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

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. Additional risks and uncertainties not presently known to us, or not expressed or implied below, or that we deem immaterial, could also harm our business, financial condition and results of operations.

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

If we fail to retain our existing users or further grow our user base, or if our user engagement declines, our business and results of operations may be adversely affected.

Our ability to maintain and grow our user base while keeping our users highly engaged is critical to the growth of our business. Since the inception of *Yidui* in 2017, we have been striving to create a close-knit community and develop more diversified functionalities and features to attract new users while keeping our existing users engaged. In 2025, the seven-day retention rates of *Yidui* and *Tietie* were 71.9% and 44.9%, respectively. Maintaining and growing our user base requires continuous innovation, substantial investment in new features and technologies, and ongoing efforts to improve user experience and engagement.

If we are not successful in our efforts to retain or grow our user base or maintain or enhance the engagement level of our users, we may not fully utilize our monetization opportunities. If we fail to convert users into paying users, or if the number or spending of our paying users declines, our revenues may decline and our results of operations may be materially and adversely affected. A number of factors could negatively affect user retention, growth and engagement, including: (i) failure to innovate new attractive functionalities, maintain community culture, or optimize recommendation algorithms; (ii) incidents of spam, abusive behavior, or user conflicts, which harms our brand reputation; (iii) changes in service patterns or protocols; and (iv) failure to comply with laws and regulations and address privacy concerns.

Our business, financial condition and results of operations may be materially and adversely affected if we are unable to compete effectively.

We face intense competition from other internet companies operating online social networking platforms in China. As we expand into overseas markets, we may also face intense competition on a global scale. Some of our competitors may have longer operating histories and greater financial, technical and marketing resources than we do. In addition, our competitors may have larger user bases or more established brand names than we do. Furthermore, industry consolidation through mergers and acquisitions may arise from time to time as platforms seek to grow their users, business scale and capabilities in different content formats, which may give rise to greater competition.

We compete for user traffic, and our users have a vast array of online social networking choices. We also compete against other forms of leisure activities for users' discretionary time and spending. We may have to spend additional resources in order to compete effectively.

If we fail to maintain and promote our brand, our business may be harmed.

We believe that maintaining and enhancing our reputation and brand recognition is critical to our business. If we become subject to user complaints, or if users publish complaints about us online, whether or not such complaints have merit, our brand, reputation and business may be adversely affected. If we do not successfully maintain and enhance our reputation and brand recognition among our users, our business, financial condition and results of operations could be affected. As competition in our industry intensifies, we expect brand recognition and differentiation to become increasingly important. In addition to our ability to provide optimal user experience on our apps, the successful promotion of our brand will also depend on the effectiveness of our marketing efforts. We intend to continue allocating significant resources to support brand awareness and user engagement. We cannot assure you, however, that our sales and marketing expenses will lead to revenue increases, and if increases would be sufficient to offset the expenses incurred.

Negative publicity and allegations involving us, our users, Shareholders, Directors, officers, employees and business partners may affect our reputation.

From time to time, we, our users, Shareholders, Directors, officers, employees and business partners may be subject to negative publicity, whether or not such allegation is substantiated. Such negative publicity could threaten the perception of our apps and our brand. In addition, to the extent our employees and business partners were non-compliant with any laws or regulations, we may also suffer associated negative publicity or harm to our reputation. We may be required to spend significant time and incur substantial costs in response to allegations and negative publicity, and may be unable able to take remedial measures to the satisfaction of our investors and users.

We are subject to risks in relation to our international operations.

Some of our apps are available in countries and regions outside of China primarily in Southeast Asia, the Middle East, North America and South America. In 2023, 2024 and 2025, we recorded revenue from overseas market of RMB34.1 million, RMB93.5 million and RMB172.0 million, respectively, accounting for 3.3%, 3.9% and 4.2% of the total revenue in the same periods, respectively. Our limited experience and infrastructure in such markets, or the lack of a critical user base in such markets, may make it more difficult for us to effectively monetize any increase in user base or user engagement in those markets, and may increase our costs without a corresponding increase in revenue. We are subject to a variety of risks inherent in doing business internationally, including but not limited to (i) political, social and economic instability, legal and regulatory uncertainty, and potential non-compliance with local laws and tax regulations; (ii) currency exchange rate fluctuations and increased costs of managing international operations; (iii) challenges in developing localized products and marketing strategies for users with diverse cultural backgrounds; and (iv) competition from global and local social networking platforms.

We may not be able to successfully monetize our apps.

Our revenues and results of operation depends on our ability to monetize our large user base and convert more users to paying users. In 2025, we recorded a paying user conversion rate of 11.6%. We may not achieve a similar growth rate in the future. Our ability to convert our active users to paying users and continue to grow our paying user base depends on many factors, many of which are out of our control. The amount of virtual items that users are willing to purchase and gift to other users can be volatile and can fluctuate from time to time. If we fail to maintain attractive pricing for our virtual items and other value-added services, our users may be less likely to purchase them. We cannot guarantee that our attempts to monetize our user base will continue to be successful, and therefore the future revenues and income potential of our business are difficult to evaluate.

Our evolving business model and app portfolio make it difficult to evaluate our prospects.

We began to operate *Yidui* in 2017, and subsequently launched *Tietie* in 2022. We also began to expand our app offerings in overseas market in recent years, primarily in Southeast Asia, the Middle East, North America and South America. We have continued to diversify our app offerings, and launch new business initiatives to further expand our business scale and app portfolio to leverage the significant growth potential in China's online relationship-oriented social networking market. We may continue to adjust our business based on the rapidly developing market, and we may launch new apps in response to anticipated market demands. As such, our limited history under the current business model may not serve as an adequate basis for evaluating our prospect and future operating and financial results. If our current or potential users fail to perceive the value of our apps, if the market for our apps does not develop as we expect or if we fail to address the needs of this dynamic market, our business will be harmed.

Our introduction and future use of AI may not be successful and may present challenges.

We plan to continue to incorporate AI and big data capabilities to deliver our services for our daily operation. AI algorithms may be flawed, and the data used could be incomplete or biased. Inappropriate or controversial data practices, by us or by others, could impair our future AI powered services. If we cannot timely detect or correct such mistakes, our reputation may be harmed, and our business, financial condition and results of operations may be adversely affected. Should our anticipated AI-based service offerings become controversial due to their effects on human rights, privacy, employment, or other social matters, we risk reputational harm or legal repercussions. While the generative AI technologies may enhance user experience in our apps and reduce costs, there may be significant upfront investments required for businesses to integrate generative AI into our apps and service offerings.

The regulatory and legal framework on AI globally is constantly evolving. As the interpretation and implementation of these laws and regulations may further evolve and develop, and new regulations governing AI technologies may be promulgated and implemented from time to time, we cannot assure you that we will be able to comply with the requirements of such laws and regulations in a timely manner or at all. If we are unable to obtain the necessary approvals, complete necessary filings or assessments, or if we have any dispute with any third party relating to intellectual property or data security, we may incur liabilities and reputational damage, and our business may be adversely affected.

We may not be able to sustain our historical growth, effectively manage our growth, control our costs and expenses, or implement our business strategies.

Our revenue was RMB1,033.8 million, RMB2,372.5 million and RMB4,121.7 million in 2023, 2024 and 2025, respectively. Our loss for the year was RMB16.8 million in 2023, while our profit for the year was RMB145.6 million and RMB519.1 million in 2024 and 2025, respectively. Given our limited operating history and the rapidly evolving market in which we compete, we may encounter difficulties as we establish and expand our operations, feature and app development, sales and marketing, and technology capabilities. Our historical level of significant growth may not be sustainable or achievable at all in the future. We believe that our continued growth will depend on many factors, including our ability to further expand our user base, effectively connect our users, continue to invest and innovate in technologies, strengthen monetization capabilities and pursue strategic partnerships, acquisitions and investment opportunities.

As we expand our business, we expect costs and expenses to continue to increase, including technology and development, selling and marketing, general and administrative expenses, and infrastructure investments. If we are unable to generate adequate revenues and to manage our expenses, we may incur significant losses in the future and may not be able to achieve or maintain profitability.

A significant portion of our revenue was derived from a limited number of apps.

In 2023, 2024 and 2025, we derived revenue from *Yidui* of RMB938.3 million, RMB1,831.4 million, and RMB3,367.2 million, representing 90.8%, 77.3% and 81.7% of our revenue, respectively. For the same periods, we derived revenue from *Tietie* of RMB61.2 million, RMB446.5 million, and RMB582.4 million, representing 5.9%, 18.8%, and 14.1% of our revenue, respectively. As such, any negative developments affecting their performance could materially and adversely impact our overall financial and operational results. The performance of *Yidui* and *Tietie* may be adversely affected by changes in laws and regulations. Failure to comply with applicable regulations could result in fines, operational restrictions, or removal from app stores. Additionally, if we fail to enhance features or improve user experience to meet evolving user preferences, users may switch to competing platforms, causing a decline in user base or user engagement on *Yidui* and *Tietie*. Technical issues, such as service interruptions or data breaches, could also disrupt the operation of *Yidui* and *Tietie*, leading to user dissatisfaction, reputational damage, or even legal disputes. There is no guarantee that we will successfully address these risks, and failure to do so could significantly harm our business and financial performance.

If we fail to convert and retain hosts or maintain our relationship with them, we may experience decline in user engagement and stickiness.

