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Application Proof of

NOVA INSIGHT TECHNOLOGY LIMITED

暖哇洞察科技有限公司

(the “Company”)

(Incorporated in the Cayman Islands with limited liability)

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Nova Insight Technology Limited
暖哇洞察科技有限公司

(Incorporated in the Cayman Islands with limited liability)

[REDACTED]

Number of [REDACTED] under the [REDACTED]	[REDACTED] Shares (subject to the [REDACTED])
Number of [REDACTED]	[REDACTED] Shares (subject to [REDACTED])
Number of [REDACTED]	[REDACTED] Shares (subject to [REDACTED] and the [REDACTED])
[REDACTED]	HK\$[REDACTED] per [REDACTED], plus brokerage of 1.0%, SFC transaction levy of 0.0027%, Stock Exchange trading fee of 0.00565% and AFRC transaction levy of 0.00015% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value [REDACTED]	US\$0.0001 per Share [●]

Joint Sponsors, [REDACTED]

J.P.Morgan



[REDACTED]

[●]

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[REDACTED]

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SUMMARY

This summary aims to give you an overview of the information contained in this document. As this is a summary, it does not contain all the information that may be important to you. You should read this document in its entirety before you decide to invest in the [REDACTED]. There are risks associated with any investment. Some of the particular risks in investing in the [REDACTED] are set out in “Risk Factors” of this document. You should read that section carefully before you decide to invest in the [REDACTED]. Your [REDACTED] should be made in light of these considerations.

OVERVIEW

Who We Are

We are an independent AI-driven technology company in the insurance industry, which processed the largest number of insurance cases in China in 2024, according to the Frost & Sullivan Report, with full-stack risk analytics capabilities, enhancing underwriting capabilities and improving claims efficiency of insurance companies.

The insurance transaction lifecycle typically comprises four key stages, namely product design, underwriting, claim management and policy servicing. As an AI-driven technology company in the insurance industry with full-stack risk analytics capabilities, we are dedicated to offering AI-driven technologies to facilitate the entire operational lifecycle of insurance companies with a specific focus on two key segments — underwriting and claim management. Using risk analytics technologies, our solutions enable faster and more accurate risk-based assessments, enhance operational efficiency and streamline the decision-making process. Our solutions are accessible via modular packages hosted on our cloud-based infrastructure that can be easily integrated with our clients through an application programming interface (API) layer.

As of December 31, 2025, our solutions had been cumulatively adopted by 115 insurance companies, including nine of the top ten insurance companies in China in terms of insurance premiums in 2025, according to the Frost & Sullivan Report. In 2025, our revenue generated from nine of the top ten insurance companies in China amounted to RMB162.6 million, representing 15.9% of our revenue in the same year. As of December 31, 2025, we had cumulatively performed 221.4 million cases of underwriting reviews and claim investigations and served more than 44.0 million customers of insurance companies. We also facilitated a cumulative first-year premium (“FYP”) of RMB13.0 billion as of December 31, 2025 since our inception.

Our Business Model

Our solutions span the entire insurance transaction lifecycle, with a focus on underwriting solutions and claim solutions. Our pricing model is primarily outcome based, reflecting the value that we deliver through our risk analytics capabilities. Our clients generally pay us based on parameters such as premiums facilitated and reduced loss ratios. Leveraging our risk analytics capabilities, industry-specific expertise, open-source large models and our proprietary knowledge base comprising 340 million health insurance risk analytics datasets, we have developed multi-agent AI systems tailored for different scenarios in insurance operation workflows. These systems combine open-source large language models (“LLMs”) with industry-specific models that help insurance company clients improve customer engagement, underwriting risk assessment, claim management and customer services.

Our Solutions

Nova Underwriting Solutions

During the Track Record Period, a majority of our revenue from underwriting solutions was attributable to customer engagement and underwriting risk management. Our customer engagement solutions help our clients match insurance products with potential customers more accurately and design tailored marketing strategies in real time. Instead of relying on generic sales scripts, these solutions support personalized communication with each customer. By engaging policyholders through multiple tools, including voice agents and online agents, our customer engagement

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solutions help insurance companies improve lead conversion rates and increase the long-term value of their customers by facilitating cross-selling and policy renewal. We also leverage targeted advertising across various public online channels, including social media, short-video platforms and search engines to generate unique customer leads for our clients.

Our underwriting risk management solutions help insurance companies to intellectualize pre-underwriting pricing and risk analytics, allowing for improved policy terms and risk assessment results. By combining our robust medical data coverage with deep understanding of insurance products, we translate complex customer information into standardized, quantifiable risk profiles. Our solutions leverage extensive medical data and medical report databases to build accurate customer risk profiles, enabling us to map policy applicants with specific insurance products and assess risk levels even when direct diagnostic results are unavailable. Our Alamos system can automatically process policy applications, reject high-risk cases and match applicants with alternative products aligned with their risk profiles. In 2025, we helped clients filter out 3.0% to 10.0% of high-risk applicants from their total applicants and provided risk analytics recommendations to our clients in an average of less than one second per case.

In addition, we collaborate with insurance companies and pharmaceutical companies to design and deliver specialty health insurance products, particularly for individuals with pre-existing conditions who are not eligible for traditional insurance products and patients with rare diseases seeking innovative therapeutics. These products provide comprehensive protection covering critical illness and medical expenses for populations previously excluded from traditional insurance coverage due to pre-existing conditions. By integrating our extensive medical databases with industry insights and applying precise underwriting combined with manual review, we enable differentiated underwriting approaches tailored to specific disease types and severity levels. As of December 31, 2025, we partnered with 9 major insurance companies and launched 17 specialty disease insurance products, covering 22 indications (such as breast cancer and thyroid cancer) and 12 innovative therapeutics. These insurance products provide benefit payments to insured individuals upon a confirmed diagnosis of a covered indication occurring within the policy term.

Nova Claim Solutions

Our claim solutions help clients manage insurance claims from inception to resolution, improving efficiency, accuracy and customer satisfaction. During the Track Record Period, a majority of our revenue from claim solutions was attributable to claim review and claim investigation.

Our claim solutions support the entire claim lifecycle, beginning with claim reporting and data collection. We leverage advanced proprietary claim analytics capabilities and access to a variety of databases, enabling claims initiation without uploading supporting materials. These databases primarily include e-invoice systems and databases of hospitals, the National Health Commission and medical examination institutions.

Our smart data entry system automatically standardizes data submitted by claimants and creates comprehensive, case-specific claim files by integrating automated image and text recognition technologies, including OCR and LLMs. This system automatically extracts critical information from lengthy and unstructured documents, including e-invoices and medical records, accurately and efficiently.

Following data collection, a coordinated set of specialized AI agents streamline and automate claims assessment and settlement. These agents work sequentially to translate complex policy provisions into structured rules, standardize raw claim materials, evaluate claim eligibility, run scenario-based liability checks, calculate payouts in accordance with policy terms and continuously audit the evidence trail to detect potential fraud. For claims requiring deeper scrutiny, our claim investigation capabilities employ a proprietary model that leverages a comprehensive health insurance knowledge base combined with access to a wide range of healthcare data sources. It systematically analyzes customer profiles and claim histories to conduct thorough risk assessments, performing online checks of medical visit histories and treatment records across hospitals to identify anomalies such as forged prescriptions, fabricated medical records or irregular claim patterns. This risk-based approach accelerates low-risk claims approval while directing high-risk cases to offline investigation, minimizing costs associated with fraudulent claims and ineligible

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payouts and improving the experience for genuine policyholders. In 2025, we helped our insurance company clients review 5.3 million claim cases, representing an increase of 43.2% compared with the number of cases reviewed in 2024.

Furthermore, we collaborate with pharmaceutical companies, medical institutions and medical consulting agencies to help our insurance company clients offer various value-added health management services to their customers, which primarily include health screening, medical consultation, critical illness management and minor illness reimbursement. We charge variable fees based on transaction volume for such services. Such value-added services promote better health outcomes for policyholders, especially for those with chronic or pre-existing conditions, and help our clients reduce loss ratios.

Software Development Services

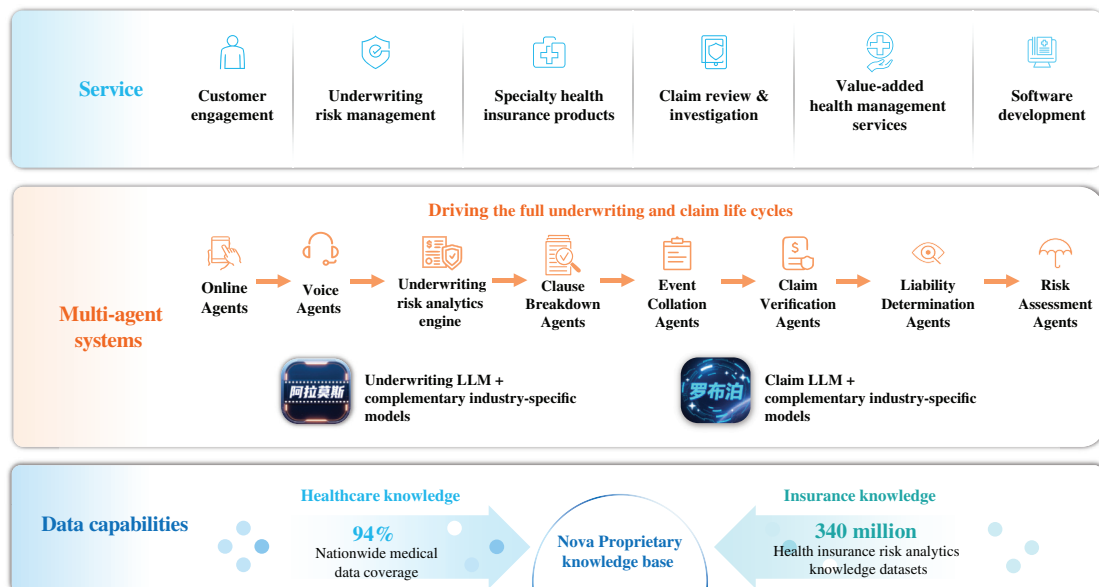
We provide software development services as part of our underwriting and claim solutions primarily to insurance companies. Our services focus on the design and development of interfaces, systems, digital marketing platforms and digital infrastructure that complement our underwriting and claim solutions. Our software development solutions deliver end-to-end industry capabilities covering the entire insurance transaction lifecycle, including customer engagement, underwriting and claim management. By digitalizing core operational systems and streamlining workflows, we enable insurance companies to improve operating efficiency and enhance customer experience throughout the underwriting and claim processes.

Our software development services involve customized development based on our standard product offerings, tailored to meet the specific operational requirements and system architectures of each insurance company client. In contrast, other solutions in our underwriting and claim solutions generally do not involve customization and are delivered as standardized solutions.

Pricing

We price our solutions considering a variety of factors, such as types of solutions, competitive landscape, technologies embedded and R&D and maintenance cost, as well as criteria such as premium facilitated and reductions in loss ratio relative to predetermined targets. For details, see “Business—Overview—Our Business Model—Pricing.”

Our Core Technologies



SUMMARY

Our proprietary technologies combine data analytics capabilities, multi-agent AI systems and cloud-based architectures to drive the transformation of China’s insurance industry. Our multi-agent AI systems, Alamos and Lop Nur, deliver comprehensive underwriting and claim solutions, which help insurance companies to offer health insurance products, engage customers more effectively and provide value-added health management services with greater operational efficiency.

Our modular, cloud-based infrastructure allows insurance companies to integrate, customize and scale technology solutions to meet evolving demands. We offer seamless connectivity, uninterrupted service and continuous updates, helping insurance companies accelerate product launches and adapt swiftly to regulatory changes.

Our Proprietary Knowledge Base

Founded during the rapid growth period of China’s health insurance industry, we have leveraged our early market entry to accumulate relevant industry expertise and data assets. We have one of the largest knowledge bases in China as measured by the total amount of insurance knowledge and medical knowledge in 2024, including insurance product knowledge, disease knowledge, medical test results and treatment records, according to the Frost & Sullivan Report. Our knowledge base includes insurance product information, disease knowledge, medical test results and treatment records.

Multi-agent AI Systems

During the Track Record Period, our Alamos and Lop Nur systems have undergone continuous iteration. Initially developed as domain-specific models, these systems have evolved into specialized, knowledge-driven multi-agent AI systems, grounded in practical business scenarios. This evolution ensures that both systems not only leverage foundational AI models but also incorporate industry-specific expertise, providing intelligent, scenario-based support that is integrated throughout the insurance transaction lifecycle.

Alamos

Alamos is a multi-agent AI system tailored for customer engagement and underwriting through both voice agents and online agents. By analyzing customer profiles alongside historical behavior data, our AI agents can identify customer needs and policy purchase intentions, generate high-quality scripts, interact and engage with customers in real time and match their demands with suitable insurance products. This approach has significantly strengthened our clients’ ability to engage potential and existing customers and drive cross-selling and policy renewal. After the Alamos system was implemented in 2024, premiums generated from customers engaged by our AI agents on multiple occasions increased by 36.4% compared to the period before the system was introduced.

Lop Nur

Lop Nur is a multi-agent AI system that integrates multiple AI agents, our knowledge base and professional tools to facilitate the entire claim process. During data collection, Lop Nur uses e-invoice processing, optical character recognition (OCR) and LLMs to interpret claim data and to swiftly and securely gather authorized electronic health records from hospitals, improving both the accuracy and completeness of information collected. Lop Nur’s multi-agent claim system then reviews cases against its insurance databases to determine liability, calculate payouts and flag high-risk or potentially fraudulent claims that require offline investigation.

By automating the decision-making process that previously required manual review, Lop Nur streamlines and enhances the entire claim process, helping insurance companies to achieve higher accuracy and efficiency compared with traditional manual workflows.

SUMMARY

OUR STRENGTHS

We continue to strengthen our competitive edge to enhance our market position. Our success is attributed to the following competitive strengths, which we believe will continue to drive our future business operation: (i) AI-driven technology company in the insurance industry specializing in risk analytics solutions; (ii) industry-specific AI capabilities; (iii) proprietary risk analytics capabilities driven by comprehensive data ecosystem; (iv) high quality and loyal client base with enduring relationships; and (iv) proven and experienced management.

OUR STRATEGIES

To enhance our competitive strengths and promote comprehensive growth, we have formulated the following key development strategies: (i) invest in multi-agent AI systems and data analytics capabilities; (ii) expand solutions and product offerings and coverage; (iii) expand our ecosystem; and (iv) pursue growth through strategic acquisitions and expansion opportunities.

KEY OPERATING METRICS

The following table sets forth certain of our key operating data for our underwriting solutions and claim solutions during the Track Record Period.

	As of/For the year ended December 31,		
	2023	2024	2025
Number of customers	112	160	245
Number of customers that adopt both solutions . .	19	34	52
Revenue retention rate (%)	160.2	134.0	96.5
Customer retention rate (%).	74.2	77.7	69.6

For more details and other key operating metrics, see “Business—Key Operating Metrics.”

