 2024 and 2025 accounted for 23.7%, 24.8% and 22.9%, respectively, of our total revenue during the same year. Revenue generated from our largest customer for each of the years ended December 31, 2023, 2024 and 2025 accounted for 9.0%, 10.3% and 10.5%, respectively, of our total revenue.

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The following tables set forth information about our five largest customers during the Track Record Period.

For the year ended December 31, 2023

Rank	Customer	Type of products/ services purchased	Background	Year of commencement of business relationship	Revenue contribution (RMB in millions)	Percentage of our total revenue
1	Customer A	Nutritional supplements, personal care products, household cleaning supplies, etc.	A Stock Exchange- and NYSE-listed global technology company focusing on e-commerce and cloud computing	2017	144.1	9.0%
2	Customer B	Personal care, electronics, and automotive accessories and supplies, etc.	A Stock Exchange- and Nasdaq-listed supply chain-based technology and integrated e-commerce platform enterprise	2020	124.6	7.8%
3	Customer C	E-commerce brand operation and marketing services	A company with global leadership in memory semiconductors, televisions, and smartphones, listed on the Korea Exchange and the London Stock Exchange	2018	41.6	2.6%
4	Customer D	E-commerce brand operation services	A private company engaged in the research, production, and sales of beauty, skincare, and wellness products	2020	41.2	2.6%
5	Customer E	E-commerce brand operation services	A NYSE-listed international brand offering high-quality daily cleaning, health, and hygiene products to consumers	2018	27.5	1.7%
Total . . .					379.0	23.7%

For the year ended December 31, 2024

Rank	Customer	Type of products/ services purchased	Background	Year of commencement of business relationship	Revenue contribution (RMB in millions)	Percentage of our total revenue
1	Customer A	Nutritional supplements, personal care products, household cleaning supplies, etc.	Please see above	2017	142.6	10.3%

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Rank	Customer	Type of products/ services purchased	Background	Year of commencement of business relationship	Revenue contribution <i>(RMB in millions)</i>	Percentage of our total revenue
2	Customer B	Personal care, electronics, and automotive accessories and supplies, etc.	Please see above	2020	106.9	7.8%
3	Customer D	E-commerce brand operation services	Please see above	2020	40.7	3.0%
4	Customer F	Marketing services	An international brand that offers consumers innovative products with a unique combination of style and performance	2022	25.6	1.9%
5	Customer C	E-commerce brand operation and marketing services	Please see above	2018	25.2	1.8%
Total . . .					<u><u>341.0</u></u>	<u><u>24.8%</u></u>

For the year ended December 31, 2025

Rank	Customer	Type of products/ services purchased	Background	Year of commencement of business relationship	Revenue contribution <i>(RMB in millions)</i>	Percentage of our total revenue
1	Customer B	Personal care, electronics, and automotive accessories and supplies, etc.	Please see above	2020	168.8	10.5%
2	Customer A	Nutritional supplements, personal care products, household cleaning supplies, etc.	Please see above	2017	106.5	6.6%
3	Customer D	E-commerce brand operation services	Please see above	2020	35.2	2.2%
4	Customer G	Nutritional supplements	A private company focused on the sales of high-quality global dietary nutrition and personal care skincare brands	2023	30.0	1.9%
5	Customer H	Nutritional supplements	A company focused on cross-border sales of health products and beauty cosmetics	2024	27.6	1.7%
Total . . .					<u><u>368.1</u></u>	<u><u>22.9%</u></u>

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To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest customers were Independent Third Parties. During the Track Record Period, none of our Directors, their associates or any of our shareholders (who or which, to the knowledge of our Directors, owned more than 5% of our issued share capital) had any interest in any of our five largest customers in each year during the Track Record Period.

OUR MAJOR SUPPLIERS

Our major suppliers are generally brand partners or their authorized distributors operating in the consumer goods sectors as well as major e-commerce platforms for their platform, promotion and technical services. Purchases from our five largest suppliers for each year ended December 31, 2023, 2024 and 2025 accounted for 47.7%, 57.8% and 51.4%, respectively, of our total purchase amount during the same year. Purchases from our largest supplier for each year ended December 31, 2023, 2024 and 2025 accounted for 16.1%, 14.5% and 14.9%, respectively, of our total purchase amount during the same year.

The following tables set forth information about our five largest suppliers during the Track Record Period:

For the year ended December 31, 2023

Rank	Supplier	Product/Service procured	Background	Year of commencing business relationship	Procurement <i>(RMB in millions)</i>	% of total purchase amount
1	Supplier A	Electric toothbrushes, brush heads, toothpaste, mouthwash, etc.	A leading distributor of a globally renowned daily consumer goods company	2018	217.7	16.1%
2	Supplier B	Fish oil, calcium tablets, vitamins, etc.	A leading Australian natural nutrition company	2020	140.7	10.4%
3	Supplier C	Baby diapers, sanitary napkins, household cleaning products, hair dye, etc.	A century-old Asian enterprise offering hygiene and personal care, health and beauty products, and cosmetics, listed on the Tokyo Stock Exchange	2020	135.0	10.0%
4	Supplier D ⁽¹⁾	Platform, promotion and technical services	A Stock Exchange- and NYSE-listed global technology company focusing on e-commerce and cloud computing	2017	80.8	6.0%
5	Supplier E	Infant formula	A globally recognized brand in infant and toddler nutrition	2023	70.3	5.2%
Total					644.5	47.7%

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For the year ended December 31, 2024

Rank	Supplier	Product/Service procured	Background	Year of commencing business relationship	Procurement amount (RMB in millions)	% of total purchase amount
1	Supplier B	Fish oil, calcium tablets, vitamins, etc.	Please see above	2020	191.9	14.5%
2	Supplier A	Electric toothbrushes, brush heads, toothpaste, mouthwash, etc.	Please see above	2018	187.0	14.2%
3	Supplier C	Baby diapers, sanitary napkins, household cleaning products, hair dye, etc.	Please see above	2020	173.8	13.2%
4	Supplier F	Fish oil, nutritional supplements	A leading brand in the U.S. health supplement market	2022	131.5	10.0%
5	Supplier D ⁽¹⁾	Platform, promotion and technical services	Please see above	2017	78.0	5.9%
Total . . .					762.2	57.8%

For the year ended December 31, 2025

Rank	Supplier	Product/Service procured	Background	Year of commencing business relationship	Procurement amount (RMB in millions)	% of total purchase amount
1	Supplier G	Consumer electronics	A company engaged in the export of various products including maternal and baby products and consumer electronics	2024	219.9	14.9%
2	Supplier B	Fish oil, calcium tablets, vitamins, etc.	Please see above	2020	193.1	13.1%
3	Supplier C	Baby diapers, sanitary napkins, household cleaning products, hair dye, etc.	Please see above	2020	167.9	11.4%
4	Supplier H ⁽²⁾	Electric toothbrushes, brush heads, toothpaste, mouthwash, etc.	A NYSE-listed international brand offering high-quality daily cleaning, health, and hygiene products to consumers	2018	103.1	7.0%
5	Supplier A	Electric toothbrushes, brush heads, toothpaste, mouthwash, etc.	Please see above	2018	73.3	5.0%
Total . . .					757.3	51.4%

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Notes:

- (1) Same as Customer A
- (2) Same as Customer E

To the best of our knowledge, during the Track Record Period and up to the Latest Practicable Date, all of our five largest suppliers were Independent Third Parties, except for Supplier G, namely Beijing Yilingchenfei Technology Co., Ltd. (北京一凌宸飛科技有限公司) (“**Beijing Yilingchenfei**”), which is a connected person at the subsidiary level of our Company. For details of our relationship with Beijing Yilingchenfei, see “Connected Transactions — Our Connected Person.”

Save for the aforementioned, during the Track Record Period, none of our Directors, their close associates or any shareholders of our Company (who or which to the knowledge of the Directors owned more than 5% of our Company’s issued share capital) had any interest in any of our five largest suppliers for each year during the Track Record Period.

OVERLAPPING OF CUSTOMERS AND SUPPLIERS

During the Track Record Period, certain of our major customers were also our suppliers, or vice versa. Such overlapping relationships arise primarily because (i) our brand partners act as suppliers when we procure goods from them for resale, and as customers when we provide brand operation services to them; and (ii) certain major e-commerce platforms to which we sell goods in B2B sales also serve as suppliers, providing us with platform services such as technical support, marketplace access, software functionality, and warehousing and logistics, etc. The following table sets out the overlapping entities among our major customers and suppliers and the amounts of revenue generated from, and purchases made from, each such entity during the Track Record Period:

	Year ended December 31,					
	2023		2024		2025	
	Revenue	Procurement	Revenue	Procurement	Revenue	Procurement
<i>RMB in millions</i>						
<i>Scenario (i) Brand Partners</i>						
Customer D	41.2	31.6	40.7	37.6	35.2	35.3
Supplier B	6.7	140.7	4.3	191.9	3.1	193.1
Supplier C	2.8	135.0	0.2	173.8	5.7	167.9
Supplier E	2.3	70.3	—	—	—	—
Supplier G	—	—	—	—	7.8	219.9
Supplier H (Customer E) . . .	27.5	nil	—	—	2.9	103.1
<i>Scenario (ii) E-commerce Platforms</i>						
Customer A (Supplier D) . . .	144.1	80.8	142.6	78.0	106.5	49.1
Customer B	124.6	23.0	106.9	20.7	168.8	31.7

Note: “—” indicates the entity was not among the five largest customers or suppliers in that year. Revenue figures refer to amounts generated from the entity acting as our customer; procurement figures refer to amounts paid to the entity acting as our supplier.

Scenario (i): Brand Partners

Customer D, Supplier B, Supplier C, Supplier E and Supplier H (also Customer E) are brand partners or their authorized distributors. Their status as both customers and suppliers arises from the nature of our brand operation business: we procure branded products of collaborated brands from these entities for resale under the sale of goods model, while they may also engage us for brand operation services under the service model.

Supplier G, namely Beijing Yilingchenfei, is a connected person at the subsidiary level of our Company. One of Beijing Yilingchenfei’s subsidiaries is an authorized distributor of a brand specializing in consumer and professional-grade electronic devices. We mainly procure such products from Beijing

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Yilingchenfei for resale under the sale of goods model. For details, see “Connected Transactions.” On the other hand, in 2025 we also generated revenue from Beijing Yilingchenfei as it procured certain toy products from us for distribution. We plan to discontinue such sales to Beijing Yilingchenfei prior to the [REDACTED].

Scenario (ii): E-Commerce Platforms

Customer A (also Supplier D) and Customer B are major e-commerce platforms in the PRC. As part of our B2B sales channel, we sell goods to these platforms, generating revenue as reflected above. At the same time, these platforms provide us with essential platform services, including technical infrastructure, marketplace access, software functionality, and warehousing and logistics, etc. The dual relationship is inherent to operating within China’s e-commerce ecosystem, where the same platform that hosts and facilitates sales also charges service fees to merchants.

To the best of our knowledge, all of our sales to and purchases from these overlapping customer-suppliers were conducted in the ordinary course of business under normal commercial terms and on an arm’s length basis, and are common in the e-commerce solutions industry in Chinese Mainland, according to Frost & Sullivan.

OUR PROPRIETARY INTELLIGENT OPERATIONS

We are committed to continuously improving our operational and management efficiency through technological innovation, thereby providing brand partners with more efficient omnichannel services and achieving synergistic development between us and our brand partners. To address the fundamental efficiency constraints in e-commerce marketplaces including fragmented data across platforms and suboptimal workforce productivity, we have developed our proprietary “Intelink” technological architecture. Our proprietary “Data + AI” system platform comprising multiple “Intelink” system modules is designed to transform operational data into a unified strategic asset and to automate complex, repetitive workflows. This end-to-end, intelligent operating solution is the backbone of our service delivery, empowering data-driven decision-making and enabling scalable, high-efficiency growth for our brand partners.

Our “Data + AI” system platform comprises three core modules: (i) “Intelink Data Tower” (聚數塔), our centralized data hub for cross-platform business intelligence; (ii) “Intelink Treasure Basin” (聚寶盆), our end-to-end supply chain and order lifecycle orchestrator; (iii) “Intelink Energy Shield” (聚能盾), our high-frequency operational automation engine which includes our AI customer service agent, “Intelink Chatbot” (聚能聊). Each of these modules is designed as a mission-critical system targeting a specific and acute pain point within the e-commerce operational value chain.

1. “Intelink Data Tower” (聚數塔) — Our Centralized Data Hub for Cross-Platform Business Intelligence

This module is engineered to solve the core industry pain point of data fragmentation across multiple platforms, such as Tmall, JD.com and Douyin, which feature disparate algorithms, data formats, and reporting standards. It directly addresses the limitations of traditional BI systems, which are often limited to single-platform data viewing, lack cross-platform correlation capabilities, prioritize data integration over intelligent insight, and are ill-suited for the fast-paced e-commerce environment. By deeply integrating big data distributed processing with AI algorithms tailored for e-commerce, the Intelink Data Tower manages the full pipeline from data collection and cleansing to fusion, intelligent analysis, and insight generation. Its core innovations and capabilities include:

- **Adaptive Data Ingestion:** Employs a distributed cluster architecture with redundancy to ensure uninterrupted, real-time data collection. The system dynamically adapts to platform API changes.
- **Multi-Modal Data Fusion:** Advanced algorithms unify structured data (sales, inventory) with unstructured data (customer reviews, marketing content) to create a holistic data asset.
- **Cross-Platform Standardization Engine:** A proprietary engine maps and calibrates heterogeneous metrics across platforms, creating a single source of truth. It is designed for rapid integration of new sales channels.

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- **AI-Powered, Zero-Code Analytics:** Features a natural language and drag-and-drop interface for generating real-time reports and dashboards. The system proactively surfaces insights and strategic recommendations, moving beyond passive data querying to active intelligence delivery.

The following example illustrates how Intelink Data Tower addresses specific client challenges and delivers operational improvements:

- **Intelink Data Tower for a leading multinational lighting manufacturer:** For this global leader operating across multiple platforms and categories, fragmented data across its e-commerce and offline channels was impeding critical decision-making. We deployed our Intelink Data Tower module to develop a custom analytics system that unifies sales, inventory, and user data from major e-commerce platforms and offline channels into a single, real-time view. This integration enabled this client to monitor channel performance and optimize operations dynamically, transforming data fragmentation into a strategic advantage.

2. “Intelink Treasure Basin” (聚寶盆) — Our End-To-End Supply Chain and Order Lifecycle Orchestrator

This module is designed to overcome the “data silo” problem in traditional order management — which leads to poor sales forecast accuracy, weak cross-departmental coordination, and delayed risk control. This module creates a comprehensive management system spanning the entire “procurement-logistics-supply-to-consumer sales” chain. It facilitates the fusion of data from different business cycles and enables intelligent, full-process risk control. Its core innovations and capabilities include:

- **Cross-Process Order Correlation Algorithm:** Creates dynamic links between purchase orders, logistics manifests, warehouse supply records, and end-consumer sales orders. This enables precise tracking, data lineage, and predictive trend analysis for any SKU across its entire lifecycle.
- **Unified Data Architecture for Heterogeneous Business Lines:** Seamlessly integrates data from diverse operational models, including general trade, cross-border import, and overseas expansion, by employing customized data cleaning and mapping protocols.
- **Precision Demand Forecasting Model:** A scenario-adaptive AI model that significantly improves the accuracy of sales predictions, thereby optimizing procurement planning, inventory allocation, and working capital efficiency.

The following example illustrates how Intelink Treasure Basin addresses specific client challenges and delivers operational improvements:

- **Intelink Treasure Basin for Cross-Border Supply Chain Transformation:** International e-commerce presents inherent supply chain challenges, as lengthy lead times from domestic sourcing to overseas fulfillment often conflict with rapidly shifting consumer trends. Our Intelink Treasure Basin module addresses this core pain point by creating end-to-end visibility across the entire supply chain, from domestic sourcing to Amazon U.S. fulfillment centers. The platform replaces fragmented, slow-moving logistics with a unified, intelligent system. Its predictive models analyze market trends and historical sales data to inform stocking decisions, while real-time tracking across the supply chain enables brands to adapt their strategies proactively.

3. “Intelink Energy Shield” (聚能盾) — Our High-Frequency Operational Automation Engine

This module targets the low efficiency, high volume of repetitive tasks, and error-prone nature of manual e-commerce operations. It utilizes AI automation to replace human labor in tasks such as product maintenance and order processing, moving towards “minimal-person” or “unmanned” operations across multiple platforms. Its core innovations and capabilities include:

- **Multi-Platform Flexible Adaptation:** Compatible with the interfaces of all major e-commerce platforms, enabling efficient, synchronized batch operations across storefronts.

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- **Intelligent Fault Tolerance:** Incorporates automated error detection and exception handling, triggering alerts or corrective actions to maintain operational integrity and accuracy.
- **Agile Architecture:** The system’s design allows for rapid adaptation to frequent changes in platform rules and policies.

The latest AI application within this module is the Intelink Chatbot (聚能聊) — our autonomous, full-service AI customer service agent. Moving beyond basic chatbot assistance, this “digital employee” manages the entire customer inquiry lifecycle without human intervention. Its core innovations and capabilities include:

- **Humanized Interaction:** Utilizes natural language generation and emotional perception algorithms to deliver communication experiences that closely mimic human customer service.
- **Omnichannel Knowledge Integration:** Has real-time access to and understanding of store product catalogs, active promotions, and industry knowledge to provide accurate, context-aware responses.
- **High-Concurrency Performance:** Engineered to handle massive volumes of simultaneous customer inquiries with consistently fast response times.
- **Seamless Human-AI Handoff:** Features a sophisticated escalation protocol to transfer complex or sensitive issues to human agents smoothly, ensuring service continuity and quality.

The following example illustrates how Intelink Energy Shield addresses specific client challenges and delivers operational improvements:

- **Intelink Chatbot for AI-Powered Customer Service:** The industry standard for AI customer service has historically been limited, with most automated solutions handling only 40% to 50% of basic inquiries before requiring human intervention. Our Intelink Chatbot, built on a native AI architecture within the Intelink Energy Shield module, delivers genuinely human-like interaction by understanding context and managing complex, multi-turn dialogues independently. For one operated store, deployment of the chatbot achieved over 60% cost reduction, while maintaining all established service key performance indicators and ensuring seamless support during peak sales events.

RESEARCH AND DEVELOPMENT

We are committed to developing customer-oriented digital services and differentiated product and service offerings through advancing our proprietary intelligent operations and IT capabilities to address the evolving needs of our brand partners and customers. As of December 31, 2025, our R&D department comprised 31 personnel, encompassing both our information technology research and product design and development functions. Our R&D efforts are strategically focused on e-commerce platforms, supply chain optimization, enterprise applications, and digital marketing, as we continuously promote business system integration, enhance supply chain efficiency, and build a robust, scalable digital infrastructure.

We believe our R&D and strong IT capabilities are essential to maintaining our competitive position and driving the long-term growth of our business, delivering seamless, data-driven experiences that anticipate market demands and elevate customer engagement. This focus enables us to not only react to the evolving digital landscape but to actively shape it, providing us and our brand partners with a decisive technological advantage.

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We have produced several technical achievements and have a proven track record of generating a large amount of intellectual property and industry know-how fundamental to our operations. Our continuous efforts on innovation in the industry have been awarded with multiple accreditations and recognition from various organizations and entities. At a national and municipal level, we hold prestigious certifications including National High-Tech Enterprise, Zhongguancun High-Tech, and Specialized, Sophisticated, and Innovative small and medium sized enterprise designations.

Furthermore, our proprietary technology and operational expertise are validated through strategic accreditations and certified partnerships with leading global e-commerce platforms, which are critical to our service delivery. Our technical credentials include:

- **“Intelligent Customer Service Robot” provider on the JD.com open platform (awarded July 2025).** This qualification allows us to provide JD.com POP stores and self-operated merchants on JD.com with AI-powered marketing services via the JD app and Weixin, enabling merchants to create interactive marketing activities for end consumers.
- **“Interactive Marketing” services on the JD.com open platform (awarded October 2019).** This early accreditation is based on the application of AI technology, empowering us to provide merchants with rapid, efficient, and intelligent customer service support, including automated responses, customer intent recognition, and precise product recommendations.
- **“Merchant Backend System” on the Alibaba Taobao open platform (awarded April 2021).** This certification allows us to develop and integrate proprietary software for merchants to manage core e-commerce functions such as product listings, transactions, and logistics directly through the Taobao ecosystem.
- **“E-commerce Backend Application” on the ByteDance Douyin open platform (awarded December 2020).** This accreditation enables us to develop custom software for Douyin merchants, facilitating platform integration for comprehensive management of goods, orders, and logistics.
- **“Selling Partner API” integration with the Amazon developer platform (awarded August 2025).** This certification grants us the capability to connect with Amazon stores for advanced data and business process automation, enhancing operational efficiency for our brand partners.

This suite of platform-level certifications underscores our deep technical integration capabilities and positions us as a trusted brand operation partner within the most significant domestic and global e-commerce ecosystems.

In addition, we have continued to enhance our proprietary “Data + AI” system platform, which has allowed us to deliver superior omnichannel services that foster synergistic growth with our brand partners. For details, see “— Our Proprietary Intelligent Operations.”

Building on our “Intelink” system modules, an important aspect of our R&D efforts is currently focused on synthesizing these capabilities into a unified, advanced AI agent. The strategic objective is to pioneer our OPS operational model. We are in the process of designing this AI agent to function as an autonomous store manager, overseeing multiple stores, synthesizing data, executing routine operations, and managing logistics to form a closed-loop, self-optimizing system. The development of this model aims to transform operational scalability by freeing human roles from high-frequency, repetitive task execution and shifting them towards strategic oversight and anomaly management. Successfully implementing this innovative architecture would enable a single operator to guide the performance of multiple storefronts efficiently.

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WAREHOUSE AND LOGISTICS

During the Track Record Period, we primarily engaged third-party providers for warehousing and logistics services across our operations in Chinese Mainland and overseas markets, including the U.S., the United Kingdom, and Germany. We select these service providers based on criteria such as reputation, operational scale, track record, and pricing. We set strict standards for transportation that these providers must follow, and conduct periodic evaluations to ensure smooth and safe delivery.

For orders placed on major e-commerce platforms that possess their own warehousing capabilities, goods are shipped directly into their integrated fulfillment networks. These networks provide storage, order processing, and last-mile delivery. For platforms without their own fulfillment services, we engage third-party service providers to handle warehousing and logistics services process returns and after-sales activities. Their operations are supported by integrated ERP systems that ensure full inventory visibility, real-time data synchronization with our internal systems.

During the Track Record Period and up to the Latest Practicable Date, we had not experienced any significant delay or inappropriate handling of products that materially or adversely affected our business operations.

QUALITY MANAGEMENT

Our commitment to quality management and reliability helps strengthen the recognition and trust among our customers.

Our internal management function is responsible for setting quality-related objectives and implementing internal quality management. For third-party brand partner products, we maintain strict onboarding protocols and require the submission of product test reports, certifications, and samples to ensure conformance with our quality expectations.

We maintain a rigorous, top-down quality management system to ensure consistent service delivery and customer satisfaction. The system is spearheaded by our general manager, who establishes the corporate quality policy, provides strategic oversight, and ensures adequate resources for our implementation. Dedicated functional departments execute specific quality mandates: the HR and administration department manages personnel training, internal communication, and documentation control; the R&D center is responsible for the development and maintenance of all critical business and operational systems; and the business departments are directly accountable for market research, client engagement, supplier management, and the execution of all customer-facing services and marketing activities. This integrated structure ensures quality control is embedded at every operational level, from strategic planning to daily service delivery.

We have obtained a series of certifications, including ISO 9001:2015 certification applicable to e-commerce operations, performance marketing, and brand operations, and ISO 27001:2022 certification applicable to information security management related to e-commerce operations, performance marketing, and brand operations.

As a result of our stringent quality control measures, during the Track Record Period and up to the Latest Practicable Date, there was no incident of failure in our quality management system which had a material impact on us.

CYBERSECURITY, DATA SECURITY AND PERSONAL INFORMATION PROTECTION

Cybersecurity, data security and personal information protection are among the key focuses of our operations. We have developed strong cybersecurity technology and practices that safeguard our systems and data and have established a dedicated information security team to supervise our data protection and data security, ensure compliance with applicable laws and regulations and ensure we are meeting the expectations of consumers and our brand partners.

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In our day-to-day business, we collect, store, use and are entrusted with the processing of personal information only in limited circumstances.

In our online retail business, we collect personal information of consumers from e-commerce platforms to provide pre-sales consultation, order management, delivery or arranged delivery services, and after-sales service. This information includes account name, recipient name, recipient mobile number, shipping address and payment information. All such personal information is subject to de-identification measures before we access or use it. The e-commerce platforms’ privacy policies inform consumers about this data sharing, and consumers provide their consent for these processing activities by agreeing to the e-commerce platform’s privacy policy when they register.

When conducting business with brand partners, we collect basic contact information that is voluntarily provided by their legal representatives or business contacts, including name, contact phone number and email address. We collect this information for the purposes of contract negotiation, contract execution and other routine business communications.

In our channel distribution, services, and agency or licensed brand operations businesses, we are entrusted to process data on behalf of our brand partners according to their instructions. This data may include personal information. For these entrusted data processing activities, we enter into agreements with our brand partners that include specific data processing terms. These terms clarify that we must process the data only for the purposes and in the manner determined by the brand partner. We are required to implement appropriate technical and organizational measures to ensure the integrity, confidentiality and availability of the data. The terms also require us to return the data to the brand partner upon termination of the cooperation.

We operate overseas flagship stores on certain international e-commerce platforms and we only act as overseas data recipients to receive consumer data transmitted cross-border by those platforms. We do not conduct any cross-border transfers of data. During the Track Record Period and up to the Latest Practicable Date, we have not received any notification from the relevant authority that the data we processed has been determined to be important data, nor have we been involved in any inquiries, investigations, or penalties from the National or local Cyberspace Administration of China or the Cybersecurity Review and Market Regulation Big Data Center of China regarding cybersecurity reviews.

To ensure full compliance with PRC cybersecurity, data security and personal information protection regulations, we have devoted substantial resources to advanced information-security technologies and management practices to safeguard personal information. We have established internal policies addressing key areas of cybersecurity and data protection:

- *Physical Environment Security:* Our policies address security requirements for the use and management of network infrastructure, including physical environments, server rooms, office computers, and storage devices.
- *Network Security:* Our policies establish overall network security requirements covering access management, logging, data backup, and emergency drills.
- *Data and Personal Information Protection:* Our policies classify data based on sensitivity into general information and confidential information, with stricter requirements for confidential information. We have also adopted dedicated manuals covering the full lifecycle of data and personal information protection, including collection, storage, use, sharing, and deletion.
- *Emergency Response:* Our disaster recovery plan categorizes security incident scenarios, defines emergency response organizational structure and responsibilities, and establishes procedures for handling security incidents. We conduct regular emergency drills and continuously evaluate and improve our response plans.

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- *Employee Management:* Our policies clearly define employee confidentiality obligations regarding data. All employees sign intellectual property and confidentiality agreements reinforcing these obligations. We conduct regular training on cybersecurity and data protection laws and regulations to enhance employee awareness, with particular emphasis during new employee onboarding.
- *Third-Party Management:* Our policies establish management requirements for different types of partners. For partners involving personal information interaction, we enter into personal information processing agreements clarifying rights and obligations, and we retain the right to audit and continuously supervise such partners.

In addition, we have implemented various technical measures to protect data security:

- *Network Security Operations:* We deploy antivirus and firewall systems to monitor network status and record security events.
- *Prevention of Computer Viruses and Network Attacks:* We have deployed firewall equipment to defend against external attacks and intrusions. Security policies are configured for servers to only permit necessary network protocols and ports, reducing network security risks.
- *Access Management:* We implement access control measures where employees are granted only the minimum necessary access required for their positions. Access rights are adjusted or revoked promptly upon position changes, and we regularly audit employee access configurations.
- *Data Encryption and Backup:* Personal information stored in our OMS system is de-identified and encrypted. We conduct regular backups of OMS system data and perform hourly backups to separate locations.

As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we did not experience any cybersecurity or data security incidents, nor were we subject to any administrative penalties or involved in any litigation for violations of the PRC Cybersecurity Law, Data Security Law or Personal Information Protection Law and, as of the Latest Practicable Date, we were in compliance with the applicable PRC cybersecurity, data security and personal information protection regulations in all material respects.

INTELLECTUAL PROPERTY RIGHTS

Our intellectual property rights are key to our success and competitiveness, primarily consisting of patents, copyrights and trademarks we use. As of December 31, 2025, we had, eleven patents — among which three were invention patents — 91 software copyrights, 19 registered trademarks in Chinese Mainland, and 14 registered trademarks overseas. See “Statutory and General Information — B. Further Information about our Business — 2. Our Material Intellectual Property Rights” in Appendix IV for details.

We undertake a proactive approach to managing our intellectual property portfolio. Our R&D department performs regular monitoring of our intellectual rights. We will take action when we are aware of a potential infringement of our intellectual property rights.

During the Track Record Period and up to the Latest Practicable Date, we did not experience any threatened or pending disputes, litigation, or legal proceedings for any material violation of intellectual property rights of any person which would have a material adverse effect on our business.

BUSINESS

SEASONALITY

Our operations through e-commerce platforms commonly experience seasonal fluctuations in revenues. For example, our distributors and business partners tend to allocate the largest portion of their budgets during holiday seasons in order to take advantage of the increased holiday spending by consumers. Generally, our distributors and business partners spend more on performance-based marketing in the fourth quarter of the year, as retail companies conduct most sales in the fourth quarter. We expect our revenues to continue to fluctuate based on seasonal factors that commonly affect e-commerce of consumer goods. In addition, we generally experience higher sales volume on third-party e-commerce platforms, such as Tmall and JD.com, during the marketing activities and shopping seasons, for example, the Double 11 Shopping Festival and the 618 Shopping Festival. We also expect to be more exposed to overseas shopping events including Black Friday, given the expansion of our overseas e-commerce operations. Our revenue from these e-commerce platforms is generally significantly higher in the fourth quarter compared to the rest of the year due to shopping festivals.

COMPETITION

We face competition from other brand e-commerce solution providers in Chinese Mainland. According to Frost & Sullivan, the industry is relatively fragmented, with the top ten companies accounting for 15.3% of the total market share in 2024 by GMV. We are among the leading players in the industry, with particular strength across key platforms and product categories.

We differentiate ourselves through our strong performance on key platforms. We have developed deep expertise in understanding and leveraging platform-specific search and recommendation mechanisms, particularly on the JD.com platform where we are a leading service provider. We also possess specialized capabilities in the consumer electronics sector, demonstrating our product expertise in a category characterized by rapid technological iteration and complex specifications.

According to Frost & Sullivan, as brand partners’ demand shifts from single-function execution to integrated solutions, companies with cross-platform operation capabilities, data analytics expertise and supply chain coordination are better positioned to build sustainable competitive advantages. We believe our capabilities across these areas enable us to provide tailored solutions that enhance operational efficiency for our brand partners.

We also support Chinese brands in expanding into overseas markets. According to Frost & Sullivan, Chinese Mainland’s cross-border e-commerce import and export value reached RMB2.7 trillion in 2024 and is expected to reach RMB4.4 trillion by 2029. When entering overseas markets, Chinese brands face different platform rules, traffic acquisition mechanisms and compliance requirements. Drawing on our experience in platform operation, localized content production, global logistics and consumer services, we help brands establish and optimize their presence on international e-commerce platforms with lower upfront investment, allowing them to focus on product development and brand management.

EMPLOYEES

As of December 31, 2025, we had 620 employees. Substantially all of our employees are based in Chinese Mainland. The following table sets forth a breakdown of our employees by function as of December 31, 2025.

Function	Number of Employees	% of total employees
R&D	31	5.0%
Management and administrative	97	15.6%
Marketing and promotion	49	7.9%
Operations	443	71.5%
Total	620	100.0%

BUSINESS

Our success relies on our ability to attract, motivate, train, and retain skilled personnel. We believe we offer competitive compensation packages and a collaborative, creative work environment, which has allowed us to attract and retain qualified talent and maintain a stable core management team. We recruit talents, with high standards and rigorous procedures and through various methods, including campus recruitment, online recruitment, internal referrals, and third-party recruiters, to select the best-fit personnel for the corresponding positions in response to our various talent demands.

We invest in continuing training programs, including regular and tailor-made internal and external training, for our employees to improve their professional knowledge and management skills, upgrade their skill sets, and keep abreast of the industry standards in their respective positions.

In line with PRC laws, we participate in government-mandated employee benefit plans, including social insurance for pensions, medical care, unemployment, work-related injury, maternity, and housing funds. We are required by PRC law to contribute to employee benefit plans at specific rates based on employee salaries, bonuses, and certain allowances, according to standards set by local regulations. We believe that we maintain good working relationships with our employees, and we have not experienced any material labor disputes, strikes, protests or any difficulty in recruiting staff for our operations during the Track Record Period and up to the Latest Practicable Date.

INSURANCE

During the Track Record Period, we provided mandatory social insurance for our employees as required by PRC social insurance regulations, such as pension insurance, unemployment insurance, work injury insurance and medical insurance. We believe our existing insurance coverage is adequate for our existing operations and is in line with industry standards and complies with the relevant rules and regulation in the PRC. Nevertheless, we may be exposed to claims and liabilities which exceed our insurance coverage. See “Risk Factors — Risks Relating to Our Business and Industry — We may not have sufficient insurance coverage.” During the Track Record Period and up to the Latest Practicable Date, we had not made, neither had we been the subject of, any insurance claims which are of a material nature to us.

PROPERTIES

We own and lease certain properties in the PRC to support our business operations.

Owned Land and Properties

As of December 31, 2025, we owned two properties with an aggregate site area of approximately 71.5 m² in Chinese Mainland and an aggregate gross floor area of approximately 687.62 m². All of these properties have been granted land use right certificates and title certificates. These properties are primarily used for office purposes.

Leased Properties

As of December 31, 2025, we leased ten properties in Chinese Mainland with an aggregate gross floor area of approximately 5,646.2 m² that are primarily used for office purposes. The leases generally have a term ranging from one to three years.

As of the Latest Practicable Date, four lease agreements of our Group were not registered with the appropriate government authorities. As advised by our PRC Legal Advisor, 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 penalized or fined by the relevant authorities. Our PRC Legal Advisor is of the view that the aforementioned failure to complete the registration of the lease agreements will not have a material adverse impact 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. Therefore, we believe that the failure to complete the registration of the lease agreements will not materially and adversely affect our business, the results of operations or our financial condition.

BUSINESS

As of 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 (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.

LICENSES, PERMITS AND APPROVALS

We are required to maintain various licenses, permits and approvals in order to operate our business. We continually monitor our compliance with the requirements related to licenses, permits and approvals in order to ensure that we have all such licenses, permits and approvals which are necessary to operate our business. As advised by our PRC Legal Advisor, during the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, permits and approvals from relevant authorities in Chinese Mainland that are material to the operation of our existing business.

The following table sets forth a list of material licenses, permits and approvals held by us as of December 31, 2025.

License/Permit	Holder
Food Business License	Hangzhou Data Intelink
Pre-packaged Food Filing Qualifications	Hangzhou Intelink Performance Beijing Bay Line Beijing Data Flying Hangzhou Bay Line Shanghai Blue Intelink Shanghai Meiguang Yunshang Tianjin Bay Line
Import and Export Consignor/Consignee Filing . .	Beijing Bay Line Shanghai Asiaca Beijing Data Flying Tianjin Bay Line

LEGAL PROCEEDINGS AND COMPLIANCE

Legal Proceedings

We may from time to time become a party to various legal, arbitration or administrative proceedings arising in the ordinary course of our business. During the Track Record Period and up to the Latest Practicable Date, to the best knowledge of our Directors, we had not been and were not a party to any material legal, arbitral or administrative proceedings, and we were not aware of any material pending or threatened legal, arbitral or administrative proceedings against us or our Directors.

Compliance

During the Track Record Period and up to the Latest Practicable Date, we had not been and were not involved in any material non-compliance incidents that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations. However, we could be subject to fines, penalties, and orders requiring that we change our practices, which could have an adverse effect on our business and results of operations if our practice fails to comply with applicable laws and regulations.

BUSINESS

ENVIRONMENTAL, SOCIAL AND CORPORATE GOVERNANCE

We are committed to integrating ESG considerations into our business operations. Our Board has the overall responsibility for overseeing our ESG strategy, management approach, policies and performance, including ESG-related risks and opportunities.

Upon the [REDACTED], the ESG Committee will comprise of three executive Directors. The ESG Committee will lead our Group’s ESG- and climate-related planning and implementation. Its members have expertise in areas such as employment and labor practices, occupational health and safety, product responsibility, supply chain management and business ethics. The chairperson of the ESG Committee will report ESG matters to our Board at least annually. Under its terms of reference, the responsibilities of the ESG Committee include: (i) assessing and recommending improvements to the ESG management framework; (ii) reviewing and proposing changes to the ESG vision and strategy; (iii) reviewing performance against goals, targets, and annual sustainability-related key performance indicators (“KPIs”); (iv) monitoring stakeholder feedback, market trends, and peer performance; (v) identifying significant sustainability-related and climate-related risks and opportunities; (vi) advising our Board on identified sustainability risks; (vii) proposing action plans and targets to address ESG opportunities; (viii) supervising the ESG working group to advance the sustainability agenda; (ix) monitoring implementation progress; (x) reviewing and approving the annual ESG report; and (xi) supporting other duties as proposed by the chairperson of the ESG Committee.

The ESG working group, comprising senior executives and heads of major business units or functions, will support the planning, development, and implementation of our ESG strategy and will report to the ESG Committee at least annually upon [REDACTED].

Identification and Management of ESG-related Risks and Opportunities

We conduct periodic assessments to identify, assess and prioritize material ESG-related risks and opportunities, taking into account our business nature, industry characteristics, and with reference to local and international reporting frameworks. Set forth below is a summary of identified material ESG-related risks and opportunities and the corresponding measures that have been formulated.

ESG-related risks	Timeframe	Potential impacts	Our responses
Climate-related physical risks			
Acute risks: The increased severity and frequency of extreme weather events due to climate change (e.g., typhoons, rainstorms and floods)	Short, medium and long term	- Disruption to business operation and supply chain and logistics arrangement - Damage to property and assets	Monitoring local weather forecast closely, reminding employees to remain familiar with business contingencies, and implementing emergency protective measures
Climate-related transition risks			
Policy and legal risks: Evolving climate-related laws and regulations in transition to a low-carbon economy, including China’s 2060 carbon neutral goal	Medium to long term	Increase in compliance and operating costs	Regularly monitoring changes in laws and regulations, and promptly communicating updates to employees to ensure compliance

BUSINESS

ESG-related risks	Timeframe	Potential impacts	Our responses
Other ESG-related risks			
Supply chain risks: Energy consumed and greenhouse gas (“GHG”) emissions released along the supply chain	Medium to long term	• Increase in reputational and operational risks	• Establishing policies requiring suppliers to comply with applicable environmental regulations and to explore opportunities to minimize energy consumption where feasible
Supplier product quality and supply chain stability risks: Failure to meet customer expectations due to poor supplier product and service quality as well as poor supply chain stability	Short, medium and long term	• Increase in reputational risks, which may adversely impact our financial results	• Establishing procurement and supplier management policies that define supplier evaluation criteria (quality, technical capability and delivery) and foster long-term partnerships to ensure supply chain stability
Climate-related opportunities			
Resource efficiency: Increasing market and/or customer demand for adoption of equipment with higher energy efficiency and enhanced operational efficiency	Short, medium and long term	• Reduced operating costs through use of energy equipment and improved operational efficiency	• Establishing energy conservation policies and measures, such as adopting energy-efficient lighting systems where appropriate

Environment Protection

Our environmental policy focuses on emission reduction, waste reduction, resource conservation, protection of natural resources, and addressing climate change.