Hosts are an integral part of our user ecosystem, and are instrumental to the user engagement for our major apps. As of December 31, 2025, we had accumulated over 193,000 hosts on *Yidui*. Our ability to retain and improve our relationships with existing hosts, as well as attract new ones is subject to various factors, including the attractiveness of our revenue sharing policy, their experience on our apps, and monetization opportunities for them on our apps. If our competitors offer better incentives, hosts may choose to devote more of their time to other apps. Any of such events may reduce the size of our hosts, which could result in declines in our user traffic and engagement, and materially and adversely affect our business, financial condition, results of operations and prospects.

If our platform fails to consistently offer high-quality features or effectively match suitable users, we may experience declines in user traffic and engagement.

We must continuously refresh our app offerings to attract and retain users. Should our app features become less attractive or fail to resonate with audiences, user retention would suffer materially, which could materially and adversely affect our business, financial condition, results of operations, and prospects. We may encounter unforeseen constraints in developing new high-quality features, including technological limitations, shifts in user preferences, or unexpected obsolescence of existing interactive formats. Such limitations could undermine our investments in app development and diminish our competitive positioning. Further, if our apps fail to foster such connections that meet the needs and interests of our users in sufficient numbers, or at all, our users may reduce time spent on our apps or cease using our apps, and we may experience a decline in user traffic and engagement, which may adversely affect the monetization capabilities of our apps, our business, results of operations and prospects.

If we fail to protect the confidential information of our users and other third parties or prevent improper use or disclosure of such data, it could subject us to liabilities imposed by data privacy and protection laws and regulations, and deter current and potential users from using our apps and services, and negatively impact our reputation.

Our apps generate and process certain personal and other sensitive data provided by our users, and we encrypt and desensitize certain personal information provided by users. There are numerous laws in China and overseas jurisdictions regarding privacy and the storing, sharing, use, disclosure and protection of personally identifiable information and data. See "Regulatory Overview — Regulations Relating to Privacy Protection." However, this regulatory framework for privacy issues in China and worldwide is currently and constantly evolving.

We have also adopted strict data privacy protection policy and deployed data protection system and technical measures to prevent any improper use or disclosure of confidential information. However, we cannot assure you that our existing privacy and personal protection system and technical measures will be considered sufficient under applicable laws and regulations at all time, and we cannot assure you that any non-compliance incident can always be identified and rectified in time or at all. We could also be adversely affected if regulatory regime in China or other jurisdictions is strengthened to require changes in business practices or privacy policies, or if the PRC or overseas governmental authorities interpret or implement their legislation or regulations in ways that negatively affect our business operations. Industry groups or other private parties may propose new and different privacy standards. Because the interpretation and application of privacy and data protection laws and privacy standards remain uncertain, it is possible that these laws or privacy standards may be interpreted and applied in a manner that is inconsistent with our practices. Any inability to adequately address privacy concerns, even if unfounded, or to comply with applicable privacy or data protection laws, regulations and privacy standards, could result in additional cost and liability for us, damage our reputation, inhibit the use of our apps and harm our business.

Our brand image, business and results of operations may be adversely impacted by user misconduct and misuse of our apps.

Our community allows users to communicate with other users and engage in various social networking activities. While we have implemented real-name certification processes in China through third-party service providers to help prevent misconduct, particularly to protect minors from potential misuse of our platform, the effectiveness of such certification cannot be fully guaranteed due to our limited access to user information. In addition, since we have limited control over real-time and offline behavior of our users, our apps may still be misused by our users for inappropriate or illegal purposes. Moreover, we do not allow minors to use our services. We employ video analysis technology to identify minors and ensure their protection in accordance with PRC law. In countries other than China, our users are not required to complete real-name registration or verify their personal information when registering with us.

We have implemented control procedures to detect and block illegal or inappropriate content and illegal or fraudulent activities on our apps, including inappropriate user profiles, texts, audio and video content. We may not be able to identify every incident of inappropriate content or illegal or fraudulent activities, or prevent all such content from being further disseminated or prohibit such activities from occurring. Much of the audio or video communications in our community are conducted in real time, and we cannot filter all the content generated by our users as they appear. Therefore, it is possible that users may engage in illegal, obscene or incendiary conversations or engage in unethical or illegal activities via our apps.

Claims may be brought against us for torts, defamation, libel, negligence, copyright, patent or trademark infringement, other unlawful activities or other claims based on the nature and content of the improper information delivered on or otherwise accessed through our community. In response to allegations of illegal or inappropriate activities conducted through our community, relevant governmental authorities may intervene and hold us liable for non-compliance with applicable laws and regulations and subject us to administrative penalties or other sanctions. If we fail to make such rectifications, we may be subject to penalties imposed by competent regulatory authorities. We may also incur additional costs in order to remediate such mistakes. In addition, our users may suffer or allege to have suffered physical, financial or emotional harm caused by contacts initiated on our apps, and any resulting civil lawsuits could be costly and materially and adversely affect our business and brand.

Our user acquisition efforts may not generate user growth or revenue that are commensurate with our spending.

We devote substantial financial and operational resources to our marketing initiatives to expand our user base, which include placing advertisements across various channels. In 2023, 2024 and 2025, we incurred selling and marketing expenses of RMB298.4 million, RMB654.8 million, and RMB960.8 million, respectively, accounting for 28.9%, 27.6% and 23.3% of our total revenue in the same periods, respectively. However, there is no guarantee that our marketing efforts will be effective or yield sufficient returns. We may fail to acquire new users at the anticipated scale or cost-efficiency, or we may attract users who do not convert into paying users or who exhibit low engagement or retention. In addition, increasing competition for content marketing or changes in algorithms or policies of third-party advertising platforms may reduce the effectiveness of our campaigns or increase acquisition costs. If we are unable to acquire and retain users in a cost-effective manner, or if the users we acquire do not generate sufficient revenue, our business, financial condition and results of operations could be materially and adversely affected.

Any lack of requisite approvals, licenses or permits applicable to our business may have an adverse impact on our business.

We may fail to obtain, maintain or renew the necessary permits, licenses and certificates required for our business. Moreover, the licenses and permits we currently hold or the permitted operation scopes of such licenses and permits may be deemed insufficient by the relevant authorities due to any new implementation of laws and regulations or any change in the regulatory landscape. These approvals, licenses, permits and certificates are also subject to periodic review and renewal, and the standards for compliance may evolve from time to time, increasing the complexity and cost of maintaining such approvals. Additionally, as we continue to develop and expand our business, we may be required to obtain additional approvals, permits and licenses, and we cannot assure you that we will be able to obtain these in the future in a timely manner, which may delay or restrict our business expansion plans and adversely impact our operations. For details, see "Business — Licenses and Approvals."

We may fail to keep up with technological developments.

We operate in a market characterized by rapidly changing technologies, evolving industry standards, constantly improving app features and functionalities, and changing user expectations. There may be occasions when we may not be as responsive as our competitors in adapting our apps to changing industry standards and user needs. Incorporating new technologies into our apps involves numerous technical challenges and requires substantial amounts of capital and personnel resources. We may not be able to effectively integrate new technologies on a timely basis or at all, and our failure to keep pace with rapid technological changes may cause us to fail to retain or attract users. Furthermore, newly incorporated technologies may not function or generate user acquisition and retention effects as expected.

Trademarks registered, internet search engine keywords purchased and domain names registered by third parties that are similar to ours and third-party misappropriation of our data and copying of our apps could cause confusion for our users, divert users from our apps, and/or harm our reputation and brand image.

Competitors and other third parties may register trademarks or purchase internet search engine keywords or domain names that are similar to ours in order to divert potential users from our apps to theirs, which could harm our reputation, business and results of operations. Third parties may also scrap our data to aggregate on their apps or develop "copycat" apps that imitate our brand or functionality. However, we may not be able to detect or stop all such actions in a timely manner, and enforcement measures may require significant financial or other resources. Those apps may also lure away some of our users or reduce our market share, causing material and adverse effects to our business, financial condition, results of operations and prospects.

User payments to purchase and use of virtual items on our apps could subject us to additional regulatory requirements and other risks that could be costly or difficult to comply with.

We may be subject to a variety of laws and regulations in the various jurisdictions where our users are located in respect of the user payments to purchase virtual items on our apps through third-party payment platforms, including laws and regulations governing money transmission, electronic funds transfers, anti-money laundering, counter-terrorist financing, gambling, banking and lending. In some jurisdictions, the application or interpretation of these laws and regulations may be unclear. Our efforts to comply with these laws and regulations could be costly and result in diversion of management time and effort and may still not guarantee compliance. In the event that we are found to be in violation of any such legal or regulatory requirements, we may be subject to monetary fines or other penalties, or we may be required to make changes in our apps and marketing practice, any of which could have an adverse effect on our business and financial results.

We may need additional capital, and we may be unable to obtain such capital in a timely manner or on acceptable terms, or at all.

To pursue our business objectives and respond to business opportunities, challenges or unforeseen circumstances, including improving our brand awareness, developing new services or further improving existing services, expanding into new markets and acquiring complementary businesses and technologies, we may require additional capital from time to time. However, our ability to obtain additional capital is subject to a variety of uncertainties, including: (i) our market position, financial condition and results of operations; (ii) general market conditions for capital raising by internet companies in China; and (iii) economic and political conditions in China and internationally. If we are unable to obtain additional capital in a timely manner or on acceptable terms, or at all, our business, results of operations, financial condition and prospects could be materially and adversely affected. In addition, our future capital needs and other business reasons could require us to sell additional equity or debt securities or obtain a credit facility. The sale of additional equity or equity-linked securities could dilute our shareholders. The incurrence of indebtedness would result in increased debt service obligations and could result in operating and financing covenants that would restrict our operations or our ability to pay dividends to our Shareholders.