COMPETITION

As an AI-driven technology company, we operate in China’s insurance AI technology market. According to the Frost & Sullivan Report, there were approximately 50 market participants operating in China’s insurance AI technology market as of December 31, 2025. We primarily compete with other insurance AI technology companies in China. We may also in the future face competition from new market entrants that will increase competition in the markets were we operate. The rapid development and commercialization of AI technologies may lower barriers to entry and enable both existing competitors to expand their capabilities and new entrants to develop competitive solutions more quickly, potentially intensifying competition in our market. According to the Frost & Sullivan Report, market participants compete primarily based on factors including (i) advancement in AI technologies, (ii) sufficient industry know-how, (iii) access to and analysis of health and medical data, (iv) R&D capability and (v) ecosystem support.

OUR CUSTOMERS AND SUPPLIERS

Our customers are primarily insurance companies in China. In each period during 2023, 2024 and 2025, revenue from our five largest customers in each period amounted to RMB543.1 million, RMB745.5 million and RMB618.6 million, respectively, which accounted for 82.9%, 78.9% and 60.3% of our revenue for the corresponding period, respectively. In each period during 2023, 2024 and 2025, revenue from our largest customer in each period amounted to RMB404.7 million, RMB427.0 million and RMB443.2 million, respectively, which accounted for 61.8%, 45.2% and 43.3% of our revenue for the corresponding period, respectively.

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Our suppliers primarily include providers of data and telecommunication services and providers of insurance assessment services. In each period during 2023, 2024 and 2025, purchases from our five largest suppliers in each period amounted to RMB119.8 million, RMB198.7 million and RMB197.2 million, respectively, which accounted for 29.2%, 33.8% and 29.3% of our total purchases for the corresponding periods, respectively. In each period during 2023, 2024 and 2025, purchases from our largest supplier in each period amounted to RMB32.6 million, RMB76.2 million and RMB61.7 million, respectively, which accounted for 7.9%, 13.0% and 9.2% of our total purchases for the corresponding periods, respectively.

CONTINUING CONNECTED TRANSACTIONS

We have entered into, and are expected to continue, certain transactions which would constitute continuing connected transactions under Chapter 14A of the Listing Rules after the Listing. These transactions include (i) ZhongAn Services Provision Framework Agreement; (ii) ZhongAn Services Procurement Framework Agreement; and (iii) Raipeng Services Procurement Framework Agreement. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], waiver in relation to the non-exempt continuing connected transactions between us and our connected persons under Chapter 14A of the Listing Rules. For further details, see “Connected Transactions”.

PRE-[REDACTED] INVESTMENTS

Since our incorporation, we have attracted certain Pre-[REDACTED] Investors and completed several rounds of equity financing in the past few years to raise funds for the development of our business. For further information of the identity and background of the Pre-[REDACTED] Investors and the principal terms of the Pre-[REDACTED] Investments, see “History, Development and Corporate Structure — Pre-[REDACTED] Investments.”

RISK FACTORS

There are certain risks and uncertainties involved in investing in our Shares, some of which are beyond our control. These risks are set out in “Risk Factors” in this document. Some of the major risks we face include:

- If we are unable to develop, apply and upgrade technology effectively in driving value for our insurance company clients, our relationships with insurance company clients could be adversely affected, which could in turn adversely affect our business, results of operations, financial condition and prospects.
- Our business is heavily regulated and subject to evolution and developments in laws, regulations and policies.
- We are subject to competition in the insurance AI technology market in which we operate, and we may not be able to compete effectively.
- We use open-source software to conduct our R&D activities, any error in such software or failure to maintain these licenses could adversely affect our business.
- We have incorporated, and plan to incorporate in the future, AI capabilities into some of our operational process. AI technology and relevant laws and regulations are new and developing and may present risks that could affect our business, results of operations, financial condition and prospects.

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SUMMARY OF KEY FINANCIAL INFORMATION

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

Summary of Consolidated Statements of Profit or Loss

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

	Year ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
<i>(RMB in thousands, except for percentages)</i>						
Revenue	654,732	100.0	943,836	100.0	1,023,886	100.0
Cost of services	(273,078)	(41.7)	(473,414)	(50.2)	(540,890)	(52.8)
GROSS PROFIT	381,654	58.3	470,422	49.8	482,996	47.2
Other income and gains	4,200	0.6	4,572	0.5	5,050	0.5
Selling and distribution expenses	(163,393)	(25.0)	(146,555)	(15.5)	(165,599)	(16.2)
Administrative expenses	(134,423)	(20.5)	(182,708)	(19.4)	(199,413)	(19.5)
Research and development expenses	(69,298)	(10.6)	(93,988)	(10.0)	(86,583)	(8.5)
Loss on changes in fair value of financial liabilities at FVTPL	(256,735)	(39.2)	(205,535)	(21.8)	(303,550)	(29.6)
Other expenses	(101)	(0.0)	(54)	(0.0)	(49)	(0.0)
Impairment for financial assets and contract assets	(1,060)	(0.2)	(57)	(0.0)	(1,862)	(0.2)
Finance costs	(767)	(0.1)	(1,374)	(0.1)	(1,038)	(0.1)
LOSS BEFORE TAX	(239,923)	(36.6)	(155,277)	(16.5)	(270,048)	(26.4)
Income tax (expense)/ credits	20	0.0	39	0.0	276	0.0
LOSS FOR THE YEAR	(239,903)	(36.6)	(155,238)	(16.4)	(269,772)	(26.3)

NON-IFRS MEASURES

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure) and adjusted net profit margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe these non-IFRS measures, when shown in conjunction with the corresponding IFRS measures, facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items.

We believe these measures provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted net profit (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRS. We define adjusted net profit (non-IFRS measure) as net profit for the period adjusted by adding back equity-settled share-based payment expenses, losses on changes in fair value of

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financial liabilities, and listing expenses, and adjusted net profit margin (non-IFRS measure) as adjusted net profit (non-IFRS measure) divided by revenue. The adjustments have been consistently made during the Track Record Period.

The following table reconciles our adjusted net profit (non-IFRS measure) for the periods indicated with our loss for the year or period presented in accordance with IFRS:

	Year ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss for the year	(239,903)	(155,238)	(269,772)
Add:			
Equity-settled share-based payment expenses ⁽¹⁾	1,683	2,436	14,045
Losses on changes in fair value of financial liabilities ⁽²⁾	256,735	205,535	303,550
Listing expenses ⁽³⁾	[REDACTED]	[REDACTED]	[REDACTED]
Adjusted net profit (non-IFRS measure)	18,515	57,500	60,554
Adjusted net profit margin (non-IFRS measure)⁽⁴⁾	2.8%	6.1%	5.9%

Notes:

1. Equity-settled share-based payment expense is a non-cash expense arising from granting share-based compensation to selected employees. It mainly represents the arrangement that we receive services from employees as consideration for our equity instruments. Equity-settled share-based payment is not expected to result in future cash payments. Share-based payment is recorded under our selling and marketing expenses, administrative expenses and research and development expenses, and equity-settled share-based payment expenses in the above table represents the sum of that recorded under each type of such expenses.
2. Losses on changes in fair value of financial liabilities are non-cash in nature arising from the convertible redeemable preferred shares and convertible instruments issued to investors including Pre-[REDACTED] Investments. The convertible redeemable preferred shares will be automatically converted into Ordinary Shares upon completion of the [REDACTED], and we do not expect to further record this item after the Listing.
3. Listing expenses are primarily related to our [REDACTED].
4. Adjusted net profit margin (non-IFRS measure) equals adjusted net profit (non-IFRS measure) for the year/period divided by revenue for the year/period and multiplied by 100%.

We recorded an adjusted net profit margin (non-IFRS measure) of 2.8%, 6.1% and 5.9% in 2023, 2024 and 2025, respectively.

Revenue

We had revenue of RMB654.7 million, RMB943.8 million and RMB1,023.9 million in 2023, 2024 and 2025, respectively, which generally reflects the provision of our underwriting and claim solutions.

Revenue by Business Line

During the Track Record Period, we generated revenue primarily from the sales of (i) underwriting, including customer engagement, underwriting risk management, specialty health insurance products and underwriting-related software development services, and (ii) claim

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solutions, including claim review and claim investigation, value-added health management services and claim-related software development services. The following table sets forth a breakdown of our revenue by business line for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Underwriting solutions						
Customer engagement	209,891	32.1	483,645	51.2	436,463	42.6
Underwriting risk management. . .	212,994	32.5	217,950	23.1	235,440	23.0
Specialty health insurance products	3,547	0.5	3,348	0.4	4,594	0.5
Underwriting-related software development services	36,016	5.5	27,459	2.9	30,133	2.9
Subtotal	462,448	70.6	732,402	77.6	706,630	69.0
Claim solutions						
Claim review and claim investigation	144,376	22.1	139,175	14.7	218,705	21.4
Value-added health management services.	12,690	1.9	42,914	4.5	66,403	6.5
Claim-related software development services	35,218	5.4	29,345	3.1	32,148	3.1
Subtotal	192,284	29.4	211,434	22.4	317,256	31.0
Total	654,732	100.0	943,836	100.0	1,023,886	100.0

We experienced rapid growth during the Track Record Period. Our revenue increased by 44.2% from RMB654.7 million in 2023 to RMB943.8 million in 2024 and further increased by 8.5% to RMB1,023.9 million in 2025. The increases were primarily driven by our continuous efforts in expanding our customer base and deepening relationship with existing customers through our diversified service offerings, as well as the successful consolidation of Jiangsu Daotai since October 2023 and Guangzhou Tianxin since September 2025.

Our business and the industry in which we operate depend on the overall economic health. Changes in the condition of China’s economy generally affect the demand and supply of insurance products, which in turn will affect demand for the solutions we provide. See “Risk Factors—Risks Relating to Our Business and Industry—Weakened economic conditions may affect the insurance industry in China, including the rate of information technology spending, which could cause our insurance company client to defer or forego purchases of our solutions or services.”

Cost of Services

Our cost of services during the Track Record Period primarily consisted of (i) data and investigation expenses in relation to our online underwriting data verification, claim review and investigations, (ii) telecommunication expenses in relation to our underwriting solutions, (iii) customer support expenses incurred for customer services and customer engagement in relation to our underwriting solutions, (iv) consultation costs in relation to our health management services, and (v) others, primarily include insurance brokerage fees and technical service fees. The following table sets forth a breakdown of our cost of services by nature for the periods indicated.

SUMMARY

	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Data and investigation expense	132,179	48.4	116,147	24.5	155,162	28.7
Telecommunication expense	27,016	9.9	203,942	43.1	136,996	25.3
Customer support expense	79,505	29.1	91,856	19.4	121,276	22.4
Health management costs	1,840	0.7	27,387	5.8	37,476	6.9
Labor costs	14,203	5.2	5,229	1.1	39,733	7.3
Rental cost	392	0.1	310	0.1	977	0.2
Depreciation and Amortization	106	0.0	32	0.0	242	0.0
Others	17,837	6.5	28,511	6.0	49,028	9.1
Total	273,078	100.0	473,414	100.0	540,890	100.0

In 2023, 2024 and 2025, our cost of services amounted to RMB273.1 million, RMB473.4 million and RMB540.9 million, accounted for 41.7%, 50.2% and 52.8% of revenue in the same periods, respectively. Our cost of services increased primarily in line with our business expansion.

Gross Profit and Gross Profit Margin

The following table sets forth our gross profit and gross profit margins by product categories for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
<i>(RMB in thousands, except for percentages)</i>						
Underwriting Solutions						
Customer engagement	87,427	41.7	172,147	35.6	141,262	32.4
Underwriting risk management	189,684	89.1	196,796	90.3	202,207	85.9
Specialty health insurance products	3,355	94.6	3,154	94.2	4,570	99.5
Underwriting-related software development services	26,108	72.5	18,300	66.6	21,273	70.6
Subtotal	306,574	66.3	390,397	53.3	369,312	52.3
Claim Solutions						
Claim review and claim investigation	38,097	26.4	43,611	31.3	62,325	28.5
Value-added health management services	11,766	92.7	15,283	35.6	25,468	38.4
Claim-related software development services	25,217	71.6	21,131	72.0	25,891	80.5
Subtotal	75,080	39.0	80,025	37.8	113,684	35.8
Total	381,654	58.3	470,422	49.8	482,996	47.2

Our gross profit margin of our sales of underwriting solutions decreased from 66.3% in 2023 to 53.3% in 2024, primarily due to the higher telecommunication costs that arose from our acquisition of Jiangsu Daotai. Jiangsu Daotai focuses on AI outbound calls and text messages for customer engagement, leading to a different cost structure compared to our Group’s customer engagement. In particular, the gross profit margin of our customers engagement services decreased from 41.7% in 2023 to 35.6% in 2024.

SUMMARY

Loss for the Period

We had net losses of RMB239.9 million, RMB155.2 million and RMB269.8 million in 2023, 2024 and 2025, respectively. Our net losses were primarily due to losses on changes in fair value of financial liabilities in relation to our convertible redeemable preferred shares and convertible instruments issued to investors.

Summary of Consolidated Statements of Financial Position

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

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Total non-current assets	77,391	85,745	76,703
Total current assets	487,962	658,480	787,368
Total current liabilities	1,267,450	1,615,634	1,962,582
Net current liabilities	(779,488)	(957,154)	(1,175,214)
Total assets less current liabilities	(702,097)	(871,409)	(1,098,511)
Total non-current liabilities	1,861	10,673	(10,047)
Net liabilities	(703,958)	(882,082)	(1,108,558)

We recorded net current liabilities of RMB779.5 million, RMB957.2 million and RMB1,175.2 million as of December 31, 2023, 2024 and 2025, respectively. Our net current liability position was substantially attributable to financial liabilities at FVTPL of RMB881.7 million, RMB1,228.7 million and RMB1,502.1 million as of December 31, 2023, 2024 and 2025, respectively. Among our financial liabilities at FVTPL, we had convertible instruments of RMB66.6 million, RMB139.2 million and nil as of December 31, 2023, 2024 and 2025, and convertible redeemable preferred shares of RMB803.2 million, RMB1,089.5 million and RMB1,502.1 million as of December 31, 2023, 2024 and 2025, respectively. Our convertible redeemable preferred shares will be redesignated from liabilities to equity and automatically converted into our ordinary shares upon the Listing. We do not expect to recognize any further loss or gain on changes in fair value of convertible redeemable preferred shares thereafter, and we would achieve a net asset position.

Our net liabilities increased by 25.3% from RMB704.0 million as of December 31, 2023 to RMB882.1 million as of December 31, 2024, primarily due to (i) our loss for the year of RMB155.2 million, (ii) exchange differences on translation of RMB13.8 million and (iii) dividends payables to non-controlling interest holders of RMB11.5 million. Our net liabilities increased by 25.7% to RMB1,108.6 million as of December 31, 2025, primarily due to (i) our loss for the year of RMB269.8 million, partially offset by (i) exchange differences on translation of RMB29.2 million and (ii) share-based payment compensation of RMB14.0 million.

Summary of Consolidated Statements of Cash Flow

The following table sets forth a summary of our consolidated cash flow statement for the years indicated.

	Year ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Net cash generated from operating activities	4,642	7,039	51,720
Net cash (used in)/generated from investing activities	27,256	(16,591)	(40,390)
Net cash generated from financing activities	3,101	39,471	69,535

SUMMARY

	Year ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Net increase in cash and cash equivalents	34,999	29,919	80,865
Cash and cash equivalents at the beginning of the period	102,294	137,170	166,964
Effect of foreign exchange rate changes, net	(123)	(125)	(720)
Cash and cash equivalents at the end of the year	137,170	166,964	247,109

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as of the dates or for the periods indicated.