Energy and Greenhouse Gas Emissions Management

Our primary source of energy consumption and GHG emissions (Scope 2) is purchased electricity. To improve energy efficiency and reduce emissions, we have adopted energy-efficient equipment, LED and intelligent lighting systems that automatically adjust based on occupancy and working hours, increased use of natural lighting, and encourage employees to switch off equipment when not in use. We will also consider adopting electric vehicles where appropriate.

Water Consumption

Our water consumption mainly arises from municipal water usage in operations. We have implemented water-saving practices, including timely repair of dripping taps, adoption of water-efficient fixtures, and internal communications to encourage employees to reduce water usage.

BUSINESS

Waste Management and Use of Resources

Non-hazardous waste primarily consists of general refuse such as office paper, food waste, waste plastics, and waste glass. We ensure proper handling and disposal of all waste, engaging licensed third parties where necessary, with relevant departments responsible for classifying, collecting, and labelling waste by category. To minimize non-hazardous waste, we promote recycling through waste sorting and internal communications. Hazardous waste is securely stored in designated areas and containers, with detailed records maintained by category. Additionally, we adopt sustainable packaging practices, including the use of recyclable, reusable, and material-minimizing packaging.

Environmental Metrics and Targets

The table below sets forth key environmental metrics of our business operations^{1, 2}:

		For the year ended December 31,		
		2023	2024	2025
Unit				
Emissions				
<i>GHG emissions^{3, 4}</i>				
Total (Scopes 2, 3)	tCO ₂ e	899.36	696.41	639.20
(i) Energy indirect emissions (Scope 2) . . .	tCO ₂ e	189.01	176.05	157.38
(ii) Other indirect emissions (Scope 3) ⁵ . . .	tCO ₂ e	710.35	520.36	481.82
Total (Scopes 2) intensity	tCO ₂ e/million RMB revenue	0.15	0.16	0.11
Total (Scopes 2, 3) intensity . . .	tCO ₂ e/million RMB revenue	0.71	0.62	0.45
<i>Use of Resources</i>				
<i>Energy (Purchased electricity)</i>				
Total	MWh	304.61	304.75	272.43
Intensity	MWh/million RMB revenue	0.24	0.27	0.19
<i>Water</i>				
Total	m ³	— ⁶	1,098.00	1,570.00
Intensity	m ³ /million RMB revenue	— ⁶	0.98	1.11

1 These data cover our Group’s major business operations.

2 Any discrepancies between totals and the sum of individual figures are attributable to rounding.

3 Our major business operations did not involve fuel consumption during the Track Record Period, such that we did not generate Scope 1 GHG emissions.

4 The calculation of GHG emissions made reference to the GHG Protocol published by the World Business Council for Sustainable Development (WBCSD) and the World Resources Institute (WRI). Scope 2 (Energy indirect) emissions cover GHG emissions of indirect energy resulted from purchased electricity consumed by our operations, while Scope 3 (Other Indirect) emissions that occur in our Group’s value chain.

5 The Scope 3 emissions include available data arising from Category 6: business travel and Category 7: employee commuting.

6 Water consumption for 2023 is recorded as nil as water charges were covered by the property management fee. As a result, no separate water consumption data is available for this year.

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Social Responsibility

Employment and Labor Practice

We uphold equal opportunity, diversity, and inclusiveness across recruitment, compensation, promotion, and benefits. We respect labor rights and strictly prohibit child labor and forced labor. We actively invest in our workforce through internal and external training programs to enhance professional skills. We also strengthen employee engagement by organizing recreational activities and maintaining open communication channels to promote job satisfaction and a supportive working environment.

Occupational Health and Safety

We place great emphasis on safeguarding employee health and safety. To this end, we have established health and safety policies and measures, including annual health check-ups through a dedicated corporate health fund, regular fire safety inspections, employee safety training, and organized sports and fitness activities to promote physical well-being.

Supply Chain Management

We have established a supply chain ESG risk management policy outlining our sustainability expectations for suppliers, covering employment practices, health and safety, business ethics, data privacy, and environmental protection. ESG considerations are incorporated into new supplier selection and regular supplier evaluations. We also promote environmentally preferable procurement by prioritizing products with higher energy efficiency and encouraging suppliers to adopt environmentally friendly products and services.

Product Responsibility

We are committed to delivering high-quality and safe products and services. We have obtained ISO 9001:2015 quality management system certification and have implemented comprehensive quality control and assurance procedures supported by our quality management team. Our measures include customer requirement verification, service delivery management, and ongoing performance and customer satisfaction monitoring.

To ensure customer satisfaction, we have standardized after-sales services, including customer follow-up, complaint handling, and corrective actions. To safeguard customer privacy, we have obtained ISO/IEC 27001:2013 certification for information security management and have established data protection measures covering data collection, storage, processing, destruction, and archiving. We also protect intellectual property through a designated team and periodic employee training.

We have established policies to ensure the authenticity and reliability of our product advertising, marketing, and labeling materials. All marketing content is governed by a multi-level review process, requiring final approval from the compliance department, and is subject to regular audits. We engage external legal counsel as needed to ensure compliance and prevent misleading claims.

Business Ethics

We uphold high standards of business ethics and strictly prohibit bribery, extortion, fraud, money laundering, and other unethical practices. Preventive measures include anti-corruption training for our Board and employees, a non-retaliation policy to protect whistleblowers, and established whistleblowing channels for reporting potential misconduct. Our Board oversees the implementation and effectiveness of these measures.

Community Investment

We strive to contribute to the community and shoulder corporate responsibility. We will explore opportunities to establish additional focus areas for community investment and partnerships with social impact organizations where appropriate.

BUSINESS

RISK MANAGEMENT AND INTERNAL CONTROL

We have in place a reasonable internal control and risk management system to address the strategic, operational, financial, legal, investment and market risks identified in relation to our operations. This system comprises various measures and policies, including budget management, procurement management, expenditure management, sales and development management, safety and environmental protection management, investment management, connected party transaction controls, anti-fraud and whistleblowing procedures, information disclosure controls, human resources management, IT management and financial and operational controls and monitoring procedures.

Our Board is responsible for overseeing our overall risk management, such as determining risk management objectives and policies. The Board has authorized the senior management to design and implement procedures that ensure the effective implementation of risk management objectives and policies. The senior management review the effectiveness of implemented procedures and the rationality of risk management objects and policies through monthly reports submitted by functional department. After due consideration, our Directors are of the view that our current internal control measures are adequate and effective.

To monitor the implementation of our risk management policies and corporate governance measures after the [REDACTED], we have implemented or will continue to implement, among others, the following risk management measures:

- establish the audit committee to review our financial reporting process and internal control system, set up the risk management and internal audit procedures, provide advice and comments to our Board and perform other duties and responsibilities as may be assigned by the Board. For details of the qualification and experience of these members, see “Directors, Supervisors and Senior Management — Overview;”
- establish anti-fraud policies to identify, prevent and punish unethical and illegal conducts, as well as whistle-blowing procedures to encourage our employees to bring those conducts to the attention of our senior management and the Board and ensure the protection of whistle-blowers;
- adopt various policies to ensure our compliance with the Listing Rules, including but not limited to policies in respect of risk management, connected transactions and information disclosures;
- engage accounting firms to provide professional advice and consultations with respect to our risk management; and
- arrange for our Directors and senior management to attend training seminars on the Listing Rules’ requirements and the responsibilities of a director of a Hong Kong [REDACTED] company.

AWARDS AND RECOGNITIONS

During the Track Record Period and up to the Latest Practicable Date, we received a number of awards and recognitions in connection with our business. Some of the significant awards and recognitions we have received are set forth below.

Year Awarded	Award/Certificate	Issuing Organization
2025	“Specialized, Sophisticated, Distinctive and Innovative” Enterprise	Beijing Municipal Bureau of Economy and Information Technology
2025	Beijing Top 100 Service Industry Enterprises	Beijing Enterprise Confederation, Beijing Entrepreneurs Association

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Year Awarded	Award/Certificate	Issuing Organization
2025	Vice President Unit of China Electronics Chamber of Commerce	China Electronics Chamber of Commerce
2025	18th Jintou Awards for Commercial Creativity Bronze Award	Jintou Awards Foundation
2025	Asia-Pacific Stevie Awards Content Marketing Innovation Gold Award	Stevie Awards Organization
2025	Douyin E-commerce Ordinary Service Provider	Douyin E-commerce
2025	JD Health Annual Outstanding Authorized Operation Service Provider “Iron Holly” Award	JD Health
2025	JD Jingzhuoyue Partner	JD.com Group
2025	JD Authorized Operation Jingzhuoyue Partner	Jingmai Service Market
2025	Tmall Ecosystem Certification — Digital Intelligence Capability Super V-Partner	Tmall
2025	Beijing Top 100 Service Industry Enterprises	Beijing Enterprise Confederation, Beijing Entrepreneurs Association
2024	National High-Tech Enterprise	Beijing Municipal Science and Technology Commission, Beijing Municipal Finance Bureau, State Taxation Administration Beijing Municipal Taxation Bureau
2024	2024 12th TopDigital Innovation Marketing Award for Brand Original IP Annual Special Award	TopDigital
2024	2024 12th TopDigital Innovation Marketing Award Major Event Marketing Annual Special Award	TopDigital
2024	JD Jingzhuoyue Category Service Provider Partner	Jingmai Service Market
2024	JD Jingzhuoyue Partner	Jingmai Service Market
2024	JD Health Annual Outstanding Authorized Operation Service Provider “Iron Holly” Award	JD Health
2024	Tmall Global Gold Star Service Provider	Tmall Global
2024	Tmall Fast-Moving Consumer Goods Industry Ecosystem Honorary Partner	Taobao and Tmall Group
2023	Sabre Awards 2023 Winner Word of Mouth	PRovoke Media
2023	Jintou Awards for Commercial Creativity	Jintou Awards Foundation
2023	Effie Awards for Effectiveness Marketing	China Advertising Association
2023	Douyin E-commerce Bronze Brand Service Provider	Douyin E-commerce
2023	JD Jingzhuoyue Service Provider	JD Service Market
2023	Best Partner	JD.com Group
2023	JD Health Annual Outstanding Authorized Operation Service Provider “Iron Holly” Award	JD Health

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Year Awarded	Award/Certificate	Issuing Organization
2023	JD.com Annual Outstanding Authorized Operation Service Provider	JD Retail
2023	Tmall Global Gold Star Service Provider	Tmall Global
2023	Taobao Tmall Five-Star Service Provider	Taobao and Tmall Group

CONNECTED TRANSACTIONS

OVERVIEW

Upon the [REDACTED], certain transactions between us and our connected person, which are entered into in our ordinary course of business, will constitute our continuing connected transactions under Chapter 14A of the Listing Rules.

OUR CONNECTED PERSON

The table below sets forth the connected person of our Company involved in the connected transaction set out in this section and the nature of its connection with us:

Name	Connected Relationship
Beijing Yilingchenfei Technology Co., Ltd. (北京一凌宸飛科技有限公司) (“ Beijing Yilingchenfei ”)	As of the Latest Practicable Date, Ms. Du Ping (杜萍) held 99.0% partnership interest in Beijing Sky Patrol Technology Partnership Enterprise (Limited Partnership) (北京巡天科技合夥企業 (有限合夥)) (“ Beijing Sky Patrol ”) which is a substantial shareholder of Beijing Data Flying. Beijing Sky Patrol is therefore a connected person at the subsidiary level of our Company. Beijing Yilingchenfei is owned as to 99.58% by Ms. Du Ping and is therefore an associate of Beijing Sky Patrol and a connected person at the subsidiary level of our Company

PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

Product Procurement Framework Agreement

Principal terms

On [●], our Company (for itself and on behalf of its subsidiaries) entered into a product procurement agreement with Beijing Yilingchenfei (for itself and on behalf of its subsidiaries), pursuant to which we agreed to procure various products including but not limited to consumer electronics from Beijing Yilingchenfei and its subsidiaries (“**BJ Yilingchenfei Group**”) for sale on Amazon stores or other platforms in the United States.

The initial term of the Product Procurement Framework Agreement commenced on the [REDACTED] and ended on December 31, 2028, subject to renewal upon the mutual consent of both parties. Relevant subsidiaries of both parties will enter into separate underlying agreements and/or orders which will set out the specific goods and payment requirements such as payment method, settlement time and payment information of the goods in the manner as provided in the Product Procurement Framework Agreement.

CONNECTED TRANSACTIONS

Reasons for and benefits of the transaction

One of Beijing Yilingchenfei’s subsidiaries is an authorized distributor of products from brand partner D, which specializes in consumer and professional-grade electronic devices. During the Track Record Period, our Group has purchased products from BJ Yilingchenfei Group in the ordinary and usual course of our Group’s cross-border e-commerce business. Our Group and BJ Yilingchenfei Group have established a stable business relationship, and BJ Yilingchenfei Group has acquired a comprehensive understanding of our business and operational requirements. Therefore, we believe it is in the best interest of our Group and our Shareholders as a whole to continue to procure products from BJ Yilingchenfei Group who is capable of fulfilling our demands with a stable and high quality supply of products on terms which are similar to or better than those offered by BJ Yilingchenfei Group to Independent Third Parties.

Pricing policies

The purchase price of relevant products payable by our Group under the Product Procurement Framework Agreement shall be determined based on arm’s length negotiations between the parties, taking into account various factors, including (i) the selling prices of the products offered by BJ Yilingchenfei Group, (ii) our expected cost and profit margin; and (iii) the prevailing market price of comparable products. The pricing terms under the Product Procurement Framework Agreement shall be no less favorable than terms available to Independent Third Parties and the purchase price shall be at least in line with the market rates and in the best interests of our Company and our Shareholders as a whole.

Historical transaction amounts and annual caps

The table below sets out the historical transaction amounts during the Track Record Period and the expected maximum transaction amounts for the year ending December 31, 2028.

	Historical amounts for the years ended December 31,			Proposed annual cap for the years ending December 31,		
	2023	2024	2025	2026	2027	2028
		(RMB’000)			(RMB’000)	
Purchase of products	N/A	N/A	219,919	414,300	435,000	456,700

Basis of annual caps

In determining the proposed annual caps for the transactions contemplated under the Product Procurement Framework Agreement, we have taken into consideration, among other things, (i) the historical transaction amount for the year ended December 31, 2025, (ii) the procurement of products from BJ Yilingchenfei Group since July 2025; (iii) the anticipated increase in the demand for products over the next three years, and (iv) the expected market price of such products.

Listing Rules implications

The Directors (including the independent non-executive Directors) have approved the transaction and confirmed that the terms of the Product Procurement Framework Agreement are fair and reasonable, on normal commercial terms, and in the interests of our Company and its Shareholders as a whole. As the highest applicable percentage ratio of the transactions calculated for the purpose of Chapter 14A of the Listing Rules, for each of the three years ending December 31, 2028 is expected to be 1.0% or more, and the transaction is with a connected person at the subsidiary level, pursuant to Rule 14A.101 of the Listing Rules, the transaction shall be subject to the reporting, annual review, announcement but exempt from the circular and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

WAIVER APPLICATION FOR PARTIALLY-EXEMPT CONTINUING CONNECTED TRANSACTION

On the basis of the above, pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange [has granted], waivers exempting us from strict compliance with the announcement requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in “ — partially-exempt continuing connected transaction” in this section, subject to the condition that the aggregate amounts of the continuing connected transaction 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 section, we will take immediate steps to ensure compliance with such new requirements within a reasonable time.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including independent non-executive Directors) are of the view that: (i) the partially-exempt continuing connected transaction as set out above has been and will be carried out in our ordinary and usual course of business and on normal commercial terms or better, on terms that are fair and reasonable in the interests of our Company and our Shareholders as a whole; and (ii) the proposed annual caps for such transaction are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

CONFIRMATION FROM THE SOLE SPONSOR

Having taken into account (i) the documentation and information provided by the Company; (ii) due diligence conducted and discussions with the Company and (iii) the confirmations and representations from the Company and Directors, the Sole Sponsor is of the view that (a) the partially-exempt continuing connected transaction as set out above has been and will be carried out in the ordinary and usual course of business of the Company and on normal commercial terms or better on terms that are fair and reasonable in the interests of the Company and the Shareholders as a whole; (b) the proposed annual caps for such transaction are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES

In order to ensure that the terms under relevant framework agreement for the continuing connected transaction are fair and reasonable or no less favorable than terms available to or from Independent Third Parties, and the connected transactions are carried out under normal commercial terms, we have adopted the following internal control procedures:

- we have adopted and implemented a management system on connected transactions. Under such system, the Audit Committee is responsible for the review on compliance with relevant laws, regulations, our Company’s policies and the Listing Rules in respect of the continuing connected transactions. In addition, the Audit Committee, the Board and various internal departments of our Company are jointly responsible for evaluating the terms under agreements for the continuing connected transactions, in particular, the fairness of the pricing policies and annual caps under each transaction;
- the Audit Committee, the Board and various internal departments of our Company also regularly monitor the fulfillment status and the transaction updates under the agreements. In addition, the management of our Company also regularly reviews the pricing policies of the agreements for the continuing connected transactions;

CONNECTED TRANSACTIONS

- our independent non-executive Directors will conduct annual review of the continuing connected transactions and provide annual confirmation to ensure that, in accordance with the Listing Rules, the transactions are conducted in accordance with the terms of the agreements, on normal commercial terms and in accordance with the pricing policy; and
- when considering any renewal or revision to the relevant agreements after [REDACTED], interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at Board meetings or Shareholders’ general meetings (as the case may be), and our independent non-executive Directors and independent Shareholders have the right to consider if the terms of the continuing connected transaction (including the proposed annual caps) are fair and reasonable, on normal commercial terms or better and in the ordinary and usual course of business of our Group, and in the interests of our Company and our Shareholders as a whole. If the independent non-executive Directors’ or independent Shareholders’ approvals (as the case may be) cannot be obtained, we will not continue the transactions under the relevant agreements to the extent that they constitute non-exempt continuing connected transactions under Chapter 14A of the Listing Rules.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

OVERVIEW

Our Board currently consists of eight Directors, comprising five executive Directors and three independent non-executive Directors. The following table sets forth certain information regarding our Directors:

Name	Age	Position(s)	Date of joining our Group	Date of appointment as our Director	Roles and responsibilities	Relationships with other Directors, Supervisors or senior management members
Mr. Xiong Kun (熊鯤)	49	Chairman of our Board, executive Director, general manager and chief executive officer	September 14, 2015	September 25, 2015	Formulating the overall development strategy of our Group and supervising our Group’s operations	None
Mr. Cheng Songyan (程松岩)	47	Executive Director, deputy general manager and chief financial officer	January 1, 2009	August 15, 2015	Overseeing our Group’s operations, managing our Group’s financial affairs	None
Mr. Qiu Lin (邱林)	48	Executive Director and deputy general manager	February 1, 2018	February 28, 2020	Overseeing our Group’s operations, managing our Group’s operations	None
Ms. Li Huijing (李惠靜)	46	Executive Director	January 1, 2017	November 16, 2020	Overseeing our Group’s operations	None
Mr. Dai Bosen (代博森)	43	Executive Director	October 18, 2012	December 9, 2024	Overseeing our Group’s operations	None
Mr. Li He (李賀)	45	Independent non-executive Director	March 20, 2026 (effective upon the [REDACTED])	March 20, 2026 (effective upon the [REDACTED])	Providing independent advice and judgment to our Board	None
Ms. Song Lei (宋蕾)	37	Independent non-executive Director	March 20, 2026 (effective upon the [REDACTED])	March 20, 2026 (effective upon the [REDACTED])	Providing independent advice and judgment to our Board	None
Ms. Zhao Guibi (趙桂碧)	39	Independent non-executive Director	March 20, 2026 (effective upon the [REDACTED])	March 20, 2026 (effective upon the [REDACTED])	Providing independent advice and judgment to our Board	None

Executive Directors

Mr. Xiong Kun (熊鯤), aged 49, is the chairman of our Board, an executive Director, the general manager and the chief executive officer of our Company. Mr. Xiong joined our Company as a general manager and a Director in September 2015 and was subsequently appointed as the chairman of our Board in August 2017. Mr. Xiong is primarily responsible for formulating the overall development strategy of our Group and supervising our Group’s operations.

From October 2013 to September 2015, he served as a senior vice president of a digital marketing agency under BlueFocus Intelligent Communications Group Co., Ltd. (北京藍色光標數據科技集團股份有限公司), a company primarily engaged in digital marketing and communications, the shares of which are listed on the SZSE (stock code: 300058), where he was responsible for marketing.

Mr. Xiong obtained his bachelor’s degree in biochemistry, and master’s degree in biochemistry and molecular biology from Nankai University in June 1999 and June 2002 respectively.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Xiong was (i) an executive director of Lanhe Auto Sales (Shanghai) Co., Ltd. (藍合汽車銷售(上海)有限公司), a company established in the PRC principally engaged in wholesale of motor vehicle parts and accessories, prior to its deregistration on October 26, 2020, (ii) a director and a general manager of Hangzhou Shuju Zhenyu Technology Co., Ltd. (杭州數聚振宇科技有限公司), a company established in the PRC principally engaged in software development, prior to its deregistration on June 9, 2025, and (iii) a director and a general manager of Blue Songli Beauty Technology (Tianjin) Co., Ltd. (藍色松莉美容科技(天津)有限公司), a company established in the PRC principally engaged in retail, prior to its deregistration on April 19, 2022. Mr. Xiong confirmed that the aforementioned companies were solvent and were not involved in any material non-compliance incidents immediately prior to their deregistration.

Mr. Cheng Songyan (程松岩), aged 47, is our executive Director, the deputy general manager and chief financial officer. He has served as an executive Director since August 2015 and as our chief financial officer since May 2020. He is primarily responsible for overseeing our Group’s operations and managing our Group’s financial affairs.

From November 2001 to February 2015, Mr. Cheng served as the general manager of Beijing Durian Marketing Planning Co., Ltd. (北京榴蓮營銷策劃有限公司), formally known as Beijing Changyisi Technology Development Co., Ltd. (北京暢益思科技發展有限公司), a wholly-owned subsidiary of our Group primarily engaged in marketing planning.

Mr. Cheng obtained his certificate of accounting profession in the PRC in March 2017. He obtained the board secretary qualification certificates issued by the Shanghai Stock Exchange and the Shenzhen Stock Exchange in September 2018 and December 2018, respectively.

Mr. Cheng obtained an associate degree in computer science and applications from Jinzhou Normal University (錦州師範學院) in 2000. He obtained a master’s degree in business administration (general management) from City University of Seattle in December 2009. He further obtained a master’s degree in business administration from China University of Political Science and Law in June 2017.

Mr. Cheng was a supervisor of Lanhe Auto Sales (Shanghai) Co., Ltd. (藍合汽車銷售(上海)有限公司), a company established in the PRC principally engaged in wholesale of motor vehicle parts and accessories, prior to its deregistration on October 26, 2020. Mr. Cheng confirmed that the aforementioned company was solvent and was not involved in any material non-compliance incidents immediately prior to its deregistration.

Mr. Qiu Lin (邱林), aged 48, is our executive Director and deputy general manager. He joined our Group in February 2018 as the general manager of our technology center. He was appointed as our Director since February 2020 and as our deputy general manager since November 2020. He is primarily responsible for overseeing our Group’s operations, managing our Group’s operations.

Mr. Qiu has approximately 13 years of experience in the information technology and software industry. From February 2004 to May 2016, he served at International Business Machines (China) Investment Co., Ltd. (國際商業機器(中國)投資有限公司), a company primarily engaged in information technology services and solutions. From August 2016 to July 2017, he served as the chief technology officer at Beijing Keruisi Sports Technology Co., Ltd. (北京可銳思體育科技有限公司), previously known as Beijing Kuai Tu Power Information Technology Co. (北京快兔動力信息技術有限公司), a company primarily engaged in information technology development and services.

Mr. Qiu obtained his bachelor’s degree in computer software and master’s degree in computer applications from Nankai University in June 2000 and July 2003, respectively.

Ms. Li Huijing (李惠靜), aged 46, is our executive Director. She joined our Company as our senior creative director in January 2017 and was promoted to our chief creative officer in January 2018. In July 2021, she was further appointed as the general manager of the new product development department. She was appointed as our Director in November 2020. Ms. Li is primarily responsible for overseeing our Group’s operations.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Ms. Li has approximately 24 years of experience in the advertising and creative industries. From January 2002 to February 2007, she served as a designer and art director at Publicis PR Consultancy Shanghai Co., Ltd. (陽獅公關諮詢(上海)有限公司, previously named as Guangxun Xianqu (Shanghai) Enterprise Management Consulting Co., Ltd. (廣迅先趨企業管理諮詢(上海)有限公司)), a company primarily engaged in brand consulting and marketing communication services. From February 2007 to March 2011, she served as a senior art director at Shanghai Field Force Marketing Consultant Services Co., Ltd. (上海精實營銷諮詢有限公司), a company primarily engaged in advertising and integrated marketing communications. From September 2011 to August 2012, she served as a senior art director and creative planner at M2.0 Interactive Group (北京奔跑世紀科技發展有限公司), a company primarily engaged in digital marketing and interactive advertising services. From August 2012 to August 2015, she served as creative director at Beijing Meiguang Interactive Advertising Co., Ltd. (北京美廣互動廣告有限公司), a company primarily engaged in advertising creative planning and brand communication services, and was later promoted to senior creative director from August 2015 to December 2016.

Ms. Li has been named as an inventor or co-inventor of several utility model patents registered in the PRC in relation to consumer products, including household, personal care and cosmetics-related products. The relevant patents are owned by our Company and reflect Ms. Li's experience and contribution in product design, functional innovation and consumer-oriented product development.

Ms. Li obtained her master's degree in industrial design engineering from Beijing University of Civil Engineering and Architecture (北京建築大學) in June 2021.

Mr. Dai Bosen (代博森), aged 43, is our executive Director. He served as the general manager of the operation center of our Company since February 2020 and a Supervisor since February 2021. From August 2024 to December 2024, he was re-designated as the chairman of our supervisory committee, and was appointed as our executive Director in December 2024. Mr. Dai is primarily responsible for overseeing our Group's operations.

Mr. Dai has approximately 14 years of experience in e-commerce operation and management. Since October 2012, he served in various operational and management roles at Beijing Beilian Weiye E-Commerce Co., Ltd. (北京北聯偉業電子商務有限公司), a wholly-owned subsidiary of our Group, including as operations director from October 2012 to February 2017, senior operations director from March 2017 to January 2020, and was promoted to the general manager of the northern operations center in February 2020, where he was responsible for e-commerce operations and business management.

Mr. Dai obtained a graduation certificate in financial management (財務管理專業本科畢業證書) jointly issued by Haikou University of Economics* (海口經濟學院) and the Hainan Provincial Higher Education Self-study Examination Committee* (海南省高等教育自學考試委員會) in December 2019.

Mr. Dai was a supervisor of Hangzhou Shuju Zhenyu Technology Co., Ltd. (杭州數聚振宇科技有限公司), a company established in the PRC principally engaged in software development, prior to its deregistration on June 5, 2025. Mr. Dai confirmed that the aforementioned company was solvent and was not involved in any material non-compliance incidents immediately prior to its deregistration.

Independent non-executive Directors

Mr. Li He (李賀), aged 45, was appointed as our independent non-executive Director in March 2026 with effect upon the [REDACTED]. He is responsible for providing independent judgment on strategy, policy, performance, accountability, internal control and corporate governance matters of our Company.

Mr. Li has extensive experience in capital markets, investment management and corporate finance. From September 2009 to January 2015, Mr. Li served at Founder Securities Underwriting and Recommendation Co., Ltd. (方正證券承銷保薦有限責任公司), formerly known as China Minzu Securities Co., Ltd. (中國民族證券有限責任公司), where he was responsible for equity financing, debt financing, mergers and acquisitions, financial advisory services, as well as matters relating to the National Equities Exchange and Quotations and regional equity markets.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

From February 2015 to June 2018, Mr. Li served at Guotai Haitong Securities Co., Ltd. Beijing Branch (國泰海通證券股份有限公司北京分公司), formerly known as Guotai Junan Securities Co., Ltd. Beijing Branch (國泰君安證券股份有限公司北京分公司). The company primarily engaged in private equity fund management and proprietary direct investments. From July 2018 to November 2020, he served as the general manager of Beijing Zhongjing Gelong Investment Advisory Co., Ltd. (北京中經格隆投資顧問有限公司), a company primarily engaged in investment management and information consulting services.

From November 2020 to January 2025, Mr. Li served at the capital markets division of Chang'an Shengshi (Beijing) Asset Management Co., Ltd. (長安盛世(北京)資產管理有限公司), a company primarily engaged in trust services, including fund trust, property trust, investment banking, wealth management and proprietary and innovative businesses.

Mr. Li has served as an assistant to the general manager and a director of Qinghai Spring Medicine Resources Technology Co., Ltd. (青海春天藥用資源科技股份有限公司), a company primarily engaged in alcoholic beverage fast-moving consumer goods and health-related businesses, the shares of which are listed on the Shanghai Stock Exchange (stock code: 600381), since February 2025.

Mr. Li obtained his bachelor's degree in accounting from Changchun University of Science and Technology (長春理工大學) in July 2003. He further obtained a master's degree in business administration from China University of Political Science and Law (中國政法大學) in June 2017.

Ms. Song Lei (宋蕾), aged 37, was appointed as our independent non-executive Director in March 2026 with effect upon the [REDACTED]. She is primarily responsible for providing independent advice and judgment to our Board.

Ms. Song has extensive experience in asset management, fund operations and wealth management. From July 2012 to July 2015, she worked at Harvest Fund Management Co., Ltd. (嘉實基金管理有限公司), a company primarily engaged in fund raising, fund sales and asset management, where she served as fund accountant in the fund operations department and was responsible for fund operations.

From May 2017 to April 2022, Ms. Song served as a fund manager in the international business department of Tianhong Asset Management Co., Ltd. (天弘基金管理有限公司), a public fund management company, where she was responsible for overseas investment management and related fund management matters.

Since September 2023, Ms. Song has served as a managing director at New Harvest Wealth Securities Company Limited (新嘉財富證券有限公司), a licensed financial institution in Hong Kong principally engaged in securities dealing, securities advisory, asset management and wealth management services under Type 1, Type 4 and Type 9 licences issued by the Securities and Futures Commission.

Ms. Song is a licensed representative under Type 1 (dealing in securities), Type 4 (advising on securities) and Type 9 (asset management) regulated activities granted by the Securities and Futures Commission in Hong Kong.

Ms. Song obtained a bachelor's degree in accounting from Macquarie University in Australia in September 2009 and a master's degree in financial analysis from the University of New South Wales in Australia in August 2010.

Ms. Zhao Guibi (趙桂碧), aged 39, was appointed as our independent non-executive Director in March 2026 with effect upon the [REDACTED]. She is primarily responsible for providing independent advice and judgment to our Board. She is the independent non-executive Director who has the qualifications and experience to meet the requirements under Rule 3.10(2) of the Listing Rules.

Ms. Zhao has extensive experience in accounting, auditing, investment management and financial management. From January 2012 to August 2018, she held various positions including auditor and project manager at Dahua Certified Public Accountants LLP (大華會計師事務所(特殊普通合伙)), a professional services firm primarily engaged in audit and consulting services, where she handled audit engagements.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Since November 2018, Ms. Zhao has served as a finance manager and later chief financial officer at Beijing Yitang Zhongyi Capital Investment Management Co., Ltd. (北京屹唐中藝資本投資管理有限公司), a company primarily engaged in investment and investment management.

Ms. Zhao obtained a master’s degree in business administration from Central University of Finance and Economics (中央財經大學) in Beijing PRC in June 2025. Ms. Zhao is a certified public accountant and a non-practising member of the Chinese Institute of Certified Public Accountant in the PRC since March 2022. She obtained the senior accountant (高級會計師) from the Bureau of Human Resources and Social Security of Beijing (北京市人力資源和社會保障局) in November 2024.

SUPERVISORS

Our supervisory committee consists of three supervisors. All of our Supervisors meet the qualification requirements under relevant PRC Law for their positions. At the general meeting of the Shareholders held on March 20, 2026, our Shareholders resolved to abolish the supervisory committee with effect from the [REDACTED]. The following table sets forth certain information regarding our Supervisors:

Name	Age	Position(s)	Date of joining our Group	Date of appointment as our Supervisor	Roles and responsibilities	Relationships with other Directors, Supervisors or senior management members
Ms. Li Meng (李萌)	45	Chairperson of our supervisory committee	August 15, 2014	August 14, 2024	Presiding over the work of our supervisory committee, supervising and monitoring the performance of our Board	None
Mr. Zhao Kangjie (趙康傑) . . .	32	Supervisor	November 8, 2024	November 8, 2024	Supervising and monitoring the performance of our Board	None
Mr. Zou Weilong (鄒偉龍) . . .	37	Supervisor	February 23, 2012	December 9, 2024	Supervising and monitoring the performance of our Board	None

Ms. Li Meng (李萌), aged 45, was appointed as our Supervisor in August 2024 and was re-appointed as the Chairwoman of our Supervisory Committee in December 2024. She is primarily responsible for presiding over the work of the supervisory committee and supervising the performance of the Board and senior management.

Prior to joining our Group, from August 2006 to December 2008, Ms. Li served as a tax assistant in the tax department at Deloitte Hua Yong Cpa Co., Ltd. (德勤華永會計師事務所), and was promoted to a tax consultant in the tax and business consulting department from January 2009 to December 2011. Since August 2014, Ms. Li joined our group and served in various operational and management roles at Beijing Beilian Weiye E-Commerce Co., Ltd. (北京北聯偉業電子商務有限公司), including as senior operations manager from August 2014 to August 2018, deputy director of operations from September 2018 to August 2021, and was promoted to the director of operations in September 2021, where she was responsible for e-commerce operations and business management.

Ms. Li obtained her bachelor’s degree in chinese language and literature from Capital Normal University (首都師範大學) in July 2003. She further obtained a master’s degree in strategic human resources management from the University of Wollongong in Australia in December 2005.

Mr. Zhao Kangjie (趙康傑), aged 32, was appointed as our Supervisor in November 2024. He is primarily responsible for supervising and monitoring the performance of our Board.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Prior to joining our Group, from July 2016 to July 2019, Mr. Zhao served as a journalist in Securities Market Weekly Magazine (Beijing) Co., Ltd. (《證券市場周刊》雜誌社(北京)有限公司), a company primarily engaged in financial news reporting and capital market media services. From August 2019 to August 2020, he served as an analyst in Shenzhen Gelonghui Information Technology Co., Ltd. (深圳格隆匯信息科技有限公司), a company primarily engaged in investment research, financial information services and investor community platforms. From November 2022 to October 2025, he served as a non-executive director in Skyte Testing Services Guangdong Co., Ltd. (廣東天鑒檢測技術服務股份有限公司), a company primarily engaged in testing, inspection and certification services, the shares of which are listed on the National Equities Exchange and Quotations (stock code: 870559). Since May 2023, he served as Supervisor at Nuode Network Technology Co., Ltd. (諾得網絡科技股份有限公司), a company primarily engaged in digital logistics services, the shares of which are listed on the National Equities Exchange and Quotations (stock code: 834703). Since September 2023, he served as an analyst in Venus Investment Management Co., Ltd. (深圳市明曜投資管理有限公司), a company primarily engaged in private equity and investment management services.

Mr. Zhao obtained his bachelor’s degree in finance from Shandong University of Finance and Economics in June 2016.

Mr. Zou Weilong (鄒偉龍), aged 37, was appointed as our Supervisor in December 2024. He joined our Group in March 2012 as operations manager at Beijing Bay Line E-Commerce Co., Ltd. (北京北聯偉業電子商務有限公司) and was promoted to senior operations manager from June 2015 to February 2018. From March 2018 to December 2020, he served as our deputy director of operations, and was promoted to the director of operations in January 2021.

Mr. Zou obtained his bachelor’s degree in international economics and trade from Hebei United University (河北聯和大學) in June 2011.

SENIOR MANAGEMENT

Our executive Directors, and senior management are responsible for the day-to-day management and operation of our business. For information concerning our executive Directors, see “— Overview — Executive Directors.” The table below sets out certain information regarding our senior management:

Name	Age	Position(s)	Date of joining our Group	Date of appointment as senior management	Roles and responsibilities	Relationships with other Directors, Supervisors or senior management members
Mr. Xiong Kun (熊鯤)	49	Chairman of our Board, executive Director, general manager and chief executive officer	September 14, 2015	September 25, 2015	Formulating the overall development strategy of our Group and supervising our Group’s operations	None
Mr. Cheng Songyan (程松岩) . . .	47	Executive Director, the deputy general manager and chief financial officer	January 1, 2009	January 1, 2009	Overseeing our Group’s operations, managing our Group’s financial affairs	None
Mr. Qiu Lin (邱林)	48	Executive Director and deputy general manager	February 1, 2018	November 14, 2020	Overseeing our Group’s operations, managing our Group’s operations	None

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Mr. Xiong Kun (熊鯤), aged 49, is the chairman of our Board, an executive Director, the general manager and the chief executive officer of our Company. See “— Overview — Executive Directors” for his biographical details.

Mr. Cheng Songyan (程松岩), aged 47, is our executive Director, the deputy general manager and the chief financial officer. See “— Overview — Executive Directors” for his biographical details.

Mr. Qiu Lin (邱林), aged 48, is our executive Director and the deputy general manager of our Company. See “— Overview — Executive Directors” for his biographical details.

GENERAL

Save as disclosed above, each of our Directors confirms with respect to himself or herself that he or she (1) 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; and (2) there are no other matters concerning our Directors’ or Supervisors’ appointment that need to be brought to the attention of our Shareholders and the Stock Exchange or required be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

Save as disclosed in “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 1. Disclosure of Interests of our Directors, Supervisors and Chief Executive” in Appendix IV, each of our Directors and Supervisors confirms with respect to himself or herself that he or she did not hold any interest in our Shares which would be required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above and in this document, each of our Directors and Supervisors confirms with respect to himself or herself that he or she had no other relationship with any Directors, Supervisors, senior management or substantial shareholders of our Company as of the Latest Practicable Date.

JOINT COMPANY SECRETARIES

Mr. Cheng Songyan (程松岩), aged 47, is our executive Director, the deputy general manager and the chief financial officer and a joint company secretary of our Company. See “— Overview — Executive Directors” for his biographical details.

Ms. Yeung Siu Wai Kitty (楊小慧), aged 41, was appointed as a joint company secretary of our Company on March 16, 2026 with effect upon the [REDACTED].

Ms. Yeung is a senior manager of Company Secretarial Services of Tricor Services Limited, which is a member of Vistra Group. Ms. Yeung has over 15 years of experience in the corporate secretarial field. Ms. Yeung currently serves as the company secretary of Phancy Group Co., Ltd. (範式智能技術集團股份有限公司) (formerly known as Beijing Fourth Paradigm Technology Co., Ltd. (北京第四範式智能技術股份有限公司)) (a company listed on the Stock Exchange, stock code: 6682), and the joint company secretary of each of Deepexi Technology Co., Ltd. (滴普科技股份有限公司) (a company listed on the Stock Exchange, stock code: 1384), Shanghai Able Digital Science & Tech Co., Ltd. (上海卓越睿新數碼科技股份有限公司) (a company listed on the Stock Exchange, stock code: 2687) and China Everbright Bank Company Limited (中國光大銀行股份有限公司) (a company listed on the Stock Exchange, stock code: 6818), respectively.

Ms. Yeung is a Chartered Secretary, a Chartered Governance Professional and an associate of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Ms. Yeung obtained a bachelor’s degree in social science (Honours) in administration and public management from the City University of Hong Kong and a master’s degree in corporate governance from Hong Kong Metropolitan University (formerly known as The Open University of Hong Kong).

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD COMMITTEES

We have formed four board committees, namely, the audit committee of the Board (the “**Audit Committee**”), the remuneration and appraisal committee of the Board (the “**Remuneration and Appraisal Committee**”), the nomination committee of the Board (the “**Nomination Committee**”) and the strategy and ESG committee of the Board (the “**Strategy and ESG Committee**”).