We may, from time to time, be subject to legal proceedings during the course of our business operations.

We are currently not involved in any litigation or legal proceedings that we believe could have a material adverse effect on our financial condition. However, from time to time, we are subject to allegations, and may be party to legal claims and regulatory proceedings, relating to our business operations. The outcome of litigation is difficult to assess or quantify. We may incur significant expenses related to such proceedings, which may negatively affect our operating results if changes to our business operations are required. There may also be negative publicity associated with litigation that could affect user acceptance of our apps, regardless of whether the allegations are valid or whether we are ultimately found liable. In addition, our directors, management, shareholders and employees may from time to time be subject to litigation, regulatory investigations, proceedings and/or negative publicity or otherwise face potential liability and expense in relation to commercial, labor, employment, securities or other matters, which could adversely affect our reputation and results of operations.

Our apps depend on effective interoperation with mobile operating systems, hardware, networks, regulations, and standards that we do not control.

Our apps must remain interoperable with popular mobile operating systems and related hardware. Any changes to these systems or hardware that degrade the functionality of our apps and services, or give preferential treatment to competitive apps, could seriously harm usage of our apps. Competitors that control the standards for the app stores or operating systems could make interoperability more difficult, display their offerings more prominently, or render our apps inaccessible. Moreover, the adoption of any laws or regulations that adversely affect the growth, popularity or use of the internet, including laws governing internet neutrality, could decrease the demand for our services and increase our cost of operations. If it becomes more difficult for our users to access and use our apps on their mobile devices, if our users choose not to access or use our apps on their mobile devices, or if our users choose to use apps from our competitors, our user growth, retention, and engagement could be seriously harmed.

Our technology and infrastructure depend on the performance of the internet infrastructure and fixed telecommunications networks in various jurisdictions. Our business and operating results may be harmed by service disruptions, or by our failure to timely and effectively scale and adapt our existing technology and infrastructure.

Our technology and infrastructure depend on the performance and reliability of the internet and fixed telecommunications infrastructure in various jurisdictions, including China. The national networks in China are connected to the internet through international gateways, which are the only channels through which a domestic user can connect to the internet and may not sufficiently support the continually growing demand for internet usage. If we cannot increase our capacity to deliver our online services, we may not be able to accommodate the increases in traffic we anticipate from our expanding user base and the adoption of our services may be hindered. In the event of disruptions, failures or other problems with internet infrastructure, we or our users may not have access to alternative networks on a timely basis, if at all. Additionally, we have no control over the costs of the services provided by telecommunications service providers. If the prices we pay for telecommunications and internet services rise significantly, our results of operations may be materially and adversely affected.

Any significant cybersecurity incident or disruption of our information technology systems or those of third-party partners could materially damage our user relationships and subject us to significant reputational, financial, legal and operational consequences.

We depend on our information technology systems, as well as those of third parties, to develop new products and services, operate our apps, host and manage our services, store data, process transactions, and respond to user inquiries. Any material disruption or slowdown of our systems or those of third parties whom we depend upon could cause outages or delays in our services, which could harm our brand and adversely affect our business and operating results.

We rely on cloud servers maintained by cloud service providers to store our data. Breaches to our or such service providers' security measures may result in significant damage to our apps, disruptions to our business activities, inadvertent disclosure of confidential or sensitive information, interruptions in access to our apps, and other material adverse effects on our operations. Our security measures to protect our apps could be breached or compromised as a result of coding defects, third-party action, employee error, malfeasance or otherwise at any time, and result in persons obtaining unauthorized access to our user data. If our security measures are breached, our apps may be perceived as insecure and we may incur significant legal and financial liabilities. Any breach, if publicized, could materially damage our reputation and adversely affect our business and results of operations.

In addition, spammers may use our apps to send spam messages to users, which may affect user experience and result in attrition in our user base. We may not be able to effectively eliminate all spam, and our efforts to combat spam may divert resources and result in continuing operational costs.

We may be subject to risks relating to software used in our apps.

Our apps and internal systems rely on software to store, retrieve, process and manage immense amounts of data. The software on which we rely in the past has contained, and may now or in the future contain, undetected programming errors, bugs, or vulnerabilities, which may result in a negative experience for users using our apps, delay introductions of new features or enhancements, result in errors or compromise our ability to protect user data and/or our intellectual property or lead to impaired ability to provide some or all of our services.

We use open-source software in developing our internal systems and apps. The open-source software licenses may be construed in a manner that imposes unanticipated conditions or restrictions on our ability to provide our apps. Additionally, we may face claims from third parties claiming ownership of, or demanding release of, the open-source software or derivative works that we developed using such software. These claims could result in litigation and could require us to make our software source code freely available, purchase a costly license or cease offering the affected apps, any of which could affect our business.

We are dependent on app stores to distribute our apps.

Our apps are distributed via smartphone and tablet app stores operated by third parties. The promotion, distribution and operation of our apps are subject to such distribution platforms' standard terms and policies, which are subject to the interpretation of, and frequent changes by, these distribution channels. If any major distribution channel interprets or changes its standard terms and conditions in a manner that is detrimental to us, or terminates its relationship with us, our apps may be removed from their app stores, and we may not be able to find a replacement in a timely manner or at all and the distribution of our platform may be adversely affected. Disputes with distribution channels, such as disputes relating to user complaints and intellectual property rights may also arise from time to time and we cannot assure you that we will be able to resolve such disputes in a timely manner or at all. Any failure on our part to maintain relationships with a sufficient number of popular platforms for the distribution of our platform could cause the number of our platform downloads and registrations to decrease. Specifically, we provide in-app purchase options for our users, and we pay app store operators certain payment processing fees. If the app stores unilaterally raise the billing ratios or amends its collaboration terms to the disadvantage of us, our business, financial performance and results of operations may be materially and adversely affected.

We are subject to risks relating to third-party payment platforms.

Currently, we collect payments for our services from paying users through third-party payment platforms and are subject to risks including: (i) fraud, data leakage and other illegal activities; (ii) our limited control over the security measures of such platforms, which could expose us to liability for failing to secure confidential user information; and (iii) user complaints, which may result in penalties imposed by payment platforms such as suspension of our payment channels. In addition, we pay interchange and other fees in connection with such payment platforms, which may increase our operating costs and thus reduce our profitability. In 2023, 2024 and 2025, our payment processing fees paid to third-party payment platforms was RMB18.0 million, RMB49.8 million, and RMB72.9 million, accounting for 1.7%, 2.1%, and 1.8% of our total revenue, respectively. We are also subject to rules, regulations and regulatory requirements governing electronic fund transfer. If we fail to comply with these rules, regulations and regulatory requirements, we may be subject to fines, have to pay higher transaction fees, or even lose our ability to process electronic fund transfers. In addition, authorities may publish rules, guidelines and interpretations to regulate the operation of payment platforms, and if required by the relevant governmental authorities in the future, we may need to adjust or suspend our cooperation model with such payment platforms, and may be subject to fees and other sanctions.

Our results of operations are subject to fluctuations due to seasonality.

Our business is subject to seasonality. See "Business — Seasonality" for details. Such seasonal effect may increase in the future as our business scales. Due to our limited operating history, the seasonal trends that we have experienced in the past may not be indicative of our future operating results. Our financial condition and results of operations for future periods may continue to fluctuate.

Infringement of our intellectual property rights by any third party may materially and adversely affect our business.

We rely on a combination of copyright and trademarks laws, trade secrets protection and other contractual restrictions for the protection of the intellectual property used in our business. Effective intellectual property protection may not be available or may not be sought in every country in which our apps are made available, and contractual disputes may affect the use of our intellectual property.

Steps we take to protect our proprietary rights may not be adequate to prevent the infringement or misappropriation of our intellectual property. We have not registered certain categories of trademarks for *Tietie*, and failure to secure such registrations may expose us to infringement claims if third parties register similar trademarks. Our PRC counsel is of the view that, any third party uses — without authorization — trademarks, product names, packaging, or other identifiers that are identical or similar to those of ours may cause confusion or mislead the public into believing that the products or services originate from us or are otherwise associated with us. In such circumstances, we reserve the right to assert claims against such third parties for unfair competition, based on the specific facts and circumstances of the case.

We can not assure you that service providers will always comply with our agreements, which may result in unauthorized disclosure of confidential information. Our proprietary technology and trade secrets may also become known to third parties through employee breach or independent discovery, limiting our ability to assert trade secret rights. We cannot assure our registered trademarks have covered an adequate scope of our existing and future business operations and any of our trademark applications will ultimately proceed to registration or will result in registration with adequate scope for our business. If our trademark applications are not successful, we may have to use different marks for affected services, or seek to enter into arrangements with any third parties who may have prior registrations, applications or rights, which might not be available on commercially reasonable terms, if at all. Policing unauthorized use of our proprietary technology, trademarks and other intellectual property may be difficult and expensive, and litigation may be necessary in the future to enforce our intellectual property rights. Future litigation could result in substantial costs and diversion of our resources, and could disrupt our business, as well as materially adversely affect our financial condition and results of operations.

We may be subject to intellectual property infringement claims or other allegations by third parties.