	As of/Year ended December 31,		
	2023	2024	2025
Gross profit margin ⁽¹⁾	58.3%	49.8%	47.2%
Adjusted net profit margin (non-IFRS) ⁽²⁾	2.8%	6.1%	5.9%

Notes:

- (1) Gross profit margin is calculated using gross profit divided by revenue as of the dates indicated.
- (2) Adjusted net profit margin (non-IFRS measure) equals adjusted net profit (non-IFRS measure) for the year divided by revenue for the year and multiplied by 100%.

[REDACTED]

The statistics below are based on the assumption that [REDACTED] are issued under the [REDACTED]:

	Based on the low end of the indicative [REDACTED] Range of HK\$[REDACTED] per [REDACTED]	Based on the high end of the indicative [REDACTED] Range of HK\$[REDACTED] per [REDACTED]
Market capitalization of our Shares ⁽¹⁾	HK\$[REDACTED] million	HK\$[REDACTED] million
Unaudited [REDACTED] adjusted consolidated net tangible assets per Share ⁽²⁾	HK\$[REDACTED]	HK\$[REDACTED]

Notes:

- (1) The calculation of market capitalization is based on [REDACTED] Shares will be in issue immediately following the completion of the [REDACTED] assuming the [REDACTED] is not exercised.
- (2) The unaudited [REDACTED] adjusted consolidated net tangible assets per Share is calculated after the adjustments referred to in Part A of Appendix II to this document and on the basis of [REDACTED] Shares to be in issue immediately following the completion of the [REDACTED].

SUMMARY

FUTURE PLANS AND [REDACTED]

Assuming that the [REDACTED] is not exercised, after deducting the [REDACTED] commissions and other estimated offering expenses payable by us in connection with the [REDACTED], and assuming an [REDACTED] of HK\$[REDACTED] per Share (being the mid-point of the indicative [REDACTED] range of HK\$[REDACTED] to HK\$[REDACTED]), we estimate that we will receive net proceeds of approximately HK\$[REDACTED] million from the [REDACTED]. We intend to use the proceeds as set forth below: (i) approximately [30.0]% (or HK\$[REDACTED]) will be allocated to improve our operating efficiency and analytical capabilities through the enhancement of R&D and technology infrastructure; (ii) approximately [30.0]% (or HK\$[REDACTED]) will be used in expansion of our geographical coverage, diversification of our insurance coverage and enhancement of our product offerings; (iii) approximately [30.0]% (or HK\$[REDACTED]) will be used in potential strategic investment in insurtech related businesses; and (iv) approximately [10.0]% (or HK\$[REDACTED]) will be used for working capital and general corporate purposes.

DIVIDEND POLICY

We are a holding company incorporated under the laws of the Cayman Islands. During the Track Record Period, we did not make any dividend payment. As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors our Directors consider relevant. Any declaration and payment as well as the amount of dividends will be subject to our Memorandum of Association and Articles of Association and the Cayman Companies Act. As advised by our Cayman Islands legal advisor, under Cayman Islands law, a position of net liabilities or accumulated losses does not necessarily restrict us from declaring and paying dividends to our Shareholders, as dividends may still be declared and paid out of our share premium account notwithstanding our profitability, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business.

MAJOR ACQUISITION OF JIANGSU DAOTAI

In August 2023, we entered into a share transfer agreement with the then shareholders of Jiangsu Daotai for its acquisition. For details, see “History, Development and Corporate Structure—Major Acquisitions, Disposals and Mergers—Acquisition of Jiangsu Daotai”. By acquiring and integrating with Jiangsu Daotai, we expect to benefit in the long-term from its customer engagement capabilities and existing client base and customer relationship, as well as business synergies from cross-selling and up-selling with our clients, products and solutions.

The acquisition of Jiangsu Daotai affected our financial condition and results of operation. Our revenue from customer engagement increased from RMB209.9 million in 2023 to RMB483.6 million in 2024, and gross profit from customer engagement increased from RMB87.4 million in 2023 to RMB172.1 million in 2024. The gross profit margin of our customer engagement decreased from 41.7% in 2023 to 35.6% in 2024. The decrease in gross profit margin of our customer engagement was primarily attributable to the increase in the telecommunication costs from RMB27.0 million in 2023 to RMB203.9 million in 2024. While the Group’s customer engagement are primarily offered as a part of full-stack underwriting solutions holistically, Jiangsu Daotai focuses on AI outbound calls and text messages for customer engagement, leading to a different cost structure compared to our Group’s customer engagement.

In several months of 2025, an industry-wide control on telecom service capacity temporarily reduced the efficiency of Jiangsu Daotai’s AI-driven outbound calls, which constrained our service capacity. Our revenue from customer engagement decreased from RMB483.6 million in 2024 to RMB436.5 million in 2025, and gross profit from customer engagement decreased from RMB172.1 million in 2024 to RMB141.3 million in 2025. The gross profit margin of our customer engagement decreased from 35.6% in 2024 to 32.4% in 2025.

SUMMARY

LISTING EXPENSES

Listing expenses represent professional fees, [REDACTED] commission and other fees incurred in connection with the [REDACTED]. Listing expenses to be borne by us are estimated to be approximately [REDACTED] ([REDACTED]), comprising: (i) [REDACTED] fees of [REDACTED] ([REDACTED]); and (ii) non-[REDACTED] related expenses of [REDACTED] ([REDACTED]), which are further categorized into: (a) fees and expenses of legal advisors and accountants of [REDACTED] ([REDACTED]); and (b) other fees and expenses of [REDACTED] ([REDACTED]), assuming the [REDACTED] is not exercised and based on the [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range), approximately [REDACTED] ([REDACTED]) of which was charged or is expected to be charged to our consolidated statements of profit or loss, and approximately [REDACTED] ([REDACTED]) of which is expected to be deducted from equity upon the completion of the [REDACTED]. The listing expenses are expected to represent approximately [REDACTED]% of the gross proceeds of the [REDACTED], assuming an [REDACTED] of HK\$[REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range) and that the [REDACTED] is not exercised. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

RECENT DEVELOPMENTS

Business Development

Subsequent to the Track Record Period, we achieved strong business growth, supported by rising market demand for our solutions among a diverse range of insurance company clients, including health insurance companies and life insurance companies. Notably, we entered into 17 new agreements to provide our solutions to insurance companies, among which 3 are agreements with life insurance companies subsequent to December 31, 2025 and as of the Latest Practicable Date. During the same period, we also entered into 3 new agreements to provide our solutions to insurance companies and insurtech companies in Hong Kong and Singapore. Looking ahead, we expect to expand our reach and provide our solutions to an even broader base of insurance company clients.

NO MATERIAL ADVERSE CHANGE

Our Directors confirmed that, as of the date of this document, there has been no material adverse change in our financial position since December 31, 2025, and there has been no event since December 31, 2025 that would materially affect the information as set out in the Accountants' Report in Appendix I to this document.

APPLICATION FOR LISTING ON THE STOCK EXCHANGE

We have applied to the Hong Kong Stock Exchange for the granting of the listing of, and permission to deal in, our Shares to be [REDACTED] pursuant to the [REDACTED], on the basis that we satisfy the market capitalization/revenue test under Rule 8.05(3) of the Listing Rules with reference to (i) our revenue for the year ended December 31, 2025, which exceeds HK\$500 million, and (ii) our expected market capitalization at the time of [REDACTED], which exceeds HK\$4 billion.

DEFINITIONS AND ACRONYMS

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

DEFINITIONS

“Absolute Capital”	Absolute Capital III Holding Limited, a company incorporated on July 14, 2021 in BVI and one of the Shareholders;
“Aibang”	Aibang Insurance Brokerage Co., Ltd. (愛邦保險經紀有限公司), a company established on May 27, 2004 in the PRC and a wholly owned subsidiary of our Company;
“Accountants’ Report”	the accountants’ report for the Track Record Period prepared by Ernst & Young, the text of which is set out in Appendix I to this document;
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company adopted on [●] which shall become effective as of the date on which the Shares are listed on the Stock Exchange, as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document;
“associate(s)”	has the meaning ascribed to it under the Listing Rules;
“Bad Weather Signal”	has the meaning ascribed to it under the Listing Rules;
“Board” or “Board of Directors”	the board of Directors;
“business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong;
“BVI”	the British Virgin Islands;

[REDACTED]

“Cayman Companies Act” or “Companies Act”	the Companies Act (As Revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time;
“China” or “PRC”	the People’s Republic of China, except where the content or context requires otherwise;
“close associates(s)”	has the meaning ascribed to it under the Listing Rules;

DEFINITIONS AND ACRONYMS

“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Companies (Winding up and Miscellaneous Provisions) Ordinance”	the Companies (Winding up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time;
“Company”	Nova Insight Technology Limited (暖哇洞察科技有限公司), formerly known as Nova Technology Ltd., a company incorporated in the Cayman Islands as an exempted company on March 4, 2019;
“Compliance Advisor”	Somerley Capital Limited, our compliance advisor
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“connected transaction(s)”	has the meaning ascribed to it under the Listing Rules;
“customers”	either our insurance company clients or customers of our insurance company clients, as the context requires;
“Designated Bank”	HKSCC Participant’s E[REDACTED] Designated Bank;
“Director(s)”	the director(s) of our Company;
“EIT Law”	the PRC Enterprise Income Tax Law (中華人民共和國企業所得稅法), as enacted by the NPC on March 16, 2007 and effective on January 1, 2008, as amended, supplemented or otherwise modified from time to time;
“Extreme Conditions”	extreme conditions as announced by the government of Hong Kong;
“Fast Interface for New Issuance” or “FINI”	an online platform operated by HKSCC that is mandatory for admission to trading and, where applicable, the collection and processing of specified information on subscription in and settlement for all New Listings;
“Former Contractual Arrangements”	a series of contractual arrangements entered into by, among others, Nova Shanghai, Nova Wuxi and its then registered shareholders on July 4, 2019, and terminated on November 6, 2024, further details of which are described in “History, Development and Corporate Structure — Former Contractual Arrangements”;
“Frost & Sullivan”	Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a global market research and consulting company, which is an Independent Third Party;

DEFINITIONS AND ACRONYMS

[REDACTED]

“Group”	our Company and all of our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be);
“Guangzhou Detong”	Guangzhou Detong Private Equity Fund Management Co., Ltd. (廣州德同私募基金管理有限公司), a company established on March 16, 2010 in the PRC and an Independent Third Party;
“Guangzhou Tianxin”	Guangzhou Tianxin Insurance Assessor Co., Ltd. (廣州天信保險公估有限公司), a company established on August 30, 2003 and a subsidiary of our Company
“Guide for New Listing Applicants” or “Guide”	the Guide for New Listing Applicants, as published by the Stock Exchange on November 29, 2023 and effective on January 1, 2024, as amended or supplemented or otherwise modified from time to time;

[REDACTED]

“HKSCC Nominees”	HKSCC Nominees Limited, a wholly owned subsidiary of HKSCC;
“HKSCC Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, from time to time in force;
“HKSCC Participant”	a participant admitted to participate in CCASS as a direct clearing participant, a general clearing participant or a custodian participant;

DEFINITIONS AND ACRONYMS

“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong dollar(s)” or “HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong;

[REDACTED]

“HSG”	HSG Venture VII Holdco, Ltd., a company incorporated on March 21, 2018 in Cayman Islands and one of our substantial Shareholders;
“Independent Third Party(ies)”	individuals or company(ies), who or which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is not a connected person of our Company within the meaning of the Listing Rules;

[REDACTED]

DEFINITIONS AND ACRONYMS

[REDACTED]

“Jiangsu Daotai”

Jiangsu Daotai Information Technology Co., Ltd. (江蘇道泰信息技術有限公司), a company incorporated on July 30, 2021 in the PRC and a subsidiary of our Company;

[REDACTED]

“Joint Sponsors”

the joint sponsors as named in “Directors and Parties Involved in the [REDACTED]” of this document;

“Largest Shareholders”

Mr. Lu and ZhongAn Online, each being the largest shareholder of the Company;

“Latest Practicable Date”

April 6, 2026, being the latest practicable date for the purpose of ascertaining certain information contained in this document prior to its publication;

“Liangxi Kechuang”

Wuxi Liangxi Kechuang Industrial Investment Fund Partnership (L.P.) (無錫市梁溪科創產業投資基金合夥企業(有限合夥)), a company established on February 9, 2023 in the PRC and a Shareholder;

“Listing”

the listing of our Shares on the Main Board;

“Listing Committee”

the listing sub-committee of the board of directors of the Stock Exchange;

“Listing Date”

the date, expected to be on or about [REDACTED] on which dealings in our Shares first commence on the Main Board;

“Listing Rules”

the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented or otherwise modified from time to time;

“Main Board”

the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange;

DEFINITIONS AND ACRONYMS

“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company adopted on [●] which shall become effective as of the date on which the Shares are listed on the Stock Exchange, as amended from time to time, a summary of which is set out in “Summary of the Constitution of our Company and Cayman Islands Company Law” in Appendix III to this document;
“Mr. Lu”	Mr. LU Min (盧旻), our founder, chairman of the Board, an executive Director, our chief executive officer and one of the Largest Shareholders;
“Nova International”	Nova Technology International Limited (暖哇科技國際有限公司), a company incorporated on April 15, 2019 under the Laws of Hong Kong and a wholly owned subsidiary of our Company;
“Nova Shanghai”	Nova (Shanghai) Business Information Consulting Co., Ltd. (暖哇(上海)商務信息諮詢有限公司), a company established on June 24, 2019 in the PRC and a wholly owned subsidiary of our Company;
“Nova Wuxi”	Nova Technology (Wuxi) Co., Ltd. (暖哇科技(無錫)有限公司) (formerly known as Shanghai Nova Technology Co., Ltd. (上海暖哇科技有限公司), a company established on October 18, 2018 in the PRC and a wholly owned subsidiary of our Company;

[REDACTED]

“Option”	a right to subscribe for a specific number of Shares pursuant to the respective grant of the 2022 Share Incentive Scheme or the 2025 Share Option Scheme (as the case maybe);
“Ordinary Share(s)”	ordinary share(s) in the capital of our Company with a par value of US\$0.0001 each

[REDACTED]

DEFINITIONS AND ACRONYMS

[REDACTED]

“PRC Company Law”	the Company Law of the PRC (中華人民共和國公司法), as amended, supplemented or otherwise modified from time to time;
“PRC Data Compliance Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC data compliance law in connection with the [REDACTED];
“PRC Legal Advisor”	Jingtian & Gongcheng, our legal advisor as to PRC laws in connection with the [REDACTED];
“Pre-[REDACTED] Investment(s)”	the pre-[REDACTED] investment(s) in our Company, details of which are set out in “History, Development and Corporate Structure — Pre-[REDACTED] Investments” in this document;
“Pre-[REDACTED] Investor(s)”	the investor(s) of the Pre-[REDACTED] Investments;
“Preferred Shares”	collectively, Series Angel Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares and Series B Preferred Shares;

[REDACTED]