Audit Committee

Our Company establish an Audit Committee with written terms of reference in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The Audit Committee consists of three members, namely Ms. Zhao Guibi, Ms. Song Lei, and Mr. Li He, our independent non-executive Directors. Ms. Zhao Guibi has been appointed as the chairperson of the Audit Committee and is our independent non-executive Director possessing the appropriate professional qualifications. The primary duties of the Audit Committee are to review and supervise the financial reporting process and internal control system of our Group, oversee the audit process, review and oversee the existing and potential risks of our Group and perform other duties and responsibilities as assigned by our Board.

Remuneration and Appraisal Committee

Our Company established a Remuneration and Appraisal Committee with written terms of reference in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code. The Remuneration and Appraisal Committee consists of Mr. Li He and Ms. Song Lei, our independent non-executive Directors, and Mr. Xiong, the chairman of our Board, an executive Director, the general manager and the chief executive officer of our Company. Mr. Li He has been appointed as the chairperson of the Remuneration and Appraisal Committee. The primary duties of the Remuneration and Appraisal Committee are to establish and review the policy and structure of the remuneration for our Directors and senior management and make recommendations on employee benefit arrangements.

Nomination Committee

Our Company established a Nomination Committee with written terms of reference in compliance with Rule 3.27A of the Listing Rules and the Corporate Governance Code. The Nomination Committee consists of Mr. Li He and Ms. Zhao Guibi, our independent non-executive Directors, and Mr. Xiong, the chairman of our Board, an executive Director, the general manager, and the chief executive officer of our Company. Mr. Xiong has been appointed as the chairperson of the Nomination Committee. The primary duties of the Nomination Committee are to make recommendations to our Board on the appointment and removal of Directors.

Strategy and ESG Committee

Our Company established a Strategy and ESG Committee with written terms of reference in compliance with the requirements under the Listing Rules. The Strategy and ESG Committee consists of three executive Directors, namely Mr. Xiong, Mr. Cheng, and Mr. Qiu Lin. Mr. Xiong has been appointed as the chairperson of the Strategy and ESG Committee. The primary duties of the Strategy and ESG Committee include, but are not limited to, the following: assess the effectiveness of our ESG management framework and structure and recommend necessary improvements, review, endorse and suggest any changes to our Group’s ESG vision and strategy and review our Group’s performance against its goals and targets, its annual sustainability-related key performance indicators for strategic ESG factors, and any other appropriate benchmarks.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

BOARD DIVERSITY

We have adopted our board diversity policy (the “**Board Diversity Policy**”) which sets out the objectives and approaches to achieve and maintain diversity on our Board. Our Board Diversity Policy provides that our Company should endeavor to ensure that our Board members have the appropriate balance of skills, experience and diversity of perspectives that are required to support the execution of our business strategies.

We seek to achieve Board diversity through the consideration of a number of factors, including but not limited to professional experience, skills, knowledge, gender, age, cultural and education background, ethnicity and length of service. Our Nomination Committee is delegated by our Board to be responsible for monitoring our compliance with the relevant code provisions governing board diversity under the CG Code. After [REDACTED], our Nomination Committee will review our Board Diversity Policy from time to time to ensure its continued effectiveness and we will disclose in our corporate governance report about the implementation of our Board Diversity Policy on an annual basis.

Our Board comprises eight members, including five executive Directors and three independent non-executive Directors. Our Directors have a balanced mix of experiences, including experiences in overall management and strategic development, finance, audit, private equity and investment, corporate and business management, and marketing in addition to industry experience relevant to our Group’s operations and business. Furthermore, our Board has a diverse age and gender representation. Our Board has a well-balanced gender composition consisting of three female member and five male members. Our Directors range from 37 years old to 49 years old, and are able to bring diverse perspectives to our Board. After due consideration, our Board believes that based on the meritocracy of our Directors, the composition of our Board satisfies our Board Diversity Policy.

WAIVER GRANTED BY THE STOCK EXCHANGE

We have applied to the Stock Exchange for[, and the Stock Exchange has granted,] waiver from strict compliance with the requirement of Rules 8.12 and 19A.15 of the Listing Rules in relation to the requirement of management presence in Hong Kong. For details of the waiver, see “Waiver from Strict Compliance with the Listing Rules — Waiver in Relation to Management Presence in Hong Kong.”.

We have applied to the Stock Exchange for[, and the Stock Exchange has granted,] a waiver from strict compliance with the requirement of Rules 3.28 and 8.17 of the Listing Rules in relation to the academic or professional qualifications of our Company’s joint company secretaries. For details of the waiver, see “Waiver from Strict Compliance with the Listing Rules — Waiver in Respect of Joint Company Secretaries.”.

CORPORATE GOVERNANCE

Our Company aims to achieve high standards of corporate governance, which are crucial to our development, and safeguard the interests of our Shareholders. Our Company intends to comply with all code provisions in the CG Code after [REDACTED] save for code provision C.2.1 of the CG code, which stipulates that the roles of chairman of our Board and chief executive officer should be separate and should not be performed by the same individual.

Mr. Xiong is the chairman of our Board and also assumes the role of chief executive officer of our Company. In view of Mr. Xiong’s experience, personal profile and substantial contribution to our Group since his appointment to his roles, we consider it to be beneficial to the management and business development of our Group to have Mr. Xiong act as the chairman of the Board and continue his role as the chief executive officer of our Company after [REDACTED]. Our Board believes this arrangement with Mr. Xiong will continue the strong and consistent leadership he has provided to our Group since our founding.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

While this would constitute a deviation from code provision C.2.1 of the CG Code, our Board believes that this structure will not impair the balance of power and authority between our Board and the management of our Company, given that: (i) there are sufficient checks and balances on our Board, as decisions to be made by our Board requires the approval of at least a majority of our Directors, and our Board comprises three independent non-executive Directors as required under the Listing Rules; (ii) Mr. Xiong and our other Directors are aware of and undertake to fulfil their fiduciary duties as Directors, which require, among others, that they act for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of our Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Furthermore, the key business, financial, and operational policies of our Group as well as the overall strategic development goals of our Group are made collectively by our Board and senior management after thorough discussions.

Our Board will continue to evaluate and consider if dividing the roles of the chairman of our Board and the chief executive of our Company at an appropriate time is necessary, taking into account the circumstances of our Group as a whole.

COMPENSATION OF OUR DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

Our Directors, Supervisors and members of our senior management receive compensation from our Company in the form of salaries, allowances and other benefits, contributions to defined contribution retirement schemes share-based payments and discretionary bonuses.

The aggregate amount of emoluments our Directors and Supervisors have received (including salaries, allowances and benefits in kind, contributions to defined contribution retirement schemes and discretionary bonuses) for the years ended December 31, 2023, 2024, and 2025 were approximately RMB8.4 million, RMB7.6 million, and RMB6.8 million, respectively.

The aggregate amount of salaries and other emoluments, contributions to defined contribution retirement schemes and discretionary bonuses paid to the five highest paid individuals of our Company, including Directors, Supervisors and senior management, for the years ended December 31, 2023, 2024, and 2025 were approximately RMB5.3 million, RMB5.4 million and RMB5.3 million, respectively.

It is estimated that remuneration equivalent to approximately RMB6.3 million (including salaries, allowances and benefits in kind, contributions to defined contribution retirement schemes and discretionary bonuses) in aggregate will be paid and granted to our Directors and Supervisors (until the [REDACTED]) by us in respect of the financial year ending December 31, 2026 under the arrangements in force at the date of this document.

No remuneration was paid or payable by us to our Directors, Supervisors or the five highest paid individuals as an inducement to join or upon joining us or as compensation for loss of office in respect of the years ended December 31, 2023, 2024, and 2025. Further, none of our Directors, Supervisors waived or agreed to waive any remuneration during the same period.

Save as disclosed above, no other payments have been made or are payable by our Group to our Directors or Supervisors in respect of the years ended December 31, 2023, 2024, and 2025.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management which, following the [REDACTED], will receive recommendations from our Remuneration and Appraisal Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and senior management and the performance of our Group.

DIRECTORS, SUPERVISORS AND SENIOR MANAGEMENT

CONFIRMATION FROM OUR DIRECTORS

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to in Rule 3.09D of the Listing Rules on March 18, 2026, and (ii) understands his or her obligations as a director of a [REDACTED] issuer under the Listing Rules.

Rule 3.13 of the Listing Rules

Each of the independent non-executive Directors confirms (i) his or her independence with regard to each of the factors referred to in Rule 3.13(1) to (8) of the Listing Rules; (ii) that he or she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date; and (iii) that there are no other factors that may affect his or her independence at the time of his or her appointment.

Rule 8.10 of the Listing Rules

Each of our Directors confirms that as of the Latest Practicable Date, he or she did not have any interest in a business which competes or is likely to compete, either directly or indirectly, with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as our compliance advisor (the “**Compliance Advisor**”) upon [REDACTED] of our Shares on the Stock Exchange in compliance with Rule 3A.19 of the Listing Rules. Pursuant to Rule 3A.23 of the Listing Rules, the Compliance Advisor will provide advice to us when consulted by us in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues, sales or transfers of treasury shares and share repurchases;
- where we propose to use the [REDACTED] of the [REDACTED] in a manner different from that detailed in this document or where our business activities, developments or results deviate from any forecast, estimate, or other information in this document; and
- where the Stock Exchange makes an inquiry of our Company concerning unusual movements in the price or [REDACTED] volume of our Shares, the possible development of a false market in our Shares, or any other matters in accordance with Rule 13.10 of the Listing Rules.

The term of the appointment of the Compliance Advisor shall commence on the [REDACTED] and end on the date on which our Company distributes its annual report in respect of its financial results for the first full financial year commencing after the [REDACTED].

RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

As of the Latest Practicable Date, Mr. Xiong held 16.72% direct interest in our Company. Separately, our Company was held as to 11.98% by Huaxin Lanchuang, our employee shareholding platform, which was in turn held as to 8.47% by Mr. Xiong. Mr. Xiong, as the general partner of Huaxin Lanchuang, was entitled to exercise the voting rights attached to all of the Shares held by Huaxin Lanchuang. Accordingly, Mr. Xiong was entitled to exercise the voting rights attached to 28.70% of the issued share capital of our Company.

Immediately following the completion of the [REDACTED] and assuming that no new Shares are [REDACTED] under the [REDACTED], and no other changes are made to the issued share capital of our Company between the Latest Practicable Date and [REDACTED], Mr. Xiong will directly and indirectly be entitled to exercise an aggregate of [REDACTED] of the voting rights in our Company. Accordingly, Mr. Xiong, and Huaxin Lanchuang will be our Single Largest Group of Shareholders immediately upon the [REDACTED], and our Company will not have any controlling shareholder as defined under the Listing Rules upon [REDACTED].

COMPETING INTERESTS

Our Single Largest Group of Shareholders have confirmed that as of the Latest Practicable Date, none of them or any of their respective close associates had any interest in a business, apart from the business of our Group, which competes or is likely to compete, directly or indirectly, with our business, which would require disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Having considered the following factors, our Directors are satisfied that we are capable of carrying out our business independently from our Single Largest Group of Shareholders and their respective close associates after the [REDACTED].

Management independence

The day-to-day management of the business of our Group rests primarily with our Board and our senior management. Our Board comprises eight Directors, comprising five executive Directors and three independent non-executive Directors. Although Mr. Xiong is the chairman of our Board, executive Director, general manager and the chief executive officer of our Company, Mr. Xiong is also a member of our Single Largest Group of Shareholders and the general partner of Huaxin Lanchuang. The balance of power and authority is ensured by the operation of the senior management and our Board. For further details, see “Directors, Supervisors and Senior Management”.

We believe that our Board as a whole, together with our senior management, is able to perform the managerial role in our Group independently from our Single Largest Group of Shareholders for the following considerations:

- (a) each of our Directors is aware of his/her fiduciary duties as a Director which require, among others, that he/she must act for the benefit of and in the best interests of our Company and not allow any conflict between his/her duties as a Director and his/her personal interests;
- (b) our day-to-day management and operation decisions rest primarily with our executive Directors and senior management members, all of whom have substantial experience in the industry in which we are engaged and will be able to make business decisions that are in the best interest of our Group. For the background and biographical details of our executive Directors and senior management, see “Directors, Supervisors and Senior Management”;
- (c) we had appointed three independent non-executive Directors, comprising more than one-third of the total number of Directors on our Board, who have sufficient knowledge, experience and competence with a view to bring independent judgment to the decision-making process of our Board and provide independent advice to our Board committees;

RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

- (d) in the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and a Director and/or his/her associate, he/she shall abstain from voting and shall not be counted towards the quorum for the voting; and
- (e) 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. For further details, see “— Corporate Governance Measures.”

Based on the above, our Directors are satisfied that our Board as a whole together with our senior management team are able to perform the managerial role in our Group independently.

Operational Independence

We have full rights to make all decisions regarding, and to carry out, our own business operations independently. Our Company (through our subsidiaries) holds or enjoys the benefit of all relevant licenses necessary to carry out our businesses, and has sufficient capital, technology, equipment, access to customers and suppliers, and employees to operate our business independently from our Single Largest Group of Shareholders and their respective close associates. In addition, our organizational structure is made up of individual departments, each with specific areas of responsibilities. None of our operational personnel or administrative personnel is under the employment of our Single Largest Group of Shareholders or their respective close associates. We have also established a set of internal control measures to facilitate the effective operation of our business. For details of our Group’s risk management and internal control systems, see “Business — Risk Management and Internal Control.” Our Directors do not expect that there will be any significant transactions between our Group and our Single Largest Group of Shareholders upon or shortly after the [REDACTED].

Based on the above, our Directors are satisfied that we have been operating independently from our Single Largest Group of Shareholders and their respective close associates during the Track Record Period and up to the Latest Practicable Date, and will continue to operate independently.

Financial Independence

During the Track Record Period and up to the Latest Practicable Date, our Group had our own internal control, accounting and financial management system and we make financial decisions independently according to our own business needs. We have independent bank accounts and do not share any of our bank accounts, loan facilities or credit facilities with our Single Largest Group of Shareholders or their respective close associates.

We have sufficient capital and banking facilities to operate our business independently and have adequate resources to support our daily operation. As of December 31, 2025, we had cash at bank and on hand of RMB96.5 million. As of the Latest Practicable Date, there was no outstanding loan from, or guarantees provided by, our Single Largest Group of Shareholders to our Group. Our Directors believe that we are capable of obtaining financing from external sources without reliance on our Single Largest Group of Shareholders.

Based on the above, our Directors believe that we have the ability to operate independently from our Single Largest Group of Shareholders and their respective close associates from a financial perspective and are able to maintain financial independence from our Single Largest Group of Shareholders and their respective close associates.

RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of good corporate governance in protecting our Shareholders’ interests. We have adopted the following measures to safeguard good corporate governance standards and to avoid potential conflict of interest between our Group and our Single Largest Group of Shareholders:

- (a) as part of our preparation for the [REDACTED], we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provide that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her close associates have a material interest nor shall such Director be counted in the quorum present at the meeting;
- (b) a Director with material interests shall make full disclosure in respect of matters that conflict or potentially conflict with our interest and absent himself/herself from the board meetings on matters in which such Director or his/her close associates have a material interest, unless the attendance or participation of such Director at such meeting of our Board is specifically requested by a majority of the independent non-executive Directors;
- (c) our Company has established internal control mechanisms to identify connected transactions. Upon the [REDACTED], if our Company enters into connected transactions with our Single Largest Group of Shareholders or any of their associates, our Company will comply with the applicable Listing Rules;
- (d) we are committed that our Board should include a balanced composition of executive and non-executive Directors (including independent non-executive Directors). We have appointed three independent non-executive Directors to our Board. We believe our independent non-executive Directors possess sufficient experience and are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment and will be able to provide impartial and external opinions to protect the interests of our public Shareholders. For details of our independent non-executive Directors, see “Directors, Supervisors and Senior Management — Overview — Independent non-executive Directors”;
- (e) in the event that the independent non-executive Directors are requested to review any conflicts of interest circumstances between our Group on the one hand and our Single Largest Group of Shareholders and/or our Directors on the other hand, our Single Largest Group of Shareholders and/or our Directors shall provide the independent non-executive Directors with all the necessary information and our Company will disclose the decisions of the independent non-executive Directors either through our interim and annual reports or by way of announcements;
- (f) pursuant to the Corporate Governance Code as set out in Appendix C1 to the Listing Rules, our Directors, including our independent non-executive Directors, will be able to seek independent professional advice from independent professionals in appropriate circumstances at our Company’s expense; and
- (g) we have appointed Somerley Capital Limited as our compliance advisor to 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.

Based on the above, our Directors believe 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 Shareholders’ interests as a whole after the [REDACTED].

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] (without taking into account any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]), the following persons will have an interest or a short position in our Shares or underlying Shares which will be required to be disclosed to us and the Stock Exchange pursuant to 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:

Name of Shareholder	Nature of interest	As of the Latest Practicable Date ⁽¹⁾		Immediately after the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares (without taking into account any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]) ⁽¹⁾	
		Number of Shares	Approximate percentage of interest in the total issued share capital	Number of Shares	Approximate percentage of interest in the total issued share capital
Mr. Xiong	Beneficial owner	20,842,890 Unlisted Shares	16.72%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
	Interest in controlled corporation ⁽²⁾	14,933,126 Unlisted Shares	11.98%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Ms. Zhao Shu (趙姝)	Interest of spouse ⁽²⁾	35,776,016 Unlisted Shares	28.70%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Khorgos Huaxin Lanchuang Equity Investment Management Partnership (Limited Partnership) (霍爾果斯華新藍創股權投資管理合夥企業(有限合夥)) (“Huaxin Lanchuang”)	Beneficial owner	14,933,126 Unlisted Shares	11.98%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Mr. Cheng	Interest in controlled corporation ⁽²⁾	14,933,126 Unlisted Shares	11.98%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Ms. Li Xuesong (李雪松)	Interest of spouse ⁽²⁾	14,933,126 Unlisted Shares	11.98%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Hangzhou Xianfeng Qiyun Investment Partnership (Limited Partnership) (杭州險峰旗雲投資合夥企業(有限合夥)) (“Hangzhou Xianfeng”)	Beneficial owner ⁽³⁾	7,480,048 Unlisted Shares	6.00%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]

SUBSTANTIAL SHAREHOLDERS

Name of Shareholder	Nature of interest	As of the Latest Practicable Date ⁽¹⁾		Immediately after the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares (without taking into account any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]) ⁽¹⁾	
		Number of Shares	Approximate percentage of interest in the total issued share capital	Number of Shares	Approximate percentage of interest in the total issued share capital
Mr. Chen Keyi (陳科屹)	Interest in controlled corporation ⁽³⁾⁽⁴⁾	12,467,413 Unlisted Shares	10.00%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Lhasa Nianqing Enterprise Management Co., Ltd. (拉薩市念青企業管理有限公司) (“ Lhasa Nianqing ”)	Interest in controlled corporation ⁽³⁾	7,480,048 Unlisted Shares	6.00%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]
Tibet Xianfeng Qiyun Enterprise Consulting Management Co., Ltd. (西藏險峰旗雲企業諮詢管理有限公司) (“ Tibet Xianfeng ”)	Interest in controlled corporation ⁽³⁾	7,480,048 Unlisted Shares	6.00%	[REDACTED]	[REDACTED]
		–	–	[REDACTED]	[REDACTED]

Notes:

- (1) All interests are held in long positions.
- (2) As of the Latest Practicable Date, Huaxin Lanchuang, our Company’s employee incentive platform, was a limited partnership established under the laws of the PRC. As of the Latest Practicable Date, Mr. Xiong, as the general partner, and Mr. Cheng, as the limited partner, held 8.47% and 45.98% of the partnership interest therein, respectively.

Accordingly, under Part XV of the SFO, Mr. Xiong and Mr. Cheng are deemed to be interested in all the Shares held by Huaxin Lanchuang.

Ms. Zhao Shu (趙姝) is the spouse of Mr. Xiong and Ms. Li Xuesong (李雪松) is the spouse of Mr. Cheng. Therefore, Ms. Zhao is deemed to be interested in the Shares in which Mr. Xiong is deemed to be interested in and Ms. Li is deemed to be interested in the Shares in which Mr. Cheng is deemed to be interested in.
- (3) As of the Latest Practicable Date, Hangzhou Xianfeng directly held 7,480,048 Shares, representing 6.0% of our issued capital. Hangzhou Xianfeng is a limited partnerships established under PRC Law, of which the general partner is Tibet Xianfeng, which is owned as to 80.0% by Lhasa Nianqing, which was in turn wholly-owned by Mr. Chen Keyi (陳科屹). Accordingly, under Part XV of the SFO, Mr. Chen Keyi is deemed to be interested in the Shares held by Hangzhou Xianfeng, Tibet Xianfeng and Lhasa Nianqing.
- (4) As of the Latest Practicable Date, Shenzhen Xianfeng Growth Investment Partnership (Limited Partnership) (深圳險峰成長投資合夥企業(有限合夥)) (“**Shenzhen Xianfeng**”) directly held 4,987,365 Shares, representing 4.0% of our issued capital. Shenzhen Xianfeng is a limited partnership established in the PRC, of which the general partner is Xizang Xian Feng Chang Qing Venture Capital Management Ltd. (西藏險峰長晴創業投資管理有限公司) (“**Xian Feng Chang Qing**”), which is owned as to 90.0% by Mr. Chen Keyi (陳科屹). Accordingly, under Part XV of the SFO, Mr. Chen Keyi is deemed to be interested in the Shares held by Shenzhen Xianfeng and Xian Feng Chang Qing.

SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and in “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 1. Disclosure of Interests of our Directors, Supervisors and Chief Executive” in Appendix IV, our Directors are not aware of any person who will, immediately following the completion of the [REDACTED] and without taking into account any H Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED], have an interest or a short position in the Shares or underlying Shares which will be required to be disclosed to us 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.

SHARE CAPITAL

BEFORE THE [REDACTED]

As of the Latest Practicable Date, the registered share capital of our Company was RMB124,663,462 comprising of 124,663,462 Unlisted Shares with a nominal value of RMB[1.00] each.

UPON COMPLETION OF THE [REDACTED]

Immediately upon completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares, assuming the [REDACTED] is not exercised, the share capital of our Company will be as follows:

Description of shares	Number of Shares	Approximate percentage of issued share capital after the [REDACTED]
H Shares to be [REDACTED] from Unlisted Shares ^{Note} . .	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised)	[REDACTED]	[REDACTED]
Shares in total	<u>[REDACTED]</u>	<u>[REDACTED]</u>

Immediately upon completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares, assuming the [REDACTED] is exercised in full, the share capital of our Company will be as follows:

Description of shares	Number of Shares	Approximate percentage of issued share capital after the [REDACTED]
H Shares to be [REDACTED] from Unlisted Shares ^{Note} . .	[REDACTED]	[REDACTED]
H Shares to be [REDACTED] pursuant to the [REDACTED] (assuming the [REDACTED] is exercised in full)	[REDACTED]	[REDACTED]
Shares in total	<u>[REDACTED]</u>	<u>[REDACTED]</u>

UNLISTED SHARES AND H SHARES

Upon the completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares, our Shares will only consist of [REDACTED]. Unlisted Shares and H Shares are all ordinary Shares in the share capital of our Company and are considered as one class of Shares. Apart from certain qualified domestic institutional investors in the PRC, the qualified PRC investors under the Shanghai-Hong Kong Stock Connect and the Shenzhen-Hong Kong Stock Connect and other persons who are entitled to hold our H Shares pursuant to relevant PRC laws and regulations or upon filing with any competent authorities, H Shares generally cannot be [REDACTED] for by or [REDACTED] between legal or natural PRC persons.

Unlisted Shares and H Shares are regarded as one class of Shares under our Articles of Association and shall rank *pari passu* with each other in all respects and, in particular, will rank equally for dividends or distributions declared, paid or made. All dividends for H Shares will be denominated and declared in Renminbi, and paid in Hong Kong dollars or Renminbi, whereas all dividends for Unlisted Shares will be paid in Renminbi. Other than cash, dividends could also be paid in the form of Shares.

Note: See “History, Development and Corporate Structure — Shareholding of our Company” for details of the identities of Shareholders whose Shares will be [REDACTED] into H Shares upon [REDACTED].

SHARE CAPITAL

[REDACTED] OF UNLISTED SHARES INTO H SHARES

Pursuant to the regulations prescribed by the securities regulatory authorities of the State Council and the Articles of Association, our Unlisted Shares may be [REDACTED] into overseas-[REDACTED] Shares. Such [REDACTED] Shares could be [REDACTED] or [REDACTED] on an overseas stock exchange, provided that prior to the [REDACTED] and [REDACTED] of such [REDACTED] Shares, any requisite internal approval process has been duly completed and all the filing procedures with relevant PRC regulatory authorities, including the CSRC are followed. In addition, such [REDACTED] and [REDACTED] shall comply with the regulations, requirements and procedures prescribed by the relevant overseas stock exchange. If any of our Unlisted Shares are to be [REDACTED], [REDACTED] and [REDACTED] as H Shares on the Stock Exchange, such [REDACTED], [REDACTED] and [REDACTED] will be undertaken upon completion of the filing procedures with the CSRC and the approval of the Stock Exchange.

Filing with the CSRC for Full Circulation

In accordance with the Guidelines for Applying “Full Circulation” for Domestic Unlisted Shares of H-share Listed Companies (H股公司境內未上市股份申請「全流通」業務指引), the Trial Administrative Measures and the relevant five guidelines announced by the CSRC, H-share listed companies which apply for the conversion of domestic unlisted shares into H shares for listing and circulation on the Stock Exchange shall conform to relevant regulations promulgated by the CSRC, and authorize the company to file with the CSRC on their behalf.

Our Company applied for a “Full Circulation” with the CSRC on [●], and submitted the application reports, authorization documents of the Shareholders of Unlisted Shares for which an H-share “Full Circulation” was applied, commitment about the compliance of share acquisition and other documents in accordance with the requirements of the CSRC. Our Company has received the reply from the CSRC dated [●], pursuant to which, a total of [REDACTED] Unlisted Shares (with a nominal value of RMB1.00 each) held by [REDACTED] Shareholders (the “Domestic Participating Shareholders”) were approved to be [REDACTED] into H Shares, and the relevant Shares may be [REDACTED] on the Stock Exchange upon completion of the [REDACTED]. The aforesaid shall remain effective within twelve months from the date of approval.

The [REDACTED] of Unlisted Shares into H Shares will involve an aggregate of [REDACTED] Unlisted Shares held by [REDACTED] existing Shareholders, representing approximately [REDACTED] of the total issued Shares of our Company as of the Latest Practicable Date and approximately [REDACTED] of the total issued Shares of our Company upon completion of the [REDACTED] (assuming the [REDACTED] is not exercised) and the [REDACTED] of Unlisted Shares into H Shares.

[REDACTED] Approval by the Stock Exchange

We have applied to the Stock Exchange for the granting of [REDACTED] of, and permission to [REDACTED] in, 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]) and the H Shares to be [REDACTED] from [REDACTED] Unlisted Shares, which is subject to the approval by the Stock Exchange.

We will perform the following procedures for the [REDACTED] of Unlisted Shares into H Shares after receiving the approval of the Stock Exchange: (1) giving instructions to our H Share Registrar regarding the relevant share certificates of the [REDACTED] H Shares; and (2) enabling the [REDACTED] H Shares to be accepted as eligible securities by [REDACTED] for deposit, clearance and settlement in the [REDACTED].

TRANSFER OF SHARES ISSUED PRIOR TO [REDACTED]

Pursuant to the PRC Company Law, the shares issued prior to any public offering of shares by a company cannot be transferred within one year from the date on which such publicly offered shares are listed and traded on the relevant stock exchange. As such, our Shares issued prior to the [REDACTED] shall not be transferred within one year from the [REDACTED].

SHARE CAPITAL

REGISTRATION OF SHARES NOT [REDACTED] ON AN OVERSEAS STOCK EXCHANGE

According to the Notice of Centralized Registration and Deposit of Non-overseas Listed Shares of Companies Listed on an Overseas Stock Exchange (關於境外上市公司非境外上市股份集中登記存管有關事宜的通知) issued by the CSRC, an overseas [REDACTED] company is required to register its shares that are not [REDACTED] on an overseas stock exchange with the China Securities Depository and Clearing Corporation Limited within 15 business days upon [REDACTED] and provide a written report to the CSRC regarding the centralized registration and deposit of its non-overseas [REDACTED] shares as well as the current [REDACTED] and [REDACTED] of H shares.

CIRCUMSTANCES UNDER WHICH GENERAL MEETING IS REQUIRED

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

SHAREHOLDERS’ APPROVAL FOR THE [REDACTED]

Approval from our Shareholders is required for our Company to [REDACTED] H Shares and apply for the [REDACTED] of H Shares on the Stock Exchange. Our Company has obtained such approval at the Shareholders’ general meeting held on March 20, 2026.

FINANCIAL INFORMATION

The following discussion and analysis should be read in conjunction with our consolidated financial statements included in “Appendix I — Accountants’ Report,” together with the accompanying notes. Our consolidated financial statements have been prepared in accordance with IFRS Accounting Standards.

The following discussion and analysis contain forward-looking statements that involve risks and uncertainties. These statements are based on assumptions and analysis that we make 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, our actual results may differ significantly from those projected in the forward-looking statements. Factors that might cause future results to differ significantly from those projected in the forward-looking statements include, but are not limited to, those discussed in “Risk Factors” and “Forward-Looking Statements” and elsewhere in this document. Discrepancies between totals and sums of amounts listed in this section in any table or elsewhere in this document may be due to rounding.

OVERVIEW

We are a technology-driven brand operator that serves as the critical nexus connecting brands, sales channels, and consumers. By bridging domestic expertise with global reach, we help overseas brands develop and establish deep roots in the Chinese market while propelling Chinese brands onto the world stage. We leverage our deep, long-term insights into the consumer goods sector, applying our proprietary technology and operational expertise to help our brand partners diversify their market presence and accelerate sales growth.

Our operations are built on two complementary business models: the sale of goods model and the provision of services model. These business models are operationalized through three integrated business segments, powered by our proprietary “Intelink” technology platform: (i) domestic e-commerce brand operations; (ii) general agency and authorized brand operations; and (iii) overseas e-commerce brand operations.

Our revenue decreased from RMB1,593.4 million in 2023 to RMB1,378.7 million in 2024, and then increased to RMB1,607.7 million in 2025. Our net profit decreased from RMB80.5 million in 2023 to RMB9.2 million in 2024, and then increased to RMB43.4 million in 2025.

BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with all applicable IFRS Accounting Standards as issued by the International Accounting Standards Board (the “IASB”). Further details of the material accounting policy information adopted are set out in note 2 to the Accountants’ Report included in Appendix I. The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing this Historical Financial Information, we have consistently applied all applicable new and revised IFRS Accounting Standards throughout the Track Record Period. We have not adopted any new and revised accounting standards and interpretations issued but are not yet effective for the Track Record Period which are set out in note 30 to the Accountants’ Report included in Appendix I.

FINANCIAL INFORMATION

MAJOR FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been, and are expected to continue to be, materially affected by a number of factors, including the following:

Macroeconomic Conditions, Consumer Market Sentiment and Policy Risks

Our revenue growth is closely tied to the overall development of the e-commerce market in the PRC and globally. Consumer confidence, disposable income levels, consumption structure, and broader economic cycles directly influence brand sales performance. These factors affect both revenue generated from sale of goods and provision of services. Any slowdown in macroeconomic growth, weakening consumer demand, or contraction in the e-commerce sector may adversely affect our operating results.

In addition, our overseas e-commerce brand operations may be affected by changes in tariff policies, import/export regulations, international trade tensions, and geopolitical developments. For example, tariff increases may raise product costs for overseas brands entering China, while regulatory changes may affect Chinese brands’ competitiveness in overseas markets. Although such risks are less central compared with domestic consumer sentiment, they may introduce volatility to our overseas business performance.

Competitive Landscape and Pricing Pressure

The e-commerce industry is highly competitive, with rapid technological evolution and shifting consumer preferences. Competition from brands, platform self-operated businesses, and other service providers may lead to more aggressive pricing strategies, increased marketing spending, and pressure on service fee rates. For the sale of goods model, intensified price competition may compress gross margins. As for the service model, competition may reduce our pricing power or affect customer retention. Failure to compete effectively may negatively impact our revenue growth and profitability.

Ability to Acquire and Retain Brand Partners

Our performance is closely linked to the strategic decisions of our brand partners. Changes in global or regional strategies—such as market exits, ownership changes, or shifts in channel priorities—may affect the scope and scale of our cooperation. Any adjustments, such as international brands adjusting their China market presence, ownership changes leading to revised operating strategies and brands strengthening in-house e-commerce capabilities may reduce demand for our services or affect our financial performance.

Our growth depends on our ability to attract new brand partners and deepen cooperation with existing ones. We primarily acquire customers through referrals, platform recommendations, and expansion within brand groups. If we fail to maintain service quality, operational efficiency, or industry reputation, our customer acquisition and retention may be adversely affected.

Brand, Product Category and Channel Mix

Our profitability is affected by the composition of our brand portfolio, product category operated by each brand, and the mix of sales channels through which we generate revenue. We operate under the sale of goods model, where we purchase products from suppliers and assume inventory ownership, and the service model, where we earn service fees for brand operation services. The sale of goods model, which accounted for the majority of our revenue during the Track Record Period, generally entails higher revenue scale but carries margin variability depending on brand positioning, nature of product categories, and the specific terms of cooperation with brand partners. Within this model, our profitability is further shaped by the mix of brands we serve, as different brands operate across distinct product categories. Our channel mix also plays a critical role, as we sell through B2C self-operated stores and B2B channels, including sales to e-commerce platforms and distribution partners, each with distinct cost structures and margin profiles. As we continue to scale up, shifts in our brand, product categories and channel composition could materially affect our overall gross margin and profitability.

FINANCIAL INFORMATION

MATERIAL ACCOUNTING POLICIES AND ESTIMATES

Some of our accounting policies require us to apply estimates and assumptions as well as complex judgments relating to accounting items. The estimates and assumptions that we use and the judgments that we make in applying our accounting policies have a significant impact on our financial condition and results of operations. Our management continually evaluates such estimates, assumptions, and judgments based on past experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances. There has not been any material deviation between our management’s estimates or assumptions and actual results, and we have not made any material changes to these estimates or assumptions during the Track Record Period. We do not expect any material changes in these estimates and assumptions in the foreseeable future.

For details on our material accounting policies, estimates and judgments, which are important for understanding our financial condition and results of operations, see note 2 to the Accountants’ Report as set out in Appendix I.

SUMMARY OF RESULTS OF OPERATIONS DURING THE TRACK RECORD PERIOD

The following table sets forth a summary of our consolidated statements of profit and loss and other comprehensive income for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Revenue	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0
Cost of revenue	(1,251,871)	(78.6)	(1,109,505)	(80.5)	(1,236,143)	(76.9)
Gross profit	341,488	21.4	269,160	19.5	371,556	23.1
Other income or loss, net . . .	11,575	0.7	3,632	0.3	(2,335)	(0.1)
Selling and marketing expenses	(187,233)	(11.8)	(173,064)	(12.6)	(257,907)	(16.0)
General and administration expenses	(47,916)	(3.0)	(70,457)	(5.1)	(42,879)	(2.7)
Research and development expenses	(16,498)	(1.0)	(13,158)	(1.0)	(11,981)	(0.7)
Impairment losses reversal/(recognized) on financial assets	1,037	0.1	(846)	(0.1)	(477)	(0.0)
Profit from operations	102,453	6.4	15,267	1.1	55,977	3.5
Finance costs	(838)	(0.1)	(1,162)	(0.1)	(1,348)	(0.1)
Changes in fair value of financial instruments measured at fair value through profit or loss (“FVPL”)	(473)	0.0	311	0.0	98	0.0
Profit before taxation	101,142	6.3	14,416	1.0	54,727	3.4
Income tax	(20,657)	(1.3)	(5,248)	(0.4)	(11,328)	(0.7)
Profit for the year	80,485	5.1	9,168	0.7	43,399	2.7

FINANCIAL INFORMATION

DESCRIPTION OF MAJOR COMPONENTS OF OUR RESULTS OF OPERATIONS

Revenue

During the Track Record Period, we derived our revenue from (i) domestic e-commerce brand operations, which consisted of sale of goods and provision of services; (ii) general agency and authorized brand operations; and (iii) overseas e-commerce brand operations.

The following table sets forth a breakdown of our revenue in absolute amounts and as a percentage of our total revenue for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Domestic e-commerce brand operations	1,572,382	98.7	1,361,277	98.7	1,214,135	75.5
– Sale of goods	1,199,495	75.3	1,072,213	77.8	985,317	61.3
– Provision of services	372,887	23.4	289,064	20.9	228,818	14.2
General agency and authorized brand operations	20,977	1.3	17,388	1.3	42,697	2.7
Overseas e-commerce brand operations	–	–	–	–	350,867	21.8
Total	1,593,359	100.0	1,378,665	100.0	1,607,699	100.0

Our revenue recorded a decrease in 2024 followed by a rebound in 2025. Our revenue decreased from RMB1,593.4 million in 2023 to RMB1,378.7 million in 2024, primarily due to a decline in revenue from domestic e-commerce brand operations from RMB1,572.4 million in 2023 to RMB1,361.3 million in 2024. Our revenue increased from RMB1,378.7 million in 2024 to RMB1,607.7 million in 2025, primarily due to an increase in revenue from overseas e-commerce brand operations of RMB350.9 million. For detailed analysis, see “— Period to Period Comparison of Results of Operations” in this section.

Cost of Revenue

During the Track Record Period, our cost of revenue primarily consisted of (i) cost of inventories sold; (ii) cost of services purchased, which primarily comprised service fees paid to suppliers for outsourced customer services under the service model and promotional activities (including channel promotion and media expenses); (iii) staff costs; and (iv) logistics costs for the delivery of products to customers.

The following table sets forth a breakdown of our cost of revenue by nature, in absolute amounts and as a percentage of our total cost of revenue, for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Cost of inventories sold . . .	966,921	77.3	903,696	81.5	1,036,802	83.9
Cost of services purchased . .	163,176	13.0	122,074	11.0	91,617	7.4
Staff costs	54,055	4.3	56,216	5.1	46,791	3.8
Logistics costs	62,695	5.0	23,861	2.1	56,123	4.5
Others ⁽¹⁾	5,024	0.4	3,658	0.3	4,810	0.4
Total	1,251,871	100.0	1,109,505	100.0	1,236,143	100.0

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Note:

- (1) Primarily including travel expenses, office expenses and depreciation directly attributable to provision of services.

Our cost of revenue amounted to RMB1,251.9 million, RMB1,109.5 million and RMB1,236.1 million in 2023, 2024 and 2025, respectively. Our cost of revenue as percentages of revenue remained relatively stable during the Track Record Period, representing 78.6%, 80.5% and 76.9% of our revenue for the respective periods.

Gross Profit and Gross Profit Margin

Our gross profit amounted to RMB341.5 million, RMB269.2 million and RMB371.6 million in 2023, 2024 and 2025, respectively, and our overall gross profit margins amounted to 21.4%, 19.5% and 23.1% for the same years.

The following table sets forth a breakdown of our gross profit and gross profit margin by business line for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	Gross Profit	Gross profit margin	Gross Profit	Gross profit margin	Gross Profit	Gross profit margin
	RMB'000	%	RMB'000	%	RMB'000	%
Domestic e-commerce						
brand operations	337,519	21.5	264,650	19.4	260,562	21.5
– Sale of goods	197,682	16.5	162,165	15.1	171,404	17.4
– Provision of services	139,837	37.5	102,485	35.5	89,158	39.0
General agency and authorized brand operations	3,969	18.9	4,510	25.9	14,825	34.7
Overseas e-commerce brand operations	–	–	–	–	96,169	27.4
Total	<u>341,488</u>	<u>21.4</u>	<u>269,160</u>	<u>19.5</u>	<u>371,556</u>	<u>23.1</u>

Other Income or Loss, Net

Our other income or loss, net primarily consists of (i) government grants, (ii) extra deduction of VAT, (iii) interest income, (iv) net loss or gain on disposal of property and equipment and intangible assets, and (v) net foreign exchange loss. We recorded other income of RMB11.6 million and RMB3.6 million in 2023 and 2024, respectively, while we incurred other loss of RMB2.3 million in 2025.