From time to time, third parties may claim that our business infringes upon or otherwise violates patents, copyrights or other intellectual property rights which they hold, or that we are involved in unfair trade practices, whether such claims are valid or otherwise. Any claims or litigation could cause us to incur expenses, require us to pay damages or royalties, prevent us from offering our apps or certain features contained therein or comply with unfavorable terms, and divert management attention from our business operations. We allow users to upload and share content to our apps and otherwise access other features on our apps. Under relevant PRC laws and regulations, we could be held liable for copyright infringement if we know or should have known that content on our platform infringes third-party rights and failed to take necessary action. Our procedures to prevent unauthorized use of copyrighted content, in particular music, may not always be effective. Therefore, we may face liability for copyright or trademark infringement, defamation, unfair competition, libel, negligence, and other claims. Defending claims is costly and burdensome to us, and there can be no assurance that favorable final outcomes will be obtained in all cases. Such claims, even if they do not result in liability, may harm our reputation. Any resulting liability or expenses, or changes required to our apps to reduce the risk of future liability, may have a material adverse effect on our business, financial condition and prospects.

Our operating metrics are subject to inherent challenges in measurement, and real or perceived inaccuracies in those metrics may materially and adversely affect our business and operating results.

We regularly review metrics, including DAU, MAU and MPU, to evaluate growth trends, measure our performance and support our decision-making. These metrics are calculated using internal operating data and have not been validated by an independent third party. While these numbers are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring usage and user engagement across our large user base. We treat each account as a separate user for the purposes of calculating the number of our users, even though the same individual may register multiple accounts, each of which is counted as a distinct user. Accordingly, the calculations of our users may not accurately reflect the actual number of people using our apps. Errors or inaccuracies in our metrics could result in misinformed business decisions and inefficiencies. If our operating metrics are perceived not to be accurate representations of operations, or if we discover material inaccuracies in our operating metrics, our brand and reputation may be materially harmed, our users may be less willing to allocate their resources or spending to us, and we may face lawsuits or disputes in relation to the inaccuracies. As a result, our business and operating results may be materially and adversely affected.

We depend on our senior management team and highly skilled employees and the loss of one or more key employees could materially and adversely affect our business.

Subject to applicable PRC laws and regulations, our senior management team could terminate their employment with us at any time. We cannot assure you that the composition of our senior management team and the scope of their responsibilities will remain the same. Additionally, competition for highly skilled personnel is often intense. From time to time, we have experienced, and we expect to continue to experience, difficulty in hiring and retaining employees with appropriate qualifications. Some of the companies with which we compete for experienced personnel may offer more lucrative compensation packages. Job candidates may also be threatened with legal action under agreements with their existing employers if we attempt to hire them. Additionally, laws and regulations, such as restrictive immigration laws, and restrictions on travel or availability of visas, may limit our ability to recruit internationally. We must also continue to retain and motivate existing employees through our compensation practices, company culture, and career development opportunities. If we fail to attract new personnel or to retain our current personnel, our business and future growth prospects could be adversely affected.

We incurred loss for the year, net liabilities and net current liabilities in the past and may not be able to stay profitable in the future.

We had loss for the year of RMB16.8 million in 2023. We recorded net current liabilities of RMB463.4 million, RMB289.7 million as of December 31, 2023 and 2024, respectively. We recorded net liabilities of RMB345.9 million and RMB199.3 million as of December 31, 2023 and 2024, respectively. However, we had profit for the year of RMB145.6 million and RMB519.1 million in 2024 and 2025. We recorded net current assets of RMB351.1 million and net assets of RMB369.8 million as of December 31, 2025. We recorded net cash generated from operating activities of RMB75.1 million, RMB343.2 million and RMB842.1 million in 2023, 2024 and 2025. We cannot assure you that we will be able to continue to achieve profitability and positive operating cash flow in the future. Failure to compete effectively, limited market acceptance of our apps, or new regulatory requirements could further impair our monetization capabilities and results of operations.

If we fail to perform our contract obligation, our liquidity and financial positions may be materially and adversely affected in the future.

Our contract liabilities were RMB65.4 million, RMB87.5 million and RMB95.6 million as of December 31, 2023, 2024 and 2025, respectively. Our contract liabilities primarily consisted of unconsumed user coins purchased by users. If we fail to fulfill our obligations with respect to our contract liabilities, we may not be able to convert such contract liabilities into revenue as expected. Furthermore, any failure to fulfill our obligations with respect to our contract liabilities may result in user distrust and damage on our brand reputation. Any of these circumstances could materially and adversely affect our business, results of operations, cash flow and liquidity condition.

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

We adopted share incentive plans for the benefit of our senior management and core employees, among others, as remuneration for their services provided to us to incentivize and reward the eligible persons who have contributed to the success of our Company. For details, see "Appendix IV — Statutory and General Information — D. Share Incentive Plan." In 2023, 2024 and 2025, we recorded share-based payment expenses of RMB4.5 million, RMB8.7 million and RMB36.7 million, respectively. We may grant additional share-based payment in the future. Issuance of additional Shares with respect to such share-based payment may dilute the shareholding percentage of our existing Shareholders. Expenses incurred with respect to such share-based payment may also increase our operating expenses and therefore have an adverse effect on our financial performance.

We are subject to anti-corruption, anti-bribery and other laws and regulations. Third-party payment platforms we cooperate with are subject to anti-money laundering laws.

We are subject to anti-corruption, anti-bribery and other relevant laws and regulations in China and certain overseas jurisdictions. If we, any of our subsidiaries, operating entities, employees or other persons engage in fraudulent, corruptive or other unfair business practices or otherwise violate applicable laws, regulations or internal controls, we could become subject to one or more enforcement actions or otherwise be found to be in violation of such laws and regulations, which may affect our reputation, business, financial condition, results of operations and prospects. In addition, we currently cooperate with third-party payment channels and these third-party payment channels are subject to anti-money laundering obligations under applicable laws and regulations. If any of our third-party payment platform fails to comply with applicable anti-money laundering laws and regulations, our reputation could suffer and we could become subject to regulatory intervention, which could have a material adverse effect on our business, financial condition, results of operations and prospects.

We are exposed to concentration risk in relation to our major suppliers. The composition of our major suppliers varied during the Track Record Period.

Our purchases from our five largest suppliers in each year during the Track Record Period in aggregate amounted to RMB448.5 million, RMB807.4 million, and RMB1,434.3 million, representing 50.7%, 41.1% and 47.2% of our total corresponding purchases in such period, respectively. The purchases from our largest suppliers in each year during the Track Record Period, which are independent third-party flexible workforce agencies, amounted to RMB149.7 million, RMB325.7 million, and RMB454.1 million, respectively, accounting for 16.9%, 16.6% and 14.9% of our total purchases in the same periods, respectively. If any of these key suppliers is unable or unwilling to continue to supply to us in a timely manner, experiences quality control issues, fails to comply with regulatory requirements, significantly increases prices or otherwise becomes unable to fulfill our supply needs, we may not be able to identify suitable alternative suppliers in a timely and cost-effective manner, or at all.

In addition, the composition of our flexible workforce agency suppliers varied in each year during the Track Record Period, primarily due to differences in their service capabilities during different periods. If we fail to identify, engage or retain suitable flexible workforce agencies in a timely and cost-effective manner, or if any of these agencies become unable or unwilling to continue to provide services to us, encounter operational or compliance issues, or otherwise fail to meet our requirements, our settlement with hosts may be adversely affected. Any foregoing adverse impact could have a material and adverse effect on our business operations, financial condition and results of operations.

We are subject to economic sanctions laws of various jurisdictions.

Our apps are distributed through app stores operated by Apple, Google and other national and international operators in various jurisdictions. Therefore, we are subject to various economic and trade sanctions laws in different jurisdictions, which may evolve from time to time. While we believe that we have been, and that we continue to be, in compliance with applicable governmental economic sanctions laws, our failure to employ appropriate safeguards with respect to users located in countries that are targets of governmental economic sanctions may result in a violation of such laws and regulations. Non-compliance with applicable governmental economic sanctions laws could subject us to adverse media coverage, investigations, severe administrative, civil and possibly criminal sanctions, and expenses related to remedial measures and legal expenses, which could materially and adversely affect our reputation, business, financial condition, results of operations and prospects.

We may be subject to risks in relation to our leased properties.

Under the PRC laws and regulations, lease agreements in general are required to be registered with the local land and real estate administration bureau. As of the Latest Practicable Date, the lease agreements for 12 of our leased properties in China had not been registered with the relevant PRC government authorities. We may be subject to fines if we fail to rectify such non-compliance within the prescribed time frame after receiving notice from the relevant PRC government authorities. The penalty ranges from RMB1,000 to RMB10,000 for each unregistered lease, at the discretion of the relevant authority.

In addition, as of the Latest Practicable Date, the lessors of two of the leased premises, which are mainly used as office premises, had not provided copies of the real property title certificates or sublease authorizations to us. Additionally, four of our leased premises in Tianjin and five of our leased premises in Beijing, as registered addresses and offices of some of our subsidiaries, are subject to the lessor's pre-existing mortgages. We may be required to vacate the relevant properties and we may not be adequately indemnified by the lessors for our related losses. Also, we will incur additional costs in relocating our offices to other suitable sites, thus affecting our business operations, financial condition and results of operations. However, as a light-asset company with high replaceability of leased properties, we believe any potential forced relocation would incur limited operational disruption and business impact.

We may not have sufficient insurance to cover our business risks.

We do not maintain any business interruption insurance or product liability insurance, or insurance policies covering damages to our technology infrastructure or properties. We do not maintain any insurance covering liabilities resulting from misconducts or illegal activities committed by our employees, users or service providers. We consider this practice to be reasonable and in line with the practices of other companies of similar size in the same industry in China. In addition, insurance companies in China currently offer limited business-related insurance products. Any uninsured occurrence of business disruption, litigation or natural disaster, or significant damages to our uninsured equipment or facilities could disrupt our business operations, requiring us to incur substantial costs and divert our resources, which could have an adverse effect on our business, financial condition and results of operations.