“Raipeng Information”	Suzhou Raipeng Information Technology Co., Ltd. (蘇州瑞鵬信息技術有限公司), a company established on January 28, 2013 in the PRC and the holding company of Suzhou Jinzhiqu Information Technology Co., Ltd (蘇州金智渠信息技術有限公司) and Suzhou Ruixiaoyun Information Technology Co., Ltd (蘇州瑞小雲信息科技有限公司), being two substantial shareholders of Jiangsu Daotai;
“Regulation S”	Regulation S under the U.S. Securities Act;

DEFINITIONS AND ACRONYMS

“Renminbi” or “RMB”	the lawful currency of the PRC;
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong;
“Series A Preferred Shares”	the series A preferred shares of the Company with a par value of US\$0.0001 per Share;
“Series Angel Preferred Shares”	the series Angel preferred shares of the Company with a par value of US\$0.0001 per Share;
“Series A+ Preferred Shares”	the series A+ preferred shares of the Company with a par value of US\$0.0001 per Share;
“Series B Preferred Shares” or “Series B Preference Shares”	the series B preferred shares of the Company with a par value of US\$0.0001 per Share;
“Series B Issue”	the issuance of 9,053,093 Series B Preferred Shares and 2,586,598 Ordinary Shares according to the relevant agreements as referred to in “History, Development and Corporate Structure”;
“Shanghai Delian”	Shanghai Delian Enterprise Management Consulting Partnership (Limited Partnership) (上海德璉企業管理諮詢合夥企業(有限合夥)), a limited partnership established on February 25, 2022;
“Shanghai Dexu”	Shanghai Dexu Investment Management Center (L.P.) (上海德絮投資管理中心(有限合夥)), a limited partnership established on March 22, 2016;
“Share(s)”	Ordinary Share(s) and Preferred Share(s);
“Shareholder(s)”	holder(s) of our Share(s);
[REDACTED]	the [REDACTED] as named in “Directors and Parties Involved in the [REDACTED]”;
	[REDACTED]
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchange and Clearing Limited;
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules;
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Takeovers Code”	the Code on Takeovers and Mergers issued by the SFC, as amended, supplemented or otherwise modified from time to time;

DEFINITIONS AND ACRONYMS

“Track Record Period” the period comprising the three years ended December 31, 2024 and the six months ended June 30, 2025;

“Treasury” the U.S. Department of the Treasury;

[REDACTED]

“U.S.” or “United States” the United States of America, its territories, its possessions and all areas subject to its jurisdiction;

“US\$” or “US dollars” United States dollar(s), the lawful currency of the United States;

“U.S. Securities Act” United States Securities Act of 1933, as amended, supplemented or otherwise modified from time to time;

“we” the Company or the Group, as the context requires;

“Yadun” Shanghai Yadun Insurance Adjustment Co., Ltd. (上海雅盾保險公估有限公司), a company established on February 4, 2005 and indirectly owned as to 98% by our Company;

“ZhongAn Information Technology” ZhongAn Information Technology Services Co., Ltd. (眾安信息技術服務有限公司), a company established on July 7, 2016 in the PRC and wholly owned by ZhongAn Online;

“ZhongAn Online” ZhongAn Online P&C Insurance Co., Ltd. (眾安在綫財產保險股份有限公司), a company established on October 9, 2013 in the PRC, listed on the Stock Exchange (stock code: 6060) and one of the Largest Shareholders;

“ZA Technology” ZA Technology Services Ltd., a company incorporated on February 27, 2019 in BVI and one of our substantial Shareholders;

“2022 Share Incentive Scheme” the 2022 stock incentive plan of our Company as approved by the Board on March 7, 2023;

“2025 Share Option Scheme” the 2025 stock incentive plan of our Company as approved by the Board on September 15, 2025.

ACRONYMS

“AFRC” the Accounting and Financial Reporting Council of Hong Kong;

DEFINITIONS AND ACRONYMS

“CAGR”	compounded annual growth rate, which is calculated by dividing the amount at the end of the period by the amount of the beginning of that period, raising the result to an exponent of one divided by the number of years in the period, and subtracting one from the subsequent result;
“CBIRC”	the China Banking and Insurance Regulatory Commission (中國銀行保險監督管理委員會), the predecessor of NFRA;
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC;
“CIRC”	the China Insurance Regulatory Commission (中國保險監督管理委員會), the predecessor of CBIRC;
“CSRC”	China Securities Regulatory Commission (中國證券監督管理委員會);
“ESG”	environmental, social and corporate governance;
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited;
“IASB”	International Accounting Standards Board;
“IFRS”	International Financial Reporting Standards;
“NFRA”	the National Financial Regulatory Administration (國家金融監督管理總局), formerly known as CBIRC;
“NHC”	the National Health Commission of the PRC (中華人民共和國國家衛生健康委員會);
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會);
“NYSE”	the New York Stock Exchange;
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC;
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局);
“SAIC”	the State Administration for Industry and Commerce of the PRC (中華人民共和國國家工商行政管理總局), which has now been merged into the SAMR;
“SAMR”	the State Administration for Market Regulation of the PRC (中華人民共和國國家市場監督管理總局);

DEFINITIONS AND ACRONYMS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time;
“STA”	the State Taxation Administration of the PRC (中華人民共和國國家稅務總局); and
“VAT”	value-added tax.

For ease of reference, the names of Chinese laws and regulations, governmental authorities, institutions, natural persons or other entities (including certain of our subsidiaries) have been included in the document in both the Chinese and English languages and in the event of any inconsistency, the Chinese versions shall prevail. English translations of company names and other terms from the Chinese language are provided for identification purposes only.

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

For the purpose of this document, references to “provinces” of China include provinces, municipalities under direct administration of the central government and provincial-level autonomous regions.

GLOSSARY OF TECHNICAL TERMS

In this document, unless the context otherwise requires, explanations and definitions of certain terms used in this document in connection with our Company and our business shall have the meanings set out below. The terms and their meanings may not always correspond to standard industry meaning or usage of these terms.

“AI”	artificial intelligence, an area of computer science that focuses on machinery simulation of intelligence displayed by humans and other animals;
“AI agent”	a system or program that utilizes AI to perform tasks and achieve goals autonomously on behalf of a user or another system;
“AI model”	mathematical algorithms which can take unstructured data as input and transform them into informative outputs through its “intelligence,” namely, the capability of perceiving the world, transcribing and organizing information, enhancing or generating content, or making decisions;
“algorithm”	a procedure or formula for solving a problem, based on conducting a sequence of specific actions, especially by a computer;
“API”	application programming interface, a set of predefined rules, protocols and tools that allow users to integrate AI capabilities into applications, websites or software;
“bancassurance”	the distribution of insurance products through banks or other financial institutions;
“claim(s)”	demand(s) made by an insured party or the beneficiary of an insurance policy in respect of a loss which comes within the cover provided on the sum insured by the policy;
“Class II Grade A hospital(s)”	hospital(s) of the highest grading in Class II hospitals;
“Class II hospital(s)”	secondary hospitals that provide comprehensive medical services to a region, which are designated as Class II hospitals by the NHC hospital classification system;
“Class III Grade A hospital(s)”	hospitals of the highest grading in the NHC hospital classification system;
“Class III hospital(s)”	multi-regional hospitals with large capacity that provide high-quality professional medical services, undertake higher education and scientific research initiatives, which are designated as Class III hospitals by the NHC hospital classification system;

GLOSSARY OF TECHNICAL TERMS

“cloud”	a network of remote servers hosted on the internet/intranet and used to store, manage, and process data in place of local servers or personal computers;
“cloud-based”	applications, services or resources made available to users on demand via the internet from a cloud computing provider’s servers with access to shared pools of configurable resources;
“declarative knowledge”	factual information that can be explicitly stated, described or declared. It is knowledge about facts, concepts, rules and principles that can be communicated and documented;
“first-year premium” or “FYP”	represents insurance premium falling due during the first year the insurance policy is in force;
“GWP”	gross written premiums, refer to total premium from a contract expected to be received by an insurance company before deductions for reinsurance or ceding commissions;
“high-risk applicants”	applicants who do not meet the insurer’s underwriting requirements or fail to make full disclosures during the application process, particularly regarding medical history or health disclosures;
“industry-specific”	refers to something that is specialized for or tailored to a particular industry sector or market vertical, rather than being general-purpose or applicable across all industries;
“knowledge base”	a centralized repository of information designed to store complex structured data and capture the knowledge of human experts to support decision-making;
“LLM”	large language model, unless otherwise specified, a deep-learning AI model trained on vast amounts of text to understand, generate and interact in human language;
“loss ratio”	the ratio of incurred claims (paid and reserved) divided by the total premiums collected;
“multi-agent AI system”	a system that consists of multiple AI agents working collectively to perform tasks on behalf of a user or another system;
“natural language processing” or “NLP”	a branch of AI that helps computers understand, interpret and manipulate human language;
“neural network model”	a machine learning model inspired by the structure and functions of the human brain;
“OCR”	optical character recognition, the electronic or mechanical conversion of images of text into machine-encoded text;

GLOSSARY OF TECHNICAL TERMS

“open source”	a source code that is made freely available for possible modification and redistribution;
“policyholder(s)”	purchaser(s) and owner(s) of insurance policies; and
“procedural knowledge”	knowledge about how to perform tasks or execute processes. It is practical, action-oriented knowledge that involves skills, techniques and methods;
“rule-based”	a system or approach that operates according to predefined, explicit rules and logic created by human experts;
“smart data entry system”	a data entry system that leverages advanced technologies including e-invoice processing, OCR and LLMs to interpret relevant claim data; and
“underwriting”	a concept in the insurance industry, the process of examining and classifying insurance risks, in order to decide whether to accept such risks and the conditions on which the risks should be accepted.

FORWARD-LOOKING STATEMENTS

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

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

- our operation and business prospects;
- our strategies, plans, objectives and goals and our ability to successfully implement them;
- estimates of our costs, expenses, future revenues, capital expenditures and our needs for additional financing;
- our ability to attract and retain senior management and key employees;
- future developments, trends, conditions and competitive landscape in the industry and markets in which we operate;
- changes to regulatory and operating conditions in the industry and markets in which we operate;
- our financial condition and operating results and performance;
- our capital expenditure plans;
- our dividend policy;
- industry trends and competition; and
- general political and economic conditions.

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

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

RISK FACTORS

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

These factors are contingencies that may or may not occur, and we are not in a position to express a view on the likelihood of any such contingency occurring. The information given is as of the Latest Practicable Date unless otherwise stated, will not be updated after the date hereof, and is subject to the cautionary statements in the section headed "Forward-Looking Statements" in this document.

We believe there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks related to our business and industry, (ii) risks related to our financial condition, (iii) risks related to doing business in the PRC, and (iv) risks related to the [REDACTED].

Additional risks and uncertainties that are presently not known to us or not expressed or implied below or that we currently deem immaterial could also harm our business, results of operations, financial condition and prospects. You should consider our business and prospects in light of the challenges we face, including those discussed in this section.

RISKS RELATED TO OUR BUSINESS AND INDUSTRY

If we are unable to develop, apply and upgrade technology effectively in driving value for our insurance company clients, our relationships with insurance company clients could be adversely affected, which could in turn adversely affect our business, results of operations, financial condition and prospects.

The effective application of technology is crucial to our business, because we rely on it to provide value to our insurance company clients through technology-based solutions. Failure to apply technology effectively may lead to a failure to meet their expectations, which could negatively impact our reputation and relationship with them and in turn adversely affect our business, results of operations, financial condition and prospects. Because we focus on supporting insurance companies through technology, the future growth of our business is also dependent on the continued acceptance and adoption of digital tools that are effective in assisting insurance companies to sell insurance products to their customers. If such acceptance and adoption were to stall, our business, results of operations, financial condition and prospects could be adversely affected.

In addition, as the insurance AI technology market is rapidly evolving, we must stay abreast of emerging technologies, customer preferences and product trends that will appeal to existing and potential customers. However, such technological upgrades require significant investment of time, money, and resources. We may not be able to make these investments due to budget constraints or other factors, and as a result, we may not be able to keep up with the pace of technological advancements in the applicable industries, which could lead to our competitors gaining an advantage over us in terms of efficiency, user experience, and other important factors. There is no assurance that the solutions and services that we source, design and develop or the insurance products we co-design with insurance company clients will cater to the needs of potential or existing customers, sustain for a period of time that we expect them to, or be accepted by the market at all. Even if we are able to upgrade our solutions catering to the needs of potential and existing customers, there is no assurance that we will be able to recoup the investments that we have made for such upgrade. The return on investment for technology upgrades can be uncertain, and there is always a risk that the benefits of such investments may not materialize as expected.

RISK FACTORS

Therefore, our inability to upgrade our technologies or adapt to technology trends in our industry in a cost-effective way may have a negative impact on our ability to remain competitive, and therefore adversely affect our business, results of operations, financial condition and prospects.

Our business is heavily regulated and subject to evolution and developments in laws, regulations and policies.

We operate in a heavily regulated industry in China, and the regulatory landscape is constantly evolving. Many aspects of business, including the provision of technology services to insurance companies, risk assessment services, claim review services, underwriting services and insurance brokerage are subject to supervision and regulation by various governmental authorities in China. In addition, as we continue to expand the solution offerings, we may be subject to new and more complex regulatory requirements.

In addition, PRC laws and regulations administered by insurance regulatory authorities and other PRC government authorities are evolving. New laws or regulations may be promulgated, which could impose new requirements or prohibitions that render our operations or our technologies non-compliant. Further development of regulations applicable to our business may result in additional restrictions on our operations or more intensive competition in this industry. Our business model and the solutions and services offered by us may need to adapt to new requirements or standards. Compliance with any material developments in the regulatory environment may require significant investment in time and resources, which could significantly alter the competitive landscape of China’s insurance AI technology market and may lead to the loss of some or all of our competitive advantages.

Furthermore, we face flexibilities and differentiation regarding how evolving laws, regulations and regulatory requirements may affect our business. Regulatory authorities have certain legal authorization in administering, interpreting and enforcing these laws, regulations and requirements, including the power to impose regulatory sanctions on industry participants. Misconduct by us in violation of any of these laws, regulations or requirements could result in fines, civil or criminal liabilities, or even disqualification from providing services to our insurance company clients. Any of these outcomes could have a material adverse effect on our business, results of operations, financial condition and prospects.

The PRC regulatory authorities, such as the National Financial Regulatory Administration (“NFRA”), may change the regulatory approach to our shareholding structure and may also conduct various reviews and inspections on our business operations, covering aspects such as financial reporting, tax reporting, internal control and compliance with applicable laws, rules and regulations. If any non-compliance incidents in our business operations are identified, we may be required to take certain rectification measures in accordance with applicable laws and regulations, or we may be subject to other regulatory actions, such as administrative penalties. Our Directors and our PRC Legal Advisor are of the view that the current ownership structure of the Group complies with the applicable laws and regulations concerning foreign investment access for both the insurance brokerage business and the insurance assessment business. See “Regulatory Overview” for details.