The following table sets forth a breakdown of our other income or loss for the periods indicated:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Government grants	4,643	2,613	1,293
Extra deduction of VAT	3,993	613	–
Interest income	2,326	3,408	652

FINANCIAL INFORMATION

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Net (loss)/gain on disposal of property and equipment and intangible assets	(13)	529	(2)
Net foreign exchange loss	(609)	(3,867)	(4,852)
Others	1,235	336	574
Total	11,575	3,632	(2,335)

Selling and Marketing Expenses

Our selling and marketing expenses primarily consisted of (i) staff costs associated with selling and marketing activities; (ii) marketing and promotion expenses; (iii) platform service fees; (iv) warehousing and logistics expenses before goods are dispatched; and (v) operation service fees, which mainly represent outsourced customer services expenses under the sale of goods model.

The following table sets forth a breakdown of selling and marketing expenses in absolute amount and as a percentage of our total selling and marketing expenses for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Staff costs	86,921	46.4	71,083	41.1	67,788	26.3
Marketing and promotion expenses	39,039	20.8	56,868	32.8	82,749	32.1
Platform service fees	29,169	15.6	17,424	10.1	65,611	25.4
Warehousing and logistics expenses	14,903	8.0	16,032	9.3	25,494	9.9
Operation service fees	9,569	5.1	7,099	4.1	10,510	4.1
Others ⁽¹⁾	7,632	4.1	4,558	2.6	5,755	2.2
Total	187,233	100.0	173,064	100.0	257,907	100.0

Note:

- (1) Primarily including packaging material expenses, travel expenses, business entertainment expenses and office expenses.

Our selling and marketing expenses amounted to RMB187.2 million, RMB173.1 million and RMB257.9 million in 2023, 2024 and 2025, respectively, representing 11.8%, 12.6% and 16.0% of our revenue for the respective periods.

General and Administration Expenses

Our general and administration expenses primarily consisted of (i) staff costs attributable to our administrative personnel; (ii) professional service fees in connection with our previous A-share listing attempt; (iii) depreciation and amortization; (iv) consulting fees; (v) rental, property management and utilities expenses; (vi) office expenses; and (vii) [REDACTED] in connection with the [REDACTED].

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The following table sets forth a breakdown of our general and administration expenses in absolute amount and as a percentage of our total general and administration expenses for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Staff costs	28,926	60.4	31,571	44.8	25,098	58.5
Professional service fees . . .	—	—	20,775	29.4	—	—
Depreciation and amortization	10,010	20.9	8,718	12.4	6,025	14.1
Consulting fees	2,411	5.0	2,087	3.0	1,730	4.0
Rental, property management and utilities expenses	2,177	4.5	2,221	3.2	2,410	5.6
Office expenses	2,303	4.8	1,983	2.8	1,341	3.1
[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Others ⁽¹⁾	2,089	4.4	3,102	4.4	3,723	8.7
Total	47,916	100.0	70,457	100.0	42,879	100.0

Note:

(1) Primarily including travel expenses, technical service fees, and bank service charges.

Our general and administration expenses amounted to RMB47.9 million, RMB70.5 million and RMB42.9 million in 2023, 2024 and 2025, respectively, representing 3.0%, 5.1% and 2.7% of our revenue for the respective periods.

Research and Development Expenses

Our research and development expenses primarily consisted of (i) staff costs and (ii) technical service fees mainly representing outsourcing development service fees incurred at the early stage of our R&D projects.

The following table sets forth a breakdown of research and development expenses in absolute amount and as a percentage of our total research and development expenses for the periods indicated:

	For the year ended December 31,					
	2023		2024		2025	
	RMB'000	%	RMB'000	%	RMB'000	%
Staff costs	10,889	66.0	10,135	77.0	10,271	85.7
Technical service fees	5,357	32.5	2,752	20.9	1,570	13.1
Others ⁽¹⁾	252	1.5	271	2.1	140	1.2
Total	16,498	100.0	13,158	100.0	11,981	100.0

Notes:

(1) Primarily including depreciation and amortization.

Our research and development expenses amounted to RMB16.5 million, RMB13.2 million and RMB12.0 million for the years ended December 31, 2023, 2024 and 2025, respectively, representing 1.0%, 1.0% and 0.7% of our revenue for the respective periods.

FINANCIAL INFORMATION

Impairment losses reversal/(recognized) on financial assets

Our impairment losses reversal/(recognized) on financial assets represent credit losses or reversal on our financial assets, mainly including trade receivables and other receivables. We recorded a reversal of impairment losses on financial assets of RMB1.0 million in 2023, while we recorded impairment losses on financial assets of RMB0.8 million in 2024 and RMB0.5 million in 2025, respectively, representing the reversal or recognition of expected credit losses on our trade and other receivables.

Finance Costs

Our finance costs consist of (i) interest on bank loans; (ii) interest on lease liabilities; and (iii) interests on financing of property and equipment for office premises purchased in Hangzhou.

The following table sets forth a breakdown of finance costs for the periods indicated:

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on bank loans	—	584	990
Interest on lease liabilities	660	578	358
Interests on financing of property and equipment	178	—	—
Total	838	1,162	1,348

Our finance costs amounted to RMB0.8 million, RMB1.2 million and RMB1.3 million in 2023, 2024 and 2025, respectively, representing 0.1%, 0.1% and 0.1% of our revenue for the respective periods.

Changes in fair value of financial instruments measured at FVPL

Our changes in fair value of financial instruments measured at FVPL represents loss or gain on fair value changes of our equity investments, which primarily comprise (i) our unlisted equity investment in Beijing OriginWater PureTech Co., Ltd. (北京碧水源淨水科技有限公司) (“OriginWater”); and (ii) our investment as a limited partner in Tianjin Lanying, which primarily invests in companies in the retail and technology services sectors. As of December 31, 2023, 2024 and 2025, the carrying amounts of our financial instruments measured at FVPL were RMB26.4 million, RMB26.1 million and RMB25.6 million, respectively.

We recorded a net loss of RMB0.5 million, a net gain of RMB0.3 million and a net gain of RMB0.1 million in 2023, 2024 and 2025, respectively. The fluctuations in fair value of financial assets measured at FVPL during the Track Record Period were primarily attributable to fair value changes of our investment in OriginWater.

Taxation

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the standard EIT rate of the PRC entities is 25%. Our Company obtained the certificates of “High and New Technology Enterprise” from the tax authorities and was subject to a preferential tax rate of 15% during the Track Record Period. An additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income under the PRC Enterprise Income Tax laws and regulations after October 1, 2022. In 2023, 2024 and 2025, we recorded income tax expense of RMB20.7 million, RMB5.2 million, and RMB11.3 million, respectively.

FINANCIAL INFORMATION

During the Track Record Period, the provision for Hong Kong profits tax had been calculated in accordance with the two-tiered profits tax rates regime. Under the two-tiered profits tax rates regime, the first HK\$2 million of assessable profits of a qualifying corporation of our Group will be taxed at 8.25%, and assessable profits above HK\$2 million of the qualifying corporation will be taxed at 16.5%. The assessable profits of the other entity of our Group in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%.

Taxation for subsidiaries incorporated in other jurisdictions is calculated at the applicable income tax rates in the relevant jurisdictions.

During the Track Record Period and as of the Latest Practicable Date, we did not have any disputes or unresolved tax issues with the relevant tax authorities. For details of our income tax, see note 7 to the Accountants’ Report as set out in Appendix I.

PERIOD TO PERIOD COMPARISON OF RESULTS OF OPERATIONS

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Revenue

Our revenues increased by 16.6% from RMB1,378.7 million in 2024 to RMB1,607.7 million in 2025.

Our revenue from domestic e-commerce brand operations decreased by 10.8% from RMB1,361.3 million in 2024 to RMB1,214.1 million in 2025, primarily due to the following:

- (i) a decrease in revenue from sale of goods by 8.1% from RMB1,072.2 million in 2024 to RMB985.3 million in 2025, which was mainly attributable to our strategy to expand into overseas e-commerce brand operations. Meanwhile, we proactively optimized our domestic e-commerce brand portfolio and discontinued cooperation with 21 and nine brands in 2024 and 2025, respectively, some of which had relatively lower gross profit margins; and
- (ii) a decrease in revenue from provision of services by 20.8% from RMB289.1 million in 2024 to RMB228.8 million in 2025, which was primarily because we strategically allocated more resources to our new businesses, including overseas e-commerce brand operations and general agency and authorized brand operations.

Our revenue from general agency and authorized brand operations increased by 145.6% from RMB17.4 million in 2024 to RMB42.7 million in 2025, mainly because we further expanded this business line in 2025 and secured two new cooperative brands.

We strategically shifted our business focus to the newly developed overseas e-commerce operations business in 2025, which generated revenue of RMB350.9 million in the year.

Cost of revenue

Our cost of revenue increased by 11.4% from RMB1,109.5 million in 2024 to RMB1,236.1 million in 2025, primarily due to the increases in cost of inventories sold and logistics costs in line with our revenue growth.

Gross profit

As a result of the foregoing, our gross profit increased by 38.0% from RMB269.2 million in 2024 to RMB371.6 million in 2025. Our gross profit margin increased from 19.5% in 2024 to 23.1% in 2025.

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Gross profit margin of our domestic e-commerce brand operations increased from 19.4% in 2024 to 21.5% in 2025. In particular, the gross profit margin for sales of goods increased from 15.1% in 2024 to 17.4% in 2025, primarily due to the discontinuation of certain low-margin projects in 2024 and the addition of new projects with higher gross profit margins in 2025, as well as the continued enhancement of refined operational management. The gross profit margin for provision of services increased from 35.5% in 2024 to 39.0% in 2025, primarily because we incurred relatively higher staff costs in 2024 due to one-off severance payments arising from headcount reduction of our operational staff.

Gross profit margin of our general agency and authorized brand operations increased significantly from 25.9% in 2024 to 34.7% in 2025. We expanded our footprint in this business segment in 2025 through collaborations with new brands. Simultaneously, we are refining our operational excellence to ensure quality outcomes for our brand partners, which in turn strengthened our pricing power in the market.

Our overseas e-commerce brand operations commenced in 2025 and generated revenue of RMB350.9 million and gross profit of RMB96.2 million, with a gross profit margin of 27.4%, contributing to the overall improvement in our gross profit margin for the year.

Other income or loss, net

We recorded other income of RMB3.6 million in 2024 while we incurred other loss of RMB2.3 million in 2025, primarily due to (i) a decrease in interest income of RMB2.8 million attributable to a decrease in bank deposit balance, (ii) a decrease in government grants of RMB1.3 million; and (iii) an increase in net foreign exchange loss of RMB1.0 million following foreign exchange rate fluctuations.

Selling and marketing expenses

Our selling and marketing expenses increased by 49.0% from RMB173.1 million in 2024 to RMB257.9 million in 2025, primarily due to (i) an increase in platform service fees of RMB48.2 million, as we launched our overseas e-commerce brand operations in 2025, which led to a rise in service fees charged by international e-commerce platforms; (ii) an increase in marketing and promotion expenses of RMB25.9 million mainly stemming from channel promotion and media expenses on international e-commerce platforms to develop our overseas e-commerce brand operations; and (iii) an increase in warehousing and logistics expenses of RMB9.5 million, mainly due to higher logistics expenses associated with our overseas e-commerce brand operations as well as our general agency and authorized brand operation business.

General and administration expenses

Our general and administration expenses decreased by 39.1% from RMB70.5 million in 2024 to RMB42.9 million in 2025, primarily due to (i) a decrease in professional service fees in connection with our previous A-share listing attempt of RMB20.8 million; (ii) a decrease in staff costs of RMB6.5 million; and (iii) a decrease in depreciation and amortization expenses of RMB2.7 million, mainly resulting from the relocation of our offices in Beijing and Hangzhou in 2024 which led to lower rental costs.

Research and development expenses

Our research and development expenses decreased by 8.9% from RMB13.2 million in 2024 to RMB12.0 million in 2025, primarily due to a decrease in technical service fees of RMB1.2 million following the completion of the outsourced development phase for certain R&D projects.

Impairment losses reversal/(recognized) on financial assets

Our impairment losses on financial assets amounted to RMB0.8 million and RMB0.5 million in 2024 and 2025, respectively, recognized with reference to the assessments of the credit risk and aging profile of our trade and other receivables.

FINANCIAL INFORMATION

Finance costs

Our finance costs increased by 16.0% from RMB1.2 million in 2024 to RMB1.3 million in 2025, primarily due to an increase in interest expense on bank loans of RMB0.4 million, which was partially offset by a decrease in interest on lease liabilities of RMB0.2 million.

Changes in fair value of financial assets measured at FVPL

Our fair value changes on financial assets measured at FVPL decreased by 68.5% from a net gain of RMB0.3 million in 2024 to a net gain of RMB0.1 million in 2025, mainly attributable to fair value fluctuations of our investments in OriginWater and Tianjin Lanying.

Income tax

Income tax expenses increased by 117.3% from RMB5.2 million in 2024 to RMB11.3 million in 2025, primarily due to an increase in our profit before tax in 2025.

Profit for the year

As a result of the foregoing, our profit for the period increased by 373.4% from RMB9.2 million in 2024 to RMB43.4 million in 2025. Our net profit margin increased from 0.7% in 2024 to 2.7% in 2025.

Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

Our revenues decreased by 13.5% from RMB1,593.4 million in 2023 to RMB1,378.7 million in 2024.

Our revenue from domestic e-commerce brand operations decreased by 13.4% from RMB1,572.4 million in 2023 to RMB1,361.3 million in 2024, primarily due to the following:

- (i) a decrease in revenue from sale of goods by 10.6% from RMB1,199.5 million in 2023 to RMB1,072.2 million in 2024, which was mainly attributable to our strategic adjustment in 2024 to expand into overseas e-commerce brand operations, under which we proactively optimized our domestic e-commerce brand portfolio and terminated cooperation with certain brands with the number of brand partners for this business line decreasing from 50 in 2024 to 47 in 2025, and
- (ii) a decrease in revenue from provision of services by 22.5% from RMB372.9 million in 2023 to RMB289.1 million in 2024, which was primarily due to reduced marketing budgets of certain brand partners, resulting in lower demand for our marketing and operational services.

Revenue from general agency and authorized brand operations decreased by 17.1% from RMB21.0 million in 2023 to RMB17.4 million in 2024, mainly because we discontinued cooperation with a brand partner in 2023.

We did not generate revenue from overseas e-commerce brand operations in 2023 and 2024 as this business was in its early development stage.

Cost of revenue

Our cost of revenue decreased by 11.4% from RMB1,251.9 million in 2023 to RMB1,109.5 million in 2024, which was generally in line with the decline in our revenue.

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Gross profit

As a result of the foregoing, our gross profit decreased by 21.2% from RMB341.5 million in 2023 to RMB269.2 million in 2024. Our gross profit margin decreased slightly from 21.4% in 2023 to 19.5% in 2024.

Gross profit margin of our domestic e-commerce brand operations decreased from 21.5% in 2023 to 19.4% in 2024. In particular, the gross profit margin for sales of goods decreased from 16.5% in 2023 to 15.1% in 2024, primarily due to a higher revenue contribution from sales channel with lower gross profit margin. The gross profit margin for provision of services decreased from 37.5% in 2023 to 35.5% in 2024, primarily due to the increased staff costs associated with one-off severance payments arising from headcount reduction.

Gross profit margin of our general agency and authorized brand operations increased from 18.9% in 2023 to 25.9% in 2024, which was primarily driven by the normalization of margins following the completion of a one-off inventory clearance for certain discontinued brands in 2023.

Other income or loss, net

Other income or loss, net decreased by 68.6% from RMB11.6 million in 2023 to RMB3.6 million in 2024, primarily due to (i) a decrease in extra deduction of VAT of RMB3.4 million attributable to the expiration of the relevant preferential tax policies; (ii) an increase in net foreign exchange loss of RMB3.3 million attributable to foreign exchange rate fluctuations; and (iii) a decrease in government grants of RMB2.0 million. These decreases were partially offset by an increase in interest income of RMB1.1 million, primarily due to higher levels of average bank balance during the year.

Selling and marketing expenses

Our selling and marketing expenses decreased by 7.6% from RMB187.2 million in 2023 to RMB173.1 million in 2024, mainly due to (i) a decrease in staff costs of RMB15.8 million, as a result of reduced headcount as we improved operating efficiency by using automation tools, and (ii) a decrease in platform service fees of RMB11.7 million, primarily attributable to declined revenue from our B2C business in 2024. These decreases were partially offset by an increase in marketing and promotion expenses of RMB17.8 million, mainly attributable to increased marketing expenditures to drive sales and expand market share.

General and administration expenses

Our general and administration expenses increased by 47.0% from RMB47.9 million in 2023 to RMB70.5 million in 2024, mainly due to (i) an increase in professional service fees in connection with our previous A-share listing attempt of RMB20.8 million in 2024, (ii) an increase in staff costs of RMB2.6 million, mainly attributable to severance payments arising from headcount reduction as part of our cost-control initiatives.

Research and development expenses

Our research and development expenses decreased by 20.2% from RMB16.5 million in 2023 to RMB13.2 million in 2024, primarily due to a decrease in technical service fee following the completion of the outsourced development phase for certain R&D projects.

Impairment losses reversal/(recognized) on financial assets

We recorded net impairment losses reversal on financial assets of RMB1.0 million in 2023 while we incurred net impairment losses on financial assets of RMB0.8 million in 2024. The impairment losses reversal on financial assets in 2023 was mainly due to the reversal of previously recognized expected credit losses, as certain trade and other receivables were collected in 2023. The impairment loss on financial assets in 2024 was mainly due to the increase in expected credit losses of as a result of the updated assessments of the credit risk and aging profile of certain trade and other receivables.

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Finance costs

Our finance costs increased by 38.7% from RMB0.8 million in 2023 to RMB1.2 million in 2024, mainly due to an increase in interests on bank loans of RMB0.6 million, partially offset by (i) a decrease in interests on financing of property and equipment of RMB0.2 million and (ii) a decrease in interest on lease liabilities of RMB0.1 million.

Changes in fair value of financial instruments measured at FVPL

Our fair value changes on financial instruments measured at FVPL turned from a net loss of RMB0.5 million in 2023 to a net gain of RMB0.3 million in 2024, mainly attributable to fair value fluctuations of our unlisted equity investment in OriginWater and our investment as a limited partner in Tianjin Lanying. The loss in 2023 was primarily due to a decrease in the fair value of OriginWater, while the gain in 2024 mainly reflected the fair value appreciation of and dividend contribution from Tianjin Lanying.

Income tax

Our income tax expenses decreased by 74.6% from RMB20.7 million in 2023 to RMB5.2 million in 2024, primarily due to a decrease in our profit before tax in 2024.

Profit for the year

As a result of the foregoing, our profit for the period decreased by 88.6% from RMB80.5 million in 2023 to RMB9.2 million in 2024. Our net profit margin decreased from 5.1% in 2023 to 0.7% in 2024.

DISCUSSION OF CERTAIN KEY ITEMS OF CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

Current Assets and Liabilities

The following table sets forth our current assets and liabilities as at the dates indicated.

	As of December 31,			As of January 31,
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)
Current assets				
Inventories and contract costs	204,962	280,372	351,030	426,604
Trade receivables	150,593	120,489	118,899	89,263
Prepayments and other receivables . .	275,442	206,981	270,391	264,687
Cash at bank and on hand	253,928	213,482	96,461	61,601
Total current assets	884,925	821,324	836,781	842,155
Current liabilities				
Trade payables	63,068	100,107	42,721	66,394
Other payables and accruals	29,079	23,989	28,937	34,647
Contract liabilities	10,273	6,901	3,396	12,338
Bank loans	—	28,812	59,405	57,744
Lease liabilities	7,469	5,267	4,993	5,016
Current taxation	16,317	6,842	6,416	3,938
Total current liabilities	126,206	171,918	145,868	180,077
Net current assets	758,719	649,406	690,913	662,078

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Our net current assets decreased from RMB690.9 million as of December 31, 2025 to RMB662.1 million as of January 31, 2026, primarily due to (i) a decrease in cash at bank and on hand of RMB34.9 million, (ii) a decrease in trade and bills receivables of RMB29.6 million, and (iii) an increase in trade payables of RMB23.7 million, partially offset by (iv) an increase in inventories and contract costs of RMB75.6 million.

Our net current assets increased from RMB649.4 million as of December 31, 2024 to RMB690.9 million as of December 31, 2025, primarily due to (i) an increase in inventories and contract costs of RMB70.7 million, (ii) an increase in prepayments and other receivables of RMB63.4 million and (iii) a decrease in trade payables of RMB57.4 million, partially offset by (iv) a decrease in cash at bank and on hand of RMB117.0 million and (v) an increase in bank loans of RMB30.6 million.

Our net current assets decreased from RMB758.7 million as of December 31, 2023 to RMB649.4 million as of December 31, 2024, primarily due to (i) a decrease in prepayments and other receivables of RMB68.5 million, (ii) a decrease in cash at bank and on hand of RMB40.4 million, (iii) a decrease in trade receivables of RMB30.1 million, (iv) an increase in trade payables of RMB37.0 million, and (v) an increase in bank loans of RMB28.8 million, partially offset by an increase in inventories and contract costs of RMB75.4 million.

Inventories and contract costs

Our inventories and contract costs mainly consist of (i) finished goods we purchased for resell; and (ii) contract fulfilment costs. The following table sets forth a breakdown of our inventories as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Finished goods	198,979	283,108	354,467
Contract fulfilment costs	10,751	1,011	3,286
Less: write-down of inventories	(4,768)	(3,747)	(6,723)
Total	204,962	280,372	351,030

Our inventories and contract costs increased from RMB205.0 million as of December 31, 2023 to RMB280.4 million as of December 31, 2024, primarily due to (i) an increase in finished goods as we obtained several new projects and started cooperation with relevant brand partners in 2024, partially offset by (ii) a decrease in contract fulfilment costs as a result of the completion of several service projects in 2024. Our inventories and contract costs further increased to RMB351.0 million as of December 31, 2025, primarily due to the expansion of our overseas e-commerce brand operations in 2025, which led to an increase in finished goods in stock.

The following table sets forth an aging analysis of our inventories and contract costs before write-down of inventories as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	200,473	282,472	341,382
1 to 2 years	3,514	1,460	15,951
Over 2 years	5,743	187	420
Total	209,730	284,119	357,753

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We recorded write-downs of inventories and contract costs of RMB4.8 million, RMB3.7 million and RMB6.7 million as of December 31, 2023, 2024 and 2025, respectively. The decrease in 2024 despite increased inventory balance at year end was primarily due to the disposal of slow-moving inventories in the year. The increase in 2025 was mainly driven by the increased inventory level of goods.

The following table sets forth our inventory and contract costs turnover days for the periods indicated.

	For the year ended December 31,		
	2023	2024	2025
Inventory and contract costs turnover days	64	80	93

Note: Inventory and contract costs turnover days for a period equals the average of the opening and closing inventory and contract costs balances divided by total cost of revenue during the relevant period and multiplied by the number of days within such period.

Our inventory and contract costs turnover days were 64 days, 80 days and 93 days in 2023, 2024 and 2025, respectively. The increase in inventory and contract costs turnover days in 2024 was primarily due to the addition of inventories attributable to certain newly obtained projects, which accounted for a significant portion of the inventory balance at year end, with limited revenue contribution for the year due to its late-year commencement. The further increase in turnover days in 2025 was mainly attributable to the expansion of our overseas e-commerce brand operations, which resulted in higher year-end inventory levels.

As of January 31, 2026, RMB115.2 million, or 32.2%, of our inventories and contract costs as of December 31, 2025 had been subsequently sold, consumed or utilized.

Trade receivables

Our trade receivables represent the outstanding amount due from our customers for the purchase of our products or solutions on credit terms. We generally grant credit terms for sales to e-commerce platforms and provision of services. During the Track Record Period, credit terms granted to major customers were typically within 90 days from the invoice date.

The following table sets forth a breakdown of our trade receivables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	157,824	124,967	123,845
Less: loss allowance	(7,231)	(4,478)	(4,946)
Net carrying amount	150,593	120,489	118,899

Our trade receivables decreased from RMB150.6 million as of December 31, 2023 to RMB120.5 million as of December 31, 2024, primarily due to a decrease in service revenue in 2024. Our trade receivables further decreased to RMB118.9 million as of December 31, 2025, primarily due to continued collection of outstanding receivables.

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The following table sets forth an aging analysis of our trade receivables, based on the invoice date and net of loss allowance, as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	149,998	120,367	118,778
1 year to 2 years	477	122	106
2 years to 3 years	118	—	15
Total	150,593	120,489	118,899

The substantial majority of our trade receivables are due within one year. We measure loss allowance for trade receivables at an amount equal to lifetime ECLs, which is calculated using a provision matrix. As of December 31, 2023, 2024 and 2025, we recorded loss allowance for trade receivables of RMB7.2 million, RMB4.5 million, and RMB4.9 million, respectively. The decrease in loss allowance in 2024 was mainly due to the settlement of overdue balances from certain clients in 2024 and a lower overall receivable balance. For details of our credit risk exposure, see note 27(a) to the Accountants’ Report as set out in Appendix I.

The following table sets forth the turnover days of our trade receivables as of the date indicated.

	For the year ended December 31,		
	2023	2024	2025
Trade receivable turnover days	40	36	27

Note: Trade receivable turnover days for a period equals the average of the opening and closing trade receivable balances divided by total revenue during the relevant period and multiplied by the number of days within such period.

Our trade receivable turnover days amounted to 40 days, 36 days and 27 days as of December 31, 2023, 2024, and 2025, respectively. The continuous decrease during the Track Record Period was mainly due to our proactive collection of outstanding receivables. Our trade receivable turnover days were shorter than credit terms granted to customers, mainly because we typically receive payments upon customers’ receipt of goods for direct-to-consumer sales through our self-operated stores on e-commerce platforms.

As of January 31, 2026, RMB29.8 million, or 24.1%, of our trade receivables as of December 31, 2025 had been subsequently settled.

Prepayments and other receivables

Our prepayments and other receivables mainly consist of (i) prepayments for inventories and services, (ii) prepayments for costs incurred in connection with the Company’s A share listing attempt, (iii) prepayments for costs incurred in connection with [REDACTED] of the Company’s H share, (iv) advance payments on behalf of brand partners, (v) rebate receivable from brand partners, (vi) deposits, and (vii) deductible input VAT.

The following table sets forth a breakdown of our prepayments and other receivables as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Prepayments for inventories and services	42,237	44,524	89,152
Prepayment for professional service fees in connection with the Company’s previous A share listing attempt	19,440	—	—

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	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Prepayments for costs incurred in connection with [REDACTED] of the Company's H share	[REDACTED]	[REDACTED]	[REDACTED]
Advance payments on behalf of brand partners	101,157	64,321	50,236
Rebate receivable from brand partners	76,056	76,147	71,338
Deposits	13,162	9,321	36,333
Deductible input VAT and others	23,848	14,346	24,664
Less: loss allowances	(458)	(1,678)	(1,614)
Net carrying amount	275,442	206,981	270,391

Our prepayments and other receivables decreased from RMB275.4 million as of December 31, 2023 to RMB207.0 million as of December 31, 2024, primarily due to (i) the decrease in advance payments on behalf of brand partners of RMB36.8 million mainly resulted from reduced marketing budgets of brand partners and lower online retail sales in 2024, (ii) a decrease in prepayments for costs incurred in connection with the Company's A share listing attempt of RMB19.4 million, and (iii) the reduction in deductible input VAT following the completion of certain projects and lower procurement levels in 2024.

Our prepayments and other receivables further increased to RMB270.4 million as of December 31, 2025, primarily due to (i) an increase in prepayments for inventories and services of RMB44.6 million, mainly attributable to higher prepayments for procurement related to our overseas e-commerce brand operations, (ii) an increase in deposits of RMB27.0 million paid to brand partners, partially offset by a decrease in advance payments on behalf of brand partners of RMB14.1 million.

As of January 31, 2026, RMB66.9 million, or 24.7%, of our prepayments and other receivables as of December 31, 2025 had been subsequently settled.

Trade payables

Our trade payables primarily consist of trade payables due to third parties. All trade payables are expected to be settled within one year or are repayable on demand. Our trade payables increased from RMB63.1 million as of December 31, 2023 to RMB100.1 million as of December 31, 2024, and then decreased to RMB42.7 million as of December 31, 2025, primarily due to higher balance of payables for the procurement of goods arising from our cooperation with new brand partners in late 2024.

The following table sets forth an aging analysis of our trade payables, based on the invoice date, as of the date indicated.

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	63,035	100,087	42,721
Above 1 years	33	20	—
Total	63,068	100,107	42,721

The following table sets forth the turnover days of our trade payables as of the date indicated.

	For the year ended December 31,		
	2023	2024	2025
Trade payable turnover days	17	27	21

Note: Trade payable turnover days for a period equals the average of the opening and closing trade payable balances divided by total cost of revenue during the relevant period and multiplied by the number of days within such period.

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Our trade payable turnover days were 17 days, 27 days and 21 days in 2023, 2024 and 2025, respectively. The relatively higher trade payable turnover days in 2024 was primarily due to higher procurement-related payables arising from our cooperation with new brand partners in 2024.

As of January 31, 2026, RMB21.4 million, or 50.1%, of our trade and other payables as of December 31, 2025 had been subsequently settled.

Other payables and accruals

Other payables and accruals consist of (i) payables of staff costs, (ii) other payables and accruals and (iii) other taxes payables.

The following table sets forth a breakdown of other payables and accruals as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Payables of staff costs	23,806	19,258	19,204
Other payables and accruals	1,047	1,332	2,918
Other taxes payables	4,226	3,399	6,815
Total	29,079	23,989	28,937

Other payables and accruals decreased from RMB29.1 million as of December 31, 2023 to RMB24.0 million as of December 31, 2024, primarily due to (i) a decrease in payables of staff costs of RMB4.5 million as a result of headcount reduction; and (ii) a decrease in other taxes payables of RMB0.8 million as a result of the decline in revenue and profit in 2024, which reduced the amount of taxes payable. Other payables and accruals increased to RMB28.9 million as of December 31, 2025, primarily due to (i) an increase in other taxes payables of RMB3.4 million as a result of the overall recovery of the Company's business in 2025; and (ii) an increase in other payables and accruals of RMB1.6 million.

As of January 31, 2026, RMB16.8 million or 58.1%, of our other payables and accruals as of December 31, 2025 had been subsequently settled.

Contract liabilities

Our contract liabilities represent receipts in advance from customers while the underlying goods or services are yet to be provided. Our contract liabilities decreased from RMB10.3 million as of December 31, 2023 to RMB6.9 million as of December 31, 2024, primarily due to fewer on-going service projects. Our contract liabilities further decreased to RMB3.4 million as of December 31, 2025, primarily due to the delivery of several service projects in the year.

As of January 31, 2026, RMB0.8 million, or 23.6%, of our contract liabilities as of December 31, 2025 had been subsequently recognized as revenue.

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Non-Current Assets and Liabilities

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Non-Current Assets			
Financial assets measured at FVPL	26,376	26,115	25,643
Property and equipment	28,313	29,471	23,877
Intangible assets	206	22	71
Goodwill	38,193	38,193	38,193
Deferred tax assets	6,208	10,688	10,084
Total non-current assets	99,296	104,489	97,868
Non-Current Liabilities			
Lease liabilities	2,890	5,364	770
Deferred tax liabilities	3,090	2,463	986
Total non-current liabilities	5,980	7,827	1,756

Property and equipment

Our property and equipment primarily consist of buildings, electronic equipment, office equipment, vehicles, leasehold improvement and right-of-use assets. Our property and equipment increased from RMB28.3 million as of December 31, 2023 to RMB29.5 million as of December 31, 2024, primarily due to the addition of right-of-use assets arising from the relocation of our Beijing and Hangzhou offices in 2024. Our property and equipment decreased from RMB29.5 million as of December 31, 2024 to RMB23.9 million as of December 31, 2025, primarily due to depreciation charges during the year.

Financial assets measured at FVPL

Our financial assets measured at FVPL primarily consist of investments in equity securities, including OriginWater and Tianjin Lanying. Our financial assets measured at FVPL remained relatively stable at RMB26.4 million as of December 31, 2023 and RMB26.1 million as of December 31, 2024, respectively. Our financial assets measured at FVPL decreased slightly from RMB26.1 million in 2024 to RMB25.6 million in 2025, primarily due to fair value changes of the underlying investments.

Goodwill

Our goodwill amounted to RMB38.2 million, RMB38.2 million and RMB38.2 million as of December 31, 2023, 2024 and 2025, respectively. We recorded goodwill of RMB38.2 million arising from the acquisitions of Beijing Bay Line of RMB34.3 million and Shanghai Asiacan of RMB3.9 million completed prior to the Track Record Period. The goodwill remained stable during the Track Record Period as no impairment indicators were identified. For details, see note 13 to the Accountants’ Report as set out in Appendix I.

LIQUIDITY AND CAPITAL RESOURCES

During the Track Record Period and up to the Latest Practicable Date, we funded our cash requirements principally from cash generated from operating activities and proceeds from bank loans. We monitor and maintain a level of cash deemed adequate to finance our operations and mitigate the effects of fluctuations in cash flows. We had cash at bank and on hand of RMB253.9 million, RMB213.5 million, and RMB96.5 million as of December 31, 2023, 2024 and 2025, respectively.

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Going forward, we believe that our liquidity requirements will be satisfied by using a combination of cash generated from operating activities, available banking facilities and [REDACTED] from the [REDACTED]. We currently do not have any other plans for material additional external financing. We do not expect our capital expenditures and resources to materially deviate from our business operations during the Relevant Periods.

Cash Flows

The following table sets forth our cash flows for the periods indicated.

	For the year ended December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Net cash generated from/(used in) operating activities	128,904	58,814	(140,956)
Net cash generated from investing activities . . .	6	80	458
Net cash (used in)/generated from financing activities	(27,732)	(98,109)	26,234
Net increase/(decrease) in cash and cash equivalents	101,178	(39,215)	(114,264)
Cash and cash equivalents at beginning of the year	151,946	252,270	213,229
Effect of foreign exchange rate changes, net . . .	(854)	174	(2,504)
Cash and cash equivalents at end of year . . .	252,270	213,229	96,461

Net cash generated from/used in operating activities

In 2025, net cash flows used in operating activities amounted to RMB141.0 million, primarily attributable to profit before tax of RMB54.7 million, as adjusted by non-cash and non-operational items totaling RMB12.3 million, negative changes in working capital of RMB195.3 million and income tax paid of RMB12.6 million. Changes in working capital mainly consisted of (i) an increase in inventories and contract costs of RMB70.7 million, (ii) an increase in trade and other receivables and prepayments of RMB61.6 million, and (iii) a decrease in trade and other payables of RMB59.6 million, as well as (iv) a decrease in contract liabilities of RMB3.5 million.

In 2024, net cash flows from operating activities amounted to RMB58.8 million, primarily attributable to profit before tax of RMB14.4 million, as adjusted by non-cash and non-operational items totaling RMB13.0 million, positive changes in working capital of RMB51.3 million and income tax paid of RMB19.8 million. Changes in working capital mainly consisted of (i) a decrease in trade and other receivables and prepayments of RMB98.3 million and (ii) an increase in trade and other payables of RMB31.7 million, partially offset by (iii) an increase in inventories and contract costs of RMB75.4 million and (iv) a decrease in contract liabilities of RMB3.4 million.

In 2023, net cash flows from operating activities amounted to RMB128.9 million, primarily attributable to profit before tax of RMB101.1 million, as adjusted by non-cash and non-operational items totaling RMB12.5 million, positive changes in working capital of RMB44.3 million and income tax paid of RMB29.0 million. Changes in working capital mainly consisted of (i) a decrease in inventories and contract costs of RMB28.8 million, (ii) an increase in trade and other payables of RMB3.8 million and (iii) an increase in contract liabilities of RMB2.3 million, and (iv) a decrease in trade and other receivables and prepayments of RMB9.4 million.

See “— Discussion of Certain Key Items of Consolidated Statements of Financial Position” for primary reasons relating to the underlying causes for our operating cash flow changes.

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To continuously improve our operating cash flow and strengthen our overall liquidity position, we have implemented the following measures:

- (i) *Trade payable and prepayment management.* During the Track Record Period, we normally made payments to suppliers before the delivery of goods we purchased. We believe that with the expansion of our business scale and the implementation of measures such as centralized procurement and long-term cooperation arrangements with suppliers, we will have stronger bargaining power, enabling us to negotiate more favorable credit terms with our suppliers, particularly for procurement under the sale of goods model. We believe this will better align our payment schedule with our operating cash flow cycle.
- (ii) *Inventory turnover efficiency.* We have leveraged our full-chain order and supply chain management capabilities to align procurement planning with sales forecasts and dynamically adjust safety stock levels. In light of our increasing revenue contribution from overseas e-commerce brand operations, we are strengthening our oversight of overseas inventory to support our on-going expansion in this business line. We place particular focus on slow-moving goods in stock to reduce obsolete inventory.
- (iii) *Receivable management.* We have taken into account the collection of outstanding receivables when evaluating the performance of our sales and operation teams. Our finance department prepares a monthly aging analysis of trade receivables and shares it with the business teams to drive timely follow-ups and improve collection efficiency. We also plan to further refine our credit control procedures and strengthen monitoring of overdue balances to reduce credit risk.
- (iv) *Expense control.* We enforce a strict budget management procedure/internal policy/guideline to control discretionary spending and prevent over-budget expenditures. We also apply rigorous standards to daily operating expenses, to enhance cost discipline across departments.
- (v) *Cash flow monitoring and forecasting.* We prepare daily, weekly, and monthly cash reports to closely monitor our liquidity position. We collect monthly cash flow plans from business units and set internal alert thresholds for minimum cash balances. In addition, we conduct regular sensitivity analyses and stress tests to assess potential liquidity risks and ensure adequate working capital under various operating scenarios.

These measures, together with our on-going efforts to improve profitability and operational efficiency, are expected to enhance our operating cash flow and support our long-term business development.

Net cash generated from investing activities

In 2025, net cash flows from investing activities amounted to RMB0.5 million, primarily attributable to (i) investment income from financial assets measured at FVPL of RMB0.6 million, mainly representing dividends received from our investment in Tianjin Lanying, partially offset by (ii) payments for the purchases of property and equipment of RMB32,000 and (iii) payments for the purchases of intangible assets of RMB80,000.

In 2024, net cash flows from investing activities amounted to RMB80,000, primarily attributable to (i) investment income from financial assets measured at FVPL of RMB0.6 million, mainly representing dividends received from our investment in Tianjin Lanying, which was partially offset by (ii) payment for purchase of property and equipment of RMB0.5 million, mainly for electronic equipment and (iii) proceeds from disposal of property and equipment and intangible assets of RMB3,000.

In 2023, net cash flows from investing activities amounted to RMB6,000, primarily attributable to (i) proceeds from disposal of property and equipment and intangible assets of RMB33,000, partially offset by (ii) payments for purchases of property and equipment of RMB15,000 and (iii) payments for the purchases of intangible assets of RMB12,000.

FINANCIAL INFORMATION

Net cash flow used in/generated from financing activities

In 2025, net cash flows from financing activities amounted to RMB26.2 million, primarily attributable to proceeds from bank loans of RMB128.8 million, which were partially offset by payments of bank loans of RMB95.8 million, the capital element of lease rentals paid of RMB5.4 million, the interest element of lease rentals paid of RMB0.4 million, and payments of interests on bank loans of RMB0.8 million.

In 2024, net cash flows used in financing activities amounted to RMB98.1 million, primarily attributable to (i) payment of repurchase of ordinary shares of RMB116.7 million and (ii) payments of bank loans of RMB38.0 million, representing repayment of offshore bank borrowings, which was partially offset by (iii) proceeds from bank loans of RMB66.0 million, representing offshore bank borrowings and (iv) the capital element of lease rentals paid of RMB8.3 million and interest element of lease rentals paid of RMB0.6 million.