We face risks related to natural and other disasters, including severe weather conditions or outbreaks of health epidemics, and other extraordinary events.

Our business could be materially and adversely affected by natural disasters, other health epidemics or other public safety concerns affecting China and other jurisdictions in which we operate. Natural disasters may give rise to server interruptions, breakdowns, system failures, technology platform failures, internet failures or other operation interruptions for us and our service providers, which could cause the loss or corruption of data or malfunction of software or hardware as well as adversely affect our and our service providers' ability to conduct daily operations. Our business could also be adversely affected if employees of ours or our service providers are affected by health epidemics. In addition, our results of operations could be adversely affected to the extent that any health epidemic harms the Chinese and global economies in general.

Acquisitions, investments or strategic alliances may fail and have a material and adverse effect on our business, reputation and results of operations.

We may enter into strategic alliances or investments to further our business purpose from time to time. These alliances and investments could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance by the third party and increased expenses in establishing new strategic alliances. We may have limited ability to monitor or control the actions of these third parties and, to the extent any of these strategic third parties suffers negative publicity or harm to their reputation from events relating to their business, we may also suffer negative publicity or harm to our reputation by virtue of our association with any such third party. In addition, we may acquire additional businesses, platforms, assets or technologies. Future acquisitions and the subsequent integration of new assets and businesses into our own would require significant attention and diversion of resources from our existing business. Acquired assets or businesses may not generate the financial results we expect. Acquisitions could result in the use of substantial amounts of cash, potentially dilutive issuances of equity securities, the occurrence of significant goodwill impairment charges, amortization expenses for other intangible assets and exposure to potential unknown liabilities of the acquired business. It may also pose the risk that we may be exposed to successor liability relating to the actions by an acquired company and its management before and after the acquisition. Due diligence may not uncover all liabilities, and contractual indemnities may not provide sufficient protection. We may also need to obtain regulatory approvals, which could result in delays and increased costs. Additionally, if the management team or key employees of an acquired company fail to perform as expected, this may adversely affect the business performance of such acquired company and, in turn, have a material adverse effect on our business, financial condition and results of operations.

Content posted or displayed on our apps may be found to be objectionable by regulatory authorities in China and elsewhere and may subject us to penalties and other severe consequences.

The PRC government has adopted laws and regulations governing internet and wireless access and the distribution of information over the internet and wireless telecommunications networks. Please see "Regulatory Overview — Regulations Relating to Value-added Telecommunications Services and Internet Information Services" for details. In international markets where we operate, we are also subject to local laws, regulations, policies and government decrees related to online content dissemination and censorship, which we may not be able to comply with consistently.

We do not produce content by ourselves, but we monitor user activities, including user-generated contents, on our apps. It may not be possible to determine in all cases the types of content that could result in our liability as a distributor of such content, and we may not always timely capture all violating content, especially in live chats. If any of the content posted or displayed is deemed to violate any content restrictions, we may subject to penalties, including confiscation of income, fines, suspension of business and revocation of required licenses.

Regulatory authorities may conduct reviews and inspections of our operations from time to time, and any identified non-compliance could result in rectification requirements, administrative penalties or restrictions on our business. Complying with relevant regulatory requirements may result in limitation to our scope of service, reduction in user engagement or loss of users, diversion of our management team's attention and increased operational costs and expenses. The costs of compliance with these regulations may continue to increase as a result of more content being made available by an increasing number of users, which may adversely affect our results of operations.

As we expand internationally, we face additional challenges in ensuring content compliance across jurisdictions with different legal systems, political environments and cultural norms. The regulatory framework for online social networking is still developing in many countries, and new laws and regulations may be adopted from time to time, creating considerable uncertainty for our overseas operations.

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

The legal systems of the geographic markets where we operate vary significantly from jurisdiction to jurisdiction. In the geographic markets where we operate, many laws and regulations may come into effect successively or be considered applicable to us, which may affect our business operations. Scrutiny and regulations of the industry in which we operate may further increase, and we may be required to devote additional legal and other resources to addressing these regulations.

RISKS RELATING TO DOING BUSINESS IN CHINA

We may be subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with future capital raising activities, and, if required, we cannot predict whether we will be able to obtain such approval or complete such filing.

The CSRC promulgated the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies and relevant supporting guidelines (the "**Trial Measures**") to improve and reform the previous regulatory regime for overseas offering and listing of PRC domestic companies' securities. See "Regulatory Overview — Regulations Relating to M&A and Overseas Listing" for details. However, we cannot predict whether we will be able to complete the filing or report required under the Trial Measures in a timely manner, or at all. We may be subject to orders to rectify, warnings and fines if we fail to comply with the requirements under the Trial Measures. If the CSRC or other PRC regulatory authorities in the future promulgate new rules or explanations imposing further requirements that we obtain their approvals or complete the required filing or other regulatory procedures for future capital raising activities, there can be no assurance that we will be able to obtain such approval requirements in a timely manner. Any failure to complete such filing or report in a timely manner, and any associated negative publicity, may adversely affect our ability to secure financing for business development and materially adversely affect our business, financial condition, results of operations, and the value of our shares.

The economic, social and other general conditions in China could affect our business, results of operations, financial conditions and prospects.

As we conduct our business operations primarily in China, as well as certain overseas markets, our business, financial condition, results of operations and prospects could be affected by local economic, social, and legal policies. In addition, with the social development, the relevant laws, rules and regulations may be amended from time to time, and their interpretation and implementation will be determined accordingly. Any of the foregoing, including non-compliance with any existing or new laws, rules and regulations, would materially affect our business, financial condition, results of operations and prospects.

Failure to comply with PRC regulations relating to the establishment of offshore special purpose companies by PRC residents may subject our PRC-resident Shareholders to personal liability, may limit our ability to acquire PRC companies or to inject capital into our PRC subsidiaries, may limit the ability of our PRC subsidiaries to distribute profits to us or may otherwise materially and adversely affect us.

The State Administration for Foreign Exchange of the PRC ("**SAFE**") has promulgated regulations to govern foreign exchange registration requirements for PRC residents who invest in or establish overseas special purpose companies. See "Regulatory Overview — Regulations Relating to Foreign Exchange" for details. We cannot assure you that all our Shareholders will at all times comply with the registration procedures as required under these regulations. The failure or inability of the relevant shareholders to comply with the registration procedures set forth in these regulations may subject the relevant shareholders to fines and legal sanctions. Moreover, failure to comply with the various foreign exchange registration requirements described above could result in liability under PRC law for circumventing applicable foreign exchange restrictions. As a result, our business operations and our ability to distribute profits to you could be materially and adversely affected.

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

We are incorporated in the Cayman Islands. Substantially all of our assets and operations are located in China, and most of our Directors and senior management are located in China. As a result, it may be difficult or impossible for you to effect service of process within Hong Kong upon us or these persons, or to bring an action in Hong Kong against us or these individuals. A judgment of a court of another jurisdiction may be reciprocally recognized or enforced in China only if the jurisdiction has a treaty with China or if the jurisdiction has been otherwise deemed by Chinese courts to satisfy the requirements for reciprocal recognition, subject to the satisfaction of other requirements. Furthermore, an original action may only be brought in China against us or our Directors and senior management if the actions are not required to be arbitrated by PRC law and upon satisfaction of the conditions for commencing a cause of action pursuant to the PRC civil procedure law. As a result of the conditions set forth in the PRC civil procedure law and the discretion of the PRC courts to determine whether the conditions are satisfied and whether to accept the action for adjudication, it remains to be seen whether investors will be able to bring an original action in China in this manner.

Regulatory requirements of currency conversion and future fluctuation of Renminbi exchange rates could have a material adverse impact on our results of operations and financial condition, and may reduce the value of, and dividends payable on, our Shares in foreign currency terms.

We receive a substantial part of our revenue in Renminbi, and our Company relies on dividend payments from our PRC subsidiaries to meet its financing requirements. While our PRC subsidiaries may pay dividends in foreign currencies in accordance with relevant laws and regulations without prior SAFE approval, governmental approval is required where Renminbi is converted for capital expenses such as repayment of foreign currency loans. If the foreign exchange regulatory regime prevents us from obtaining sufficient foreign currencies to satisfy our foreign currency demands, we may not be able to pay dividends in foreign currencies to our shareholders. Further, there is no assurance that new regulations will not be promulgated in the future that would have the effect of further restricting the remittance of Renminbi into or out of China.

The value of Renminbi against the Hong Kong dollar, the U.S. dollar and other currencies fluctuates, is subject to change resulting from the PRC government's policies, and depends to a large extent on domestic and international economic and political developments as well as supply and demand in the local market. It is difficult to predict how market forces or government policies may impact the exchange rate between the Renminbi and the Hong Kong dollar, the U.S. dollar or other currencies in the future. The [**REDACTED**] from the [**REDACTED**] will be received in Hong Kong dollars. As a result, any appreciation of the Renminbi against the Hong Kong dollar may result in a decrease in the value of our [**REDACTED**] from the [**REDACTED**]. Conversely, any depreciation of the Renminbi may adversely affect the value of, and any dividends payable on, the Shares in foreign currency terms. In addition, there are limited instruments available for us to reduce our foreign currency risk exposure at reasonable costs. All of these factors could materially and adversely affect our business, results of operations and financial condition, and could reduce the value of, and dividends payable on, the Shares in foreign currency terms.

We may be classified as a PRC resident enterprise for PRC enterprise income tax purposes under the EIT Law, and our income may be subject to PRC withholding tax under the EIT Law.