One of our subsidiaries, Aibang, is an insurance brokerage company and is subject to the Service Guide for Approval of Insurance Brokerage Business License (《保險經紀業務經營許可審批事項服務指南》). According to our consultation with the NFRA Shenzhen Bureau in August 2024, NFRA Shenzhen Bureau has indicated that our current shareholding structure does not violate the relevant laws and regulations of insurance brokerage business, we cannot assure you that this status will remain unchanged. In addition, one of our subsidiaries, Yadun, is an insurance assessor and is subject to the Notice of the China Banking and Insurance Regulatory Commission (the “CBIRC”) on Allowing Overseas Investors to Operate Insurance Assessment Business in China (《中國銀保監會關於允許境外投資者來華經營保險公估業務的通知》). Although the overall regulatory trend is towards greater opening up of domestic insurance assessment business to foreign investment, and there are cases in practice where foreign investors hold equity in domestic

RISK FACTORS

insurance assessment enterprises, there are currently no clear practical guidelines or laws and regulations in place regarding qualification requirements for overseas investors in domestic PRC insurance assessment business, resulting in practical flexibilities and differentiations. In September 2024, we conducted a telephone consultation with the NFRA Shanghai Bureau, which indicated that our indirect ownership of 100% Yadun’s shares does not violate any relevant regulations or affect the continuous operation of Insurance Assessment Business. However, we cannot guarantee that the regulatory interpretation will not change in the future.

Future modifications in regulatory interpretations, the enactment of new rules or regulations, or developments in the enforcement of existing regulations could potentially alter our classification. Such developments could subject us to additional regulatory requirements, including but not limited to brokerage and assessment operation experience requirements, which may result in us losing our insurance broker license or insurance assessor license and materially and adversely affect our business, financial condition and results of operations.

According to the Plan on the Reform of Party and State Institutions (《黨和國家機構改革方案》) issued by the Central Committee of the Communist Party of China and the State Council on March 16, 2023, the NFRA was established to uniformly regulate the financial industry with the exception of the securities sector. The NFRA was formed on the basis of the CBIRC, and the CBIRC is no longer retained. This means that the CIRC has been dissolved, and the corresponding functions previously performed by the CIRC are now uniformly exercised by the NFRA and its local offices. Given that Aibang, Yadun and Guangzhou Tianxin are registered in Shenzhen, Shanghai, and Guangzhou respectively, our PRC Legal Advisor are of the view that the NFRA Shenzhen Bureau, the NFRA Shanghai Bureau and the NFRA Guangdong Bureau are the competent regulatory authorities for Aibang, Yadun, and Guangzhou Tianxin respectively.

On September 30, 2025, the NFRA issued the “Notice of the National Financial Supervision and Administration Commission on Strengthening the Supervision of Non-auto Insurance Business and Related Matters,” which introduced further requirements for P&C insurance businesses other than motor vehicle insurance. Specifically, P&C insurance companies and insurance intermediary institutions shall not substantially alter the liability of the insurance terms that have been filed, nor shall they adjust the insurance rates through indirect means. In addition, the intermediary fees paid by P&C insurance companies for insurance sales shall not exceed the upper limit of the handling fee rate filed for relevant products. The industry-wide implementation of the “unified reporting and underwriting” policy has led insurance companies to lower their rates paid to intermediary agencies. These regulatory developments may have a material and adverse impact on our business, financial condition and results of operations.

We are subject to competition in the insurance AI technology market in which we operate, and we may not be able to compete effectively.

The insurance AI technology market in which we operate is highly competitive and is expected to remain highly competitive. We compete principally in terms of solution quality, technological innovation, customer service, the range of solution offerings and service selection and pricing.

Certain competitors may be able to allocate greater resources to the development of underwriting and claim solutions. As a result, these competitors may be in a better position to anticipate and respond to changing customer needs, take advantage of emerging technologies and develop innovative solutions and services. These competitors may utilize their large user base and cross-selling advantages that we are unable to match. In addition, there is no assurance that our competitors will not attempt to replicate or improve upon our business model, products or services. Should current or potential competitors implement similar strategies or technologies, we may experience increased competition, which could adversely affect our market share, revenue, profitability and growth prospects. Furthermore, new competitors and alliances may emerge to take market share away, and as we expand our solutions and services offerings, due to acquisition or

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otherwise, we face competition from new players with different competitive dynamics. We may be unable to maintain our competitive position in our market segments, especially against larger competitors. These potential competitors include not only other companies who offer similar solutions and services that we do, but also may include companies who primarily operate in related industries, such as major internet companies, insurance companies and traditional online healthcare management service providers in China. We may also need to invest further to upgrade our research and development and internal system in order to compete. Failure to successfully compete may adversely affect our business, financial position and results of operations.

We use open-source software to conduct our R&D activities, any error in such software or failure to maintain these licenses could adversely affect our business.

We use open-source software in our R&D and operational activities and expect to continue to use open-source software in the future. We have leveraged open-source large models such as Qwen2.5 and DeepSeek-V3 in developing our AI agents tailored for insurance underwriting and claim analytics. We may face allegations from others alleging ownership of, or seeking to enforce the terms of, an open source license, including by demanding release of the open-source software, derivative works, or our proprietary source code that was developed using such software. These allegations could also result in litigation. The terms of many open-source licenses have not been interpreted by courts. There is a risk that these licenses could be construed in a way that could impose unanticipated conditions or restrictions on our ability to commercialize our solutions. In such an event, we may be required to seek licenses from third parties to continue commercially offering our software, to make our proprietary code generally available in source code form, to re-engineer our software or to discontinue the sale of our software if re-engineering could not be accomplished on a timely basis, any of which could adversely affect our business, results of operations, financial condition and prospects.

The use of open-source software subjects us to a number of other risks and challenges. Open-source software is subject to further development or modification by anyone. Others may develop such software to compete with us, or render such software no longer useful. It is also possible for competitors to develop their own solutions and services using open-source software, potentially reducing the demand for our solutions and services. With regard to the potential competition from open-source software developed by others, we believe our core capabilities lie in our self-developed solutions, which merely involve open-source software in certain basic service support that is not comparable to our core technologies. Therefore, we manage such competition risks primarily by focusing on our own development and technologies. If we are unable to successfully address these challenges, our business and operating results may be adversely affected, and our development costs may increase.

We have incorporated, and plan to incorporate in the future, AI capabilities into some of our operational process. AI technology and relevant laws and regulations are new and developing and may present risks that could affect our business, results of operations, financial condition and prospects.

We have incorporated, and plan to incorporate in the future, AI capabilities into our operational process. AI is a new and emerging technology that is in its early stage of commercial use, particularly within the insurance industry. If the AI technologies we use created actual or perceived negative impacts, we may experience brand or reputational harm, competitive harm or legal liability. The rapid evolution of AI may also require the application of significant resources to develop, test and maintain our solutions and services that incorporate AI in order to ensure that it is implemented in a socially responsible manner, to minimize any real or perceived unintended harmful impact.

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In addition, AI is subject to a complex and evolving regulatory landscape, including data protection, privacy, and potentially other laws, and different jurisdictions have taken and may take in the future varying approaches to regulating AI. If we are unable to comply with the then applicable laws and regulations, such actual and alleged failure could subject us to significant legal, financial and operational consequences. In addition, compliance with these laws and regulations can be complex, costly and time-consuming, and there is a risk of regulatory enforcement actions or litigation if we fail to comply with these requirements. As regulations evolve, we may have to alter our business practices or solutions offerings in order to comply with regulatory requirements.

Our proprietary technologies which are essential to our daily business operations are complex and may contain undetected errors or may not operate properly, which could adversely affect our business, results of operations, financial condition and prospects.

Our proprietary technologies which are essential to our daily business operations are complex and may contain undetected errors or may not operate properly, especially when solutions are first introduced or when new versions are released, which could adversely affect our business, results of operations, financial condition and prospects. Any flaws or misuse of our technologies, whether actual or perceived, whether intended or inadvertent, whether committed by us or by other third parties, could have negative impact on our brand and reputation.

Furthermore, to remain competitive, we must continue to enhance and improve our proprietary technologies that forms part of our solutions and services. The insurance industry is rapidly changing, and if competitors introduce new solutions and services using new technologies or if new industry standards and practices emerge, our existing solutions and services may become obsolete. Our failure to respond to technological change or to adequately maintain, upgrade and develop our solutions and services could harm our business, results of operations, financial condition and prospects.

In addition, our solutions are often installed with different operating systems, system management software and equipment and networking configurations, which may cause errors or failures in our solutions or may expose undetected errors, failures or bugs in our solutions. Despite testing by us, we may not identify all errors, failures or bugs in new solutions or releases until after commencement of commercial sales or installation. Any errors or delays in releasing new solutions or new versions of solutions or allegations of unsatisfactory performance of our solutions or services could cause us to lose revenues or market share, increase our service costs, cause us to incur substantial costs in redesigning the solutions, cause us to lose significant customers, harm our reputation, subject us to liability for breach of warranty claims or damages and divert our resources from other tasks, any one of which could materially and adversely affect our business, results of operations and financial condition.

A limited number of insurance company clients contributed to a substantial portion of our revenue, and failure to maintain our business relationship with them or reduce our reliance on them could adversely affect our business, results of operations, financial condition and prospects.

We generate a significant portion of our revenue from a limited number of insurance company clients. In each period during 2023, 2024 and 2025, revenue from our five largest customers in each period amounted to RMB543.1 million, RMB745.5 million and RMB618.6 million, respectively, which accounted for 82.9%, 78.9% and 60.3% of our revenue for the corresponding period, respectively. In each period during 2023, 2024 and 2025, revenue from our largest customer in each period amounted to RMB404.7 million, RMB427.0 million and RMB443.2 million, respectively, which accounted for 61.8%, 45.2% and 43.3% of our revenue for the corresponding period, respectively. Our efforts in reducing our reliance on our five largest customers may not end up being successful. It is likely that we will continue to rely on a limited number of customers for a substantial portion of our revenue for the foreseeable future.

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If our key customers do not continue to transact with us on scales or terms similar to historical levels, our business, financial condition and results of operations will be negatively affected. In particular, our key customers are sensitive to market developments and may expect constant iteration of our solutions to involve innovative features or new technologies. The loss of or reduction in any key customer’s business as a result of our inability to meet the product specifications, to adopt new technologies, our exclusion from a key product development cycle or for any other reason may materially and adversely affect our results of operations.

In particular, ZhongAn Online is a key insurance company client that contributed significantly to our revenue growth in 2023, 2024 and 2025. Our partnership with ZhongAn Online spans both of our business segments, i.e. underwriting solutions and claim solutions, where we provide a variety of solutions and services. We have a robust and mutually beneficial relationship with ZhongAn Online. However, if this relationship were to deteriorate, it could have a material impact on our business.

Acquisitions could result in operating difficulties, dilution and other harmful consequences, and we may not be successful in achieving growth through acquisitions.

Our long-term business strategy includes growth through acquisitions. In October 2023, we completed the acquisition of Jiangsu Daotai and in September 2025, we completed the acquisition of Guangzhou Tianxin. See “History, Development and Corporate Structure.” We believe the acquisition of Jiangsu Daotai can help expand the insurer source and supplement our customer engagement solutions. However, we cannot assure you that our future acquisitions will be completed on acceptable terms and acquired assets, data or businesses may not be successfully integrated into our operations, and we may ultimately divest unsuccessful investments. In addition, any acquisitions or investments will be accompanied by the risks commonly encountered in the acquisitions of businesses. Such risks include, among other things: (i) failing to implement or remediate controls, procedures and policies appropriate for a larger public company at acquired companies that prior to the acquisition lacked such controls, procedures and policies, (ii) paying more than fair market value for an acquired company or assets, (iii) failing to integrate the operations and personnel of the acquired businesses in an efficient, timely manner, (iv) assuming potential liabilities of an acquired company, (v) managing the potential disruption to our ongoing business, (vi) distracting management focus from our core businesses, (vii) failing to retain management at the acquired company, (viii) difficulty in acquiring suitable businesses, including challenges in predicting the value an acquisition will ultimately contribute to our business, (ix) possibility of overpaying for acquisitions, particularly those with significant intangible assets that derive value using novel tools and/or are involved in niche markets, (x) impairing relationships with employees, customers, and strategic partners, (xi) incurring expenses associated with the amortization of intangible assets particularly for intellectual property and other intangible assets, (xii) incurring expenses associated with an impairment of all or a portion of goodwill and other intangible assets due to developments in market conditions, weak economies in certain competitive markets, or the failure of certain acquisitions to realize expected benefits, (xiii) diluting the share value and voting power of existing stockholders, and (xiv) potential regulatory concerns or issues that may not be known at the time of acquisition.

The anticipated benefits of many of our acquisitions may not materialize. Future acquisitions or dispositions could result in the incurrence of debt, contingent liabilities or amortization expenses, or write-offs of goodwill and other intangible assets, any of which could harm our financial condition.

In addition, we may need to obtain additional financing, such as debt or equity funding. If we pursue this route, financing may not be available on favorable terms or at all, and issuing equity may dilute existing shareholders’ interests.

In addition, to the extent we cannot identify or consummate, on terms acceptable to us, acquisitions that are complementary or otherwise attractive to our business, we may experience difficulty in achieving future growth.

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Any failure to obtain or maintain requisite approvals, licenses or permits applicable to our business may have a material and adverse effect on our business, results of operations, financial condition and prospects.

Our business is subject to regulation, and we are required to obtain applicable licenses, permits and approvals from different PRC regulatory authorities in order to conduct or expand our business. We have obtained and maintained all licenses and permits material to our business as described above as required by the PRC regulatory authorities. However, we cannot assure you that we will be able to maintain existing licenses and permits or renew any of them when their current term expires. If we are unable to maintain one or more of the current licenses and permits, or obtain such renewals, our business, results of operations, financial condition and prospects could be materially and adversely impacted. Furthermore, if the relevant governmental authorities consider that we are operating without the proper approvals, licenses or permits, or the relevant governmental authorities promulgate new laws and regulations that require additional approvals or licenses or impose additional restrictions on the operation of any part of our business and we are not able to obtain such approvals, licenses or permits or adjust our business model in a timely manner, they have the power, among other things, to levy fines, confiscate our income, revoke our licenses, and require us to discontinue our relevant business. Any of these actions by the relevant governmental authorities may have a material adverse effect on our business, results of operations, financial condition and prospects.

We cannot assure you that our solutions will be effective, and if the performance does not meet our agreement with insurance company clients, insurance company clients may cease to use our solutions and services, and our results of operations and financial conditions could be adversely affected.

Our insurance company clients rely on our solutions to determine and evaluate potential risks. However, we cannot assure you that our solutions will always be effective. Our solutions are driven by complex AI agents and data analytics capabilities. The performance of our solutions depends on various factors, including but not limited to the quality and quantity of data used in analysis and the proper functioning of our large models. As such, inability to meet the performance target with insurance company clients may result in termination of the agreements, customer dissatisfaction or reputational damages. Thus, the failure of our solutions may adversely affect our business, results of operations and financial condition.

Due to our limited operating history in new and developing markets, our historical results of operations and financial performance may not be indicative of our future performance.

We were incorporated in 2018, and since that time have been developing solutions to meet the evolving demands of insurance company clients in the health insurance technology market. This limited operating history makes financial forecasting and evaluation of our business difficult. Furthermore, because we depend in part on the market’s acceptance of our solutions, it is difficult to evaluate trends that may affect our business. We have limited historical financial data, and we operate in an evolving industry, and, as such, any predictions about our future revenues and expenses may not be as accurate as they would be if we had a longer operating history or operated in a more predictable industry. We have encountered and expect to continue to encounter risks and difficulties frequently experienced by early-stage businesses, and those risks and difficulties may be heightened in a rapidly evolving market. Some of the risks affect our ability to:

- retain customers and qualified employees;
- maintain effective control of our development as well as operating costs and expenses;
- develop and maintain internal personnel, systems, controls and procedures to comply with the extensive regulatory requirements applicable to the relevant industries;
- identify suitable business partners for collaboration;

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- respond to competitive market conditions in the relevant industries; and
- respond to changes in our regulatory environment.