In 2023, net cash flows used in financing activities amounted to RMB27.7 million, primarily attributable to (i) payments for financing of property and equipment of RMB9.3 million, representing repayment of the mortgage loan for our office in Hangzhou purchased in 2021; (ii) capital element of lease rentals paid of RMB9.7 million, which decreased in 2024 due to lower lease payments for new offices; and (iii) payment of professional service fees of RMB7.6 million, mainly accounting and legal fees related to our previous A-share listing attempt.

Working Capital Confirmation

Taking into account the financial resources available to us, including our cash and cash equivalents, cash generated from operating activities, available banking facilities and the estimated [REDACTED] from the [REDACTED], our Directors are of the view that we have sufficient working capital to meet our present needs and for the next twelve months from the date of this document. Our Directors confirm that we had no material defaults in payment of trade and non-trade payables during the Track Record Period.

INDEBTEDNESS

The following table sets forth the breakdown of our indebtedness as of the dates indicated:

	As of December 31,			As of January 31,
	2023	2024	2025	2026
	RMB'000	RMB'000	RMB'000	RMB'000 (unaudited)
Current:				
Bank loans	–	28,812	59,405	57,744
Lease liabilities	7,469	5,267	4,993	5,016
Non-current:				
Lease liabilities	2,890	5,364	770	766
Total	10,359	39,443	65,168	63,526

Bank loans

As of December 31, 2023, 2024 and 2025, we had bank loans of nil, RMB28.8 million, and RMB59.4 million, respectively. Our bank loan as of December 31, 2024 were denominated in USD with an interest rate of 6.24% per annum. Among our bank loans as of December 31, 2025, RMB34.7 million were denominated in RMB with interest rates ranging from 2.45% to 3.98% per annum, and RMB24.7 million were denominated in USD with interest rates ranging from 4.94% to 4.97% per annum. Our interest-bearing bank borrowings were primarily used for working capital purposes. We consider our bank

FINANCIAL INFORMATION

loan agreements to contain standard terms, conditions and covenants that are customary for commercial bank loans. We consider the interest rates of our bank loans to be within the range of market interest rates. As of January 31, 2026, we had committed unutilized banking facilities of RMB156.2 million.

Our Directors confirm that as of the Latest Practicable Date, there was no material covenant on any of our outstanding debt. Our Directors further confirm that we did not experience any difficulty in obtaining bank loans or other borrowings, default in payment of bank loans or other borrowings or breach of covenants during the Track Record Period and up to the Latest Practicable Date. As of the Latest Practicable Date, we did not have plans for any other material external debt financing.

Lease Liabilities

Lease liabilities represent the present value of outstanding lease payments under our lease agreements and primarily relate to our office buildings and facilities. Our current and non-current lease liabilities remained relatively stable at RMB10.4 million and RMB10.6 million as of December 31, 2023 and 2024, respectively. Our lease liabilities further decreased from RMB10.6 million as of December 31, 2024 to RMB5.8 million as of December 31, 2025, primarily due to amortization of lease liabilities.

The following table sets forth the maturity analysis of our lease liabilities, based on the contractual undiscounted payments, as of the dates indicated:

	As of December 31,		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	7,469	5,267	4,993
After 1 year but within 2 years	2,890	4,781	770
After 2 years but within 5 years	—	583	—
Total	10,359	10,631	5,763

No Other Outstanding Indebtedness

Except as discussed above, we did not have any material mortgages, charges, debentures, loan capital, debt securities, loans, bank overdrafts, or other similar indebtedness, financing lease, or hire purchase commitments, liabilities under acceptances (other than normal trade bills), acceptance credits, which are either guaranteed, unguaranteed, secured, or unsecured as of January 31, 2026. Our Directors have confirmed that there has been no material change in our indebtedness since January 31, 2026 up to the date of this document.

CONTINGENT LIABILITIES

As of December 31, 2023 and 2024 and 2025, we did not have any material contingent liabilities. Our Directors confirm that there has been no material change in our contingent liabilities since December 31, 2025 up to the Latest Practicable Date.

KEY FINANCIAL RATIOS

	As of/For the year ended December 31,		
	2023	2024	2025
Gross profit margin (%) ⁽¹⁾	21.4	19.5	23.1
Current ratio (times) ⁽²⁾	7.0	4.8	5.7
Gearing ratio (%) ⁽³⁾	1.2	5.3	8.3

FINANCIAL INFORMATION

Notes:

- (1) Gross profit margin is calculated as gross profit for the period divided by revenue for the respective period and multiplied by 100%.
- (2) Current ratio is calculated as current assets divided by current liabilities as of the date indicated.
- (3) Gearing ratio is calculated as total debt, comprising bank loans and lease liabilities, divided by equity as of the date indicated.

CAPITAL EXPENDITURES AND COMMITMENTS

Capital Expenditures

During the Track Record Period, our capital expenditures primarily consisted of payments for purchases of property and equipment and intangible assets. Our capital expenditures were RMB27,000, RMB495,000, and RMB112,000 in 2023, 2024 and 2025, respectively.

We will continue to make capital expenditures to meet the expected growth of our business. We intend to fund our future capital expenditures with our existing cash balance, available bank loans and [REDACTED] from the [REDACTED]. See the section headed “Future Plans and [REDACTED]” for more details. We may reallocate the fund to be utilized for capital expenditures and long-term investments based on our ongoing business needs.

Capital Commitments

As of December 31, 2023, 2024 and 2025, our Group did not have any significant capital commitments.

OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we had not entered into any off-balance sheet arrangements.

MATERIAL RELATED PARTY TRANSACTIONS

During the Track Record Period, we entered into various transactions with our related parties from time to time, which were all trade in nature. For more details about our related party transactions, see note 28 to the Accountants’ Report as set out in Appendix I. Our Directors believe that our transactions with related parties during the Track Record Period were conducted on an arm’s length basis, and they did not distort our results of operations or make our historical results not reflective of our future performance.

FINANCIAL RISK DISCLOSURE

We are exposed to a variety of financial risks, including credit, liquidity, interest rate and currency risks in our normal course of business. Our overall risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on our financial performance and has been reviewed and agreed by our Board. See note 27 to the Accountants’ Report as set out in Appendix I for a detailed description of our financial risk management.

DIVIDEND POLICY

No dividend has been declared or paid by our Company during the Track Record Period. The decision on whether to pay dividends will be made at the discretion of our Directors in compliance with our Articles of Association and applicable laws and regulations and will depend upon, among others, the

FINANCIAL INFORMATION

financial results, cash flow, business conditions and strategies, future operations and earnings, capital requirements and expenditure plans, any restrictions on payment of dividends, and other factors that our Directors may consider relevant. We currently do not have a formal dividend policy or a pre-determined dividend payout ratio.

According to relevant PRC laws, any future net profit that we make will have to be first applied to make up for our historically accumulated losses, after which we will be obliged to allocate 10% of our net profit to our statutory common reserve fund until such fund has reached 50% or more of our registered capital. We will, therefore, only be able to declare dividends after: (i) all our historically accumulated losses have been made up for; and (ii) we have allocated sufficient net profit to our statutory common reserve fund as described above. Our ability to declare and pay dividends will also depend on the availability of dividends received from group companies in the PRC and other jurisdictions. Distributions from our group companies may be restricted if they incur losses or in accordance with any restrictive covenants in bank borrowing or financing agreements that we or our subsidiaries may enter into in the future. Any proposed distribution of dividends is subject to the discretion of our Board and the approval of our shareholders. Our Board may recommend a distribution of dividends in the future after taking into account our results of operations, financial condition, operating requirements, capital requirements, shareholders’ interests and any other conditions that our Board may deem relevant.

DISTRIBUTABLE RESERVES

As of December 31, 2025, our Group had distributable reserves of RMB476.7 million.

[REDACTED]

[REDACTED] to be borne by us are estimated to be approximately [REDACTED] or [REDACTED] of the gross [REDACTED] of the [REDACTED] (assuming an [REDACTED] of [REDACTED] per H Share, being the mid-point of the indicative [REDACTED] range, without taking into account the [REDACTED]), including (i) [REDACTED] of approximately [REDACTED], and (ii) [REDACTED] related expenses of approximately [REDACTED] which consist of (a) fees and expenses of legal advisors and the Reporting Accountants of approximately [REDACTED] and (b) other fees and expenses of approximately [REDACTED]. Approximately [REDACTED] of our [REDACTED] is expected to be charged to our consolidated statements of profit or loss and other comprehensive income and approximately [REDACTED] is expected to be accounted for as a deduction from equity upon [REDACTED] under the relevant accounting standard. During the Track Record Period, [REDACTED] of [REDACTED] had been charged to our consolidated statements of profit or loss and other comprehensive income, and [REDACTED] of [REDACTED] had been charged to our consolidated statement of financial position. The [REDACTED] above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

UNAUDITED [REDACTED] FINANCIAL INFORMATION

See “Appendix II — Unaudited [REDACTED] Financial Information” for details.

NO MATERIAL ADVERSE CHANGE

After performing sufficient due diligence work which our Directors consider appropriate and after due and careful consideration, the Directors confirm that, up to the date of this document, there have been no material adverse changes in our financial, operational, or trading position or prospects since December 31, 2025, being the date of the latest reporting period ended of our consolidated financial statements as set out in the Accountants’ Report included in Appendix I, and there is no event since December 31, 2025 that would materially affect the information as set out in the Accountants’ Report included in Appendix I.

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DISCLOSURE UNDER RULES 13.13 TO 13.19 OF THE LISTING RULES

Our Directors confirm that, except as otherwise disclosed in this document, as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND [REDACTED]

FUTURE PLANS

See the section headed “Business — Our Strategies” for a detailed description of our future plans.

[REDACTED]

We estimate that we will receive [REDACTED] from the [REDACTED] of approximately [REDACTED], after deducting [REDACTED] fees and commissions and other estimated expenses paid and payable by us in relation to the [REDACTED], assuming an [REDACTED] of [REDACTED] per H Share, being the mid-point of the [REDACTED] range from [REDACTED] to [REDACTED] per H Share, and that the [REDACTED] is not exercised.

We currently intend to use these [REDACTED] for the purposes and in the amounts set forth below:

- approximately [REDACTED], or [REDACTED] is expected to be allocated for upgrading AI and core technology capabilities. As competition in the e-commerce industry intensifies, we believe that continued investment in our technology infrastructure is essential to maintaining and extending our operational advantage. We intend to deepen the capabilities of our proprietary “Intelink” intelligent operations platform to deliver greater automation, data intelligence and operational efficiency across our business. Specifically, we plan to allocate:
 - (i) approximately [REDACTED], or [REDACTED], will be used to strengthen our technological capabilities through recruitment and retention of dedicated technology development personnel. We plan to recruit additional personnel across the following disciplines: AI algorithm engineers, large language model application engineers, AI product managers, data engineers, front-end and back-end software engineers, and testing and operations engineers. These hires will enhance the functions and capabilities of our technology infrastructure, directly [supporting the continuous development and improvement of our proprietary “Intelink” intelligent operations platform and] enabling us to deepen the application of AI across our operations.
 - (ii) approximately [REDACTED], or [REDACTED], will be used to upgrade our compute power and model capabilities. Specific investments will include: (a) expansion of our computing power through deployment of additional compute clusters to support large-scale AI model training and inference workloads; (b) increased expenditure on API access to frontier large language models; and (c) investment in data annotation [services] to curate high-quality training datasets, and investment in data warehousing and data management infrastructure to support digital operations.
 - (iii) approximately [REDACTED], or [REDACTED], will be used for system development, integration and ongoing operations and maintenance. This includes: (a) development and maintenance of system integration interfaces with major e-commerce platforms (including Tmall, JD.com, Amazon, Douyin, and other domestic and international platforms); (b) internal software development, quality assurance testing and deployment of new features and modules; and (c) ongoing operations and maintenance of our technology infrastructure to ensure system stability, security and scalability.

The above investments are intended to strengthen the underlying technology infrastructure and talent base necessary to support our continued AI-driven development. Looking ahead, we expect to apply the enhanced capabilities towards a number of key technological directions, primarily including: (i) further advancement of our Intelink platform modules to deliver greater automation and data intelligence across our domestic e-commerce brand operations; and (ii) development of AI agent capabilities towards an OPS operational model, in which AI agents are capable of autonomously managing multi-platform store operations with reduced manual intervention.

- approximately [REDACTED], or [REDACTED], will be used for building our global brand growth ecosystem and empowering the overseas expansion of quality brands. Specifically, we intend to allocate:

FUTURE PLANS AND [REDACTED]

- (i) approximately [REDACTED], or [REDACTED], to will be used to expand our overseas market presence. We intend to develop and scale our overseas e-commerce operations for selected domestic Chinese brands across international markets, initially focusing on North America and Europe. Specific initiatives include: (i) establishing and operating storefronts on mainstream international e-commerce platforms, including Amazon (covering North America, Germany, the United Kingdom and other European storefronts), Walmart and Temu, to drive scalable brand growth in overseas markets; (ii) recruiting and deploying local and overseas operations personnel with in-depth knowledge of local market dynamics, consumer behaviour and platform requirements to support the day-to-day operations of overseas stores and marketing functions; and (iii) engaging third-party warehousing and logistics service providers in target overseas markets to support efficient order fulfilment and delivery to international consumers;
 - (ii) approximately [REDACTED], or [REDACTED], will be used to co-develop new products with our brand partners. For brands for which we have secured the role of China regional general distributor, we intend to leverage China’s world-class supply chain capabilities to assume responsibility for global product development on behalf of those brands. Under this initiative, we plan to co-develop new products each year with relevant brands that possess demonstrable global sales potential. To the extent such products are subsequently manufactured for sale in markets outside China, we expect to receive a product licensing fee calculated as a percentage of the revenues generated from such overseas sales. To support this initiative, we will invest in: (a) product research and development costs, including formulation and design; (b) tooling, moulding and prototyping expenses; and (c) production expenses of product samples for testing and commercial validation.
- approximately [REDACTED], or [REDACTED], is expected to be used for working capital and general corporate uses.

The above allocation of the [REDACTED] will be adjusted on a pro-rata basis in the event that the [REDACTED] is fixed at a higher or lower level compared to the mid-point of the [REDACTED] range stated in this document.

If the [REDACTED] is fixed at [REDACTED] per H Share (being the high end of the [REDACTED] range stated in this document), we will receive additional [REDACTED] of approximately [REDACTED], assuming the [REDACTED] is not exercised. If the [REDACTED] is fixed at [REDACTED] per H Share (being the low end of the [REDACTED] range stated in this document), the [REDACTED] we receive will be reduced by approximately [REDACTED], assuming the [REDACTED] is not exercised.

In the event that the [REDACTED] is exercised in full, the additional [REDACTED] that we would receive would be [REDACTED] assuming an [REDACTED] of [REDACTED] per H Share, being the mid-point of the [REDACTED] range stated in this document, after deduction of [REDACTED] fees and commissions and other estimated expenses paid and payable by us in relation to the [REDACTED]. Additional [REDACTED] received due to the exercise of the [REDACTED] will be used for the above purposes accordingly on a pro-rata basis if the [REDACTED] is exercised.

If the [REDACTED] of the [REDACTED] are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, we will deposit the [REDACTED] into interest bearing accounts at licensed banks and/or other authorized financial institutions as defined under the Securities and Futures Ordinance/the applicable laws and regulations in other jurisdiction. In such event, we will comply with the appropriate disclosure requirements under the Listing Rules and make an appropriate announcement if there is any change to the above proposed [REDACTED].

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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STRUCTURE OF THE [REDACTED]

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HOW TO APPLY FOR [REDACTED]

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[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

The following is the text of a report set out on pages I-1 to I-43, 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 BEIJING DATA INTELINK TECHNOLOGY CO., LTD. AND CHINA RENAISSANCE SECURITIES (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Beijing Data Intelink Technology Co., Ltd. (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-3 to I-43, 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 and other comprehensive income, the consolidated statements of changes in equity and the consolidated statements of cash flows, 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-43 forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [REDACTED] (the “Document”) in connection with the initial [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 (the “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.

APPENDIX I

ACCOUNTANTS’ REPORT

Opinion

In our opinion, the Historical Financial Information gives, for the purpose of the accountants’ report, a true and fair view of the Group’s and the Company’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 26(f) to the Historical Financial Information which states that no dividends have been 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

[●]

APPENDIX I

ACCOUNTANTS’ REPORT

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”).

The Historical Financial Information is presented in Renminbi Yuan (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(Expressed in Renminbi (“RMB”))

	Note	Years ended 31 December		
		2023	2024	2025
		RMB’000	RMB’000	RMB’000
Revenue	4	1,593,359	1,378,665	1,607,699
Cost of revenue		(1,251,871)	(1,109,505)	(1,236,143)
Gross profit		341,488	269,160	371,556
Other income or loss, net	5	11,575	3,632	(2,335)
Selling and marketing expenses		(187,233)	(173,064)	(257,907)
General and administration expenses	6(c)	(47,916)	(70,457)	(42,879)
Research and development expenses		(16,498)	(13,158)	(11,981)
Impairment losses reversal/(recognised) on financial assets		1,037	(846)	(477)
Profit from operations		102,453	15,267	55,977
Finance costs	6(a)	(838)	(1,162)	(1,348)
Changes in fair value of financial instruments measured at fair value through profit or loss (“FVPL”)		(473)	311	98
Profit before taxation	6	101,142	14,416	54,727
Income tax	7	(20,657)	(5,248)	(11,328)
Profit for the year		80,485	9,168	43,399

The accompanying notes form part of this Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

	<i>Note</i>	Years ended 31 December		
		2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Profit for the year		80,485	9,168	43,399
Other comprehensive income for the year (after tax)				
Items that may be reclassified to profit or loss:				
– Exchange differences on translation of financial statements of subsidiaries other than Chinese Mainland		1,011	1,525	(2,442)
Total comprehensive income for the year		81,496	10,693	40,957
Profit attributable to:				
Equity shareholders of the Company		80,486	9,154	42,076
Non-controlling interests		(1)	14	1,323
		80,485	9,168	43,399
Total comprehensive income attributable to:				
Equity shareholders of the Company		81,497	10,679	39,634
Non-controlling interests		(1)	14	1,323
		81,496	10,693	40,957
Earnings per share				
Basic and diluted (RMB)	10	0.60	0.07	0.34

The accompanying notes form part of this Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(Expressed in RMB)

	Note	As at 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Non-current assets				
Property and equipment	11	28,313	29,471	23,877
Intangible assets	12	206	22	71
Goodwill	13	38,193	38,193	38,193
Financial assets measured at FVPL	15	26,376	26,115	25,643
Deferred tax assets	25(b)	6,208	10,688	10,084
		<u>99,296</u>	<u>104,489</u>	<u>97,868</u>
Current assets				
Inventories and contract costs	16	204,962	280,372	351,030
Trade receivables	17	150,593	120,489	118,899
Prepayments and other receivables	18	275,442	206,981	270,391
Cash at bank and on hand	19	253,928	213,482	96,461
		<u>884,925</u>	<u>821,324</u>	<u>836,781</u>
Current liabilities				
Trade payables	20	63,068	100,107	42,721
Other payables and accruals	21	29,079	23,989	28,937
Contract liabilities	22	10,273	6,901	3,396
Bank loans	23	—	28,812	59,405
Lease liabilities	24	7,469	5,267	4,993
Current taxation	25(a)	16,317	6,842	6,416
		<u>126,206</u>	<u>171,918</u>	<u>145,868</u>
Net current assets		<u>758,719</u>	<u>649,406</u>	<u>690,913</u>
Total assets less current liabilities		<u>858,015</u>	<u>753,895</u>	<u>788,781</u>
Non-current liabilities				
Lease liabilities	24	2,890	5,364	770
Deferred tax liabilities	25(b)	3,090	2,463	986
		<u>5,980</u>	<u>7,827</u>	<u>1,756</u>
NET ASSETS		<u>852,035</u>	<u>746,068</u>	<u>787,025</u>
CAPITAL AND RESERVES	26			
Share capital		135,260	124,663	124,663
Reserves		716,767	621,383	661,017
Total equity attributable to equity shareholders of the Company		852,027	746,046	785,680
Non-controlling interests		8	22	1,345
TOTAL EQUITY		<u>852,035</u>	<u>746,068</u>	<u>787,025</u>

The accompanying notes form part of this Historical Financial Information.

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ACCOUNTANTS’ REPORT

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

(Expressed in RMB)

	Note	As at 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Non-current assets				
Property and equipment		4,888	3,101	1,910
Intangible assets		191	22	10
Investments in subsidiaries	14	224,796	243,196	243,196
Financial assets measured at FVPL	15	8,778	8,517	8,045
Deferred tax assets		2,050	7,561	7,988
		<u>240,703</u>	<u>262,397</u>	<u>261,149</u>
Current assets				
Inventories and contract costs		6,523	3,744	2,449
Trade receivables	17	58,745	43,972	58,213
Prepayments and other receivables	18	110,966	54,305	166,348
Cash at bank and on hand	19	181,847	126,403	1,418
		<u>358,081</u>	<u>228,424</u>	<u>228,428</u>
Current liabilities				
Trade payables	20	12,708	11,302	8,648
Other payables and accruals	21	93,552	132,713	105,134
Contract liabilities	22	5,689	3,156	217
Bank loans	23	—	—	30,700
Lease liabilities	24	3,350	1,120	1,175
		<u>115,299</u>	<u>148,291</u>	<u>145,874</u>
Net current assets		<u>242,782</u>	<u>80,133</u>	<u>82,554</u>
Total assets less current liabilities		<u>483,485</u>	<u>342,530</u>	<u>343,703</u>
Non-current liabilities				
Lease liabilities	24	1,496	1,395	220
		<u>1,496</u>	<u>1,395</u>	<u>220</u>
NET ASSETS		<u>481,989</u>	<u>341,135</u>	<u>343,483</u>
CAPITAL AND RESERVES	26			
Share capital		135,260	124,663	124,663
Reserves		346,729	216,472	218,820
TOTAL EQUITY		<u>481,989</u>	<u>341,135</u>	<u>343,483</u>

The accompanying notes form part of this Historical Financial Information.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(Expressed in RMB)

Note	Attributable to equity shareholders of the Company						Non-controlling interests	Total equity
	Share capital	Capital reserve	Statutory reserves	Exchange reserve	Retained profits	Total		
	RMB'000 (Note 26(b))	RMB'000 (Note 26(c))	RMB'000 (Note 26(d))	RMB'000 (Note 26(e))	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2023	135,260	281,966	3,047	4,151	346,106	770,530	(2)	770,528
Changes in equity for the year ended 31 December 2023:								
Profit for the year . . .	—	—	—	—	80,486	80,486	(1)	80,485
Other comprehensive income for the year .	—	—	—	1,011	—	1,011	—	1,011
Total comprehensive income for the year .	—	—	—	1,011	80,486	81,497	(1)	81,496
Capital contribution from non-controlling shareholders	—	—	—	—	—	—	11	11
Appropriation to statutory reserves . .	—	—	639	—	(639)	—	—	—
Balance at 31 December 2023 .	<u>135,260</u>	<u>281,966</u>	<u>3,686</u>	<u>5,162</u>	<u>425,953</u>	<u>852,027</u>	<u>8</u>	<u>852,035</u>

The accompanying notes form part of this Historical Financial Information.

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Note	Attributable to equity shareholders of the Company						Non-controlling interests	Total equity
	Share capital	Capital reserve	Statutory reserves	Exchange reserve	Retained profits	Total		
	RMB'000 (Note 26(b))	RMB'000 (Note 26(c))	RMB'000 (Note 26(d))	RMB'000 (Note 26(e))	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2024	135,260	281,966	3,686	5,162	425,953	852,027	8	852,035
Changes in equity for the year ended 31 December 2024:								
Profit for the year . . .	—	—	—	—	9,154	9,154	14	9,168
Other comprehensive income for the year . . .	—	—	—	1,525	—	1,525	—	1,525
Total comprehensive income for the year . . .	—	—	—	1,525	9,154	10,679	14	10,693
Repurchase of ordinary shares 26(b)	(10,597)	(106,063)	—	—	—	(116,660)	—	(116,660)
Balance at 31 December 2024	<u>124,663</u>	<u>175,903</u>	<u>3,686</u>	<u>6,687</u>	<u>435,107</u>	<u>746,046</u>	<u>22</u>	<u>746,068</u>

Note	Attributable to equity shareholders of the Company						Non-controlling interests	Total equity
	Share capital	Capital reserve	Statutory reserves	Exchange reserve	Retained profits	Total		
	RMB'000 (Note 26(b))	RMB'000 (Note 26(c))	RMB'000 (Note 26(d))	RMB'000 (Note 26(e))	RMB'000	RMB'000	RMB'000	RMB'000
Balance at 1 January 2025	124,663	175,903	3,686	6,687	435,107	746,046	22	746,068
Changes in equity for the year ended 31 December 2025:								
Profit for the year . . .	—	—	—	—	42,076	42,076	1,323	43,399
Other comprehensive income for the year . . .	—	—	—	(2,442)	—	(2,442)	—	(2,442)
Total comprehensive income for the year . . .	—	—	—	(2,442)	42,076	39,634	1,323	40,957
Appropriation to statutory reserves . . .	—	—	235	—	(235)	—	—	—
Balance at 31 December 2025	<u>124,663</u>	<u>175,903</u>	<u>3,921</u>	<u>4,245</u>	<u>476,948</u>	<u>785,680</u>	<u>1,345</u>	<u>787,025</u>

The accompanying notes form part of this Historical Financial Information.

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ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Expressed in RMB)

	Note	Years ended 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Operating activities				
Profit before taxation		101,142	14,416	54,727
Adjustments for:				
Depreciation on property and equipment . . .	6(c)	10,215	8,603	6,148
Amortisation of intangible assets	6(c)	323	184	31
Net loss/(gain) on disposal of property and equipment and intangible assets	5	13	(529)	2
Changes in fair value of financial assets measured at FVPL		473	(311)	(98)
Finance costs	6(a)	838	1,162	1,348
Foreign exchange loss		609	3,867	4,852
Changes in working capital:				
Decrease/(increase) in inventories and contract costs		28,820	(75,410)	(70,658)
Decrease/(increase) in trade and other receivables and prepayments		9,412	98,313	(61,557)
Increase/(decrease) in trade and other payables		3,765	31,721	(59,619)
Increase/(decrease) in contract liabilities . . .		2,253	(3,372)	(3,505)
Cash generated from/(used in) operations . .		<u>157,863</u>	<u>78,644</u>	<u>(128,329)</u>
Income tax paid		<u>(28,959)</u>	<u>(19,830)</u>	<u>(12,627)</u>
Net cash generated from/(used in) operating activities		<u>128,904</u>	<u>58,814</u>	<u>(140,956)</u>
Investing activities				
Payments for the purchases of property and equipment		(15)	(473)	(32)
Payments for the purchases of intangible assets		(12)	(22)	(80)
Proceeds from disposal of property and equipment and intangible assets		33	3	–
Investment income from financial assets measured at FVPL		–	572	570
Net cash generated from investing activities .		<u>6</u>	<u>80</u>	<u>458</u>

The accompanying notes form part of this Historical Financial Information.

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	Note	Years ended 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Financing activities				
Proceeds from bank loans	19(c)	–	65,971	128,832
Payments of bank loans	19(c)	–	(38,028)	(95,800)
Capital element of lease rentals paid	19(c)	(9,688)	(8,280)	(5,392)
Interest element of lease rentals paid	19(c)	(660)	(578)	(358)
Capital contribution from non-controlling shareholders		11	–	–
Payment of repurchase of ordinary shares		–	(116,660)	–
Payments for financing of property and equipment	19(c)	(9,341)	–	–
Payments of interests of financing of property and equipment	19(c)	(500)	–	–
Payments of interests on bank loans	19(c)	–	(534)	(766)
Payment of professional service fees in connection with the Company’s previous A share listing attempt		(7,554)	–	–
Payment of [REDACTED] in connection with the proposed [REDACTED] of the Company’s H shares		<u>[REDACTED]</u>	<u>[REDACTED]</u>	<u>[REDACTED]</u>
Net cash (used in)/generated from financing activities		<u>(27,732)</u>	<u>(98,109)</u>	<u>26,234</u>
Net increase/(decrease) in cash and cash equivalents		101,178	(39,215)	(114,264)
Cash and cash equivalents at the beginning of the year	19(a)	151,946	252,270	213,229
Effect of foreign exchange rate changes		<u>(854)</u>	<u>174</u>	<u>(2,504)</u>
Cash and cash equivalents at the end of the year	19(a)	<u>252,270</u>	<u>213,229</u>	<u>96,461</u>

The accompanying notes form part of this Historical Financial Information.

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NOTES TO THE HISTORICAL FINANCIAL INFORMATION

(Expressed in RMB unless otherwise indicated)

1 BASIS OF PREPARATION AND PRESENTATION OF THE HISTORICAL FINANCIAL INFORMATION

Beijing Data Intelink Technology Co., Ltd. (the “Company”, formerly known as Beijing Bluefocus E-Commerce Company Limited) was established in the People’s Republic of China (the “PRC”) on 26 March 2008 as a limited liability company. The Company was converted from a limited liability company into a joint stock limited liability company on 24 August 2015.

The Company and its subsidiaries (together, the “Group”) are principally engaged in domestic E-commerce brand operations, general agency and authorized brand operations and overseas E-commerce brand operations.

During the Track Record Period and as at the date of this report, the Company’s principal subsidiaries are as follows:

Name of company	Place and date of establishment/ incorporation	Particulars of issued/registered and paid-up capital	Effective percentage of equity interests			Principal activities	Auditors
			Held by the Group	Held by the Company	Held by a subsidiary		
Beijing Bay Line E-commerce Co., Ltd. (北京北聯偉業電子商務有限公司) (i)	The PRC 9 November 2011	RMB5,000,000	100%	100%	0%	Domestic e-commerce brand operations, general agency and authorized brand operations and overseas e-commerce brand operations	2023: Beijing Shengtai Yinghe Certified Public Accountants (General Partnership) 北京晟泰盈和會計師事務所 (普通合夥), 2024: Grant Thornton Certified Public Accountants (致同會計師事務所(特殊普通合夥))
Hangzhou Bay Line E-commerce Co., Ltd. (杭州北聯電子商務有限公司) (i)	The PRC 12 March 2018	RMB2,000,000	100%	0%	100%	Domestic e-commerce brand operations	2023: Grant Thornton Certified Public Accountants (致同會計師事務所(特殊普通合夥)); 2024: N/A
Beijing Bayline E-Commerce (Hong Kong) Co., Limited (北京北聯偉業電子商務(香港)有限公司) (ii)	Hong Kong 17 April 2015	2025: 25,000,000 shares, 2024: 5,000,000 shares	100%	0%	100%	Domestic e-commerce brand operations	2023-2024: Grant Thornton Hong Kong Limited (致同(香港)會計師事務所有限公司)
Xizang Shannan Bay Line E-commerce Co., Ltd. (西藏山南北聯偉業電子商務有限公司) (i)	The PRC 13 May 2015	RMB2,000,000	100%	0%	100%	Domestic e-commerce brand operations	2023-2024: N/A
Shanghai Blue Intelink Technology Co., Ltd. (上海藍色商道科技有限公司) (i)	The PRC 14 July 2014	RMB100,000,000	100%	100%	0%	Domestic e-commerce brand operations and general agency and authorized brand operations	2023: Beijing Shengtai Yinghe Certified Public Accountants (General Partnership) 北京晟泰盈和會計師事務所 (普通合夥), 2024: Grant Thornton Certified Public Accountants (致同會計師事務所(特殊普通合夥))
Data Intelink International Group Co., Limited (數聚智連國際集團有限公司) (ii)	Hong Kong 23 July 2015	2023-2025: 20,000,000 shares	100%	100%	0%	Domestic e-commerce brand operations	2023-2024: Grant Thornton Hong Kong Limited (致同(香港)會計師事務所有限公司)
Tianjin Bay Line E-commerce Co., Ltd. (天津北聯偉業電子商務有限公司) (i)	The PRC 22 March 2019	RMB30,000,000	100%	0%	100%	Domestic e-commerce brand operations and general agency and authorized brand operations	2023-2024: N/A
Beijing Data Flying Technology Co., Ltd. (北京數聚宸飛科技有限公司) (i)	The PRC 27 November 2024	RMB3,000,000/nil	51%	51%	0%	Overseas e-commerce brand operations	2023-2024: N/A
Hongkong Data Flying Technology Limited (香港數聚宸飛科技有限公司) (ii)(iii)(v)	Hong Kong 25 April 2025	500,000 shares/nil	51%	0%	100%	Overseas e-commerce brand operations	2023-2024: N/A

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Notes:

The statutory financial statements of the Company for the years ended 31 December 2023 and 2024 were prepared in accordance with the Accounting Standards for Business Enterprises issued by the Ministry of Finance of the PRC (“PRC GAAP”) and were audited by Grant Thornton Certified Public Accountants (致同會計師事務所(特殊普通合夥)).

- (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) These entities are limited companies established in Hong Kong.
- (iii) No audited financial statements were prepared for this entity for the Track Record Period.
- (iv) No statutory financial statements have been prepared for all of these entities for the year ended 31 December 2025 as of the date of this report.
- (v) Hongkong Data Flying Technology Limited is a wholly owned subsidiary of Beijing Data Flying Technology Co., Ltd..
- (vi) 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 (the “IASB”). Further details of the material accounting policy information adopted are set out in Note 2.

The IASB has issued a number of new and revised IFRS Accounting Standards. For the purpose of preparing this Historical Financial Information, the Group has consistently applied all applicable new and revised IFRS Accounting Standards throughout the Track Record Period. The Group has not adopted any new and revised accounting standards and interpretations issued but not yet effective for the Track Record Period which are set out in Note 30.

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 RMB and all values are rounded to the nearest thousand (RMB’000) unless when otherwise stated.

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 for investments which are measured at their fair values as explained in Note 2(d).

(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, non-controlling interests and goodwill

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.

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.

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In the Company’s statement of financial position, an investment in a subsidiary is stated at cost less impairment losses (see Note 2(h)(ii)), unless it is classified as held for sale.

Goodwill arising on acquisition of businesses is measured at cost less accumulated impairment losses and is tested annually for impairment (see Note 2(h)(ii)).

(d) Other investment in securities

The Group’s policies for investments in securities, other than investments in subsidiaries 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 27(d). These investments are subsequently accounted for as follows, depending on their classification.

(i) 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 fair value through OCI (“FVOCI”) (non-recycling) such that subsequent changes in fair value are recognised in OCI instead of recognised in profit or loss as in the case of those investments classified as FVPL. Such election is 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. 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(r)).

(e) Property and equipment

Property and equipment are stated at cost less accumulated depreciation and impairment losses (see Note 2(h)(ii)).

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, plant and equipment is recognised in profit or loss.

Depreciation is calculated to write-off the cost 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 current and comparative periods are as follows:

	Estimated useful lives
– Buildings	40 years
– Electronic equipment	3-5 years
– Office equipment	3-5 years
– Vehicle	4 years
– Leasehold improvements	Over the shorter of the lease term and estimated useful lives
– Right-of-use assets	Over the term of lease

Depreciation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

(f) 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 patents, 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(h)(ii)).

Amortisation is calculated to write off the cost of intangible assets 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 are as follows:

– Software	3-5 years
– Brand	Authorized service life

Amortisation methods, useful lives and residual values are reviewed annually and adjusted if appropriate.

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(g) 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.

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 leases that have a short lease term of 12 months or less, and leases of low-value items. When the Group enters into a lease in respect of a low-value item, the Group decides whether to capitalise the lease on a lease-by-lease basis. If not capitalised, the associated lease payments are recognised in profit or loss on a systematic basis over the lease term.

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 recognised 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 are charged to profit or loss as 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 adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and 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, less any lease incentives received. The right-of-use asset is subsequently stated at cost less accumulated depreciation and impairment losses (see Note 2(h)(ii)). Depreciation is calculated using the straight-line method over the lease term.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group’s estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will 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 present value of contractual payments that are due to be settled within twelve months after the reporting period.

(h) 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, trade and other receivables, and time deposits); and

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 of trade and other receivables and contract assets are discounted using the effective interest rate determined at initial recognition or an approximation thereof if the effect of discounting is material.

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.

For all other financial instruments, the Group recognizes a loss allowance equal to 12-month ECLs unless there has been a significant increase in credit risk of the financial instrument since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime ECLs.

Significant increases in credit risk

When determining whether the credit risk of a financial instrument 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 analyses, based on the Group’s historical experience and informed credit assessment, that includes forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is past due.

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 amounts through a loss allowance account, except for investments in non-equity securities that are measured at FVOCI (recycling).

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 being past due;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- 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 or contract asset is written off to the extent that there is no realistic prospect of recovery. This is generally the case when the Group 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 inventories and other contract costs, contract assets and 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 (“CGU”s).

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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(i) Inventories and contract costs

(i) *Inventories*

Inventories are measured at the lower of cost and net realisable value. Cost of purchased inventory is determined at the transaction price. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

(ii) *Contract costs*

Contract costs are either the incremental costs of obtaining a contract with a customer or the costs to fulfil a contract with a customer which are not capitalised as inventories (See Note 2(i)(i)).

Incremental costs of obtaining a contract are capitalised if the costs relate to revenue which will be recognised in a future reporting period and the costs are expected to be recovered. Other costs of obtaining a contract are expensed when incurred.

Costs to fulfil a contract are capitalised if the costs relate directly to an existing contract or to a specifically identifiable anticipated contract; generate or enhance resources that will be used to provide goods or services in the future; and are expected to be recovered. Otherwise, costs of fulfilling a contract, which are not capitalised are expensed as incurred.

Capitalised contract costs are stated at cost less accumulated amortisation and impairment losses. Amortisation of capitalised contract costs is recognised in profit or loss when the revenue to which the asset relates is recognised (see Note 2(r)(i)).

(j) Contract liabilities

A contract liability is recognised when the customer pays non-refundable consideration before the Group recognises the related revenue (see Note 2(r)(i)). A contract liability is also recognised if the Group has an unconditional right to receive non-refundable consideration before the Group recognises the related revenue. In such latter cases, a corresponding receivable is also be recognised (see Note 2(k)).

(k) 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(h)(i)).

(l) 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 (see Note 2(h)(i)).

(m) 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 using the effective interest method unless the effect of discounting would be immaterial, in which case they are stated at invoice amounts.

(n) 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. Borrowing costs are expensed in the period in which they are incurred.

(o) 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) *Termination benefits*

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring.

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(p) 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.

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 investments in subsidiaries and associates 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; and
- taxable temporary differences arising on the initial recognition of goodwill.

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.

Deferred tax assets and liabilities are offset only if certain criteria are met.

(q) 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.

A provision for warranties is recognised when the underlying products or services are sold, based on historical warranty data and a weighting of possible outcomes against their associated probabilities.

A provision for onerous contracts is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract, which is determined based on the incremental costs of fulfilling the obligation under that contract and an allocation of other costs directly related to fulfilling that contract. Before a provision is established, the Group recognises any impairment loss on the assets associated with that contract (see Note 2(h)(ii)).

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.

(r) Revenue and other income

Income is classified by the Group as revenue when it arises from the sale of goods or the provision of services in the ordinary course of the Group’s business.

(i) Revenue from contracts with customers

Revenue is recognised when control over a product or 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.

In determining whether the Group acts as a principal or as an agent, it considers whether it obtains control of the product or service 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 product or service.

The Group is principally engaged in domestic e-commerce brand operations, general agency and authorized brand operations, and overseas e-commerce brand operations. And its revenues are derived principally from sale of goods and provision of services.