We are subject to PRC enterprise income tax laws and regulations, which provide that an enterprise established outside of the PRC with a "de facto management body" within China may be considered a PRC resident enterprise and subject to enterprise income tax at 25% on its global income. See "Regulatory Overview — Regulations Relating to Taxation — Enterprise Income Tax" for details. We believe none of our entities outside of China is a PRC resident enterprise for PRC tax purposes. However, the tax resident status of an enterprise is subject to determination by the PRC tax authorities, and if the PRC tax authorities determine that our Company or any of our subsidiaries outside of the PRC is a PRC resident enterprise for PRC enterprise income tax purposes, our Company or such subsidiary could be subject to PRC tax, which could materially reduce our net profit. In addition, we will also be subject to PRC enterprise income tax reporting obligations. Furthermore, gains realized on the sale or other disposition of our ordinary shares may be subject to PRC tax, at a rate of 10% in the case of non-PRC enterprises or 20% in the case of non-PRC individuals. It is unclear whether non-PRC shareholders of our Company would be able to claim the benefits of any tax treaties between their country of tax residence and the PRC in the event that we are treated as a PRC resident enterprise. Any such tax may reduce the returns on your investment in our Shares.

The M&A Rules and certain other PRC regulations establish complex procedures for some acquisitions of Chinese companies by foreign investors, which could make it more difficult for us to pursue growth through acquisitions in China.

We are subject to PRC regulations governing mergers and acquisitions by foreign investors, which impose additional procedural requirements, potentially including advance notification obligations for change-of-control transactions, a national security review by MOFCOM, and obtaining anti-monopoly clearance prior to completion. See "Regulatory Overview — Regulations Relating to M&A and Overseas Listing" and "Regulatory Overview — Regulations Relating to Foreign Investment" for details. In the future, we may grow our business by acquiring complementary businesses. Complying with the requirements of relevant regulations and rules to complete such transactions could be time-consuming, and any required approval processes, including obtaining approval from MOFCOM or its local counterparts may delay or inhibit our ability to complete such transactions, which could affect our ability to expand our business or maintain our market share.

PRC regulation of loans to and direct investments in PRC entities by offshore holding companies may delay or prevent us from using the [REDACTED] of the [REDACTED] to make loan or additional capital contributions to our PRC subsidiaries, which could materially and adversely affect our liquidity and our ability to fund and expand our business.

We are an offshore holding company conducting our operations in China through our PRC subsidiaries and our Consolidated Affiliated Entities. Any funds we transfer to our PRC subsidiaries, either as a shareholder loan or as an increase in registered capital, are subject to reporting with or approval by or registration with the relevant governmental authorities in China. We may not be able to complete such recording, filing or registrations on a timely basis, if at all, with respect to future capital contributions or foreign loans by us directly to our PRC subsidiaries. If we fail to complete such recording, filing or registrations, our ability to use the [**REDACTED**] of the [**REDACTED**] and to capitalize our PRC operations may be negatively affected, which could adversely affect our liquidity and our ability to fund and expand our business.

SAFE issued the Circular on Reforming the Administration Measures on Conversion of Foreign Exchange Registered Capital of Foreign-invested Enterprises (the "**Circular 19**") and the Circular Regarding Further Promotion of the Facilitation of Cross-Border Trade and Investment ("**SAFE Circular 28**") which govern the conversion and use of foreign currency capital by foreign-invested enterprises for equity investments in China, and whose interpretation and implementation remain subject to regulatory discretion. See "Regulatory Overview — Regulations Relating to Foreign Exchange" for details. The Circular 19 and SAFE Circular 28 may significantly limit our ability to transfer to and use in China the [**REDACTED**] from the [**REDACTED**], which may adversely affect our business, results of operations and financial condition.

Dividends payable by us to our foreign investors and gains on the sale of our Shares may become subject to withholding taxes under PRC tax laws.

Under the PRC EIT Law the PRC Individual Income Tax Law, and relevant implementation rules and regulations, If we are treated as a PRC resident enterprise, dividends paid on our Shares and gains from the transfer of our Shares may be subject to PRC withholding tax at 10% for non-PRC enterprise shareholders and 20% for non-PRC individual shareholders, subject to reduction or exemption under applicable tax treaties. For details, see "Regulatory Overview — Regulations Relating to Taxation."

If we are treated as a PRC resident enterprise, dividends we pay with respect to our Shares, or the gain realized from the transfer of our Shares, may be treated as income derived from sources within China and as a result be subject to the PRC income taxes described above.

See “— We may be classified as a PRC resident enterprise for PRC enterprise income tax purposes under the EIT Law, and our income may be subject to PRC withholding tax under the EIT Law.” However, shareholders who are not PRC tax residents and seek to enjoy preferential tax rates under relevant tax treaties may apply to the PRC tax authorities to be recognized as eligible for such benefits in accordance with the Announcement of State Taxation Administration on Promulgation of the Administrative Measures on Non-resident Taxpayers Enjoying Treaty Benefits, which was issued on October 14, 2019 and took effect on January 1, 2020. If determined to be ineligible for the applicable tax treaty benefits, gains obtained from sales of our Shares and dividends on our Shares paid to such Shareholders would subject to higher PRC tax rates.In such cases, the value of your investment in our Shares may be materially and adversely affected.

The heightened scrutiny over indirect transfers of PRC assets by the PRC tax authorities may have a negative impact on our business operations, our acquisition or restructuring strategy or the value of your [REDACTED] in us.

Pursuant to the Notice on Strengthening the Administration on Enterprise Income Tax for Non-resident Enterprise Equity Transfer (the “**SAT Circular 698**”) and the Public Notice Regarding Certain Corporate Income Tax Matters on Indirect Transfer of Properties by Non-Tax Resident Enterprises (the “**SAT Public Notice 7**”), where a non-resident enterprise indirectly transfers equity interests in a PRC resident enterprise through an offshore holding company, PRC tax authorities may apply a ″substance over form″ principle to disregard the offshore holding company if it lacks reasonable commercial purpose, and gains from such indirect transfers may be subject to PRC withholding tax at 10%. For details, see “Regulatory Overview — Regulations Relating to Taxation — Enterprise Income Tax Relating to Indirect Transfer of Non-Resident Enterprises.”

On October 17, 2017, SAT issued a Public Notice of SAT on Issues Concerning the Withholding of Non-resident Enterprise Income Tax at Source (the “**SAT Public Notice 37**”), which, among others, repeals the Circular 698 and supersedes certain rules stipulated in SAT Public Notice 7. SAT Public Notice 37 further clarifies the withholding tax methods applicable to non-resident enterprises. Certain aspects of SAT Public Notice 7 and SAT Public Notice 37 remain subject to further clarification, including the determination of indirect transfers and reporting procedures. As a result, we and our existing non-resident investors may become at risk of being taxed under SAT Public Notice 7 and SAT Public Notice 37 and may be required to expend valuable resources to comply with SAT Public Notice 7 and SAT Public Notice 37 or to establish that we should not be taxed under SAT Public Notice 7 and SAT Public Notice 37, which may have a material adverse effect on our results of operations and financial condition or such non-resident investors’ investments in us. We may conduct acquisitions involving changes in corporate structures, and historically we conduct share exchanges with existing shareholders. We cannot assure you that the PRC tax authorities will not, at their discretion, adjust any capital gains and impose tax return filing obligations on us or require us to provide assistance for the investigation of PRC tax authorities with respect thereto. Any PRC tax imposed on a transfer of our Shares or any adjustment of such gains would cause us to incur additional costs and may have a negative impact on the value of your investment in us.

Any failure to comply with PRC regulations regarding our employee equity incentive plans may subject the participants or us to fines and other legal or administrative sanctions.

After our Company becomes an overseas [**REDACTED**] company upon the completion of the [**REDACTED**], we, along with our Directors, executive officers and other employees who may be granted options, may be subject to the Notice on Foreign Exchange Administration PRC Residents Participating in Share Incentive Plans of Offshore Listed Companies. For details, see "Regulatory Overview — Regulations Relating to Employee Stock Incentive Plan." Failure to complete SAFE registrations may subject them to fines and other legal sanctions and may also limit their ability to make payment under the equity incentive plans or receive dividends or sales proceeds related thereto, or our ability to contribute additional capital into our PRC subsidiaries and our PRC subsidiaries' ability to distribute dividends to us. As a result, our ability to adopt additional equity incentive plans for our Directors and employees under PRC laws and regulations may be restricted.

In addition, SAT and MOFCOM have issued certain circulars with respect to employee share option. Under these circulars, our employees working in China will be subject to PRC individual income tax if they exercise share options. Our PRC subsidiaries have the obligation to file documents relating to the employee share options with the relevant tax authorities and may be required to withhold individual income tax for those employees. If our employees fail to pay income tax, or if we fail to make the filing according to the relevant laws and regulations or withhold income tax in any case as required, we may face sanctions imposed by the relevant tax authorities.

Our Shareholders may not have the same protection of their shareholder rights under Cayman Islands law comparing to what they would have under Hong Kong law.

Our corporate affairs are governed by our Memorandum of Association and Articles of Association, the Companies Act, and the common law of the Cayman Islands. The rights of Shareholders to take action against the Directors, the rights of minority Shareholders to institute actions and the fiduciary responsibilities of our Directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. The rights of our Shareholders and the fiduciary responsibilities of our Directors under Cayman Islands law may not be the same as they would be under statutes or judicial precedent of other jurisdictions.