As a participant in the rapidly evolving insurance AI technology market, we face uncertainties and risks. We may have limited insight into trends that may develop and affect our business, and we may make errors in predicting and reacting to industry trends and evolving needs of our insurance company clients. Our historical results and growth may not be indicative of our future performance, and we may fail to continue our growth or maintain our historical growth rates. Our business, financial condition and results of operations may be affected by various factors, including but not limited to, the continued and increasing market acceptance of our business model, our abilities to customize and launch high-quality solutions and services, maintain and develop relationships with insurance company clients, enhance our brand recognition, satisfy evolving needs of insurance company clients, improve analytics capabilities, maintain reliable and scalable technology infrastructure and attract and retain talented employees. Failure to address any of these challenges could harm our business, results of operations, financial condition and prospects.

Any damage to our brand and reputation may materially and adversely affect our business.

Our brand and reputation amongst insurance company clients are critical to our success. We may face challenges in maintaining our reputation with insurance company clients. Maintaining and enhancing our brand and reputation depends on our ability to continue to provide high-quality and reliable solutions and services. Errors, defects, disruptions or other performance issues with our solutions and services may harm our brands and reputation, and we may introduce new solutions which might be poorly received by our insurance company clients. If our insurance company clients have a negative experience using our solutions, such an encounter may affect our brand and reputation amongst our insurance company clients.

In addition, we may, from time to time, receive negative publicity, including negative internet postings, ratings or comments on social media platforms or through traditional media about our business, solutions and services, directors and management. Certain of such negative publicity may be the result of malicious harassment or unfair competition acts by third parties. We may even be subject to government or regulatory investigation as a result of such third-party conduct and may be required to spend significant time and incur substantial costs to defend ourselves against such third-party conduct, and we may not be able to conclusively refute each of the allegations within a reasonable period of time, or at all. In particular, social media and other digital platforms have made it easier for negative comments and criticism to spread quickly, potentially harming our reputation. We may not be able to control what is said about us on these platforms, and a negative comment or review, regardless of the factual accuracy, could have a significant impact on our brand reputation. Any damage to our reputation could result in failure to attract new customers or even a loss of insurance company clients, market share and revenue, therefore materially and adversely affect our business, results of operations, financial condition and prospects.

Changes in the market or our solutions may affect our pricing models and adversely affect our operating results.

Our pricing models face challenges from evolving market changes. Our pricing model is primarily outcome based, reflecting the value that we deliver through our risk analytics capabilities. As the market for our solutions grows, as our competitors introduce new solutions that compete with ours or reduce their prices, we may be unable to attract new insurance company clients or retain existing insurance company clients based on our historical pricing models. Given our limited operating history and limited experience with our historical pricing models, we may not be able to accurately predict customer renewal or retention. In addition, regardless of the pricing model used, certain insurance company clients may demand higher price discounts. As a result, we may be required to reduce our prices, offer shorter contract durations or offer alternative pricing models, which could adversely affect our revenue, gross margin, profitability, financial position and cash flow.

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Our ability to sell our solutions and services is highly dependent on the quality of our professional services and technical support services, and our failure to offer high-quality professional services or technical support services could damage our reputation and adversely affect our ability to sell our solutions and services to new insurance company clients.

If we do not effectively assist our insurance company clients in integrating our solutions and services, succeed in helping our insurance company clients quickly resolve technical issues and provide effective ongoing support, our ability to sell additional solutions and services to existing insurance company clients would be adversely affected and our reputation with potential insurance company clients could be damaged. Once our solutions are integrated with our insurance company clients' existing information technology and data, our insurance company clients may depend on our technical support services to resolve any issues relating to our solutions. High-quality support is critical for the continued successful marketing and sale of our solutions. Many insurance company clients require higher levels of support than smaller insurance company clients. If we fail to meet the requirements of our larger insurance company clients, it may be more difficult to increase our penetration rate of larger insurance company clients, which is key to the growth of our revenues and profitability.

In addition, as our customer base grows, we may be unable to provide quality support services, which could result in customer dissatisfaction, decrease overall demand for our solutions and loss of expected revenue. As a result, our failure to maintain high quality support services would have a material adverse effect on our business, results of operations, financial condition and growth prospects.

We may fail to make the necessary desirable strategic alliance, and we may not be able to achieve the benefits we expect from the alliances.

We may pursue strategic alliances that are supplemental to our business and operations, including opportunities that can help us further expand our product offerings and improve our technology system. However, strategic alliances with third parties could subject us to a number of risks, including risks associated with sharing proprietary information, non-performance or default by counterparties, and increased expenses in establishing these new alliances, any of which may materially and adversely affect our business. In addition, we may have limited ability to control or monitor the actions of our strategic partners. To the extent that a strategic partner suffers any negative publicity as a result of its business operations, our reputation may be negatively affected by virtue of our association with such party. The costs of identifying and consummating strategic alliances may be significant and subsequent integrations of new companies, businesses, assets and technologies would require significant managerial and financial resources and could result in a diversion of resources from our existing business, which in turn could have an adverse effect on our growth and business operations.

We rely on cloud providers, telecommunication service providers and other internet or IT service providers in providing our solutions and services, and any failure or interruption in the services provided by these third parties or their misconduct could materially disrupt our operations and expose us to disputes and liabilities, which will adversely affect our business, results of operations, financial condition and prospects; we may also lose key business assets, including loss of data center capacity or the interruption of telecommunications links, the internet, or power sources, which could significantly impede our ability to do business.

We rely on cloud providers, telecommunication service providers and other internet or IT service providers to provide our services. Any failure or interruption in the services provided by these third parties, as well as their misconduct or improper practices or material changes in their strategies or policies, could materially disrupt our operations, expose us to disputes and liabilities, and adversely affect our business, results of operations, financial condition and prospects. If these third-party providers experience system failures, interruptions, or security breaches, it could cause our platform to experience downtime, leading to a negative impact on our operations. If any of these

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third-party providers suffer from cyberattacks or other security breaches, our platform could be compromised, leading to the unauthorized access of personal information and other sensitive information they possess. Furthermore, if these third-party providers breach our contracts or fail to provide services at the agreed-upon levels, it could lead to disputes, damages, or liabilities, which could damage our reputation, and erode insurance company clients’ confidence in us. Moreover, any misconduct or improper practices by a third-party provider, such as fraudulent activities or non-compliance with applicable laws and regulations, could lead to legal claims and regulatory fines or penalties, which would negatively affect our business, results of operations, financial condition and prospects. We may also not be able to identify and remediate any problems or issues with our third-party providers in a timely manner, and such problems may persist or recur, leading to further disruptions and negative impacts on our business, results of operations, financial condition and prospects.

Our operations depend on our ability, as well as that of third-party service providers to whom we have outsourced several critical functions, to protect data centers and related technology against damage from hardware failure, fire, power loss, telecommunications failure, impacts of terrorism, breaches in security (such as the actions of computer hackers), natural disasters, or other disasters. We cannot assure you that any applicable recovery system, security protocol, network protection mechanisms or other defense procedures are, or will be, adequate to prevent such network or service interruptions, system failures or data losses. The occurrence of unanticipated problems that affect our technological infrastructure could result in interruptions in the availability of our services. It may be difficult for us to respond to such interruptions in a timely manner, or at all. In addition, the online services that we provide are dependent on links to telecommunications providers. In addition, we generate a substantial amount of our revenues through public online channels that we utilize in customer engagement, fulfillment of solutions and services and responding to insurance company clients. We may not have sufficient contingency operations to cover a loss or failure in all of these areas in a timely manner. Any damage to the telecommunication infrastructure that we utilize, failure of our telecommunications links or inability to access these telecommunication infrastructure or websites could cause interruptions in operations that materially adversely affect our ability to meet insurance company clients’ requirements, resulting in decreased revenue, operating income and earnings per share.

We cannot guarantee that our business initiatives will be successfully implemented or generate sustainable revenue or profit.

We continue to execute a number of strategies to expand our business. See “Business—Our Strategies” and “Future Plans and [REDACTED].” The success of our growth initiatives, strategies and operating plans depends on various factors, such as market conditions, competition, regulatory requirements, technological changes, economic conditions and customers preferences. These factors may be difficult to predict or control, and if they do not develop as we expect, our growth initiatives, strategies and operating plans may not be successful in enhancing our business as anticipated. As such, we cannot guarantee that our growth initiatives, strategies and operating plans will be implemented successfully as scheduled or at all.

If we fail to implement our growth initiatives, strategies and operating plans effectively and efficiently, we may not be able to expand our operations, manage our growth, seize market opportunities as expected or remain competitive. Furthermore, even if we implement our growth initiatives, strategies and operating plans effectively and efficiently, there may be other unexpected events or factors beyond our control that may prevent us from achieving desirable and profitable results, such as evolvments in local laws and regulations and governmental policies, the availability of skilled professionals and changes in customer demand. Moreover, the execution of these plans may require significant investments of capital, resources and management time, and we may face challenges in implementing them effectively or within the expected time frame. As a result, we may experience delays, cost overruns or other obstacles that may limit our ability to

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realize the full benefits of these initiatives. If we are unable to successfully execute our growth initiatives, strategies and operating plans, or if the benefits that we realize are less than our estimates, our business, results of operations, financial condition and prospects may be adversely affected.

If we are unable to retain our personnel and hire additional skilled personnel, we may be unable to achieve our goals and our business will suffer.

Our future success depends upon our ability to continue to attract, train, integrate and retain highly skilled employees, particularly our management team, sales and marketing personnel, professional services personnel and software engineers. Each of our executive officers and other key employees could terminate his or her relationship with us at any time. The loss of any personnel of our management team might significantly delay or prevent the achievement of our business or development objectives and could materially harm our business. While we plan to periodically grant additional equity awards to management personnel and other key employees to provide additional incentives to remain employed by us, employees may be more likely to leave us if a significant portion of our equity compensation is fully vested, especially if the shares underlying the equity awards have significantly appreciated in value. Our inability to attract and retain qualified personnels, or delays in hiring required personnels, may seriously harm our business, results of operations and financial condition.

We rely on the collaborations with insurance company’s platforms or our insurance brokerage subsidiary to provide accurate and complete insurance product information.

Customers may rely on the accuracy and completeness of the insurance product information provided by our insurance company clients and our insurance brokerage subsidiary, Aibang Insurance Brokers Co., Ltd. While we have no reason to question the accuracy, completeness or reliability of the information provided on such platforms, we may not be able to verify such information provided and cannot assure that the information provided about insurance products will always be accurate or up to date. Inaccuracies or omissions could lead to misunderstandings about coverage, terms, or pricing, potentially resulting in financial or legal consequences for customers. If, in the future, we or our insurance company clients provide inaccurate or incomplete information due to our fault or the fault of our insurance company client, we may be subject to warnings or certain administrative sanctions from relevant regulatory authorities, which could harm our reputation or otherwise adversely affect our business, results of operations, financial condition and prospects.

Weakened economic conditions may affect the insurance industry in China, including the rate of information technology spending, which could cause our insurance company client to defer or forego purchases of our solutions or services.

Our business depends on the overall demand for information technology from, and on the economic health of, our current and prospective insurance company clients. In addition, the purchase of our solutions and services is discretionary and involves significant commitment of capital and other resources. Global economies currently face a number of economic challenges, including threatened sovereign defaults, credit downgrades, restricted credit for businesses and customers and potentially falling demand for a variety of solutions and services. Recently, the financial markets have encountered some challenges and many companies are either cutting back expenditures or delaying plans to add additional personnel or systems. Our insurance company clients may suffer from reduced operating budgets, which could cause them to defer or forego purchases of our solutions or services. Continued challenging economic conditions, or a reduction in information technology spending even if economic conditions improve, could adversely affect our business, results of operations and financial condition in a number of ways, including longer sales cycles, lower prices for our solutions and services, material default rates among our insurance company clients, reduced sales of our solutions and services and lower or no growth.

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We are subject to complex and evolving laws, regulations and governmental policies regarding data security, privacy and personal information. Actual or alleged failure to comply with privacy and data protection laws, regulations and governmental policies could damage our reputation, deter current and potential insurance company clients from using our services and could subject us to significant legal, financial and operational consequences.

In recent years, cybersecurity, data protection and personal information protection have become an increasing regulatory focus of government authorities across the world. The PRC government has enacted a series of laws, regulations and governmental policies for the protection of cybersecurity, data protection and personal information protection in the past few years. For instance, on November 7, 2016, the Standing Committee of the National People’s Congress promulgated the Cybersecurity Law of the People’s Republic of China (《中華人民共和國網絡安全法》), effective since June 1, 2017, created the first national-level data protection framework for “network operators,” which may potentially include all organizations in China that provide services over the internet or through other types of information network. On June 10, 2021, the Standing Committee of the National People’s Congress promulgated the Data Security Law of the People’s Republic of China (《中華人民共和國數據安全法》), effective since September 1, 2021. The Data Security Law sets out a number of obligations on data security and privacy undertaken by entities and individuals engaged in data-related activities. On September 24, 2024, the State Council promulgated the Regulation on Network Data Security Management (《網絡數據安全管理條例》), which came into effect on January 1, 2025 and further provides rules on network data security. On November 1, 2021, the Personal Information Protection Law of the PRC (《中華人民共和國個人信息保護法》) took effect. Pursuant to the Personal Information Protection Law, in case of any personal information processing, such individual’s prior consent are required to be obtained, unless other legal bases are satisfied. See “Regulatory Overview—Regulations on Cybersecurity” and “Regulatory Overview—Regulations on Privacy and Protection.”

The above regulatory developments relevant to cybersecurity, data protection and personal information protection could generally impact the data collection, use, storage and other data processing activities conducted by the enterprises in technology industry, including us. We have adopted various measures to ensure legal compliance. See “Business—Data Privacy and Security.” However, the laws and regulations regarding cybersecurity, data protection and personal information protection in China are generally complex and evolving, which may lead to difference about the scope of our responsibility in this regard. As such, we cannot assure you that our cybersecurity, data protection and personal information protection measures are, and will be, always considered sufficient under applicable laws and regulations. Additionally, the effectiveness of our protection measures is also subject to system failure, interruption, inadequacy, security breaches or cyber attacks. If we are unable to comply with the then-applicable laws and regulations, or to address any cybersecurity, data protection and personal information protection concerns, such actual or alleged failure could damage our reputation, deter current and potential users from using our services and could subject us to significant legal, financial and operational consequences.

In addition, on December 28, 2021, the CAC, the NDRC, the MIIT, and several other administrations jointly promulgated the Measures for Cybersecurity Review (《網絡安全審查辦法》), the “CAC Measures”), effective on February 15, 2022, which provides that entities meeting certain standards shall be subject to a cybersecurity review. See “Regulatory Overview—Regulations on Cybersecurity.” Since the interpretation and implementation of these laws and regulations with respect to the cybersecurity review keep evolving, therefore, we cannot assure you that there will not be any additional regulatory requirements regarding the cybersecurity review relating to the new laws and regulations.