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Sale of goods

The Group generates revenue from sales of products purchased from brand partners and/or their authorised distributors, including nutrition and health, consumer electronics, and beauty and personal care goods and products (i) directly to end consumers through authorised brand flagship online stores and other brand online stores operated by the Group on e-commerce platforms under domestic e-commerce operations, general agency and authorized brand operations, and overseas e-commerce operations, (ii) to e-commerce platforms or distribution partners under domestic e-commerce operations and general agency and authorized brand operations. Revenue generated from sales of products is recognised on a gross basis, because (i) the Group rather than the brand partner, is primarily responsible for fulfilling the promise to provide the specified good; (ii) the Group bears the inventory risk; and (iii) the Group has discretion in determining the product price.

For the sale of goods to end consumers on e-commerce platforms, the control of the goods was transferred when end consumers manually confirm receipt of goods within the period stipulated by the e-commerce platform; or when the e-commerce platform automatically acknowledges receipt of the order after the stipulated period. The consumer prepays the full price into the escrow account established by the e-commerce platform, which will be transferred to the Group’s authorised flagship store’s or other brand store’s fund account after the order is confirmed as received.

For the sale of goods to e-commerce platforms or distribution partners, the control of the goods was transferred when the relevant e-commerce platform or distributor partner, as the Group’s direct customer, issues documents (e.g. settlement statements) evidencing transfer of control over goods to the end customers; or when the goods are delivered to the designated locations or transferred to the specified carriers. In determining the transaction price, the Group considers the effects of variable consideration (e.g. rebate and discount) and estimates the amount of consideration to which it will be entitled using the expected value method, which better predicts the amount of consideration to which the Group will be entitled. The Group typically requires advance payment from distribution partners before delivery. The transaction price received by the Group is recognised as a contract liability until the goods have been delivered to the distributor partners.

Under certain circumstances, customers, including e-commerce platforms and distributor partners have a right to return products within a reasonable period of time after the receipt of the goods purchased from the Group. During the Track Record Period, the financial impact arising from the right of customers to return products was not material.

Provision of services

The Group also acts as a service provider to facilitate its brand partners’ online sales of their branded products with the performance obligations to provide a range of e-commerce services, such as traffic acquisition and branding services, e-commerce store operation services, and/or brand value enhancement services. Revenue from provision of services is recognised over time as the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs or recognised at point of time as the customers receive the delivery.

(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 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 that compensate the Group for expenses incurred are recognised in the statement of financial position as deferred income and are recognised as other income in profit or loss on a systematic basis in the same periods in which such expenses are incurred.

(s) 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 rates 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.

The assets and liabilities of foreign operations are translated into RMB, the Group’s presentation currency, 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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(t) 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.
 - (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.

3 ACCOUNTING JUDGEMENTS AND ESTIMATES

Notes 13 and 27(d) contain information about the assumptions and their risk factors relating to goodwill impairment and fair value of financial instruments. Other significant sources of estimation uncertainty are as follows:

Write-down of inventories

The Group’s inventories are stated at the lower of cost and net realisable value. The Group writes down its inventories based on estimates of the realisable value with reference to the estimated selling price in the ordinary course of business less costs necessary to make the sale, together with the economic circumstances on the marketability of such inventories. Inventories will be reviewed on regular basis for write-down, if appropriate. Further details of the inventories are set out in Note 16.

4 REVENUE AND SEGMENT REPORTING

(a) Revenue

The Group is principally engaged in the provision of domestic e-commerce brand operations, general agency and authorized brand operations and overseas e-commerce brand operations. Disaggregation of revenue from contracts with customers is as follows:

	Years ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Domestic e-commerce brand operations	1,572,382	1,361,277	1,214,135
– sale of goods	1,199,495	1,072,213	985,317
– provision of services	372,887	289,064	228,818
General agency and authorized brand operations	20,977	17,388	42,697
Overseas e-commerce brand operations	–	–	350,867
Total	<u>1,593,359</u>	<u>1,378,665</u>	<u>1,607,699</u>

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	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Timing of revenue recognition			
At a point in time	1,451,112	1,250,952	1,493,554
Over time	142,247	127,713	114,145
	<u>1,593,359</u>	<u>1,378,665</u>	<u>1,607,699</u>

During the Track Record Period, the Group has no customers with whom transactions have exceeded 10% of the Group’s revenue in the respective years.

The Group applies the practical expedient in paragraph 121(a) of IFRS 15 of not disclosing the transaction price allocated to the remaining performance obligation as the original expected duration of the Group’s contracts are one year or less.

(b) Segment reporting

IFRS 8, Operating Segments, requires identification and disclosure of operating segment information based on internal financial reports that are regularly reviewed by the Group’s chief operating decision maker for the purpose of resources allocation and performance assessment. On this basis, as for the purpose of making decisions about resources allocation and performance assessment, the Group’s management reviews on the operating results of the Group as a whole, the Group has determined that it only has one operating segment during the Track Record Period.

Geographic information of customers

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 at which the goods were delivered.

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
PRC	1,593,359	1,378,665	1,256,832
United States	–	–	210,524
Europe	–	–	117,834
Others	–	–	22,509
	<u>1,593,359</u>	<u>1,378,665</u>	<u>1,607,699</u>

As at 31 December 2023, 2024 and 2025, all of the Group’s non-current assets are located in the PRC.

5 OTHER INCOME OR LOSS, NET

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Government grants	4,643	2,613	1,293
Extra deduction of value-added tax (“VAT”) (<i>Note</i>)	3,993	613	–
Interest income	2,326	3,408	652
Net (loss)/gain on disposal of property and equipment and intangible assets	(13)	529	(2)
Net foreign exchange loss	(609)	(3,867)	(4,852)
Others	1,235	336	574
	<u>11,575</u>	<u>3,632</u>	<u>(2,335)</u>

Note: effective from 1 January 2024, the extra deduction of VAT policy has expired. As a result, the Company was no longer eligible to claim extra deduction of VAT incurred from 2024 onward.

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6 PROFIT BEFORE TAXATION

(a) Finance costs

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on bank loans	–	584	990
Interest on lease liabilities	660	578	358
Interests on financing of property and equipment	178	–	–
	<u>838</u>	<u>1,162</u>	<u>1,348</u>

(b) Staff costs

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salaries, wages and other benefits	162,994	152,419	135,042
Contributions to defined contribution retirement plan	17,797	16,586	14,906
	<u>180,791</u>	<u>169,005</u>	<u>149,948</u>

Note:

- (i) The employees of the Company and its subsidiaries established in the Chinese Mainland participate in defined contribution retirement benefit schemes managed by the respective local governments, whereby the Company and these subsidiaries are required to contribute to the schemes at specified percentages of the employees’ average salaries during the Track Record Period. Employees of the Company and these subsidiaries are entitled to receive retirement benefits, calculated based on a percentage of the average salaries level in the Chinese Mainland, from the above-mentioned retirement schemes at their normal retirement age.

The Group has no further obligation for payment of other retirement benefits beyond the above contributions.

(c) Other items

	Note	Years ended 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Depreciation on property and equipment	11(a)	10,215	8,603	6,148
Amortisation of intangible assets	12	323	184	31
Professional service fees in connection with the Company’s previous A share listing attempt		–	20,775	–
[REDACTED] in connection with [REDACTED] of the Company’s H shares		[REDACTED]	[REDACTED]	[REDACTED]

7 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

(a) Taxation in the consolidated statements of profit or loss and other comprehensive income represents:

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current tax			
Enterprise Income Tax			
Provision for the year	23,033	10,355	12,201
Deferred tax			
Origination and reversal of temporary differences	(2,376)	(5,107)	(873)
	<u>20,657</u>	<u>5,248</u>	<u>11,328</u>

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(b) Reconciliations between income tax expenses and accounting profits at applicable tax rates:

	Years ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Profit before taxation	101,142	14,416	54,727
Notional tax calculated at tax rate of 25% (i)	25,286	3,604	13,682
Tax rates differentials (ii)	(3,797)	1,625	(3,039)
Tax effect of additional deduction on research and development expenses (iii)	(3,742)	(1,875)	(755)
Tax effect of non-deductible expenses (iv)	1,560	939	1,409
Tax effect of unrecognised deductible losses and deductible temporary differences	1,532	459	132
Effect of tax rate changes (ii)	—	821	—
Others	(182)	(325)	(101)
	<u>20,657</u>	<u>5,248</u>	<u>11,328</u>

Notes:

- (i) Entities of the Group established in the Chinese Mainland were subject to the PRC Corporate Income Tax rate of 25% during the Track Record Period.
- (ii) The Company obtained the certificates of “High and New Technology Enterprise” (“HNTE”) from the tax authorities during the year 31 December 2024 and was subject to a preferential tax rate of 15% from 2024 onward during the Track Record Period.

During the Track Record Period, the provision for Hong Kong profits tax has been 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 rates regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25%, and the remaining assessable profits are taxed at 16.5%.

- (iii) An additional 100% of qualified research and development expenses incurred is allowed to be deducted from taxable income under the PRC Corporate Income Tax laws and regulations during the Track Record Period.
- (iv) Tax effect of non-deductible expenses mainly represented certain expenses which are not deductible in accordance with the relevant tax regulations in the PRC.

8 DIRECTORS’ EMOLUMENTS

Directors’ emoluments during the Track Record Period are as follows:

	Year ended 31 December 2023				
	Directors’ fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution retirement schemes	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Executive directors:					
Mr. Xiong Kun	—	880	144	63	1,087
Mr. Cheng Songyan	—	746	200	63	1,009
Mr. Liao Xinhua	—	880	100	63	1,043
Mr. Qiu Lin	—	602	85	63	750
Ms. Li Huijing	—	881	129	63	1,073
Non-executive directors:					
Mr. Wang Shiyu (ii)	—	—	—	—	—
Independent non-executive directors:					
Mr. Li He	56	—	—	—	56
Mr. Tang Xun	56	—	—	—	56
Ms. Han Mei	56	—	—	—	56
Supervisors:					
Mr. Dai Bosen	—	749	300	63	1,112
Mr. Li Zhenjiang (ii)	—	—	—	—	—
Mr. Yang Sensen	—	690	216	63	969
Mr. Wan Chaoyang	—	547	50	63	660
Mr. Yang Lei	—	425	40	63	528
Total	<u>168</u>	<u>6,400</u>	<u>1,264</u>	<u>567</u>	<u>8,399</u>

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Year ended 31 December 2024					
	Directors’ fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution retirement schemes	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Executive directors:					
Mr. Xiong Kun	—	884	144	66	1,094
Mr. Cheng Songyan	—	715	200	66	981
Mr. Liao Xinhua (resigned on 8 December 2024)	—	887	—	66	953
Mr. Qiu Lin	—	675	42	66	783
Ms. Li Huijing	—	956	88	66	1,110
Mr. Dai Bosen (appointed on 9 December 2024)	—	63	100	6	169
Non-executive directors:					
Mr. Wang Shiyu (resigned on 7 November 2024) (ii)	—	—	—	—	—
Independent non-executive directors:					
Mr. Li He (resigned on 7 November 2024)	42	—	—	—	42
Mr. Tang Xun (resigned on 7 November 2024)	42	—	—	—	42
Ms. Han Mei (resigned on 7 November 2024)	42	—	—	—	42
Supervisors:					
Mr. Li Zhenjiang (resigned on 7 November 2024) (ii)	—	—	—	—	—
Mr. Yang Sensen (resigned on 7 November 2024)	—	778	192	66	1,036
Mr. Yang Lei (resigned on 7 November 2024)	—	422	—	62	484
Ms. Li Meng (appointed on 14 August 2024)	—	192	143	28	363
Mr. Zhao Kangjie (appointed on 8 November 2024) (ii)	—	—	—	—	—
Mr. Wan Chaoyang (resigned on 13 August 2024)	—	377	—	38	415
Mr. Zou Weilong (appointed on 9 December 2024)	—	44	74	6	124
Total	<u>126</u>	<u>5,993</u>	<u>983</u>	<u>536</u>	<u>7,638</u>

Year ended 31 December 2025					
	Directors’ fee	Salaries, allowances and benefits in kind	Discretionary bonuses	Contributions to defined contribution retirement schemes	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Executive directors:					
Mr. Xiong Kun	—	884	300	68	1,252
Mr. Cheng Songyan	—	716	300	68	1,084
Mr. Qiu Lin	—	676	42	68	786
Ms. Li Huijing	—	877	—	68	945
Mr. Dai Bosen	—	755	263	68	1,086
Supervisors:					
Ms. Li Meng	—	566	238	68	872
Mr. Zhao Kangjie (ii)	—	—	—	—	—
Mr. Zou Weilong	—	477	231	68	776
Total	<u>—</u>	<u>4,951</u>	<u>1,374</u>	<u>476</u>	<u>6,801</u>

Notes:

- (i) During the Track Record Period, there was no amount paid or payable by the Group to the directors and supervisors or any of the five highest paid individuals as set out in Note 9 below as an inducement to join or upon joining the Group or as compensation for loss of office. There was no arrangement under which a director has waived or agreed to waive any remuneration during the Track Record Period.
- (ii) These individuals who assumed the roles as the Company’s non-executive director or supervisors were appointed by the Company’s investors. And their emolument for service rendered by them to the Group were borne by the related investors.

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9 INDIVIDUALS WITH HIGHEST EMOLUMENTS

The number of directors and non-directors included in the five highest paid individuals during the Track Record Period are set out below:

	Years ended 31 December		
	2023	2024	2025
	<i>Number of individuals</i>	<i>Number of individuals</i>	<i>Number of individuals</i>
Directors and supervisors	3	3	4
Other employees	2	2	1
	<u>5</u>	<u>5</u>	<u>5</u>
	<u>=</u>	<u>=</u>	<u>=</u>

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 follows:

	Years ended 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Salaries, wages and other benefits	1,499	1,678	603
Discretionary bonuses	500	392	300
Contributions to defined contribution retirement plans	126	133	49
	<u>2,125</u>	<u>2,203</u>	<u>952</u>
	<u>=</u>	<u>=</u>	<u>=</u>

The number of the individuals who are not directors or supervisors and who are amongst the five highest paid individuals of the Group are within the following bands:

	Years ended 31 December		
	2023	2024	2025
	<i>Number of individuals</i>	<i>Number of individuals</i>	<i>Number of individuals</i>
Hong Kong Dollars (“HK\$”)1,000,001-HK\$1,500,000	2	2	1
	<u>=</u>	<u>=</u>	<u>=</u>

10 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to ordinary equity shareholders of the Company by the weighted average number of ordinary shares in issue during the Track Record Period.

	Years ended 31 December		
	2023	2024	2025
Profit for the year attributable to ordinary equity shareholders of the Company (RMB'000)	80,486	9,154	42,076
Weighted average number of ordinary shares (<i>Note 10(a)</i>)	135,259,855	131,253,548	124,663,462
Basic earnings per share (RMB)	<u>0.60</u>	<u>0.07</u>	<u>0.34</u>
	<u>=</u>	<u>=</u>	<u>=</u>

(a) Weighted average number of ordinary shares

	Years ended 31 December		
	2023	2024	2025
Ordinary shares in issue at 1 January	135,259,855	135,259,855	124,663,462
Effect of repurchase of ordinary shares (<i>Note 26(b)</i>)	<u>–</u>	<u>(4,006,307)</u>	<u>–</u>
Weighted average number of ordinary shares at 31 December	<u>135,259,855</u>	<u>131,253,548</u>	<u>124,663,462</u>
	<u>=</u>	<u>=</u>	<u>=</u>

(b) Diluted earnings per share

During the Track Record Period, the amount of diluted earnings per share equals basic earnings per share as there were no potential dilutive ordinary shares in existence.

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11 PROPERTY AND EQUIPMENT

(a) The Group

	Buildings	Electronic equipment	Vehicle	Office equipment	Leasehold improvements	Right-of-use assets	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Cost:							
At 1 January 2023	18,510	4,444	816	636	35	31,199	55,640
Additions	—	73	—	—	2	664	739
Disposals	—	—	(816)	—	—	(18)	(834)
At 31 December 2023	18,510	4,517	—	636	37	31,845	55,545
Accumulated depreciation:							
At 1 January 2023	(241)	(3,649)	(783)	(609)	—	(12,536)	(17,818)
Charge for the year	(482)	(407)	—	(2)	(31)	(9,293)	(10,215)
Written back on disposals	—	—	783	—	—	18	801
At 31 December 2023	(723)	(4,056)	—	(611)	(31)	(21,811)	(27,232)
Carrying amount:							
At 31 December 2023	17,787	461	—	25	6	10,034	28,313
Cost:							
At 1 January 2024	18,510	4,517	—	636	37	31,845	55,545
Additions	—	121	267	25	—	13,869	14,282
Disposals	—	(3)	—	(622)	—	(24,301)	(24,926)
At 31 December 2024	18,510	4,635	267	39	37	21,413	44,901
Accumulated depreciation:							
At 1 January 2024	(723)	(4,056)	—	(611)	(31)	(21,811)	(27,232)
Charge for the year	(482)	(238)	(23)	(5)	(6)	(7,849)	(8,603)
Written back on disposals	—	3	—	597	—	19,805	20,405
At 31 December 2024	(1,205)	(4,291)	(23)	(19)	(37)	(9,855)	(15,430)
Carrying amount:							
At 31 December 2024	17,305	344	244	20	—	11,558	29,471
Cost:							
At 1 January 2025	18,510	4,635	267	39	37	21,413	44,901
Additions	—	32	—	—	—	524	556
Disposals	—	(17)	—	—	—	(7,544)	(7,561)
At 31 December 2025	18,510	4,650	267	39	37	14,393	37,896
Accumulated depreciation:							
At 1 January 2025	(1,205)	(4,291)	(23)	(19)	(37)	(9,855)	(15,430)
Charge for the year	(482)	(118)	(26)	(6)	—	(5,516)	(6,148)
Written back on disposals	—	15	—	—	—	7,544	7,559
At 31 December 2025	(1,687)	(4,394)	(49)	(25)	(37)	(7,827)	(14,019)
Carrying amount:							
At 31 December 2025	16,823	256	218	14	—	6,566	23,877

(b) Right-of-use assets

The Group

During the Track Record Period, the Group mainly leases properties for its office space. The leases typically run for 1 to 3 years.

The analyses of expense items in relation to leases recognised in the Group’s consolidated statements of profit or loss and other comprehensive income are as follows:

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Depreciation charge of right-of-use assets	9,293	7,849	5,516
Interest on lease liabilities (Note 6(a))	660	578	358
Expenses relating to short-term leases	782	580	278

The total cash outflow for leases and the maturity analyses of lease liabilities are set out in Note 19(d) and Note 24, respectively.

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12 INTANGIBLE ASSETS

The Group

	Software	Brand	Total
	RMB'000	RMB'000	RMB'000
Cost:			
At 1 January 2023	1,251	17	1,268
Additions	34	–	34
Disposals	–	(17)	(17)
At 31 December 2023	<u>1,285</u>	<u>–</u>	<u>1,285</u>
Accumulated amortisation:			
At 1 January 2023	(757)	(6)	(763)
Charge for the year	(322)	(1)	(323)
Written back on disposals	–	7	7
At 31 December 2023	<u>(1,079)</u>	<u>–</u>	<u>(1,079)</u>
Carrying amount:			
At 31 December 2023	<u>206</u>	<u>–</u>	<u>206</u>
Cost:			
At 1 January 2024 and 31 December 2024	1,285	–	1,285
Accumulated amortisation:			
At 1 January 2024	(1,079)	–	(1,079)
Charge for the year	(184)	–	(184)
At 31 December 2024	<u>(1,263)</u>	<u>–</u>	<u>(1,263)</u>
Carrying amount:			
At 31 December 2024	<u>22</u>	<u>–</u>	<u>22</u>
Cost:			
At 1 January 2025	1,285	–	1,285
Additions	80	–	80
At 31 December 2025	<u>1,365</u>	<u>–</u>	<u>1,365</u>
Accumulated amortisation:			
At 1 January 2025	(1,263)	–	(1,263)
Charge for the year	(31)	–	(31)
At 31 December 2025	<u>(1,294)</u>	<u>–</u>	<u>(1,294)</u>
Carrying amount:			
At 31 December 2025	<u>71</u>	<u>–</u>	<u>71</u>

13 GOODWILL

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Beijing Bay Line	34,261	34,261	34,261
Shanghai Asiatic Enterprises Ltd.	<u>3,932</u>	<u>3,932</u>	<u>3,932</u>
At 31 December	<u>38,193</u>	<u>38,193</u>	<u>38,193</u>

Impairment tests for cash-generating units containing goodwill

For the purpose of impairment testing, the Group’s goodwill acquired through the business combination was related to the subsidiaries which was each regarded as a cash-generating unit (“CGU”). Goodwill amounting to RMB34,261,000 arose from the acquisition of Beijing Bay Line (“Beijing Bay Line CGU”), and goodwill amounting to RMB3,932,000 arose from the acquisition of Shanghai Asiatic Enterprises Ltd. (“Shanghai Asiatic CGU”).

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The recoverable amount of each CGU was determined based on the higher of fair value less costs of disposal and value in use calculations of the underlying assets with reference to valuation reports issued by an independent valuer. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The directors of the Group forecasted the revenue growth rate and gross margin based on each CGU’s historical experience and the Group’s expectations of future changes in the industry and adjusted for other factors that are specific to each CGU. Cash flows beyond the five-year period were extrapolated using a terminal growth rate based on the relevant industry growth forecasts and does not exceed the average terminal growth rate of the relevant industry. The discount rate used are pre-tax and reflect market assessment of time value and the specific risks relating to each CGU.

The key assumptions used in the estimation of the recoverable amount of Beijing Bay Line CGU are as follows:

	As at 31 December		
	2023	2024	2025
Annual revenue growth rate during the forecast period	0.91%~2.87%	2.76%~4.59%	1.85%~4.59%
Pre-tax discount rate	<u>14.63%</u>	<u>12.82%</u>	<u>13.26%</u>

The headroom measured by the excess of the recoverable amount over the carrying amount of the CGU of Beijing Bay Line as at 31 December 2023, 2024 and 2025 are RMB13,305,000, RMB27,792,000 and RMB20,800,000, respectively. The Company performs the sensitivity analysis based on the assumption that revenue growth rate or the discount rate has been changed. Had the estimated key assumption during the forecast period been changed as below, the headroom would be decreased to as below:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Beijing Bay Line			
Revenue growth rate decreases by 5%	12,816	24,793	18,801
Discount rate increases by 5%	1,986	10,793	3,801

As a result of the impairment test, the Group is of the view that there was no impairment of goodwill as at 31 December 2023, 2024 and 2025. A reasonable possible change in key parameter will not cause the carrying amount of the Beijing Bay Line CGU or Shanghai Asiatican CGU to exceed its recoverable amount 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	<u>224,796</u>	<u>243,196</u>	<u>243,196</u>

Details of the Group’s subsidiaries are set out in Note 1.

The Group does not have any subsidiary with material NCI during the Track Record Period.

15 FINANCIAL ASSETS MEASURED AT FVPL

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Investments in equity securities (i)	<u>26,376</u>	<u>26,115</u>	<u>25,643</u>

(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Investments in equity securities (i)	<u>8,778</u>	<u>8,517</u>	<u>8,045</u>

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Notes:

- (i) The Group has made investments in unlisted companies. The directors of the Company consider that the Group has neither significant influence nor control over these investments and designated the investments as equity securities measured at FVPL.
- (ii) For information about the methods and assumptions used in determining the fair value of the investments in equity securities, see Note 27(d).

16 INVENTORIES AND CONTRACT COSTS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Finished goods	198,979	283,108	354,467
Contract fulfilment costs	10,751	1,011	3,286
Less: write-down of inventories	(4,768)	(3,747)	(6,723)
	<u>204,962</u>	<u>280,372</u>	<u>351,030</u>

The analysis of the amount of inventories recognised as an expense and included in profit or loss is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Carrying amount of inventories sold	966,921	903,696	1,036,802
Recognition or (reversal) of inventories write-down, net . . .	(133)	(1,021)	2,976
	<u>966,788</u>	<u>902,675</u>	<u>1,039,778</u>

17 TRADE RECEIVABLES

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	157,824	124,967	123,845
Less: loss allowance	(7,231)	(4,478)	(4,946)
	<u>150,593</u>	<u>120,489</u>	<u>118,899</u>

All of the trade receivables are expected to be recovered or recognised as expenses within one year.

At the end of each reporting period, the ageing analyses of trade receivable, based on the invoice date, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	150,006	120,367	119,108
1 year to 2 years	969	192	208
2 years to 3 years	2,547	–	121
Above 3 years	4,302	4,408	4,408
	<u>157,824</u>	<u>124,967</u>	<u>123,845</u>

Further details on the Group’s credit policy and credit risk are set out in Note 27(a).

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(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables due from subsidiaries	8,138	8,522	25,031
Trade receivables due from third parties	51,016	35,855	33,598
Less: loss allowance	(409)	(405)	(416)
	<u>58,745</u>	<u>43,972</u>	<u>58,213</u>

18 PREPAYMENTS AND OTHER RECEIVABLES

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Prepayments for inventories and services	42,237	44,524	89,152
Prepayment for professional service fees in connection with the Company's previous A share listing attempt	19,440	–	–
Prepayments for costs incurred in connection with [REDACTED] of the Company's H shares	[REDACTED]	[REDACTED]	[REDACTED]
Advance payments on behalf of brand partners	101,157	64,321	50,236
Rebate receivable from brand partners	76,056	76,147	71,338
Deposits	13,162	9,321	36,333
Deductible input VAT and others	23,848	14,346	24,664
	<u>275,900</u>	<u>208,659</u>	<u>272,005</u>
Less: loss allowances	(458)	(1,678)	(1,614)
	<u>275,442</u>	<u>206,981</u>	<u>270,391</u>

(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Other receivables due from subsidiaries	88,578	50,033	155,646
Prepayment for professional service fees in connection with the Company's previous A share listing attempt	19,440	–	–
Prepayments for costs incurred in connection with [REDACTED] of the Company's H shares	[REDACTED]	[REDACTED]	[REDACTED]
Advance payments on behalf of brand partners	–	677	5,212
Deposits	2,001	891	891
Prepayments for inventories and services	630	2,579	3,353
Deductible input VAT and others	317	125	964
	<u>110,966</u>	<u>54,305</u>	<u>166,348</u>
Less: loss allowances	–	–	–
	<u>110,966</u>	<u>54,305</u>	<u>166,348</u>

19 CASH AT BANK AND ON HAND AND OTHER CASH FLOW INFORMATION

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash at bank	237,606	201,936	56,253
Cash at payment platform	16,322	11,546	40,208
	<u>253,928</u>	<u>213,482</u>	<u>96,461</u>
Less: accrued interest on time deposit	(1,658)	(253)	–
Cash and cash equivalents in the consolidated statements of cash flows	<u>252,270</u>	<u>213,229</u>	<u>96,461</u>

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(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash at bank	181,314	126,146	1,176
Cash at payment platform	533	257	242
Cash at bank and on hand	<u>181,847</u>	<u>126,403</u>	<u>1,418</u>

(c) Reconciliations of liabilities arising from financing activities

The tables below detail 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 statements of cash flows as cash flows from financing activities.

	Long-term account payable	Lease liabilities	Total
	RMB'000	RMB'000	RMB'000 (Note 24)
At 1 January 2023	9,663	19,383	29,046
Changes from financing cash flows:			
Repayment for financing of property and equipment	(9,341)	–	(9,341)
Payments of interests of financing of property and equipment	(500)	–	(500)
Capital element of lease rentals paid	–	(9,688)	(9,688)
Interest element of lease rentals paid	–	(660)	(660)
Total changes from financing cash flows	(9,841)	(10,348)	(20,189)
Other changes:			
Net increase in lease liabilities	–	664	664
Finance costs	178	660	838
Total other changes	178	1,324	1,502
At 31 December 2023	<u>–</u>	<u>10,359</u>	<u>10,359</u>

	Bank loans	Lease liabilities	Total
	RMB'000 (Note 23)	RMB'000 (Note 24)	RMB'000
At 1 January 2024	–	10,359	10,359
Changes from financing cash flows:			
Proceeds from bank loans	65,971	–	65,971
Repayment for bank loans	(38,028)	–	(38,028)
Interest paid	(534)	–	(534)
Capital element of lease rentals paid	–	(8,280)	(8,280)
Interest element of lease rentals paid	–	(578)	(578)
Total changes from financing cash flows	27,409	(8,858)	18,551
Other changes:			
Net increase in lease liabilities	–	8,552	8,552
Finance costs	584	578	1,162
Exchange adjustments	819	–	819
Total other changes	1,403	9,130	10,533
At 31 December 2024	<u>28,812</u>	<u>10,631</u>	<u>39,443</u>

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	Bank loans	Lease liabilities	Total
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	<i>(Note 23)</i>	<i>(Note 24)</i>	
At 1 January 2025	28,812	10,631	39,443
Changes from financing cash flows:			
Proceeds from bank loans	128,832	–	128,832
Repayment for bank loans	(95,800)	–	(95,800)
Capital element of lease rentals paid	–	(5,392)	(5,392)
Interest element of lease rentals paid	–	(358)	(358)
Interest paid	(766)	–	(766)
Total changes from financing cash flows	32,266	(5,750)	26,516
Other changes:			
Net increase in lease liabilities	–	524	524
Finance costs	990	358	1,348
Exchange adjustments	(2,663)	–	(2,663)
Total other changes	(1,673)	882	(791)
At 31 December 2025	<u>59,405</u>	<u>5,763</u>	<u>65,168</u>

(d) **Total cash outflow for leases**

Amounts included in the consolidated statements of cash flows for lease rentals paid are as follows:

	Years ended 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within operating cash flows	782	580	278
Within financing cash flows	10,348	8,858	5,750
	<u>11,130</u>	<u>9,438</u>	<u>6,028</u>

20 TRADE PAYABLES

(a) **The Group**

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables due to third parties	<u>63,068</u>	<u>100,107</u>	<u>42,721</u>

As at the end of each reporting period, the ageing analyses of trade payables, based on the invoice date, are as follows:

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Within 1 year	63,035	100,087	42,721
Above 1 year	33	20	–
	<u>63,068</u>	<u>100,107</u>	<u>42,721</u>

All of the trade payables are expected to be settled within one year or are repayable on demand.

(b) **The Company**

	As at 31 December		
	2023	2024	2025
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables due to subsidiaries	10,808	9,356	8,524
Trade payables due to third parties	<u>1,900</u>	<u>1,946</u>	<u>124</u>
	<u>12,708</u>	<u>11,302</u>	<u>8,648</u>

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21 OTHER PAYABLES AND ACCRUALS

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Payables of staff costs	23,806	19,258	19,204
Other payables and accruals	1,047	1,332	2,918
Other taxes payables	4,226	3,399	6,815
	<u>29,079</u>	<u>23,989</u>	<u>28,937</u>

(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Amount due to subsidiaries	80,708	121,923	94,944
Payables of staff costs	10,173	8,310	6,880
Other payables and accruals	42	15	578
Other taxes payables	2,629	2,465	2,732
	<u>93,552</u>	<u>132,713</u>	<u>105,134</u>

22 CONTRACT LIABILITIES

(a) The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Receipts in advance from customers	<u>10,273</u>	<u>6,901</u>	<u>3,396</u>

Movements in contract liabilities during the Track Record Periods are set out below:

	Years ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Balance at 1 January	8,021	10,273	6,901
Increase in contract liabilities as a result of receipts in advance	10,273	6,901	3,396
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 period	(8,021)	(10,273)	(6,901)
Balance at 31 December	<u>10,273</u>	<u>6,901</u>	<u>3,396</u>

The contract liabilities are expected to be recognised as revenue within one year.

(b) The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Receipts in advance from customers	<u>5,689</u>	<u>3,156</u>	<u>217</u>

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23 BANK LOANS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Bank loans – denominated in RMB	–	–	34,700
Bank loans – denominated in USD	–	28,812	24,705
	–	28,812	59,405
	–	–	–

The annual interest rate of bank loan was 6.24% per annum during the year ended 31 December 2024. The annual interest rates of bank loans denominated in RMB ranged from 2.45% to 3.98% per annum and the annual interest rates of bank loans denominated in USD ranged from 4.94% to 4.97% per annum during the year ended 31 December 2025.

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Bank loans repayable within one year – denominated in RMB	–	–	30,700
	–	–	–

All the bank loans of the Group and the Company are repayable within one year.

24 LEASE LIABILITIES

(a) The Group

At the end of each reporting period, the lease liabilities were repayable as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	7,469	5,267	4,993
After 1 year but within 2 years	2,890	4,781	770
After 2 years but within 5 years	–	583	–
	2,890	5,364	770
	10,359	10,631	5,763

(b) The Company

At the end of each reporting period, the lease liabilities were repayable as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	3,350	1,120	1,175
After 1 year but within 2 years	1,496	1,175	220
After 2 years but within 5 years	–	220	–
	1,496	1,395	220
	4,846	2,515	1,395

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25 INCOME TAX IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

(a) Current taxation in the consolidated statement of financial position represents:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
At January 1	22,243	16,317	6,842
Provision for the year	23,033	10,355	12,201
Income tax paid	(28,959)	(19,830)	(12,627)
At December 31	<u>16,317</u>	<u>6,842</u>	<u>6,416</u>

(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:

	Right-of-use assets	Lease liabilities	Fair value adjustments on financial instruments measured at FVPL	Allowance for credit losses	Unrealized profits from internal transactions	Unused tax losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Deferred tax arising from:							
At 1 January 2023	(4,361)	4,270	(2,508)	3,363	(22)	–	742
Credited/(charged) to profit or loss	<u>1,796</u>	<u>(1,847)</u>	<u>119</u>	<u>(332)</u>	<u>41</u>	<u>2,599</u>	<u>2,376</u>
At 31 December 2023 and 1 January 2024	(2,565)	2,423	(2,389)	3,031	19	2,599	3,118
Credited/(charged) to profit or loss	<u>78</u>	<u>6</u>	<u>249</u>	<u>(720)</u>	<u>(23)</u>	<u>5,517</u>	<u>5,107</u>
At 31 December 2024 and 1 January 2025	(2,487)	2,429	(2,140)	2,311	(4)	8,116	8,225
Credited/(charged) to profit or loss	<u>1,072</u>	<u>(1,185)</u>	<u>208</u>	<u>112</u>	<u>302</u>	<u>364</u>	<u>873</u>
At 31 December 2025	<u>(1,415)</u>	<u>1,244</u>	<u>(1,932)</u>	<u>2,423</u>	<u>298</u>	<u>8,480</u>	<u>9,098</u>

(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 assets in the consolidated statements of financial position	6,208	10,688	10,084
Net deferred tax liabilities in the consolidated statements of financial position	<u>(3,090)</u>	<u>(2,463)</u>	<u>(986)</u>
	<u>3,118</u>	<u>8,225</u>	<u>9,098</u>

(c) **Deferred tax assets not recognised**

In accordance with the accounting policy set out in Note 2(p), the Group has not recognised deferred tax assets in respect of cumulative tax losses of RMB9,283,000, RMB12,371,000 and RMB13,172,000 as at 31 December 2023, 2024 and 2025, respectively, as it is not probable that future taxable profits against which the losses can be utilised will be available in the relevant tax jurisdiction and entity.

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26 CAPITAL AND RESERVES

(a) Movements in components of equity

The reconciliations between the opening and closing balances of each component of the Group’s consolidated equity during the Track Record Period are set out in the consolidated statements of changes in equity. Details of the changes in the Company’s individual components of equity are set out below:

Note	Attributable to equity holders of the Company				
	Share capital	Capital reserve	Statutory reserves	Retained profits	Total equity
	RMB’000 (Note 26(b))	RMB’000 (Note 26(c))	RMB’000 (Note 26(d))	RMB’000	RMB’000
Balance at 1 January 2023	135,260	312,314	3,047	24,981	475,602
Changes in equity for the year ended 31 December 2023					
Total comprehensive income for the year	—	—	—	6,387	6,387
Appropriation to statutory reserves	—	—	639	(639)	—
Balance at 31 December 2023 and 1 January 2024	135,260	312,314	3,686	30,729	481,989
Change in equity for the year ended 31 December 2024:					
Total comprehensive income for the year	—	—	—	(24,194)	(24,194)
Repurchase of ordinary shares	(10,597)	(106,063)	—	—	(116,660)
Balance at 31 December 2024 and 1 January 2025	124,663	206,251	3,686	6,535	341,135
Change in equity for the year ended 31 December 2025:					
Total comprehensive income for the year	—	—	—	2,348	2,348
Appropriation to statutory reserves	—	—	235	(235)	—
Balance at 31 December 2025	124,663	206,251	3,921	8,648	343,483

(b) Share capital

	Years ended 31 December					
	2023		2024		2025	
	No. of shares (’000)	Share capital RMB’000	No. of shares (’000)	Share capital RMB’000	No. of shares (’000)	Share capital RMB’000
Ordinary shares, issued and fully paid:						
At 1 January	135,259,855	135,260	135,259,855	135,260	124,663,462	124,663
Shares repurchased (Note)	—	—	(10,596,393)	(10,597)	—	—
At 31 December	135,259,855	135,260	124,663,462	124,663	124,663,462	124,663

Note: On 15 August 2024, the Company entered into a share repurchase agreement with Mr. Wang Yanke (王岩科先生), Jiangyin Guotiao Hongtai Private Equity Investment Partnership (Limited Partnership) (江陰國調洪泰私募股權投資合夥企業(有限合夥)) and Hangzhou Xianfeng Qiyun Investment Partnership (Limited Partnership) (杭州險峰旗雲投資合夥企業(有限合夥)), pursuant to which, among others, the Company agreed to repurchase 6,233,173 Shares, 3,739,903 Shares and 623,317 Shares held by Mr. Wang Yanke (王岩科先生), Jiangyin Guotiao Hongtai Private Equity Investment Partnership (Limited Partnership) and Hangzhou Xianfeng Qiyun Investment Partnership (Limited Partnership), respectively, at a consideration of RMB68.9 million, RMB40.9 million and RMB6.8 million, respectively.

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(c) Capital reserve

The capital reserve comprises the differences between the net considerations received and the nominal amount of paid-in capital/share capital issued by the Company.

(d) Statutory reserves

The statutory reserve consists of statutory surplus reserve and discretionary surplus reserve. According to the Company’s Articles of Association, the Company is required to transfer 10% of its net profit, as determined in accordance with the lower of the amount determined under China Accounting Standards for Business Enterprises and the amount determined under IFRS Accounting Standards, to the statutory surplus reserve until such reserve balance reaches 50% of the registered capital. The transfer to this reserve must be made before distribution of any dividend to shareholders.

(e) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in Note 2(t).

(f) Dividends

No dividends had been declared by the Group during the Track Record Period.

The directors of the Company consider that the distributions/dividends policy during the Track Record Period is not indicative of the future dividend policy of the Company.

(g) 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.

27 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’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 and other receivables. The Group’s exposure to credit risk arising from cash at bank is limited because the counterparties are banks and financial institutions with high credit standing, for which the Group considers to have low credit risk.

The Group does not provide any guarantees which would expose the Group to credit risk.

Trade 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 generally requires customers to settle progress billings.

Significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers. As at 31 December 2023, 2024 and 2025, 45%, 51% and 48%, respectively, of the total trade receivables was due from the Group’s five largest trade debtors.

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 and geographic regions, 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 tables provide information about the Group’s exposure to credit risk and ECLs for trade receivables as at 31 December 2023, 2024 and 2025:

As at 31 December 2023			
	Expected loss rate	Gross carrying amount	Loss allowance
		RMB'000	RMB'000
Within 1 year	0.1%	150,006	8
1 year to 2 years	50.8%	969	492
2 years to 3 years	95.4%	2,547	2,429
Above 3 years	100.0%	4,302	4,302
		<u>157,824</u>	<u>7,231</u>

As at 31 December 2024			
	Expected loss rate	Gross carrying amount	Loss allowance
		RMB '000	RMB '000
Within 1 year	0.1%	120,367	—*
1 year to 2 years	36.5%	192	70
2 years to 3 years	95.4%	—	—
Above 3 years	100.0%	4,408	4,408
		124,967	4,478

* represents amount below RMB1,000

	As at 31 December 2025		
	Expected loss rate	Gross carrying amount	Loss allowance
		RMB'000	RMB'000
Within 1 year	0.3%	119,108	330
1 year to 2 years	48.8%	208	102
2 years to 3 years	87.8%	121	106
Above 3 years	100.0%	4,408	4,408
		<u>123,845</u>	<u>4,946</u>

Other receivables

The Group has assessed the ECLs of other receivables based on the debtor’s payment history and other information related to the debtors. The Group has identified certain debtors were in financial difficulties and the related credit risks have increased significantly. Accordingly, loss allowance of RMB458,000, RMB1,678,000 and RMB1,614,000 as at 31 December 2023, 2024 and 2025, respectively, have been recognised.