RISKS RELATING TO OUR CONTRACTUAL ARRANGEMENTS

If the PRC government finds that the Contractual Arrangements do not comply with applicable PRC laws and regulations, or if these regulations or their interpretations change in the future, we could be subject to severe consequences.

Current PRC laws and regulations impose certain restrictions on foreign ownership of companies, including value-added telecommunications services is considered as restricted and we also hold certain licenses or registrations for which foreign investments are prohibited. We are an exempted company incorporated under the laws of the Cayman Islands, and the WFOE, our wholly-owned PRC subsidiary, is considered a foreign-invested enterprise. We therefore conduct our business in China through our Consolidated Affiliated Entities pursuant to the Contractual Arrangements. Our Consolidated Affiliated Entities hold the licenses, approvals and key assets that are essential for our business operations.

In the opinion of our PRC Legal Advisor, (i) each agreement under the Contractual Arrangements has been duly executed by each party; (ii) each agreement under the Contractual Arrangements would not fall within the circumstances that violate the mandatory provisions of the PRC Civil Code, which would lead the Contractual Arrangements to be deemed invalid under the Civil Code; (iii) none of the Contractual Arrangements violates any provisions of the articles of association of WFOE or Beijing Linke; and (iv) the execution and effectiveness of each agreement under the Contractual Arrangements are not subject to the approval of, registration with, or filing with any PRC government authority and are binding under PRC laws, except for the dispute resolution provisions of the Contractual Arrangements regarding the remedies that may be awarded by the arbitration tribunal and the power of overseas courts to grant interim remedies in support of the arbitration may not be recognized or enforced by PRC courts. However, we have been further advised by our PRC Legal Advisor that the interpretation and application of current or future PRC laws and regulations in relation to the Contractual Arrangements may be determined on a case by case basis depending on the facts and circumstances. See "Contractual Arrangements."

If the PRC government otherwise finds that our Contractual Arrangements do not comply with PRC laws or regulations, the relevant PRC regulatory authorities, would have discretion in dealing with such violations or failures, including, (i) nullifying the Contractual Arrangements; (ii) revoking our licenses; (iii) restricting or discontinuing our operations; (iv) imposing fines or requiring restructuring of our ownership structure; or (v) restricting our use of [**REDACTED**] from the [**REDACTED**]. Any of these actions could materially and adversely affect our business and financial condition.

The interpretation and implementation of the Foreign Investment Law may be subject to changes from time to time.

On March 15, 2019, the National People's Congress approved the PRC Foreign Investment Law (the "**FIL**"), which came into effect on January 1, 2020. On December 26, 2019, the State Council of the People's Republic of China published Implementation Rules of the PRC Foreign Investment Law. For details of FIL, see "Regulatory Overview — Regulations relating to Foreign Investment." There are possibilities that future laws, administrative regulations or provisions prescribed by the State Council may regard contractual arrangements as a form of foreign investment, which would render it uncertain as to whether foreign investment via contractual arrangements would be deemed violation of the foreign investment access requirements, and how the above-mentioned Contractual Arrangements would be regulated. In addition, if our control over our Consolidated Affiliated Entities through the Contractual Arrangements are deemed as foreign investment in the future, and any business of our Consolidated Affiliated Entities is "restricted" or "prohibited" from foreign investment under the "negative list" effective at the time, the contractual arrangements that allow us to have control over our Consolidated Affiliated Entities may be deemed as invalid and illegal, and we may be required to unwind such contractual arrangements and/or restructure our business operations, any of which may have a material and adverse effect on our business operation.

Furthermore, if foreign investment related laws, administrative regulations or rules change in the future, we may need to take further actions with respect to our Consolidated Affiliated Entities for the purpose of having better operational control on our Consolidated Affiliated Entities or continuously satisfying applicable requirements of the stock exchange where we list. We cannot guarantee whether such actions can be timely completed, or at all. Failure to take timely and appropriate measures to cope with any of these regulatory compliance challenges could materially and adversely affect our current corporate structure and business operations.

Our Contractual Arrangements may not be as effective in providing operational control as direct ownership.

Due to the PRC restrictions or prohibitions on foreign ownership of certain services we provide such as value-added telecommunication services in China, we operate our business in China through our Consolidated Affiliated Entities, in which we have no direct ownership interest. We rely on a series of Contractual Arrangements with our Consolidated Affiliated Entities and their shareholders to control and operate their business. The Contractual Arrangements may not be as effective as direct ownership in providing us with control over our Consolidated Affiliated Entities. Under the Contractual Arrangements, as a legal matter, if our Consolidated Affiliated Entities or their shareholders fail to perform its, his or her respective obligations under the Contractual Arrangements, we may have to (i) incur substantial costs, (ii) expend resources to enforce those arrangements, and (iii) resort to litigation or arbitration and rely on legal remedies under PRC laws. These remedies may include seeking specific performance or injunctive relief and claiming damages, any of which may not be effective. In the event we are unable to enforce the Contractual Arrangements or we experience significant delays or other obstacles in the process of enforcing the Contractual Arrangements, we may not be able to exert effective control over our Consolidated Affiliated Entities and may lose control over the assets owned by our Consolidated Affiliated Entities. As a result, we may be unable to consolidate our Consolidated Affiliated Entities in our consolidated financial statements, which could materially and adversely affect our results of operations and financial condition.

Our Contractual Arrangements would be interpreted in accordance with the law of China, and any disputes would be resolved in accordance with legal procedures in China.

All the agreements under our Contractual Arrangements are governed by PRC law and provide for the resolution of disputes through arbitration in China. There are limited precedents and formal guidance as to how Contractual Arrangements in the context of a Consolidated Affiliated Entities should be interpreted or enforced under PRC law, which may thus limit our ability to enforce these Contractual Arrangements. In addition, under PRC law, rulings by arbitrators are final, parties cannot appeal the arbitration results in courts, and the prevailing parties may only enforce the arbitration awards in PRC courts through arbitration award recognition proceedings, which would require additional expenses and delay. In the event we are unable to enforce these Contractual Arrangements, or if we suffer significant delay or other obstacles in the process of enforcing these Contractual Arrangements, we may not be able to exert effective control over our Consolidated Affiliated Entities, and our ability to conduct our business may be negatively affected.

The Registered Shareholders of the Consolidated Affiliated Entities may have actual or potential conflicts of interest with us.

The Registered Shareholders of the Consolidated Affiliated Entities may potentially have a conflict of interest with us, and they may breach the Contractual Arrangements in their own interest. We cannot assure you that when conflicts of interest arise between us and the Consolidated Affiliated Entities, the Registered Shareholders of the Consolidated Affiliated Entities will act in our interests or that the conflicts of interest will be resolved in our favor. If the Consolidated Affiliated Entities or the Registered Shareholders breach the Contractual Arrangements with us or otherwise have disputes with us, we may have to initiate legal proceedings, which involve significant uncertainty. Such disputes and proceedings may significantly disrupt our business operations, adversely affect our ability to control the Consolidated Affiliated Entities and otherwise result in negative publicity. We cannot assure you that the outcome of any such dispute or proceeding will be in our favor.

Our Contractual Arrangements may be subject to scrutiny by the PRC tax authorities, and a finding that we owe additional taxes could substantially reduce our consolidated net income and the value of your [REDACTED].

The PRC tax authorities may assert that we or our subsidiaries or Consolidated Affiliated Entities or their equity holders owe and/or are required to pay additional taxes on previous or future revenue or income. In particular, under PRC laws and regulations, arrangements and transactions among related parties, such as the Contractual Arrangements with our Consolidated Affiliated Entities, may be subject to audit or challenge by the PRC tax authorities. We could face material and adverse tax consequences if the PRC tax authorities determine that the Contractual Arrangements among the WFOE and our Consolidated Affiliated Entities do not represent an arms-length transaction and adjust our Consolidated Affiliated Entities income in the form of a transfer pricing adjustment. A transfer pricing adjustment could, among other things, result in a reduction, for PRC tax purposes, of expense deductions recorded by our Consolidated Affiliated Entities, which could in turn increase their tax liabilities. In addition, the PRC tax authorities may impose late payment fees and other penalties to our Consolidated Affiliated Entities for under-paid taxes. Our results of operations may be materially and adversely affected if our tax liabilities increase or if we are found to be subject to late payment fees or other penalties.

If we exercise the option to acquire equity ownership and assets of our Consolidated Affiliated Entities, the ownership or asset transfer may subject us to substantial costs.

We may incur substantial cost in the exercise of the option to acquire the equity interests in or assets of our Consolidated Affiliated Entities. Pursuant to the Contractual Arrangements, the WFOE has the exclusive right to purchase all or any part of the equity interests or assets in each of our Consolidated Affiliated Entities from their shareholders at the lowest price permitted by PRC law, and where PRC laws and regulations require appraisal, the parties shall re-negotiate in good faith, and make adjustments based on the appraised value to comply with the requirements of PRC laws and regulations. In the event of such transfer, the lowest price permitted by PRC law may be substantially higher than the aforesaid actual capital contributions in case of purchasing the equity interests, or the net book value of relevant assets, or the competent tax authority may require the WFOE to pay enterprise income tax, value-added tax and other applicable taxes with reference to the fair value of such assets instead of the price as stipulated under the Contractual Arrangements, in which case our financial condition may be materially and adversely affected.

We do not have any insurance that covers the risks relating to the Contractual Arrangements and the transactions contemplated thereunder.

Our insurance does not cover the risks relating to the Contractual Arrangements and the transactions contemplated thereunder, and we have no intention to purchase any insurance in this regard. If any risk arises from the Contractual Arrangements in the future, such as those affecting the enforceability of the Contractual Arrangements and the operation of the Consolidated Affiliated Entities, our financial performance and results of operations may be adversely affected.