Further, the Measures on Security Assessment of Cross-border Data Transfer (《數據出境安全評估辦法》), promulgated on July 7, 2022 and effective since September 1, 2022, the Provisions on Promoting and Regulating Cross-border Data Flows (《促進和規範數據跨境流動規定》), promulgated and effective on March 22, 2024, have provided that the transfer of personal information and important data by data handler meeting certain volume thresholds or other

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standards as provided therein shall apply for security assessment, file with a standard contract for cross-border data transfer or obtain a personal information protection certification. As our business continues to grow, there may be circumstances where we engage in such cross-border data transfers. In such case, in order to satisfy the legal and regulatory requirements, we may need to comply with the foregoing requirements as well as any other limitations under PRC laws then applicable. Complying with these laws and requirements could cause us to incur substantial expenses or require us to alter or change our practices in ways that could harm our business.

We expect that there will continue to be new proposed laws and regulations concerning cybersecurity, data protection and personal information protection, and we cannot yet determine the impact such future laws, regulations and standards may have on our business. New laws, amendments to or re-interpretations of existing laws, regulations, standards and other obligations may require us to incur additional costs and restrict our business operations. If so, in addition to the possibility of fines, lawsuits, regulatory investigations, public censure, other claims and penalties, and significant costs for remediation and damage to our reputation, we could be materially and adversely affected if legislation or regulations are expanded to require changes in our data processing practices and policies or if the applicable legislation or regulations are interpreted or implemented in ways that negatively impact our business, results of operations, financial conditions and prospects. Any inability to adequately address cybersecurity, data protection or personal information protection concerns, or to comply with applicable laws, regulations, standards and other obligations relating to cybersecurity, data protection or personal information protection could require significant resources and efforts, which have a material effect on our business, results of operations, financial conditions and prospects.

In addition, our solutions and services are used by our insurance company clients to manage and store proprietary information and sensitive or confidential data relating to their businesses. Our security measures may not detect or prevent hacker interceptions, break-ins, security breaches, the introduction of viruses or malicious code, and other disruptions that may jeopardize the security of information stored in and transmitted by our solutions. A party that is able to circumvent our security measures in our solutions could misappropriate our or our insurance company clients' proprietary or confidential information, cause interruption in our operations, damage or misuse our computer systems, and misuse any information that they misappropriate.

Failure to propose appropriate pricing and other product features of customized insurance products to insurance company clients could affect our ability to co-develop customized insurance products, and consequently our collaboration with insurance company clients and pharmaceutical companies in the future.

We co-develop insurance products and co-design policies with insurance company clients and pharmaceutical companies and propose appropriate pricing of these customized insurance products to customers according to risk assessment results. Any error or inaccuracy of these statistics could lead to pricing error and subsequent significant financial losses to insurance company clients, which will impact their confidence in and business relationship with us. Failure to accurately propose appropriate pricing for customized insurance products could lead to losses for insurance company clients and damage their trust in and relationship with us.

In addition, some of our insurance company clients are large insurance company clients with significant bargaining power in negotiations with us. These insurance company clients have and may continue to seek advantageous pricing and other commercial terms and may require us to develop additional features in the solutions and services we sell to them. We have and may continue to be required to reduce the fee rate, or increase the average cost, of our solutions and services in response to these pressures. If we are unable to offset any reductions in our fee rate or increases in our average costs with increased sales volumes and reduced costs, our results of operations could be harmed.

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We cooperate with external data providers for data access and analysis. If we are unable to maintain or develop such relationships and control the associated costs, or experience inaccuracies or interruptions in the data, products or services they provide, our business, results of operations, financial condition and prospects could be adversely affected.

Our business relies on the ability to collate and analyze large amounts of data, and we cooperate with external data providers for data collection and analysis. We use the information and services that they provide to help insurance company clients to expand their business and enhance their business development, insurance products, risk analytics and customer services. If we are unable to maintain or develop our relationship with these external data providers, or if we experience interruptions in the information or services that they provide, our business, results of operations, financial condition and prospects could be adversely affected. This could result in a delay in our ability to develop new solutions or services, impact our ability to continue providing our existing solutions and services, or result in increased expenses associated with cooperation with external data providers.

In addition, our relationship with these external data providers is subject to risks beyond our control. These risks include, but are not limited to, data breaches or other security incidents, developments in privacy regulations or data access laws, and changes in business or competitive strategies of these external third-party providers. These risks could negatively impact our ability to continue our data-driven operations or our ability to provide our solutions and services or subject us to potential liabilities which could adversely affect our business, results of operations, financial condition and prospects.

We may be obligated to disclose our proprietary source code to our insurance company clients, which may limit our ability to protect our intellectual property and could reduce the renewals of our support and maintenance services.

We usually utilize our proprietary systems to support our insurance company clients' businesses. The intellectual property rights related to the source code between our insurance company clients and us typically fall into two categories: (i) customized development: when we develop an application system specifically tailored for a insurance company client, the intellectual property rights for that customized system belong to the insurance company client; and (ii) standardized product and secondary development: the insurance company client has a non-exclusive right to use our standardized system, and the insurance company client enjoys all intellectual property rights or a non-exclusive right to use the customized secondary development of our system according to their requirements.

Disclosing the content of our source code may limit the intellectual property protection we can obtain or maintain for that source code or the solutions containing that source code and may facilitate intellectual property infringement claims against us. It also could permit a insurance company client to which a solution's source code is disclosed to support and maintain that software solution without being required to purchase our support or maintenance services. Each of these could harm our business, results of operations and financial condition.

We may be subject to intellectual property infringement claims, which may be expensive to defend and may disrupt our business and operations.

We cannot be certain that our operations or any aspects of our business do not or will not infringe upon or otherwise violate any trademarks, patents, copyrights, know-how or other intellectual property rights held by third parties. We may from time to time in the future be subject to legal proceedings and claims relating to the intellectual property rights of others. In addition, there may be third-party trademarks, patents, copyrights, know-how or other intellectual property rights that are infringed by our platform, solutions, services or other aspects of our business without our awareness. Holders of such intellectual property rights may seek to enforce such intellectual property rights against us in China or other jurisdictions. If any third-party infringement claims are

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brought against us, we may be forced to divert management's time and other resources from our business and operations to defend against these claims, regardless of our merits. If we are determined to have infringed upon a third-party's intellectual property or other proprietary rights, we may be required but not limited to cease selling solutions or using services that incorporate the third-party's intellectual property or proprietary information, pay for substantial damages, obtain a license from the holder of the infringed intellectual property, which license may not be available on reasonable terms, or at all, or redesign our technology.

If we were found to have violated the intellectual property rights of others, we may be subject to liability for our infringement activities or may be prohibited from using such intellectual property, and we may incur licensing fees or be forced to develop alternatives of our own. As a result, our business, results of operations, financial condition and prospects may be materially and adversely affected.

We may not be able to prevent others from unauthorized use of our intellectual property, which could harm our competitive position, and adversely affect our business, results of operations, financial condition and prospects.

Preventing any unauthorized use of our intellectual property and proprietary information is difficult and costly and the steps we generally take may be inadequate to prevent the infringement, misappropriation or other violation of our intellectual property and proprietary rights. Litigation may be necessary to enforce our intellectual property and proprietary rights, determine the validity and scope of our rights or those of another party, or defend against claims of infringement, misappropriation, violation or invalidity. Such litigation could be costly, time-consuming and distracting to management, result in a diversion of significant resources, the narrowing or invalidation of portions of our intellectual property, all of which would have an adverse effect on our business, results of operations, financial condition and prospects. Our efforts to enforce our intellectual property rights may be undermined by defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights or alleging that we infringed, misappropriated or otherwise violated the counterclaimant's own intellectual property rights. Any of our patents, copyrights, trademarks or other intellectual property rights could be challenged by others or invalidated through administrative process or litigation. We can provide no assurance that we will prevail in such litigation.

Despite our efforts to protect our proprietary rights, unauthorized parties may attempt to copy or otherwise obtain and use our technology. Monitoring unauthorized use of our intellectual property and proprietary rights is difficult and costly, and we cannot be certain that the steps that we have taken will prevent misappropriation. From time to time, we may have to resort to litigation to enforce our intellectual property and proprietary rights, which could result in substantial costs and diversion of our resources.

Our business is susceptible to misconduct, improper business practices and other fraudulent conduct by our employees, business partners and insurance company clients.

Our business involves interactions between our employees, business partners and insurance company clients. Misconduct and improper business practices by our employees, business partners and insurance company clients could subject us to liability or negative publicity. While we have adopted codes of conduct for our employees, entered into agreements and implemented detailed policies with insurance company clients and partners and procedures to prohibit misconduct, improper business practices and other fraudulent conduct in performing their duties, we cannot assure you that our employees, business partners and insurance company clients will always comply with these codes, agreements, policies and procedures nor that the precautions we take to detect and prevent misconducts will always be effective.

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If any of our employees engage in any misconduct, illegal or suspicious activities, including but not limited to, selling sensitive personal data, assisting fraudulent insurance underwriting or claim settlement, we could be subject to legal claims and liabilities, and our reputation and business, results of operations, financial condition and prospects could be adversely affected. Moreover, we may be held responsible for the actions of our employees, even if such actions are outside the scope of their duties or contrary to our policies and procedures. This could result in regulatory or legal action against us, which could have a material adverse effect on our business, results of operations, financial condition and prospects.

In addition, we have direct or indirect interactions with officials and employees of government agencies and state-owned affiliated entities in the ordinary course of business. Any illegal, fraudulent, corrupt or collusive activity by our employees, suppliers, customers or other third parties, including, but not limited to, those in violation of anti-corruption, anti-bribery, anti-money laundering, financial and economic sanctions and similar laws, could also subject us to negative publicity that could severely damage our brand and reputation and subject us to significant financial and other liabilities to third parties and fines and other penalties imposed by government authorities. Furthermore, if we cannot effectively monitor and prevent fraudulent behavior of customers, it may cause increased insurance claims or losses, which will impact the profitability of our insurance company clients. This, in turn, could lead to an investigation by insurance company clients that damages our relationship with them, decreased demand for our services and a reduction in our market share, which could materially and adversely affect our business, results of operations, financial condition and prospects.

We may be exposed to potential penalties in relation to PRC labor-related laws.

We are required by PRC laws and regulations to pay various statutory employee benefits including social insurance and housing provident funds, to designated government agencies for the benefit of our employees. The requirement and implementation of employee benefit plans may vary considering the different levels of economic development in different locations in the PRC, and the relevant government authorities may examine whether an employer has made adequate payments of the requisite employee benefit payments. Employers who fail to make adequate payments as required may be subject to late payment fees, fines and/or other penalties. On September 30, 2025, Guangzhou Tianxin was acquired by Guangzhou Baoliandeng Network Technology Co., Ltd. (廣州寶蓮燈網絡科技有限公司) (“Baoliandeng”), which, on the same day, was itself acquired by Nova Wuxi. During the Track Record Period, Guangzhou Tianxin and Baoliandeng had not made social insurance and housing provident fund contributions for some of our employees in full based on their actual salary levels, which occurred primarily before the acquisition. We have made provision of RMB8.3 million for such instances as of December 31, 2025. We plan to gradually make social insurance and housing provident fund contributions to the affected employees in full based on their actual salary levels to the extent feasible. See “Business—Employees.”

During the Track Record Period, we engaged third-party human resources agencies to pay social insurance and housing provident funds for three of our employees, which may not be viewed as contributions made by us. We have carried out rectification and as of the Latest Practicable Date, we do not engage any third-party human resources agencies to pay social insurance and housing provident funds on behalf of our employees. We have obtained credit report from the relevant PRC authorities attesting that none of our PRC operating entities showed any evidence of illegal or unethical behavior in the area of labor and social security. However, if the relevant PRC authorities determine that we shall make supplemental social insurance and housing fund contributions or that we are subject to fines and legal sanctions in relation to our practice of engaging third-party agencies to make payments, our business, results of operations, financial condition and prospects may be adversely affected.

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The lease agreements of our leased properties have not been registered with the relevant PRC government authorities as required by PRC law, which may expose us to potential fines.

Under the PRC law, all lease agreements are required to be registered with the local land and real estate administration bureau. However, the enforcement of this legal requirement varies depending on the local regulations and practices. The lessees may be exposed to potential fines if they 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. As at the Latest Practicable Date, the lease agreements for 37 of our leased properties in the PRC which had been used as offices have not been registered with the relevant PRC government authorities. In the event that any fine is imposed on us for our failure to register our lease agreements, we may not be able to recover such losses from the lessors.

We, our directors, management, employees and shareholders and their affiliates may be subject to litigation, investigation and other proceedings, or our shareholders may have conflicting position, from time to time, which could have a material and adverse impact on our reputation, and adversely affect our business, results of operations, financial condition and prospects.

From time to time, we have been, and may in the future be, subject to lawsuits brought against us, in matters relating to intellectual property rights, contractual disputes, employment-related controversies and other legal and administrative proceedings or fines relating to our business operations inside and outside China. Lawsuits against us may also generate negative publicity that significantly harms our reputation, which may adversely affect our ability to expand our business. In addition to the related cost, managing and defending litigation can significantly divert management’s attention from operating our business. We may also need to pay damages or settle lawsuits with a substantial amount of cash. If any of these happens, our liquidity and business, results of operations, financial condition and prospects could be materially and adversely affected. In addition, our directors, management, employees and shareholders and their affiliates 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. We cannot assure you that our shareholders’ position will be aligned at all times. Any of these circumstances may adversely affect our business, results of operations, financial condition and prospects.

U.S. outbound investment regulations and other foreign laws and regulations could have a negative impact on our future ability to access to capital.

On October 28, 2024, the U.S. Treasury issued a final rule to implement the Executive Order 14105 of August 9, 2023 (the “Outbound Investment Rule”), which became effective on January 2, 2025. The Outbound Investment Rule imposes investment prohibition and notification requirements on U.S. persons for a wide range of investments in entities associated with China (including Hong Kong and Macau) that are engaged in activities relating to three sectors: (i) semiconductors and microelectronics, (ii) quantum information technologies, and (iii) artificial intelligence systems, collectively defined as “Covered Foreign Persons.” U.S. persons subject to the Outbound Investment Rule are prohibited from making, or required to report, certain investments in Covered Foreign Persons, which are defined as “Covered Transactions,” and include certain acquisitions of an equity interest or contingent equity interest, certain debt financing, joint ventures, and certain investments as a limited partner in a non-U.S. person pooled investment fund. The Outbound Investment Rule contains exceptions for certain investments, including those in publicly traded securities, except when the U.S. person investor secures rights that go beyond standard minority shareholder protections. We believe that we are not engaged in any of the “covered activities” under the Outbound Investment Rule. However, there is no assurance that the Treasury will take the same view as ours, which could implicate the prohibitions or notification requirements under the Outbound Investment Rule for U.S. persons. In addition, there are uncertainties regarding the

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application and interpretation of the Outbound Investment Rule. If we were to become subject to the Outbound Investment Rule, the acquisition of our equity interests by U.S. persons may be deemed a “covered transaction” as defined in the Outbound Investment Rule, and such “covered transaction” may be deemed either a “notifiable transaction” or a “prohibited transaction.” In the case of a notifiable transaction, U.S. persons would be required to notify the U.S. Department of the Treasury of such acquisition. In the case of a prohibited transaction, U.S. persons would be prohibited from engaging in such acquisition. U.S. persons’ acquisitions of certain publicly traded securities may be exempted from the prohibition and the notification requirement under the Outbound Investment Rule. Investors should consult their legal counsel regarding the applicability of the Outbound Investment Rule to this [REDACTED].