Movements in the loss allowance account in respect of trade and other receivables during the Track Record Period are as follows:

Years ended 31 December			
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Balance at 1 January	8,740	7,689	6,156
Impairment losses (reversed)/recognised, net	(1,037)	846	477
Write-off	(14)	(2,379)	(73)
Balance at 31 December	<u>7,689</u>	<u>6,156</u>	<u>6,560</u>

(b) Liquidity risk

The Group’s policy is to regularly monitor current and expected liquidity requirements, to ensure that it maintains sufficient reserves of cash 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 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 the 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 or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amounts in the consolidated statements of financial position
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables (Note 20)	63,068	—	—	63,068	63,068
Other payables and accruals (Note 21)	1,047	—	—	1,047	1,047
Lease liabilities (Note 24)	7,709	2,999	—	10,708	10,359
	<u>71,824</u>	<u>2,999</u>	<u>—</u>	<u>74,823</u>	<u>74,474</u>
As at 31 December 2024 contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amounts in the consolidated statements of financial position
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables (Note 20)	100,107	—	—	100,107	100,107
Other payables and accruals (Note 21)	1,332	—	—	1,332	1,332
Lease liabilities (Note 24)	5,688	5,046	585	11,319	10,631
Bank loans (Note 23)	29,117	—	—	29,117	28,812
	<u>136,244</u>	<u>5,046</u>	<u>585</u>	<u>141,875</u>	<u>140,882</u>
As at 31 December 2025 contractual undiscounted cash outflow					
	Within 1 year or on demand	More than 1 year but less than 2 years	More than 2 years but less than 5 years	Total	Carrying amounts in the consolidated statements of financial position
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables (Note 20)	42,721	—	—	42,721	42,721
Other payables and accruals (Note 21)	2,918	—	—	2,918	2,918
Lease liabilities (Note 24)	5,145	781	—	5,926	5,763
Bank loans (Note 23)	59,540	—	—	59,540	59,405
	<u>110,324</u>	<u>781</u>	<u>—</u>	<u>111,105</u>	<u>110,807</u>

(c) 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 currencies giving rise to this risk are primarily Chinese Yuan (“CNY”), United States dollars (“USD”), Australian dollars (“AUD”), and Euros (“EUR”). The Group manages this risk as follows:

(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 recognized 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.

	As at 31 December 2023				As at 31 December 2024				As at 31 December 2025			
	USD	EUR	CNY	AUD	USD	EUR	CNY	AUD	USD	EUR	CNY	AUD
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Trade receivables	2,668	—	23,770	—	7,922	193	16,627	12,110	5,549	73	19,896	—
Prepayments and other receivables	17,751	5	8,751	11,994	6,572	—	14,210	22,033	37,462	12,870	310	14,984
Cash and cash equivalents	13,871	229	12,157	8,990	5,536	127	9,520	6,192	14,966	6,015	7,124	7,901
Trade payables	(11,349)	—	(6,528)	(5,465)	—	—	(50,651)	(12,626)	—	—	—	(7,507)
Net exposure arising from recognized assets and liabilities	<u>22,941</u>	<u>234</u>	<u>38,150</u>	<u>15,519</u>	<u>20,030</u>	<u>320</u>	<u>(10,294)</u>	<u>27,709</u>	<u>57,977</u>	<u>18,958</u>	<u>27,330</u>	<u>15,378</u>

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(ii) Sensitivity analysis

The following table indicates the instantaneous change in the Group’s profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of each reporting period had changed at that date, assuming all other risk variables remained constant.

	As at 31 December					
	2023		2024		2025	
	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits	Increase/ (decrease) in foreign exchange rates	Effect on profit after tax and retained profits
		RMB’000		RMB’000		RMB’000
USD	5%	860	5%	751	5%	2,174
	(5%)	(860)	(5%)	(751)	(5%)	(2,174)
EUR	5%	9	5%	12	5%	711
	(5%)	(9)	(5%)	(12)	(5%)	(711)
CNY	5%	1,431	5%	(386)	5%	1,025
	(5%)	(1,431)	(5%)	386	(5%)	(1,025)
AUD	5%	582	5%	1,039	5%	577
	(5%)	(582)	(5%)	(1,039)	(5%)	(577)

(d) Fair values measurement

Fair value hierarchy

Fair values are 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.

(i) Financial assets and liabilities measured at fair value

The following tables present the fair value of the Group’s financial instruments measured at the end of the reporting period on a recurring basis, categorised into the three-level fair value hierarchy.

	Fair value at 31 December 2023	Fair value measurements as at 31 December 2023 categorised into
		Level 3
	RMB’000	RMB’000
Assets		
Investments in equity securities	26,376	26,376
	Fair value at 31 December 2024	Fair value measurements as at 31 December 2024 categorised into
		Level 3
	RMB’000	RMB’000
Assets		
Investments in equity securities	26,115	26,115

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	Fair value at 31 December 2025	Fair value measurements as at 31 December 2025 categorised into
		Level 3
	RMB'000	RMB'000
Assets		
Investments in equity securities	25,643	25,643

The following table presents the changes in level 3 instruments of investment in equity securities measured at FVPL at the end of each of the reporting period:

	For the year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
At the beginning of the year	26,849	26,376	26,115
Investment income	–	(572)	(570)
Changes in fair value	(473)	311	98
At the end of the year	26,376	26,115	25,643

During the Track Record Period, 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

Below is a summary of the valuation techniques and significant unobservable inputs to the valuation of these financial assets at 31 December 2023, 2024 and 2025.

As at 31 December 2023	Valuation techniques	Significant unobservable inputs
Investments in equity securities	Market approach	Discount for lack of marketability
As at 31 December 2024	Valuation techniques	Significant unobservable inputs
Investments in equity securities	Market approach	Discount for lack of marketability
As at 31 December 2025	Valuation techniques	Significant unobservable inputs
Investments in equity securities	Market approach	Discount for lack of marketability

During the Track Record Period, the Group’s investments in equity securities measured at FVPL are investments in non-listed entities of which fair values were substantially determined based on market approach. Given the discount for lack of marketability was not developed by the Group, the management of the Group did not carry out nor present any information on sensitivity analysis.

(ii) Fair values of financial assets and liabilities carried at other than fair value

The carrying amounts of the Group’s financial instruments carried at amortised cost are not materially different from their fair values as at 31 December 2023, 2024 and 2025.

(e) 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 loans. The bank loans were all fixed-rate borrowings. Overall, the Group’s exposure to interest rate risk is not significant.

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28 MATERIAL RELATED PARTY TRANSACTIONS

The Group entered into the following significant related party transactions during the Track Record Period:

(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:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Salaries, wages and other benefits	7,149	6,893	5,554
Discretionary bonuses	1,464	1,183	1,674
Contributions to defined contribution retirement plan	630	599	525
	<u>9,243</u>	<u>8,675</u>	<u>7,753</u>

Total remuneration was included in “staff costs” (see Note 6(b)).

(b) During the Track Record Period, transactions with the following parties are considered as related party transactions:

Name of parties	Relationship with the Group
Beijing Yilingchenfei Technology Co., Ltd. and its subsidiaries (BJ Yilingchenfei Group)	Controlled by the non-controlling interest of a subsidiary

(c) Transactions with related parties during the Track Record Period

	Years ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Trade in nature			
Sales of goods	—	6,125	7,795
Purchases of goods	—	—	219,919

(d) Transactions balances with related parties during the Track Record Period

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Trade in nature			
Trade receivables	—	—	7,699
Prepayments and other receivables	—	—	43,709

The purchase price of relevant products between the Group and BJ Yilingchenfei Group were determined based on arm’s length negotiations between the parties, taking into account factors, including (i) the selling prices of the products offered by BJ Yilingchenfei Group, (ii) the Group’s cost and profit margin; and (iii) the prevailing market price of comparable products. The pricing terms were in line with the market rates.

29 IMMEDIATE AND ULTIMATE CONTROLLING PARTY

The directors of the Company consider that there is no immediate and the ultimate controlling party of the Company.

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30 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE TRACK RECORD PERIOD

Up to the date of issue of the Historical Financial Information, the IASB has issued a number of amendments and new standards which are not yet effective for the Track Record Period and which have not been adopted in the Historical Financial Information. These developments include the following.

	Effective for accounting periods beginning on or after
Amendments to IFRS 9 and IFRS 7, Contracts Referencing Nature-dependent Electricity	1 January 2026
Amendments to IFRS 9 and IFRS 7: Amendments to the Classification and Measurement of Financial Instruments	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 IFRS 10 and IAS 28, Sale or contribution of assets between an investor and its associate or joint venture.	To be determined

The Group is in the process of making an assessment of what the impact of these developments are 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 for 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 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.

31 SUBSEQUENT EVENTS

There were no material subsequent events after 31 December 2025 and up to the date of this report.

SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company and its subsidiaries in respect of any period subsequent to 31 December 2025.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

The following information does not form part of the Accountants’ Report received from the Company’s reporting accountants, KPMG, Certified Public Accountants, Hong Kong, as set out in Appendix I to this document, and is included herein for illustrative purposes only. The unaudited [REDACTED] financial information should be read in conjunction with the section headed “Financial information” in this document and the historical financial information included in the Accountants’ Report set out in Appendix I to this document.

A. UNAUDITED [REDACTED] ADJUSTED NET TANGIBLE ASSETS

The following unaudited [REDACTED] statement of adjusted net tangible assets of Beijing Data Intelink Technology Co., Ltd. (the “Company”) and its subsidiaries (collectively the “Group”) is prepared in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and is set out below to illustrate the effect of the [REDACTED] on the consolidated net tangible assets attributable to equity shareholders of the Company as at 31 December 2025 as if the [REDACTED] had taken place on 31 December 2025.

The unaudited [REDACTED] statement of adjusted net tangible assets has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the [REDACTED] been completed as at 31 December 2025 or at any future date.

	Consolidated net tangible assets attributable to equity shareholders of the Company as at 31 December 2025 ⁽¹⁾	Estimated [REDACTED] from the [REDACTED] ⁽²⁾	Unaudited [REDACTED] adjusted net tangible assets attributable to equity shareholders of the Company	Unaudited [REDACTED] adjusted net tangible assets per Share	
	RMB'000	RMB'000	RMB'000	RMB ⁽³⁾	HK\$ ⁽⁴⁾
Based on an [REDACTED] of [REDACTED] per [REDACTED]	747,416	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of [REDACTED] per [REDACTED]	747,416	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

Notes:

- (1) The consolidated net tangible assets attributable to the equity shareholders of the Company as at 31 December 2025 is arrived at after deducting goodwill of RMB38,193,000 and intangible assets of RMB71,000 from the consolidated total equity attributable to equity shareholders of the Company of RMB785,680,000 as at 31 December 2025, which is extracted from the Accountants’ Report set out in Appendix I to this Document.
- (2) The estimated [REDACTED] from the [REDACTED] are based on [REDACTED] H Shares to be [REDACTED] pursuant to the [REDACTED] and the indicative [REDACTED] of [REDACTED] per [REDACTED] (being the minimum [REDACTED]) and [REDACTED] per [REDACTED] (being the maximum [REDACTED]) respectively, after deduction of the estimated [REDACTED] fees and other expenses relating to the [REDACTED] paid or payable by the Group (excluding the [REDACTED] that have been charged to profit or loss during the Track Record Period), and does not take into account any H Shares which may be [REDACTED] upon the exercise of the [REDACTED].

The estimated [REDACTED] from the [REDACTED] have been converted to Renminbi at an exchange rate of HK\$1 to RMB0.87915. No representation is made that Hong Kong dollars amount have been, could have been or may be converted to Renminbi, or vice versa, at that rate or at any other rate.
- (3) The unaudited [REDACTED] adjusted net tangible assets per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis [REDACTED] Shares were in [REDACTED] assuming that the [REDACTED] had been completed on 31 December 2025, but does not take into account any H Shares which may be [REDACTED] upon the exercise of the [REDACTED].
- (4) The unaudited [REDACTED] adjusted net tangible assets per Share amounts in RMB are converted to Hong Kong dollars with an exchange rate of RMB1 to HK\$1.1375. No representation is made that Renminbi amount have been, could have been or may be converted to Hong Kong dollars amount, or vice versa, at that rate or at any other rate.
- (5) No adjustment has been made to reflect any [REDACTED] results or other transactions of the Group entered into subsequent to 31 December 2025.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

The main purpose of this appendix is to provide [REDACTED] with an overview of the Articles of Association of the Company. As the following information is in summary form, it may not contain all the information that may be important to [REDACTED].

SHARES AND REGISTERED CAPITAL

The shares of the Company shall take the form of share certificates. 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. Shares of the same class and in the same issuance shall be issued on the same conditions and at the same price. Any subscriber shall pay the same price for each of the shares it or he/she subscribes for. The shares with par value issued by the Company shall have their par values denominated in RMB, with each share having a par value of RMB1. Among the shares issued by the Company, unlisted shares shall be centrally registered and deposited with domestic securities registration and settlement institutions. The registration and settlement arrangements for overseas [REDACTED] shares shall be subject to the provisions of the place where the Company's shares are [REDACTED], and the overseas [REDACTED] shares may be centrally registered and deposited with the nominee company or a local share registration institution in accordance with the laws, securities regulatory rules, and securities registration and custody requirements of the place where the Company's shares are [REDACTED].

INCREASE, DECREASE, REPURCHASE AND TRANSFER OF SHARES

Increase and Decrease of Shares

The Company may, based on its operational and developmental needs, increase its capital by any of the following methods in accordance with the requirements of laws, regulations, securities regulatory rules of the place where the Company's shares are [REDACTED] and relevant regulatory authorities, subject to separate resolutions adopted by the shareholders' meeting:

- (I) offering of shares to non-specific objects;
- (II) offering of shares to specific objects;
- (III) distribution of bonus shares to existing shareholders;
- (IV) conversion of funds in the capital reserve to share capital;
- (V) other means specified by laws, administrative regulations and securities regulatory authorities of the place where the Company's shares are [REDACTED] and approved by the CSRC, regulatory authorities of the place where the Company's shares are [REDACTED] and other relevant regulatory authorities.

The Company may decrease its registered capital. The reduction of the registered capital by the Company shall follow the procedures set forth in the Company Law and other domestic relevant regulations of the PRC, the Hong Kong Listing Rules and other securities regulatory rules of the place where the Company's shares are [REDACTED], as well as the provisions of the Articles of Association.

Repurchase of Shares

The Company shall not acquire its shares, except in any of the following circumstances:

- (I) reducing the registered capital of the Company;
- (II) merging with another company holding shares in the Company;
- (III) using shares for the employee stock ownership plan or equity incentives;

APPENDIX III

SUMMARY OF THE ARTICLES OF ASSOCIATION

- (IV) acquiring the shares of shareholders (upon their request) who vote against any resolution adopted at the shareholders’ meeting on the merger or division of the Company;
- (V) using shares for converting corporate bonds issued by the Company that can be converted to shares;
- (VI) maintaining corporate value and shareholders’ interests as the Company deems necessary;
- (VII) other circumstances permitted by laws, regulations and securities regulatory authorities of the place where the Company’s shares are [REDACTED].

The Company may acquire its shares through public and centralized trading or other ways specified by laws, regulations, or securities regulatory authorities of the place where the Company’s shares are [REDACTED], in accordance with applicable regulations.

Acquisition of its shares by the Company under the circumstances set out in the relevant provisions of the Articles of Association shall be conducted through public and centralized trading.

Acquisition of its shares by the Company under the circumstances specified in the relevant provisions of the Articles of Association shall be subject to a resolution adopted by the shareholders’ meeting. In the event that the Company acquires its shares under the circumstances set forth in the relevant provisions of the Articles of Association, a resolution shall be passed at a Board meeting attended by more than two-thirds (2/3) of the directors in accordance with the provisions of the Articles of Association or the authorization of the shareholders’ meeting.

For domestic unlisted shares, following the acquisition by the Company of its shares in accordance with the relevant provisions of the Articles of Association, in case of Item (I) above, the shares so acquired shall be cancelled within ten (10) days from the date of acquisition; in case of Item (II) or (IV) above, the shares so acquired shall be transferred or cancelled within six (6) months.

In the event that the Company acquires its shares under the circumstances set forth in Item (III), (V) or (VI) above, the shares so acquired shall not exceed ten percent (10%) of the total issued shares of the Company and shall be transferred or cancelled within three (3) years. Where the laws, regulations, and securities regulatory authorities of the place where the Company’s shares are [REDACTED] provide otherwise with respect to matters relating to share repurchases, such provisions shall prevail.

Transfer of Shares

The shares of the Company shall be transferred in accordance with the law. Transfer of H Shares shall be registered with the Hong Kong-based share registrar entrusted by the Company. After the transfer, the number of shareholders in the Company shall comply with the relevant requirements stipulated by laws and regulations.

Where the relevant laws and regulations of the place where the Company’s shares are [REDACTED] provide otherwise regarding the period of closure of the share register prior to the date of the shareholders’ meeting or the base date set by the Company for the purpose of distribution of dividends, such provisions shall prevail.

The Company shall not accept any of its own shares as the subject of a pledge. Shares issued prior to the [REDACTED] of shares by the Company shall not be transferred within one (1) year from the date on which the shares of the Company are [REDACTED] and [REDACTED] on the stock exchange.

The directors and senior management members of the Company shall declare to the Company their shareholdings in the Company and the changes thereof and shall not transfer more than twenty-five percent (25%) of the total shares held by them in the Company per annum during their terms of office determined at their assumption of duty; the shares they hold in the Company shall not be transferred within one (1)

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SUMMARY OF THE ARTICLES OF ASSOCIATION

year from the date on which the shares of the Company are [REDACTED] and [REDACTED]. The shares of the Company held by the aforesaid personnel shall not be transferred within half a year after they terminate service with the Company.

Where the securities regulatory rules of the place where the Company’s shares are [REDACTED] provide otherwise in respect of restrictions on the transfer of overseas [REDACTED] shares, such provisions shall prevail.

If the shares are pledged within the transfer restriction period stipulated in laws and administrative regulations, the pledgee shall not exercise the pledge right within the transfer restriction period.

SHAREHOLDERS AND SHAREHOLDERS’ MEETING

Shareholders

The Company shall establish a share register according to the Company Law, securities regulatory rules of the place where the Company’s shares are [REDACTED], other relevant regulations and the provisions of the Articles of Association. The share register shall be sufficient evidence for the shareholders’ shareholding in the Company. The share register shall include the following parts:

- (I) the share register kept at the domicile of the Company (other than those share registers as described in Items (II) and (III) of this paragraph);
- (II) the register of holders of H Shares of the Company kept at the place where the Company’s shares are [REDACTED], which, however, may be closed by the Company on terms equivalent to section 632 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong);
- (III) the share register kept at such other place as the Board of Directors may deem necessary for the purpose of [REDACTED] of the Company’s shares.

The shareholders of the Company shall have the following rights:

- (I) to obtain dividends and other forms of profit distribution in accordance with the Articles of Association and the agreements among all shareholders;
- (II) to request, convene, chair, attend or appoint a proxy to attend a shareholders’ meeting according to laws, and to exercise corresponding voting rights;
- (III) to supervise the Company’s business operations, propose recommendations or raise inquiries;
- (IV) to transfer, gift or pledge their shares in accordance with the laws, administrative regulations and the Articles of Association;
- (V) to inspect and copy the Articles of Association, share register, minutes of shareholders’ meetings, resolutions of Board meetings, and financial and accounting reports, while the eligible shareholders may inspect the Company’s accounting books and vouchers;
- (VI) in the event of the termination or liquidation of the Company, to participate in the distribution of the remaining assets of the Company in accordance with the Articles of Association;
- (VII) to require the Company to acquire their shares in the event of objection to resolutions of the shareholders’ meetings concerning merger or division of the Company;
- (VIII) other rights stipulated by laws, administrative regulations, departmental rules, the Articles of Association or securities regulatory rules of the place where the Company’s shares are [REDACTED].

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Shareholders may request to inspect or copy the relevant materials of the Company. The aforesaid shareholders shall provide the Company with written documents bearing evidence of the class and number of the Company's shares held by them. Upon verification of the shareholder's identity, the Company shall furnish such information upon request. However, if providing the information may result in the disclosure of the Company's trade secrets, insider information or the personal privacy of relevant individuals, or other harm to the Company's interests, the Company may refuse to provide such information.

If any resolution of the shareholders' meeting or the Board of Directors includes content that violates laws or administrative regulations, shareholders may request the people's court to declare it invalid.

If the procedure for convening a shareholders' meeting or a Board meeting, or the voting method used in such a meeting, violates laws, administrative regulations or the Articles of Association, or if any resolution adopted includes content that violates the Articles of Association, shareholders may, within sixty (60) days from the date of adopting the resolution, request the people's court to annul it, unless there is only a slight defect in the convening procedure or voting method of the shareholders' meeting or Board meeting, which has no substantive impact on the resolution.

If any director or senior management member other than a member of the Audit Committee violates laws, administrative regulations or the Articles of Association in fulfilling his/her official duties, thereby incurring any loss of the Company, the shareholders individually or jointly holding more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) days consecutively shall have the right to request the Audit Committee in writing to institute legal proceedings to the people's court; if any member of the Audit Committee violates laws, administrative regulations or the Articles of Association in fulfilling his/her official duties, thereby incurring any loss of the Company, the aforesaid shareholders shall have the right to request the Board of Directors in writing to institute legal proceedings to the people's court.

If the Audit Committee or the Board of Directors refuses to institute legal proceedings after receipt of the written request from the shareholders as specified in the preceding paragraph or does not institute legal proceedings within thirty (30) days after receipt of the said request, or if the failure to immediately file an action in an emergency case will cause irreparable damage to the interests of the Company, the shareholders as specified in the preceding paragraph shall be entitled to directly institute legal proceedings to the people's court in their own names in the interests of the Company.

If any other person infringes upon the legitimate rights and interests of the Company, thereby causing any loss to the Company, the shareholders as specified in the first paragraph of this article may institute legal proceedings against the people's court pursuant to the preceding two paragraphs.

Where a director, supervisor, or senior management member of a wholly-owned subsidiary of the Company violates laws, administrative regulations or the Articles of Association in fulfilling his/her duties, thereby causing losses to the Company, or where any other person infringes upon the lawful rights and interests of the wholly-owned subsidiary of the Company, thereby causing losses, the shareholders individually or jointly holding more than one percent (1%) of the Company's shares for more than one hundred and eighty (180) days consecutively may, in accordance with the first three paragraphs of Article 189 of the Company Law, request the board of supervisors or the board of directors of the wholly-owned subsidiary in writing to institute an action in a people's court, or directly institute an action in a people's court in their own names.

If any director or senior management member violates laws, administrative regulations or the Articles of Association, thereby damaging the interests of the shareholders, the shareholders may institute legal proceedings against the people's court.

The shareholders of the Company shall have the following obligations:

- (I) to observe the laws, administrative regulations and the Articles of Association;

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SUMMARY OF THE ARTICLES OF ASSOCIATION

- (II) to pay subscription funds as per the shares subscribed and the method of subscription;
- (III) not to withdraw their capital contributions unless in the circumstances stipulated by laws and regulations;
- (IV) not to abuse shareholders' rights to damage the interests of the Company or other shareholders; not to abuse the Company's independent legal person status or shareholders' limited liability to damage the interests of the Company's creditors;
- (V) to fulfil other obligations as stipulated by laws, administrative regulations and the Articles of Association.

Shareholders of the Company who abuse shareholders' rights and cause damages to the Company and other shareholders shall be liable for compensation pursuant to the law. Shareholders of the Company who abuse the independent status of the legal person of the Company and shareholders' limited liability to evade debts and severely infringe upon the interests of the Company's creditors shall assume joint and several liabilities for the Company's debts.

General Provisions on the Shareholders' Meeting

The shareholders' meeting consists of all shareholders, is the organ of authority of the Company, and shall exercise the following functions and powers:

- (I) to elect, replace and remove directors who are not employee representatives, and determine the remuneration of the relevant directors;
- (II) to consider and approve the reports of the Board of Directors;
- (III) to consider and approve the profit distribution plans and loss recovery plans of the Company;
- (IV) to resolve on increase or decrease of the registered capital of the Company;
- (V) to resolve on or authorize the Board of Directors to resolve on the issuance of bonds of the Company;
- (VI) to resolve on the merger, division, dissolution, liquidation or change in corporate form of the Company;
- (VII) to amend the Articles of Association;
- (VIII) to resolve on the engagement and dismissal of the accounting firm providing audit services for the Company;
- (IX) to authorize the Board of Directors to issue shares representing not more than 50% of the issued shares of the Company within three years, except for shares subscribed with non-monetary property;
- (X) to decide, for the benefit of the Company, to provide financial assistance to others in acquiring shares of the Company or its parent company, provided that the cumulative total of such financial assistance shall not exceed 10% of the Company's total issued share capital;
- (XI) to consider other matters which should be determined by the shareholders' meeting as stipulated by laws, administrative regulations, rules, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

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Unless otherwise specified by laws, administrative regulations or securities regulatory authorities of the place where the Company's shares are [REDACTED], the functions and powers of the shareholders' meeting as described above shall not be delegated to the Board of Directors or any other institution or individual for exercise.

The following external guarantees of the Company shall be considered and approved by the shareholders' meeting:

- (I) any guarantee provided after the total amount of external guarantees provided by the Company and its controlled subsidiaries exceeds 50% of the latest audited net assets of the Company;
- (II) any guarantee provided after the total amount of external guarantees provided by the Company exceeds 30% of the latest audited total assets of the Company;
- (III) any guarantee provided by the Company to others within one year in an amount exceeding 30% of the Company's latest audited total assets;
- (IV) any guarantee provided to a party with an asset-liability ratio of over 70%;
- (V) any guarantee with a single guarantee amount exceeding 10% of the Company's latest audited net assets;
- (VI) any guarantee provided to shareholders, de facto controllers and their related parties.

The deliberation procedures for external guarantees prescribed in the preceding paragraph shall not apply to guarantees provided by the Company for its subsidiaries, guarantees provided by subsidiaries for the Company, or guarantees among subsidiaries.

If the shareholders' meeting or the Board of Directors approves external guarantees beyond the authority stipulated in the Articles of Association, resulting in losses to the Company, the relevant personnel shall be held economically liable; if the circumstances are serious and constitute a crime, the case shall be referred to judicial authorities in accordance with applicable laws.

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.

In any of the following circumstances, the Company shall convene an extraordinary shareholders' meeting within two months from the date upon which the circumstance occurs:

- (I) the number of directors is less than the number stipulated in the Company Law or less than two-thirds of the number specified in the Articles of Association;
- (II) the unrecovered losses of the Company amount to one third of the total amount of its share capital;
- (III) shareholders severally or jointly holding more than 10% of the Company's shares request to hold such meeting;
- (IV) the Board of Directors deems it necessary;
- (V) it is proposed by the Audit Committee;
- (VI) other circumstances stipulated by laws, administrative regulations, rules, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

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SUMMARY OF THE ARTICLES OF ASSOCIATION

The shareholding mentioned in item (III) above shall be calculated based on the day when the shareholder submits a written request.

The shareholders’ meeting of the Company shall be convened at the Company’s domicile or the principal place of business of the Company (or its subsidiaries) as otherwise determined by the Company. The shareholders’ meeting shall have a venue and may be held in the form of an on-site meeting or through electronic communications. The Company shall also provide online participation, speaking and voting options to facilitate shareholders’ attendance at shareholders’ meetings, provided that it does not violate applicable laws, administrative regulations, departmental rules, regulatory documents and the Hong Kong Listing Rules. Shareholders attending the shareholders’ meeting through the aforementioned methods shall be deemed present.

Convening of Shareholders’ Meetings

Independent non-executive directors have the right to propose to the Board to convene an extraordinary shareholders’ meeting. Regarding the proposal from the independent non-executive directors to convene an extraordinary shareholders’ meeting, the Board of Directors shall, in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary shareholders’ meeting within 10 days after receiving the proposal. If the Board of Directors agrees to convene an extraordinary shareholders’ meeting, it shall issue a notice of the shareholders’ meeting within 5 days after making the Board resolution; if the Board of Directors does not agree to convene an extraordinary shareholders’ meeting, it shall explain the reasons.

If the Audit Committee proposes to the Board to convene an extraordinary shareholders’ meeting, such proposal shall be made in writing to the Board. The Board of Directors shall, in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary shareholders’ meeting within 10 days after receiving the proposal.

If the Board of Directors agrees to convene an extraordinary shareholders’ meeting, it shall issue a notice of the shareholders’ meeting within 5 days after making the Board resolution, and any changes to the original proposal in the notice shall be agreed upon by the Audit Committee.

If the Board of Directors does not agree to convene an extraordinary shareholders’ meeting or fails to provide feedback within 10 days after receiving the proposal, it shall be deemed that the Board of Directors is unable or unwilling to perform its duties of convening the shareholders’ meeting, and the Audit Committee may convene and preside over the meeting on its own.

If the shareholders who individually or jointly hold more than 10% of the Company’s shares request the Board to convene an extraordinary shareholders’ meeting, such request shall be made in writing to the Board. The Board of Directors shall, in accordance with laws, administrative regulations, securities regulatory rules of the place where the Company’s shares are [REDACTED] and the Articles of Association, provide written feedback on whether or not to agree to convene an extraordinary shareholders’ meeting within 10 days after receiving the request.

If the Board of Directors agrees to convene an extraordinary shareholders’ meeting, it shall issue a notice of the shareholders’ meeting within 5 days after making the Board resolution, and any changes to the original request in the notice shall be agreed upon by the relevant shareholders.

If the Board of Directors does not agree to convene an extraordinary shareholders’ meeting or fails to provide feedback within 10 days after receiving the request, shareholders who individually or jointly hold more than 10% of the Company’s shares shall propose to the Audit Committee to convene an extraordinary shareholders’ meeting and shall submit the request in writing to the Audit Committee.

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If the Audit Committee agrees to convene an extraordinary shareholders' meeting, it shall issue a notice of the shareholders' meeting within 5 days after receiving the request, and any changes to the original request in the notice shall be agreed upon by the relevant shareholders.

If the Audit Committee fails to issue the notice of the shareholders' meeting within the prescribed time limit, it shall be deemed that the Audit Committee is unwilling to convene and preside over the shareholders' meeting, and shareholders who individually or jointly hold more than 10% of the Company's shares for more than 90 consecutive days may convene and preside over the meeting on their own.

If the Audit Committee or shareholders who individually or jointly hold more than 10% of the Company's shares decide to convene a shareholders' meeting on their own, they shall notify the Board of Directors in writing.

The proportion of shares held by the convening shareholder shall not be less than 10% before the announcement of the resolution of the shareholders' meeting.

Proposals and Notices of the Shareholders' Meeting

When the Company convenes a shareholders' meeting, the Board of Directors, the Audit Committee, and shareholders who individually or jointly hold more than 1% of the Company's shares have the right to submit proposals to the Company.

Shareholders who individually or jointly hold more than 1% of the Company's shares may submit a written temporary proposal to the convener 10 days before a shareholders' meeting is convened. The convener shall issue a supplementary notice of the shareholders' meeting within 2 days after receiving the proposal, announce the content of the temporary proposal, and submit the temporary proposal to the shareholders' meeting for deliberation, unless the temporary proposal violates the laws, administrative regulations, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association, or falls outside the scope of the powers of the shareholders' meeting.

Save as specified in the preceding paragraph, the convener shall not change the proposals set out in the notice of the shareholders' meeting or add any new proposal after the said notice is served.

Proposals not set out in the notice of the shareholders' meeting or not complying with Article 53 of the Articles of Association shall not be voted on or resolved on at the shareholders' meeting.

The convener shall notify all shareholders at least 21 days before an annual shareholders' meeting, and shall notify all shareholders by announcement 15 days before an extraordinary shareholders' meeting. When calculating the starting period, the Company shall not include the date of the meeting.

The notice of a shareholders' meeting shall specify:

- (I) time, place and duration of the meeting;
- (II) matters and proposals submitted to the meeting for consideration;
- (III) a clear statement that all shareholders have the right to attend the shareholders' meeting and can entrust a proxy in writing to attend the meeting and participate in voting. The shareholder's proxy does not have to be a shareholder of the Company. If a shareholder has already appointed a representative to attend any meeting, such shareholder shall be deemed to have attended the meeting in person;
- (IV) equity registration date of shareholders who have the right to attend the shareholders' meeting;
- (V) name and telephone number of the permanent contact person for conference affairs;

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(VI) time and procedures for voting online or by other means (if any);

(VII) other requirements stipulated by laws, regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association.

The specific contents of all proposals shall be fully and completely disclosed in the notice and supplementary notice of the shareholders' meeting.

Holding of Shareholders' Meetings

Shareholders may attend the shareholders' meeting in person or appoint a proxy to attend and vote on their behalf.

If an individual shareholder attends the meeting in person, he/she shall present his/her identity card or other valid documents or certificates that can identify him/herself; if a proxy is appointed to attend the meeting, the proxy shall present his/her own valid identity card and the power of attorney from the shareholder.

Corporate shareholders shall be represented at the meeting by their legal representatives or the agents appointed by the legal representatives. If the legal representative attends the meeting, they shall present their ID card and valid certificates that can prove their status as the legal representative. If a proxy is appointed to attend the meeting, the proxy shall present their ID card and a written power of attorney legally issued by the legal representative of the corporate shareholder (except when the shareholder is a recognized clearing house (or its agent) as defined in the relevant regulations under Hong Kong laws).

If the shareholder is a recognized clearing house (or its agent) as defined in the relevant regulations under Hong Kong laws, the said shareholder may authorize one or more persons as it deems appropriate to act as its proxy or representative at any shareholders' meeting; however, if more than one person is authorized, the power of attorney or authorization letter shall specify the number and class of shares involved in the authorization for each such person. Persons so authorized may exercise rights on behalf of the recognized clearing house (or its agent) (without presenting shareholding certificates, notarized authorizations and/or further evidence to prove their formal authorization), as if such persons were individual shareholders of the Company. Such rights and powers include the right to vote on a show of hands in the capacity of an individual when a show of hands is permitted.

The power of attorney issued by a shareholder authorizing another person to attend a shareholders' meeting shall contain the contents as required by relevant laws, regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED], and the Articles of Association.

The register of the persons attending the meeting shall be prepared by the Company. The register shall, amongst other matters, contain the names (or corporate names) of the attendees, their identity card numbers, the number of voting shares held or represented by them, and the names (or corporate names) of the principals.

If the shareholders' meeting requires the directors and senior management members to be present at the meeting, the directors and senior management members shall attend the meeting as observers and subject themselves to the inquiries of the shareholders.

The shareholders' meetings shall be presided over by the chairperson of the Board of Directors. Where the chairman cannot or does not fulfill the duty thereof, more than half of the directors may jointly elect a director to preside over the meeting.

A shareholders' meeting convened by the Audit Committee itself shall be presided over by the convener of the Audit Committee. When the convener of the Audit Committee is unable to perform their duties or fails to perform their duties, one member of the Audit Committee jointly recommended by more than half of the Audit Committee members shall preside over the meeting.

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For a shareholders' meeting convened by shareholders on their own, it shall be presided over by the convener or a representative recommended by the convener.

When a shareholders' meeting is held and the presider violates the rules of procedure, which makes it difficult for the shareholders' meeting to continue, a person may be elected at the shareholders' meeting to act as the presider to continue the meeting, subject to the approval of more than half of the attending shareholders with voting rights.

Voting and Resolutions at Shareholders' Meetings

Resolutions of a shareholders' meeting shall be divided into ordinary resolutions and special resolutions. Ordinary resolutions shall be passed by votes representing more than half of the voting rights held by shareholders (including proxies thereof) attending the shareholders' meeting. Special resolutions shall be passed by votes representing more than two-thirds of the voting rights held by shareholders (including proxies thereof) attending the shareholders' meeting.

The following matters shall be approved by ordinary resolutions at a shareholders' meeting:

- (I) work reports of the Board of Directors;
- (II) profit distribution plans and loss recovery plans formulated by the Board of Directors;
- (III) appointment and dismissal of the members of the Board of Directors, their remuneration and the method of payment thereof;
- (IV) other issues than those that should be passed by special resolutions pursuant to relevant laws, administrative regulations, securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association.

The following issues shall be approved by special resolutions at a shareholders' meeting:

- (I) increase or decrease of the registered capital of the Company;
- (II) division, merger, dissolution or change in corporate form of the Company;
- (III) amendment to the Articles of Association;
- (IV) the Company's acquisition or disposal of major assets, or provision of guarantees to third parties within one year, with the amount exceeding 30% of the latest audited total assets of the Company;
- (V) share incentives schemes; and
- (VI) any other issue specified in the laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED] or the Articles of Association and confirmed by an ordinary resolution at a shareholders' meeting that may have a material impact on the Company and accordingly shall be approved by special resolutions.

DIRECTORS AND BOARD OF DIRECTORS

General Provisions for Directors

Directors of the Company shall be natural persons. A person with any of the following circumstances shall not serve as a director of the Company:

- (I) is without capacity or with limited capacity for civil conduct;

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- (II) was imposed criminal penalty due to taking graft or committing bribery, infringing upon property, embezzling property or disrupting socialism market economic order, or is deprived of political rights due to offence and five (5) years have not elapsed since completion of the enforcement of the criminal penalty; or if the person has been granted a suspended sentence, two (2) years have not elapsed since the expiration of the probation period;
- (III) ever was the director, factory manager or general manager of any company or enterprise that was bankrupted and liquidated and was personally responsible for the bankruptcy of such company or enterprise, and it is less than three (3) years since the completion of liquidation for the bankruptcy of the company or enterprise;
- (IV) ever was the legal representative of any company or enterprise whose business license was revoked or which was ordered to close down due to illegal activities and was personally responsible for such illegal activities, and it is less than three (3) years since the revocation of the business license or closure of the business of the company or enterprise;
- (V) has failed to repay a relatively large amount of debt upon maturity and has been listed by the people's court as a dishonest person subject to enforcement;
- (VI) has been subjected to market entry prohibition measures by the CSRC, and the specified period has not yet expired;
- (VII) has been publicly disqualified by a stock exchange of the place where the Company's shares are [REDACTED] from serving as a director or senior management member of a listed company, where the period of disqualification is still in effect;
- (VIII) other circumstances specified by laws, administrative regulations, departmental rules, and the securities regulatory rules of the place where the Company's shares are [REDACTED].

Where any director is elected or appointed contrary to the provisions in this article, the said election, appointment or engagement shall be invalid. Where any director gets involved in any of the circumstances herein during his/her term of office, the Company shall remove him/her as director.

The aforementioned periods shall be calculated up to the date of the shareholders' meeting or Board meeting at which the director or senior management member is to be appointed.

Directors shall be elected and replaced at shareholders' meetings. A director shall serve a term of three (3) years, and may seek reelection upon expiry of the said term. The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is adopted. The term of a director shall start from the date on which the said director assumes office to the expiry of the current Board of Directors. If the term of office of a director expires and a re-election is not held in a timely manner, or if a director resigns during their term of office, resulting in the number of members of the Board of Directors falling below the quorum, the original director shall continue to perform their duties as a director in accordance with laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED], and the Articles of Association until the newly elected director assumes office. If a director resigns, they shall notify the Company in writing, and the resignation shall take effect on the date the Company receives the notice. However, if the circumstances set forth in the preceding paragraph exist, the director shall continue to perform their duties.

A director may serve concurrently as general manager or other senior executive, but the directors serving concurrently as such and directors who are not employee representatives shall not be more than half of the directors of the Company.