The custodians or authorized users of our controlling non-tangible assets, including chops and seals, may fail to fulfill their responsibilities, or misappropriate or misuse these assets.

Under PRC laws, legal documents for corporate transactions are executed using the chop or seal of the signing entity or with the signature of a legal representative. The designated legal representatives of our PRC subsidiaries have the apparent authority to enter into binding contracts on behalf of these entities without chops. There is a risk that our employees could abuse their authority, if any employee obtains, misuses or misappropriates corporate chops and seals or other controlling non-tangible assets for whatever reason, the business operations of the relevant entities could be disrupted. We may have to take corporate or legal action to seek the return of the chops, apply for new chops with the relevant authorities, or otherwise seek legal redress for the violation of the representative's fiduciary duties against us, which could involve significant time and resources to resolve and divert management attention from business operations. In addition, the affected entity may not be able to recover corporate assets that are sold or transferred out of our control in the event of such a misappropriation if a transferee relies on the apparent authority of the representative and acts in good faith.

We may lose the ability to use and enjoy assets held by our Consolidated Affiliated Entities that are critical to the operation of our business.

Our Consolidated Affiliated Entities hold certain assets that may be critical to the operation of our business, including the intellectual property and value-added telecommunications business operating license. If the shareholders of our Consolidated Affiliated Entities breach the Contractual Arrangements and voluntarily liquidate our Consolidated Affiliated Entities, or if our Consolidated Affiliated Entities declare bankruptcy and all or part of its assets become subject to liens or rights of third-party creditors or are otherwise disposed of without our consent, we may be unable to continue some or all of our business activities, which could materially and adversely affect our business, financial condition and results of operations. In addition, if our Consolidated Affiliated Entities undergo an involuntary liquidation proceeding, third-party creditors may claim rights to some or all of its assets, thereby hindering our ability to operate our business, which could materially or adversely affect our business, financial condition and results of operations.

We may rely on dividends paid by our WFOE to fund cash and financing requirements. Any limitation on the ability of our WFOE to pay dividends to us could have a material adverse effect on our ability to conduct our business and to pay dividends to holders of our Shares.

We are a holding company, and we may rely on dividends to be paid by our WFOE for our cash and financing requirements. If our WFOE incurs debt on its own behalf in the future, the instruments governing the debt may restrict their ability to pay dividends or make other distributions to us. Under PRC laws and regulations, wholly foreign-owned enterprises in the PRC, such as our WFOE, may pay dividends only out of their accumulated profits as determined in accordance with PRC accounting standards and regulations. In addition, a wholly foreign owned enterprise is required to set aside at least 10% of its after-tax profits each year, after making up previous years' accumulated losses, if any, to fund certain statutory reserve funds, until the aggregate amount of such a fund reaches 50% of its registered capital. Any limitation on the ability of our Consolidated Affiliated Entities to pay dividends or make other distributions to us could materially and adversely limit our ability to grow, make investments or acquisitions that could be beneficial to our business, pay dividends, or otherwise fund and conduct our business.

RISKS RELATING TO THE [REDACTED]

There has been no prior public market for our Shares, and the liquidity and [REDACTED] of our Shares following the [REDACTED] may be volatile, which could result in rapid and substantial losses for our Shareholders.

Prior to the [**REDACTED**], there has been no public market for our Shares. The initial price range disclosed to the public for our [**REDACTED**] was the result of negotiations among us and the [**REDACTED**], and the [**REDACTED**] may differ significantly from the [**REDACTED**] for the [**REDACTED**] following the [**REDACTED**]. We cannot assure you that the [**REDACTED**] will result in the development of an active, liquid public [**REDACTED**] market for the Shares. In addition, the price and [**REDACTED**] of the Shares may be volatile, due to: (i) fluctuations in our operating performance and financial results; (ii) competitive developments, acquisitions or strategic alliances in our industry; (iii) changes in market valuations of similar companies or general political, financial and economic conditions; (iv) changes in laws or regulations affecting our ability to obtain or maintain regulatory approvals; and (v) litigation, intellectual property disputes or governmental investigations. Broad market fluctuations unrelated to our operating performance may also materially affect the [**REDACTED**] and [**REDACTED**] of our Shares.

Furthermore, our Directors and employees may face claims and lawsuits, including class action lawsuits, as a result of their position in other public companies. The existence of litigation, claims, investigations and proceedings against our Directors and employees, even if they do not involve us, may harm our reputation and adversely affect the trading price of our Shares.

Potential [REDACTED] will experience immediate and substantial dilution as a result of the [REDACTED] and could face dilution as a result of future equity financings.

As the [**REDACTED**] our Shares is higher than the 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 receive an increase in the [**REDACTED**] adjusted net tangible asset value per Share of their shares. In addition, holders of our Shares may experience further dilution of their interest if the [**REDACTED**] exercise the [**REDACTED**] or if we issue additional shares in the future to raise additional capital.

Future or perceived sales of substantial amounts of our Shares could affect their [REDACTED].

Future sales of substantial amounts of our Shares or other securities relating to our Shares in the public market, or the issuance of [**REDACTED**] or other securities relating to our Shares, or the perception that such sales or issuances may occur could all cause a decline in the [**REDACTED**] of our Shares.

Our Controlling Shareholders may exert substantial influence over our operations and may not always be aligned with interests of the independent Shareholders.

Immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), our Controlling Shareholders will be able to exercise significant influence over matters requiring Shareholders' approval, including the election of Directors and the approval of certain significant corporate transactions. Such concentration of ownership also may have the effect of delaying, preventing or deterring a change in control of the Group that would otherwise benefit the Shareholders. The interests of our Controlling Shareholders may not always coincide with our or your best interests. If the interests of our Controlling Shareholders conflict with our interests or those of the other Shareholders, or if our Controlling Shareholders choose to cause our business to pursue strategic objectives that conflict with our interests or those of the other Shareholders, we or those other Shareholders, including you, may be disadvantaged as a result.

We may not pay any dividends in the future.

We cannot guarantee when and in what form dividends will be paid on our Shares following the [**REDACTED**]. The declaration of dividends is proposed by the Board and is based on, and limited by, various factors, including without limitation, our business and financial performance, capital and regulatory requirements and general business conditions. We may not have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future, even if our financial statements indicate that our operations have been profitable. For details, see "Financial Information — Dividends."

If securities or industry analysts do not publish research reports about our business, or if they adversely change their recommendations regarding our Shares, the [REDACTED] and [REDACTED] of our Shares may decline.

The [**REDACTED**] for our Shares may be influenced by research reports that industry or securities analysts publish about us or our business. If one or more analysts who cover us downgrade our Shares or publish negative opinions about us, the [**REDACTED**] of our Shares would likely decline regardless of the accuracy of the information. If one or more of these analysts cease coverage of us or fail to regularly publish reports on us, we could lose visibility in the financial markets, which, in turn, could cause the [**REDACTED**] or [**REDACTED**] of our Shares to decline.

We are incorporated under the laws of Cayman Islands and you may face difficulties in protecting your interests under the laws of the Cayman Islands.

Our corporate affairs are governed by our Memorandum of Association, Articles of Association, the Cayman Companies Act, and the common law of the Cayman Islands. Your rights, as a Shareholder, to take action against the Directors, the rights of minority Shareholders to institute actions and the fiduciary responsibilities of our Directors to us under Cayman Islands law are to a large extent governed by the common law of the Cayman Islands. The common law of the Cayman Islands is derived in part from comparatively limited judicial precedent in the Cayman Islands as well as from English common law, which has persuasive, but not binding, authority on a court in the Cayman Islands. There may be difficulty in protecting your interest under the law of Cayman Islands, and your rights and the fiduciary responsibilities of our Directors under Cayman Islands law may not be the same as they would be under statutes or judicial precedent of other jurisdictions.

Certain facts, forecasts and statistics contained in this document are derived from publicly available official government sources and they may not be reliable.

Certain facts, forecasts and statistics in this document relating to the PRC, the PRC economy and industries relevant to us have been derived from various official government publications. We have taken reasonable care in the reproduction or extraction of the official government publications for the purpose of disclosure in this document. However, the information from official government sources may not be accurate, reliable, complete or up to date, and has not been independently verified by us, the Sole Sponsor, [**REDACTED**], any of their respective directors and advisor, or any other persons or parties involved in the [**REDACTED**]. Therefore, we cannot assure you as to the accuracy and reliability of such facts and statistics, which may not be consistent with other information compiled inside or outside the PRC. Furthermore, we cannot assure you that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, you should consider carefully how much weight or importance you should attach to or place on such information or statistics.

You should read the entire document carefully and we strongly caution you not to place any reliance on any information contained in press articles or other media regarding us or 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 may have 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.

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

This document contains forward-looking statements with respect to our business strategies, operating efficiencies, competitive positions, and growth opportunities for existing operations, plans and objectives of management, certain [**REDACTED**] information and other matters. The forward-looking statements, including, among others, those relating to our future business prospects, capital expenditure, cash flows, working capital, liquidity and capital resources are necessary estimates reflecting the best judgment of our Directors and management and involve a number of risks and uncertainties that could cause actual results to differ materially from those suggested by the forward-looking statements. As a result, these forward-looking statements should be considered in light of various important factors, including those set out in "Risk Factors" in this document. Accordingly, such statements are not a guarantee of future performance and you should not place undue reliance on any forward-looking information. All forward-looking statements in this document are qualified by reference to this cautionary statement.