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Directors shall observe laws, administrative regulations, departmental rules, the securities regulatory rules of the place where the Company's shares are [REDACTED] and the Articles of Association, act in good faith towards the Company, take measures to avoid conflicts between personal interests and the interests of the Company, and refrain from exploiting his/her position for improper gain.

Directors owe a duty of diligence to the Company and shall exercise reasonable care, as typically expected of a manager, in performing their duties to act in the best interests of the Company.

Where the controlling shareholder or actual controller of the Company does not serve as a director of the Company but actually executes the Company's affairs, the provisions of the preceding two paragraphs shall apply.

When a director directly or indirectly enters into a contract or conducts a transaction with the Company, they shall report the matters related to the contract-making or transaction to the Board of Directors or the shareholders' meeting, and such contract or transaction shall be approved by a resolution of the Board of Directors or the shareholders' meeting in accordance with the provisions of the Articles of Association.

The provisions of the preceding paragraph shall apply when a close relative of a director, an enterprise directly or indirectly controlled by a director or their close relatives, or an affiliated person having other affiliated relationships with a director, enters into a contract or conducts a transaction with the Company.

The shareholders' meeting may resolve to remove a director, and the removal shall take effect on the date the resolution is adopted. If a director is removed prior to the expiration of his/her term without just cause, the director may require the Company to provide compensation.

Board of Directors

The Company shall have a Board of Directors, which shall be accountable to the shareholders' meeting. The Board of Directors shall consist of eight directors. The directors of the Company shall be divided into executive directors and independent non-executive directors, among whom the number of independent non-executive directors shall account for at least one-third of the members of the Board of Directors, and shall be no less than three.

The Board of Directors shall exercise the following functions and powers:

- (I) to convene shareholders' meetings and report its work to the shareholders' meeting;
- (II) to implement the resolutions passed at the shareholders' meetings;
- (III) to decide on the Company's business plans and investment plans;
- (IV) to formulate the profit distribution plan and loss makeup plan of the Company;
- (V) to formulate plans for the increase or decrease of the registered capital of the Company and for the issuance of corporate bonds;
- (VI) to formulate plans for the merger, division, dissolution or change of corporate form of the Company;
- (VII) to decide on the Company's internal management structure;

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- (VIII) to appoint or dismiss the Company's general manager, secretary of the Board; to appoint or dismiss the Company's senior management members, such as deputy general manager, person in charge of finance and chief financial officer, as nominated by the general manager and determine their remunerations;
- (IX) to set up the basic management system of the Company;
- (X) to formulate the proposals for any amendment to the Articles of Association;
- (XI) to manage information disclosure of the Company;
- (XII) to propose to the shareholders' meeting to appoint or replace the accounting firm that audits the Company's accounts;
- (XIII) to hear the work report and inspect the work of the Company's general manager;
- (XIV) to formulate the equity incentive plan and option plan of the Company;
- (XV) to resolve on the acquisition of its own shares by the Company under the circumstances set forth in items (III), (V) and (VI) of Article 22 of the Articles of Association;
- (XVI) to resolve, within three years, on the issuance of shares not exceeding 50% of the Company's issued shares, except where such issuance involves capital contribution by non-monetary assets;
- (XVII) to resolve on providing financial assistance to others for the acquisition of the Company's shares, provided that the aggregate amount of such financial assistance shall not exceed 10% of the total amount of the Company's issued share capital;
- (XVIII) other functions and powers stipulated in the Articles of Association or granted by the shareholders' meeting.

Issues beyond the scope authorized by the Board of Directors shall be submitted to the shareholders' meeting for consideration.

With the consent of more than half of the directors, the Board of Directors may authorize the chairperson to exercise certain powers of the Board of Directors during the period when the Board of Directors is not in session; provided that major matters of the Company shall be decided collectively by the Board of Directors, and the powers that are required by law to be exercised by the Board of Directors shall not be delegated to the chairperson, general manager or others.

The chairperson of the Board shall exercise the following powers and functions:

- (I) to preside over shareholders' meetings and convene and preside over Board meetings;
- (II) to supervise and inspect the implementation of resolutions passed by the Board of Directors;
- (III) to sign the stocks, bonds and other negotiable securities of the Company;
- (IV) to sign important documents of the Board of Directors and other documents which should be signed by the legal representative of the Company;
- (V) to exercise the functions and powers of a legal representative;

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(VI) in any emergent force majeure event, such as natural disasters, to exercise the special right of disposal in respect of the business of the Company in compliance with laws, regulations and in the interests of the Company, and to report to the Board of Directors and the shareholders' meeting of the Company afterwards;

(VII) to exercise other functions and powers conferred by the Board of Directors.

If the chairman of the Board is unable or fails to perform his/her duties, a director shall be jointly elected by a majority of the directors to perform such duties.

Board meetings are classified as regular meetings and extraordinary meetings. The Board shall hold at least four (4) regular meetings each year, convened by the chairman of the Board, with notice issued fourteen (14) days prior to the meeting.

Extraordinary Board meetings may be proposed by shareholders representing more than one-tenth (1/10) of the voting rights, one-third (1/3) or more of the directors, or the Audit Committee. The chairman of the Board shall convene and preside over the extraordinary Board meeting within ten (10) days upon receipt of such proposal.

Notice of an extraordinary Board meeting shall be given by means of fax, email, telephone, or text message, with a notice period of five (5) days prior to the convening of the extraordinary Board meeting.

With the unanimous consent of all directors, the notice period prescribed above may be waived.

In urgent situations requiring the prompt convening of an extraordinary Board meeting, notice may be given orally by telephone or other means, but the convener shall provide an explanation at the meeting.

The notice of a Board meeting shall include the following:

- (I) Date and venue of the meeting;
- (II) Method of convening the meeting;
- (III) Duration of the meeting;
- (IV) Purpose and agenda items;
- (V) Contact person and contact information;
- (VI) Date of notice issuance.

A Board meeting may be held only if attended by a majority of the directors.

Voting on Board resolutions shall be conducted on a one-person, one-vote basis.

Unless otherwise stipulated in the Articles of Association, a resolution of the Board shall be passed by a majority of all directors.

If a director has a connected relationship with any company or individual involved in a matter to be considered at the Board meeting, the director shall promptly disclose such relationship in writing to the Board. A director with a connected relationship shall not exercise voting rights on the relevant resolution, nor act as a proxy for another director to vote. Such Board meeting may be held if a majority of directors without connected relationships are present, and any resolution passed at such meeting must be approved by a majority of directors without connected relationships. If fewer than three directors without connected

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relationships attend the meeting, the matter shall be submitted to the shareholders' meeting for approval. If laws, regulations, or securities regulatory rules of the place where the Company's shares are [REDACTED] impose additional restrictions on directors' participation or voting in Board meetings, such provisions shall apply.

The Board shall prepare minutes recording the decisions made at the meeting, and directors present at the meeting shall sign the minutes. Directors attending the meeting shall have the right to request that their statements made during the meeting be recorded in the minutes with explanatory notes.

Minutes of Board meetings shall be kept as company records for a period of ten (10) years.

Directors shall sign the Board resolutions and bear responsibility for the decisions of the Board. If a Board resolution violates laws, regulations, the Articles of Association, or resolutions of the shareholders' meeting and causes substantial losses to the Company, the directors participating in the resolution shall be liable to compensate the Company. However, a director who formally expressed dissent during the vote and had it recorded in the meeting minutes may be exempted from such liability.

The Board of the Company shall establish an Audit Committee to exercise the powers of the Board of Supervisors as provided under the Companies Ordinance. The Audit Committee is responsible for reviewing the Company's financial information and its disclosure, supervising and evaluating internal and external audit work, and overseeing internal controls. The following matters shall be submitted to the Board for approval only after being approved by a majority of all Audit Committee members:

- (I) Disclosure of financial information in accounting and periodic reports, and internal control evaluation reports;
- (II) Appointment or dismissal of accounting firms conducting audits for the listed company;
- (III) Appointment or dismissal of the listed company's chief financial officer;
- (IV) Changes in accounting policies, estimates, or correction of significant accounting errors, except due to changes in accounting standards;
- (V) Other matters as required by laws, administrative regulations, the securities regulatory rules of the place where the Company's shares are [REDACTED], and the Articles of Association.

The Board of the Company shall also establish other specialized committees, such as the Nomination Committee and the Remuneration and Appraisal Committee, to perform duties in accordance with the Articles of Association and Board authorizations. Proposals from specialized committees shall be submitted to the Board for consideration. The working procedures of specialized committees shall be formulated by the Board.

SENIOR MANAGEMENT

The Company shall have one (1) general manager, appointed or dismissed by the Board. The Board may decide that a Board member concurrently serves as the general manager. The Company shall have several deputy general managers and one (1) chief financial officer, all of whom shall be appointed or dismissed by the Board. The general manager, deputy general managers, and chief financial officer constitute the Company's senior management.

The general manager's term of office is three (3) years, and consecutive terms are permissible. The general manager shall be accountable to the Board and shall exercise the following powers and functions:

- (I) Preside over the Company's production and business operations, implement resolutions of the Board, and report work to the Board;

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- (II) Organize the implementation of the Company's annual business plan and investment proposals;
- (III) Draft proposals for the internal management structure of the Company;
- (IV) Draft the Company's basic management systems;
- (V) Formulate detailed rules and regulations of the Company;
- (VI) Submit proposals to the Board for the appointment or dismissal of the Company's deputy general managers and chief financial officer;
- (VII) Decide on the appointment or dismissal of other management personnel other than those whose appointment or dismissal shall be decided by the Board;
- (VIII) Unless otherwise decided by the Board, the general manager may, in accordance with relevant labor laws and regulations of China, independently decide on the hiring, dismissal, promotion, demotion, or transfer of any Company employee (excluding senior management);
- (IX) Exercise other powers as prescribed in the Articles of Association or granted by the Board.

The general manager shall attend Board meetings as a non-voting attendee, and a general manager who is not a director shall have no voting rights at Board meetings. The general manager may resign prior to the expiration of the term of office. The specific procedures and methods for the resignation of the general manager shall be stipulated in the labor contract between the general manager and the Company.

The Company shall have a Company Secretary, who shall be responsible for matters such as the preparation of shareholders' meetings and Board meetings, the maintenance of documents, the management of shareholder information of the Company, and the handling of information disclosure affairs.

FINANCIAL AND ACCOUNTING SYSTEM

The Company shall prepare financial statements at the end of each fiscal year, which shall be audited by an accounting firm in accordance with the law.

The Company shall not maintain any accounting books other than the statutory accounts. Company funds shall not be deposited in accounts in the name of any individual.

When distributing after-tax profits for the current year, the Company shall allocate ten percent (10%) of such profits to the statutory common reserve fund. If the accumulated amount of the statutory common reserve fund exceeds fifty percent (50%) of the registered capital of the Company, no further allocation is required.

If the statutory common reserve fund of the Company is insufficient to cover losses from prior years, the current year's profit shall first be used to cover such losses before appropriating to the statutory common reserve fund in accordance with the provisions of the preceding paragraph.

After appropriating to the statutory common reserve fund from the after-tax profit, the Company may, upon a resolution of the shareholders' meeting, appropriate to a discretionary common reserve fund from the after-tax profit.

The after-tax profit remaining after covering losses and appropriating to the common reserve funds shall be distributed in proportion to the shares held by shareholders, except as otherwise provided in the Articles of Association or otherwise agreed among all shareholders.

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If the Company distributes profits to shareholders in violation of the Company Law, the Articles of Association, or any agreement among all shareholders, the shareholders shall return the profits so distributed to the Company. If any loss is caused to the Company, the shareholders and the directors and senior management members shall be liable for compensation.

Shares held by the Company itself shall not participate in profit distribution.

Profit distribution policy of the Company: The Company's dividend distribution policy emphasizes reasonable returns to investors, maintaining continuity and stability, while also balancing the long-term interests of the Company, the overall interests of all shareholders, and the sustainable development of the Company. The Company primarily adopts cash dividends as the method of dividend distribution. Where conditions permit, the Company may conduct interim profit distributions.

After the shareholders' meeting resolves on a profit distribution plan, or after the Board of the Company formulates a specific plan based on the conditions and upper limits for interim dividends for the following year approved by the annual shareholders' meeting, the distribution of dividends (or shares) shall be completed within two months or within the time prescribed by the Hong Kong Stock Exchange (whichever is earlier).

The common reserve fund of the Company shall be used to cover losses of the Company, expand production and operations of the Company, or be converted into registered capital of the Company.

When using the common reserve fund to cover losses of the Company, the discretionary common reserve fund and statutory common reserve fund shall be used first; if still insufficient to cover the losses, the capital reserve fund may be used in accordance with regulations.

When the statutory common reserve fund is converted into an increase in registered share capital, the amount of such reserve fund remaining after conversion shall not be less than twenty-five percent (25%) of the registered capital of the Company prior to conversion.

MERGERS AND DIVISIONS

A merger of the Company may take the form of either an absorption merger or a new establishment merger.

In the case of a merger of the Company, the parties to the merger shall enter into a merger agreement and prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within ten (10) days of making the merger resolution, and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days. Creditors may, within thirty (30) days from receipt of the notice, or within forty-five (45) days from the date of announcement if no notice is received, demand that the Company repay its debts or provide corresponding guarantees.

Upon the merger of the Company, the claims and debts of the parties to the merger shall be assumed by the surviving company or the newly established company after the merger.

In the case of a division of the Company, its properties shall be divided accordingly. In the event of a division of the Company, the Company shall prepare a balance sheet and an inventory of assets. The Company shall notify the creditors within ten (10) days of making the division resolution, and shall publish an announcement in a newspaper or on the National Enterprise Credit Information Publicity System within thirty (30) days. The debts of the Company prior to the division shall be assumed by the companies after the division on a joint and several liability basis, except as otherwise agreed in a written agreement entered into between the Company and its creditors before the division regarding the repayment of debts.

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AMENDMENT OF THE ARTICLES OF ASSOCIATION

The Company shall amend the Articles of Association under any of the following circumstances:

- (I) After the Company Law or any relevant laws, administrative regulations, or securities regulatory rules of the place where the Company’s shares are [REDACTED] are amended, matters stipulated in the Articles of Association conflict with the amended laws, administrative regulations, or securities regulatory rules of the place where the Company’s shares are [REDACTED];
- (II) The circumstances of the Company change and are inconsistent with the matters recorded in the Articles of Association;
- (III) The shareholders’ meeting decides to amend the Articles of Association.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR COMPANY

1. Establishment of Our Company

Our Company was incorporated as a limited liability company under the laws of the PRC on March 26, 2008 and was converted into a joint stock company with limited liability on August 24, 2015. Our registered address and principal place of business is at Room 303, 3rd Floor, Building 102, No. 10, Jiuxianqiao North Road, Chaoyang District, Beijing, PRC.

We have established a place of business in Hong Kong at Room 1910, 19/F, Lee Garden One, 33 Hysan Avenue, Causeway Bay, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on [●]. Ms. Yeung Siu Wai Kitty, our joint company secretary, is the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong under Part 16 of the Companies Ordinance. The address for service of process on our Company in Hong Kong is the same as our principal place of business in Hong Kong as set out above.

As our Company was established in the PRC, we are subject to the relevant laws and regulations of the PRC. A summary of the relevant aspects of laws and regulations of the PRC and our Articles of Association is set out in “Regulatory Overview” and Appendix III to this document.

2. Changes in the Share Capital of Our Company

On October 9, 2024, the registered capital of our Company was reduced from RMB135,259,855 to RMB124,663,462. For details, see “History, Development and Corporate Structure — Establishment and Major Shareholding Changes of Our Company — 7. Reduction in the registered capital in 2024.”

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

3. Changes in the Share Capital of our Subsidiaries

A summary of the corporate information and the particulars of our major subsidiaries are set out in the Accountants’ Report, the text of which is set out in Appendix I. The following subsidiaries were incorporated within the two years immediately preceding the date of this document:

Name	Place of establishment/ incorporation	Date of establishment/ incorporation	Registered capital/share capital
Beijing Data Flying	PRC	November 27, 2024	RMB3,000,000
Tianjin Data Flying	PRC	April 15, 2025	RMB1,000,000
Hongkong Data Flying	Hong Kong	April 25, 2025	HK\$500,000
Hainan Data Flying	PRC	December 23, 2025	RMB2,000,000

Further, the following changes in the share capital of our subsidiary has taken place within the two years immediately preceding the date of this document:

- On May 12, 2025, the issued share capital of Beijing Bayline HK was increased from HK\$5,000,000 to HK\$25,000,000.

Save as disclosed above, there has been no alteration in the share capital of our subsidiaries within the two years immediately preceding the date of this document.

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4. Resolutions of our Shareholders

At the general meeting of the Shareholders held on March 20, 2026, the following resolutions, among others, were duly passed:

- (1) the [REDACTED] by the Company of H Shares with a nominal value of RMB1.00 each and such H Shares be [REDACTED] on the Stock Exchange;
- (2) the number of H Shares to be [REDACTED] shall not be more than [REDACTED] of the total issued share capital of our Company as enlarged by the [REDACTED] (before the exercise of the [REDACTED]), and the grant to the [REDACTED] (or their representatives) of the [REDACTED] of not more than [REDACTED] of the number of H Shares issued pursuant to the [REDACTED];
- (3) subject to the completion of the [REDACTED], the revised Articles of Association be approved and adopted, which shall become effective on the [REDACTED] and the Board has been authorized to amend the Articles of Association in accordance with any legal or statutory requirements, or any comments from any governmental or regulatory authorities;
- (4) subject to the result of the CSRC filing, upon completion of the [REDACTED], [REDACTED] Unlisted Shares held by [REDACTED] Shareholders will be [REDACTED] into H Shares on a one-for-one basis; and
- (5) authorization of the Board or its authorized individual to handle all matters relating to, among other things, the [REDACTED], the [REDACTED] of Unlisted Shares into H Shares and the [REDACTED] and [REDACTED] of H Shares on the Stock Exchange.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of Material Contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Company or its subsidiaries within the two years preceding the date of this document and are or may be material:

- (a) a share repurchase agreement dated August 15, 2024 and entered into by and among the Company, Mr. Wang Yanke (王岩科先生), Jiangyin Guotiao Hongtai Private Equity Investment Partnership (Limited Partnership) (江陰國調洪泰私募股權投資合夥企業(有限合夥)) and Hangzhou Xianfeng Qiyun Investment Partnership (L.P.) (杭州險峰旗雲投資合夥企業(有限合夥)), pursuant to which, among others, the Company agreed to repurchase 6,233,173 Shares, 3,739,903 Shares and 623,317 Shares held by Mr. Wang Yanke (王岩科先生), Jiangyin Guotiao Hongtai Private Equity Investment Partnership (Limited Partnership) (江陰國調洪泰私募股權投資合夥企業(有限合夥)) and Hangzhou Xianfeng Qiyun Investment Partnership (L.P.) (杭州險峰旗雲投資合夥企業(有限合夥)), respectively, at a consideration of RMB68.9 million, RMB40.9 million and RMB6.8 million, respectively; and
- (b) [the [REDACTED]].

2. Our Material Intellectual Property Rights

(a) Trademarks

As of the Latest Practicable Date, we had registered the following trademarks which we considered to be material to our business:

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No.	Trademark	Class	Registered owner	Place of registration	Registration number	Registration date	Expiry date
1.		35	Our Company	PRC	55384346	October 28, 2021	October 27, 2031
2.		38	Our Company	PRC	55377197	October 28, 2021	October 27, 2031

(b) Patents

As of the Latest Practicable Date, we had registered the following patents which we considered to be material to our business:

No.	Patent	Patent type	Patentee	Place of registration	Patent number	Application date	Grant date
1.	A method and system for promoting data processing (一種推廣數據處理方法及系統)	Invention patent	Our Company	PRC	2023111320534	September 5, 2023	November 14, 2023
2.	A method and system for e-commerce data analysis and processing (一種電商數據分析處理方法及系統)	Invention patent	Our Company	PRC	2023109418017	July 28, 2023	March 8, 2024
3.	A method and system for intelligent SQL database processing (一種智能SQL數據庫處理方法及系統)	Invention patent	Our Company	PRC	2024115043446	October 25, 2024	August 1, 2025
4.	A multi-functional kitchen appliance assembly with interchangeable heads (一種多功能換頭廚具組件)	Utility model patent	Our Company	PRC	2024204429250	March 7, 2024	November 5, 2024

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(c) Software Copyrights

As of the Latest Practicable Date, we had registered the following software copyrights which we considered to be material to our business:

No.	Copyright	Owner	Place of registration	Registration number	Registration date
1.	Cross-border E-commerce Order Settlement System V1.0 (跨境電商訂單結算系統V1.0)	Our Company	PRC	2021SR1500537	October 13, 2021
2.	Cross-platform E-commerce Order Inter-operability System V1.0 跨平台電商訂單互通系統V1.0	Our Company	PRC	2021SR1500551	October 13, 2021
3.	E-commerce BI Source Data Collection System V1.0 (電商BI源數據收集系統V1.0)	Our Company	PRC	2021SR1500552	October 13, 2021
4.	E-commerce BI Data Analysis and Query System V1.0 (電商BI數據分析與查詢系統V1.0)	Our Company	PRC	2021SR1500553	October 13, 2021
5.	E-commerce Platform Product Promotion Management System V1.0 電商平台商品促銷管理系統V1.0	Our Company	PRC	2022SR1573324	December 15, 2022
6.	E-commerce Store Daily Business Report Automatic Generation System V1.0 (電商店鋪生意日報自動生成系統V1.0)	Our Company	PRC	2022SR1578298	December 17, 2022
7.	E-commerce Platform Supply Chain Document Automatic Transmission System V1.0 電商平台供應鏈單據自動傳輸系統V1.0	Our Company	PRC	2022SR1578299	December 17, 2022

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No.	Copyright	Owner	Place of registration	Registration number	Registration date
8.	E-commerce Platform Product Image Management System V1.0 電商平台商品圖片管理系統V1.0	Our Company	PRC	2022SR1580414	December 17, 2022
9.	Shujuzhilian . . . Jubaopen Order Monitoring System [Abbreviation: Jubaopen Order Monitoring System] V1.0 (數聚智連聚寶盆訂單監控系統[簡稱:聚寶盆訂單監控系統]V1.0)	Our Company	PRC	2023SR1552342	December 1, 2023
10.	Shujuzhilian . . . Jubaopen Inventory Management System [Abbreviation: Jubaopen Inventory Management System] V1.0 (數聚智連聚寶盆庫存管理系统[簡稱:聚寶盆庫存管理系统]V1.0)	Our Company	PRC	2023SR1568612	December 5, 2023
11.	Shujuzhilian Treasure Basin Billing Analysis System [Abbreviation: Treasure Basin Billing Analysis System] V1.0 (數聚智連聚寶盆賬單分析系統[簡稱:聚寶盆賬單分析系統]V1.0)	Our Company	PRC	2023SR1550516	December 1, 2023

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No.	Copyright	Owner	Place of registration	Registration number	Registration date
12.	Shujuzhilian Energy Shield Product Batch Management System [Abbreviation: Energy Shield Product Batch Management System] V1.0 (數聚智連聚能盾商品批量管理系統[簡稱: 聚能盾商品批量管理系統]V1.0)	Our Company	PRC	2023SR1550477	December 1, 2023
13.	Shujuzhilian Data Tower Report Generation System [Abbreviation: Data Tower Report Generation System] V1.0 (數聚智連聚數塔報表生成系統[簡稱: 數塔報表生成系統]V1.0)	Our Company	PRC	2023SR1568622	December 5, 2023
14.	DataGathering . . Intelligence Data Analysis System [Data Gathering Tower Data Analysis System] V1.0 (數聚智連聚數塔數據分析系統[聚數塔數據分析系統]V1.0)	Our Company	PRC	2023SR1559601	December 4, 2023
15.	Shujuzhilian Jushuta Promotional Analysis System [Abbreviation: Jushuta] 1.0 (數聚智連聚數塔大促分析系統[簡稱: 聚數塔]1.0)	Our Company	PRC	2024SR1724754	November 7, 2024
16.	Shujuzhilian . . . Junengdun Product Batch Management System [Abbreviation: Junengdun] 2.0 (數聚智連聚能盾商品批量管理系統[簡稱: 聚能盾]2.0)	Our Company	PRC	2024SR1855647	November 21, 2024

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No.	Copyright	Owner	Place of registration	Registration number	Registration date
17.	Data Intelligence Connectivity Advertising Copy Intelligent Detection System 1.0 (數聚智連廣告詞智能檢測系統 1.0)	Our Company	PRC	2025SR2110238	October 30, 2025
18.	Data-Driven Smart Finance and Asset Management System 1.0 (數聚智連聚守財價格管理系統1.0)	Our Company	PRC	2025SR2111457	October 30, 2025
19.	DataLink.Cross-border Settlement System 1.0 (數聚智連跨境結算系統 1.0)	Our Company	PRC	2025SR2109799	October 30, 2025
20.	DataLink.Data . . Subscription Self-service System 1.0 (數聚智連數據訂閱自助系統1.0)	Our Company	PRC	2025SR2110758	October 30, 2025
21.	Data Link AIGC Intelligent Generation System 1.0 (數聚智連 AIGC智能生成系統 1.0)	Our Company	PRC	2025SR2195262	November 13, 2025

(d) Domain names

As of the Latest Practicable Date, we had registered the following domain names which we considered to be material to our business:

No.	Domain name	Registered owner	Expiry date
1.	intelinkgroup.com	Our Company	July 20, 2026

Save as disclosed above, as of the Latest Practicable Date, there were no other intellectual property rights which were material in relation to our Group’s business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

1. Disclosure of interests of our Directors, Supervisors and Chief Executive

Immediately following the completion of the [REDACTED] and [REDACTED] of Unlisted Shares into H Shares, the interests and/or short positions (as applicable) of the Directors, Supervisors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and any interests and/or short positions (as applicable) in shares, underlying shares or debentures of any of the

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Company’s associated corporations (within the meaning of Part XV of the SFO) which (1) will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and/or short positions (as applicable) which they are taken or deemed to have under such provisions of the SFO), (2) will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or (3) will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange, in each case once the Shares are [REDACTED] on the Stock Exchange, will be as follows:

(a) *Interests in our Company*

Name of Director, Supervisor or Chief Executive	Nature of Interest	Number and Description of Shares held upon completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares ⁽¹⁾	Approximate percentage of shareholding in the total issued share capital of our Company immediately upon completion of the [REDACTED] and the [REDACTED] of Unlisted Shares into H Shares ⁽²⁾
Mr. Xiong ⁽³⁾	Beneficial Owner Interest in controlled corporation	[REDACTED] [REDACTED]	[REDACTED] [REDACTED]
Mr. Cheng ⁽⁴⁾	Interest in controlled corporation	[REDACTED]	[REDACTED]

Notes:

- (1) All interests stated are long positions.
- (2) The calculation is based on the total number of [REDACTED] H Shares in [REDACTED] immediately after the completion of the [REDACTED] (without taking into account the H Shares to may be [REDACTED] upon the exercise of the [REDACTED]) and the [REDACTED] of Unlisted Shares into H Shares.
- (3) As of the Latest Practicable Date, Mr. Xiong was the general partner of Huaxin Lanchuang. Under Part XV of the SFO, Mr. Xiong is deemed to be interested in all the Shares held by Huaxin Lanchuang upon the [REDACTED].
- (4) As of the Latest Practicable Date, Mr. Cheng was interested in 45.98% partnership interest in Huaxin Lanchuang. Under Part XV of the SFO, Mr. Cheng is deemed to be interested in all the Shares held by Huaxin Lanchuang upon the [REDACTED].

2. Substantial Shareholders

(a) *Interests in our Company*

Save as disclosed in the section headed “Substantial Shareholders” in this document, immediately following the completion of the [REDACTED] (without taking into account any Shares which may be [REDACTED] pursuant to the exercise of the [REDACTED]), our Directors or chief executive are not aware of any other person (other than a Director, Supervisor or chief executive of our Company) who will have an interest or short position in the Shares or the underlying Shares which would fall to be disclosed to our Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or are, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of our Company.

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(b) *Interests of substantial shareholders of other members of our Group*

Save as set out below, our Directors are not aware of any other person (other than our Directors, Supervisors or chief executive of our Company) who will, immediately following 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 member of our Group other than our Company:

Our subsidiary	Registered capital	Name of substantial shareholder	Percentage of shareholding
Beijing Data Flying ⁽¹⁾	RMB3,000,000	Beijing Sky Patrol Technology Partnership Enterprise (Limited Partnership) 北京巡天科技合夥企業(有限合夥)	49.00%

Note:

- (1) As of the Latest Practicable Date, Beijing Data Flying was owned as to 51% and 49% by our Company and Beijing Sky Patrol Technology Partnership Enterprise (Limited Partnership) (北京巡天科技合夥企業(有限合夥)), respectively.

3. Particulars of Directors’ and Supervisors’ Service Contracts and Appointment Letters

[Each of our executive Directors has entered into a service contract with our Company and we have issued letters of appointment to each of our independent non-executive Directors. The service contracts with each of our executive Directors and the letters of appointment with each of our independent non-executive Directors are for an initial fixed term of three years. The service contracts and the letters of appointment are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.]

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

4. Remuneration of Directors and Supervisors

See “Directors, Supervisors and Senior Management” and note 8 to the Accountants’ Report in Appendix I to this document for the remuneration or benefits in kind paid to our Directors and Supervisors for each of the years ended December 31, 2023, 2024, and 2025.

During the Track Record Period, no fees were paid by our Group to any of the Directors, Supervisors or the five highest paid individuals as an inducement to join us or as compensation for loss of office.

5. Disclaimers

Save as disclosed in this Appendix and in the sections headed “Directors, Supervisors and Senior Management” and “Substantial Shareholders” in this document:

- (a) none of our Directors or chief executive of our Company has any interests or short positions in the shares, underlying shares and debentures of our Company or our associated corporations (within the meaning of Part XV of the SFO) which will 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 interests or short positions which he or she is taken or deemed to have taken under such provisions of the SFO) or which will be required, pursuant to Section 352 of the SFO, to be entered in the register referred to in that section, or which will be required, pursuant to the

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Model Code for Securities Transactions by Directors of Listed Issuers, to be notified to our Company and the Stock Exchange, once the Shares are [REDACTED] on the Stock Exchange. For this purpose, the relevant provisions of the SFO will be interpreted as if they applied to the Supervisors;

- (b) so far as is known to any Director or chief executive of our Company, no person has an interest or short position in the Shares and 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 is, 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 any other member of our Group;
- (c) none of our Directors, Supervisors nor any of the persons listed in “D. Other Information — 4. Qualifications and Consents of Experts” below is interested in the promotion of, or in any assets which have been, within the two years immediately preceding the issue of this document, 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;
- (d) none of our Directors, Supervisors nor any of the persons listed in “D. Other Information — 4. Qualifications and Consents of Experts” below 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;
- (e) save in connection with [REDACTED], none of the persons listed in “D. Other Information — 4. Qualifications and Consents of Experts” below has any shareholding in any member of our Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group;
- (f) none of our Directors has entered or has proposed to enter into any service agreements with our Company or any member of our Group (other than contracts expiring or determinable by the employer within one year without payment of compensation other than statutory compensation); and
- (g) none of our Directors, Supervisors or their respective close associates (as defined under the Listing Rules), or Shareholders who are interested in more than 5% of the issued share capital of our Company has any interest in our Company’s five largest customers and five largest suppliers in each year during the Track Record Period.

D. [REDACTED] EMPLOYEE INCENTIVE SCHEME

To attract and retain talents and to provide incentives to our employees for long-term development of our Company, our Company adopted an employee incentive scheme (“**Employee Incentive Scheme**”) by way of establishing an employee shareholding platform, namely Hauxin Lanchuang. For details of the employee shareholding platform, see “History, Development and Corporate Structure — Establishment of Employee Incentive Platform.” The Employee Incentive Scheme is not subject to the provisions of Chapter 17 of the Listing Rules as it does not involve any grant of share options or awards or any issuance of new Shares by our Company after [REDACTED]. Given the Shares under the Employee Incentive Scheme have already been issued to Huaxin Lanchuang as of the Latest Practicable Date, there will not be any dilutive effect to the issued Shares as a result of the operation of the Employee Incentive Scheme. The principal terms of the Employee Incentive Scheme are set out in the partnership agreement of Huaxin Lanchuang.

(a) Scheme administration

The general partner of Huaxin Lanchuang is Mr. Xiong, our chairman of our Board, executive Director, general manager and chief executive officer (the “**Administrator**”). The Administrator is entitled to manage affairs concerning Huaxin Lanchuang as the general partner.

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(b) Grant of Awards

Selected participants are granted awards in the form of partnership interest in Huaxin Lanchuang as a limited partner. Upon becoming the limited partner, the selected participants indirectly receive economic interest in the corresponding number of underlying Shares held by Huaxin Lanchuang.

(c) Voting right

All management powers and voting rights attached to the Shares reside with the general partner of Huaxin Lanchuang, Mr. Xiong.

(d) Disposal of Awards

Selected participants may dispose the awards at a price which is based on the fair value of the Shares to any employees of our Group.

(e) Lock-up and Restrictions on Transfer

Partnership interests held by the selected participants in Huaxin Lanchuang, which represent the awards granted to the selected participants under the Employee Incentive Scheme, are subject to a lock-up restriction for a period of 36 months after the completion of the [REDACTED]. During the lock-up period, without prior written consent of our Company, Shares directly or indirectly held by selected participants in the Employee Share Scheme or Huaxin Lanchuang may not be (i) repurchased by our Company; and (ii) transferred, entrusted, or traded.

E. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty under the PRC laws is likely to fall on our Company or its subsidiaries.

2. Litigation

As of the Latest Practicable Date, save as disclosed in “Business — Legal Proceedings and Compliance”, no member of our Group was engaged in any litigation, arbitration or claim of material importance, and no litigation, arbitration or claim of material importance was known to our Directors to be pending or threatened by or against our Group, that would have a material adverse effect on its business, financial condition or results of operations.

3. Sole Sponsor

The Sole Sponsor has made an application on behalf of our Company to the Stock Exchange for the [REDACTED] of, and permission to [REDACTED], the H Shares to be [REDACTED] pursuant to the [REDACTED] and the H Shares to be [REDACTED] from the Unlisted Shares upon completion of the [REDACTED]. All necessary arrangements have been made to enable our H Shares to be admitted into [REDACTED].

The Sole Sponsor satisfies the independence criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

The Sole Sponsor will receive an aggregate fee of US\$750,000.0 for acting as the sponsor for the [REDACTED].

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4. Qualifications and Consents of Experts

The following are the qualifications of the experts (as defined under the Listing Rules and the Companies (Winding Up and Miscellaneous Provisions) Ordinance) who have given opinions or advice which are contained in this document:

Name	Qualification
China Renaissance Securities (Hong Kong) Limited	Licensed corporation to conduct Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities as defined under the SFO
KPMG	Certified Public Accountants Public Interest Entity Auditor registered in accordance with the Accounting and Financial Reporting Council Ordinance
Fangda Partners	Legal advisor to our Company as to PRC Law
Frost & Sullivan (Beijing) Inc., Shanghai Branch Co.	Independent industry consultant

Each of the experts named above has given and has not withdrawn their respective written consents to the issue of this document with the inclusion of their reports and/or letters and/or legal opinion (as the case may be) and references to their names included in the form and context in which it respectively appears.

None of the experts named above has any shareholding interests in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in our Company or any of our subsidiaries.

5. Promoters

Information of our promoters as of the time of our Company's conversion into a joint stock limited company on August 24, 2015 is as follows:

No.	Name
1. . . .	BlueFocus Intelligent Communication Group Co., Ltd. (北京藍色光標數據科技集團股份有限公司)
2. . . .	Huaxin Lanchuang
3. . . .	Khorgos Bluemark Wangzhong Equity Investment Management Partnership (Limited Partnership) (霍爾果斯藍標網眾股權投資管理合夥企業(有限合夥))
4. . . .	Zhuhai Qishuang Investment Enterprise (Limited Partnership) (珠海啟雙投資企業(有限合夥))

Within the two years immediately preceding the date of this document, no cash, securities, amount or benefit has been paid, allotted or given, or has been proposed to be paid, allotted or given, to any of the promoters named above in connection with the [REDACTED] or the related transactions described in this document.

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7. Taxation of Holders of H Shares

The sale, purchase and transfer of H Shares are subject to Hong Kong stamp duty if such sale, purchase and transfer is effected on the H Share register of members of our Company, including in circumstances where such transaction is effect 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.

8. Preliminary Expenses

We have not incurred any material preliminary expenses.

9. No Material Adverse Change

Our Directors confirm that there has been no material adverse change in the financial or trading position or prospects of our Group since December 31, 2025.

10. Binding Effect

This document shall have the effect, if an application is made in pursuance of this document, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of Sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance insofar as applicable.

11. 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).

This document is written in the English language and contains a Chinese translation for information purpose only. Should there be any discrepancy between the English language of this document and the Chinese translation, the English language version of this document shall prevail.

12. Miscellaneous

Save as disclosed in this document:

- (a) within the two years immediately preceding the date of this document:
 - (i) neither we nor any of our subsidiaries has issued or agreed to issue any share or loan capital fully or partly paid up either for cash or for a consideration other than cash;
 - (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) save as in connection with the [REDACTED], no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group;
 - (iv) no commission has been paid or payable (except commission to [REDACTED]) to any persons for subscription, agreeing to subscribe, procuring subscription or agreeing to procure subscription of any shares of our Company or any of our subsidiaries;

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- (v) no founder, management or deferred shares of our Company or any of our subsidiaries have been issued or agreed to be issued; and
 - (vi) there is no arrangement under which future dividends are waived or agreed to be waived.
- (b) our Directors confirm that:
 - (i) since December 31, 2025 (being the date on which the latest audited consolidated financial statements of our Group were made up), there has been no material adverse change in our financial or trading position or prospects;
 - (ii) there has not been any interruption in the business of our Company which may have or have had a material adverse effect on the financial position of our Company in the 12 months immediately preceding the date of this document;
 - (iii) our Company has no outstanding convertible debt securities or debentures; and
 - (iv) there are no treasury shares held by our Company or our subsidiaries or through our agents or nominees.

APPENDIX V DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND AVAILABLE ON DISPLAY

A. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES IN HONG KONG

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were:

- (i) a copy of each of the material contracts referred to in “Statutory and General Information — B. Further Information about our Business — 1. Summary of Material Contracts” in Appendix IV; and
- (ii) the written consents referred to in the section headed “Statutory and General Information — E. Other Information — 4. Qualifications and Consents of Experts” in Appendix IV.

B. DOCUMENTS AVAILABLE ON DISPLAY

Electronic copies of the following documents will be available on display on the website of our Company at <https://www.intelinkgroup.com> and on the website of the Stock Exchange at www.hkexnews.hk during a period of 14 days from the date of this document:

- (i) the Articles of Association;
- (ii) the Accountants’ Report from KPMG, the text of which is set out in Appendix I;
- (iii) the audited consolidated financial statements of our Group for the years ended December 31, 2023, 2024 and 2025;
- (iv) the report from KPMG on the unaudited [REDACTED] financial information of our Group, the texts of which are set out in Appendix II;
- (v) the industry report issued by Frost & Sullivan referred to in “Industry Overview”;
- (vi) the legal opinion issued by Fangda Partners, our PRC Legal Advisor, in respect of certain general corporate matters and property interests of our Group under PRC law;
- (vii) the material contracts referred to in “Statutory and General Information — B. Further Information about our Business — 1. Summary of Material Contracts” in Appendix IV;
- (viii) the service contracts and appointment letters referred to in “Statutory and General Information — C. Further Information about Our Directors and Substantial Shareholders — 3. Particulars of Directors’ and Supervisors’ Service Contracts and Appointment Letters” in Appendix IV;
- (ix) the written consents referred to in “Statutory and General Information — E. Other Information — 4. Qualifications and Consents of Experts” in Appendix IV; and
- (x) the PRC Company Law, the Securities Law, and the Trial Measures, together with unofficial English translations thereof.