Adverse changes to foreign laws or regulations could also limit our access to capital. The U.S. government may introduce new hurdles and uncertainties for cross-border collaborations, investments, and funding opportunities of China-based issuers, including us. For example, on February 21, 2025, U.S. President issued a memo entitled the “America First Investment Policy” (the “America First Memo”), indicating that Executive Order 14105 is under review and the current administration will consider new or expanded restrictions, such as broadening the sectors to which the Outbound Investment Rule is applicable. Future changes in the Outbound Investment Rule, the America First Memo and any related policies, laws and regulations or their interpretations, or any similar or more expansive restrictions imposed by the U.S. or other jurisdictions, may result in additional costs on our business, limit our ability to raise capital or contingent equity capital from U.S. investors and other sources that may otherwise be beneficial to us, or restrict the ability of U.S. persons to purchase or hold our securities, which could adversely affect our performance, financial condition, prospects, and the value of our Shares.

The interoperability of our technologies with the system of our insurance company clients could introduce additional costs and risks. The unsuccessful execution of such operations could adversely affect our business, results of operations, financial condition, and prospects.

As part of our growth strategy, we may offer our proprietary technologies and knowhow. However, there are inherent risks associated with this aspect of our operations.

Our technologies may not be fully compatible with our collaborating insurance company clients’ platforms. Despite our best efforts to ensure interoperability, differences in infrastructure, software systems, or business processes could lead to compatibility issues. This could affect the functionality of our technologies and potentially disrupt the operations of our insurance company clients. In addition, while we strive to maintain the stability of our technologies, we may be subject to unforeseen technical glitches or failures. Such incidents could negatively affect the performance of our technologies, leading to service interruptions or degradation in user experience. This could harm our reputation, strain our relationships with our insurance company clients, and potentially lead to financial losses. Furthermore, we face regulatory environments that vary across different countries and regions, and non-compliance with local laws and regulations could result in penalties or restrictions on our operations. Data privacy and security are important in our industry, and any breaches by us or our collaborating insurance company clients could lead to reputational damage and legal liabilities. Moreover, while we take measures to protect our intellectual property rights, there is always a risk of unauthorized use or infringement of our technologies. While we continually invest in software development to enhance the compatibility and stability of our technologies and to mitigate these additional risks, we cannot guarantee that we will be able to completely eliminate these risks which could adversely affect our business, results of operations, financial condition, and prospects.

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Our insurance coverage may not be sufficient to cover all losses or potential claims by our clients which would affect our business, results of operations, financial condition and prospects.

We face various risks in connection with our business. Our insurance may not be adequate to fully compensate for all kinds of losses we may suffer in the future. For example, we do not maintain any business interruption insurance or product liability insurance. We cannot assure you that our insurance coverage is sufficient to prevent us from any loss, or that we will be able to successfully claim our losses under our current insurance policies on a timely basis, or at all. In addition, our insurers will review our policies every year and we cannot guarantee that our policies can be renewed on similar or other acceptable terms or at all. Furthermore, if we suffer unexpected severe losses or losses that far exceed the policy limits, it could materially and adversely affect our business, results of operations, financial condition and prospects.

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

We have designed and implemented risk management and internal control systems comprising organizational framework policies and procedures, financial reporting processes, compliance rules, and risk management measures we believe are appropriate for our business operations. While we seek to improve our risk management and internal control systems on a continuous basis, we cannot assure you that these systems are sufficiently effective in ensuring the prevention of fraud. See “Business—Internal Control and Risk Management.” Since our risk management and internal control systems depend on implementation by our employees, we cannot assure you that our employees or other related third parties are sufficiently or fully trained to implement these systems, or that their implementation will be free from human error or mistakes. If we fail to timely update, implement, and modify, or fail to deploy sufficient human resources to maintain our risk management policies and procedures, our business, results of operations, financial condition and prospects could be materially and adversely affected.

RISKS RELATING TO OUR FINANCIAL CONDITION

We had net loss, net liabilities and net current liabilities during the Track Record Period, which may continue in the future.

We had net loss, net liabilities and net current liabilities during the Track Record Period, and we may not be able to maintain profitability, net assets or positive cash flow in the future. We had net losses of RMB239.9 million, RMB155.2 million and RMB269.8 million in 2023, 2024 and 2025, respectively. As of December 31, 2023, 2024 and 2025, we recorded net current liabilities of RMB779.5 million, RMB957.2 million and RMB1,175.3 million, respectively, and net liabilities of RMB704.0 million, RMB882.1 million and RMB1,108.6 million. We expect our operating expenses to increase in the future as we expand our operations. Furthermore, after the [REDACTED], we may incur additional compliance, accounting, and other expenses that we did not incur as a private company. If our revenue does not grow at a greater rate than our expenses, we may not be able to maintain profitability. If we record net loss, net current liabilities and net liabilities, we may have to obtain additional funds through financing activities such as issuance of debt or equity securities, which may not be available at favorable terms, or at all.

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We may require additional capital to pursue our business objectives and respond to business opportunities, challenges, or unforeseen circumstances. If we are unable to generate sufficient cash flows or if capital is not available, our business, results of operations, financial condition and prospects could be adversely affected.

We may require additional cash resources to support our business operation due to changed business conditions, strategic acquisitions or other future developments. Our ability to obtain additional capital depends on factors, including, but not limited to:

- (i) our market position and competitiveness in the China health insurance digital solutions industry;
- (ii) our overall financial condition, results of operations and future profitability;
- (iii) general market conditions for financing activities in China; and
- (iv) general economic and administrative conditions in China and internationally.

If our capital need is materially different from those currently planned, we may initiate financing activities for additional capital sooner than anticipated. Such financing may not be available on favorable terms on a timely basis, or at all. If we cannot obtain adequate capital on terms favorable to us, or at all, we may not be able to continue our operations, R&D and sales and marketing efforts, take advantage of future opportunities or respond to competitive pressures. Under these circumstances, our business, financial condition, results of operations and prospects may be adversely affected.

Our financial results may vary significantly from period to period.

Our operating results may vary significantly and are not necessarily an indication of future performance. These fluctuations may be a result of a variety of factors. In addition, we generally experience less order volume during national holidays in China, particularly during the Chinese New Year holiday season in the first half of each year. Our growth has made, and may in the future make, seasonal fluctuations difficult to detect. We expect these seasonal trends to become more pronounced over time as our growth moderates. In addition, our operating results may fluctuate as a result of other factors, many of which are out of our control, including shifts and fluctuations in the general market demand for the product and services of our insurance company clients, changes in the needs of our insurance company clients, our ability to effectively manage our growth, harm to our brand or reputation, developments in the regulatory environments, and other risks described elsewhere in this document. There can be no assurance that our historic operating patterns will continue in future periods, because we cannot influence or forecast many of these factors.

We are subject to credit risks in collecting trade receivables and recoverability of contract assets.

We typically grant our customers a credit period of one month, extending up to three months for major customers. However, there is no guarantee that our all our customers pay us on time. As of December 31, 2023 and 2024 and 2025, we had trade receivables of RMB119.2 million, RMB178.0 million, and RMB225.0 million, respectively. In addition, as of the same dates, we had contract assets of RMB66.4 million, RMB46.7 million, and RMB27.9 million, respectively. There is no assurance that all such amounts due to us will be settled on time or at all. Accordingly, we face credit risk in collecting trade receivables and contract assets. As of December 31, 2023, 2024 and 2025, our loss allowance for impairment of trade receivables were RMB0.5 million, RMB0.4 million and RMB5.8 million, respectively and our impairment of contract assets were RMB0.4

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million, RMB32,000 and RMB34,000, respectively. Our performance, liquidity and profitability will be adversely affected if significant amounts due to us are not settled on time. The bankruptcy or deterioration in the credit condition of any of our major customers could also materially and adversely affect our business.

We may experience discontinuation, reduction or delay of any preferential tax treatments or government grants.

We and certain of our PRC subsidiaries enjoy various types of preferential tax treatment according to the prevailing PRC tax laws. Our PRC subsidiaries recognized as high and new technology enterprises are subject to a reduced EIT rate of 15%. Our PRC subsidiaries that were qualified as a Double Soft Enterprise were exempted from CIT for two years, followed by a 50% reduction in the applicable tax rates for the next three years if the criteria of DSE are met each year. During the Track Record Period, our effective corporate income tax rates were close to zero. Such preferential tax treatments are subject to transformation and termination. If our preferential tax treatments are revoked, become unavailable or if the calculation of our tax liability is successfully challenged by the PRC tax authorities, the discontinuation of any of the various types of preferential tax treatment we enjoy could materially and adversely affect our results of operations.

We also receive grants from local governments, which are vary from year to year. In 2023, 2024 and 2025, we recorded government grants amounting RMB0.9 million, RMB3.3 million and RMB2.6 million, respectively. Local governments may decide to adjust such grants in the future. We cannot assure you of the continued availability of the government grants currently enjoyed by some of our PRC subsidiaries. Any reduction, cancelation, or repayment of government grants could adversely affect our business, financial condition and results of operations.

We may continue to grant options, restricted share units and/or other types of awards under our share incentive plan, which may result in increased share-based compensation expenses.

We adopted share incentive plans including share-based payments for the benefit of our Directors and employees to incentivize and reward the eligible persons who have contributed to our success. In 2023, 2024 and 2025, we incurred share-based payment expenses of RMB1.7 million, RMB2.4 million, and RMB14.0 million, respectively. We believe that the granting of share-based compensation is of significant importance to our ability to attract and retain key personnel and employees, and we will continue to grant share-based compensation to employees in the future. As a result, our expenses associated with share-based compensation may increase, which may have an adverse effect on our results of operations. We may re-evaluate the vesting schedules, lockup period, exercise price or other key terms applicable to the grants under our currently effective share incentive plans from time to time. If we choose to do so, we may experience substantial change in our share-based compensation expenses in the reporting periods following this [REDACTED].

Our results of operations, financial conditions and prospects have been adversely affected by fair value changes of convertible redeemable preferred shares and convertible instruments. The valuation of our convertible redeemable preferred shares and convertible instruments is uncertain due to the use of unobservable inputs.

During the Track Record Period, we had outstanding convertible redeemable preferred shares and convertible instruments, which were designated as financial liabilities at fair value through profits or losses (“FVTPL”). The convertible redeemable preferred shares and convertible instruments issued by us are not traded in an active market and the respective fair value is determined by using valuation techniques. The discounted cash flow method was used to determine the total equity value of our Company and the equity allocation model was adopted to determine the fair value of the financial instruments. See note 2.3 in Section II to the Accountant’s Report included in Appendix I to this document. These valuation methodologies that we use involve a significant degree of management judgment and are inherently uncertain. Changes in these unobservable inputs and other estimates and judgments could materially affect the fair value of our

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convertible redeemable preferred shares and convertible instruments, which in turn may adversely affect our results of operations. We recorded losses on changes in fair value of financial liabilities of RMB256.7 million, RMB205.5 million and RMB303.6 million in 2023, 2024 and 2025, respectively. We expect continued fluctuation of the fair value of our convertible redeemable preferred shares and convertible instruments after December 31, 2025 till the completion of the [REDACTED], upon which all the preferred shares will automatically convert into our Shares. After the automatic conversion of the preferred shares into Shares upon the completion of the [REDACTED], we do not expect to recognize any further loss or gain on fair value changes from the preferred shares in the future.

RISKS RELATING TO DOING BUSINESS IN THE PRC

Failure to fully adapt to development in the economic and social conditions, as well as government policies, laws and regulations, and industry practice guidelines in China could materially and adversely affect our business, financial condition, results of operations and prospects.

All of our business assets are located in China and all of our sales and revenue is currently derived from China. Accordingly, our business, financial condition, results of operations and prospects are subject to the economic, administrative and legal conditions in China. Administrative and economic policies of the PRC government could affect our business and financial condition. Failure to fully adapt to these developments in administrative and economic policies may adversely affect our growth. In recent years, the PRC government implemented a series of laws, regulations and policies with respect to, among other things, compliance operation, and supervision and administration of companies in our industry. See “Regulatory Overview”. Laws, regulations and policies related to our industry will continue to evolve and undergo adjustments, compliance to which may incur additional costs for us. If we cannot fully comply with these laws, regulations and policies, our business, financial condition, results of operations and prospects may be adversely affected.

Regulations on currency exchange may limit our foreign exchange transactions, including our ability to pay dividends and other obligations, and may affect the value of your investment.

The conversion of Renminbi is subject to applicable laws and regulations in China. Under the current PRC foreign exchange regulatory system, foreign exchange transactions under the current account conducted by us, including the payment of dividends, do not require advance approval from the SAFE. We are required to present documentary evidence of such transactions and conduct such transactions at banks that have the licenses to carry out foreign exchange business. Foreign exchange transactions under the capital account conducted by us, however, normally need to be approved by or be registered by the SAFE or its designated banks.

Under existing foreign exchange regulations, following the completion of the [REDACTED], we will be able to pay dividends in foreign currencies without prior approval from the SAFE by complying with certain procedural requirements. However, any development in these foreign exchange policies or any insufficiency of foreign exchange may restrict our ability to obtain sufficient foreign exchange for dividend payments to shareholders or to satisfy any other foreign exchange requirements, or to capitalize our capital expenditure plans, and even our business, financial conditions and results of operations, may be affected.

Direct or indirect transfers of equity interests in our PRC resident enterprises through transfers made by our Shareholders or our non-PRC holding companies may be subject to Chinese tax reporting obligations or tax liabilities.

On February 3, 2015, the STA promulgated the Public Announcement on Several Issues Concerning Enterprise Income Tax for Indirect Transfer of Assets by Non-Resident Enterprises (《國家稅務總局關於非居民企業間接轉讓財產企業所得稅若干問題的公告》) (“Circular 7”),

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which provides comprehensive guidelines relating to, and has also heightened the Chinese tax authorities’ scrutiny over, indirect transfers by a non-resident enterprise of assets (including equity interests) of a Chinese resident enterprise (the “Chinese Taxable Assets”). For example, Circular 7 states that where a non-resident enterprise transfers Chinese Taxable Assets indirectly, by disposing of equity interests in an overseas holding company directly or indirectly holding such Chinese Taxable Assets, and such transfer is deemed to be, for the purpose of avoiding EIT payment obligations, and without any other bona fide commercial purpose, the transfer may be reclassified by the Chinese tax authorities as a direct transfer of Chinese Taxable Assets. Circular 7 also introduced safe harbors for internal group restructurings and the purchase and sale of equity interests through a public securities market. On October 17, 2017, the STA promulgated the Announcement on Matters Concerning Withholding and Payment of Income Tax of Non-resident Enterprises from Source (《國家稅務總局關於非居民企業所得稅源泉扣繳有關問題的公告》) (“STA Circular 37”), which came into force on December 1, 2017. STA Circular 37, among other things, simplifies the procedures of withholding and payment of income tax levied on non-resident enterprises.

The Chinese tax authorities may deem any transfer of our Shares by those of our Shareholders that are non-resident enterprises, or any future acquisitions by us outside of China involving Chinese Taxable Assets, to be subject to the foregoing regulations, which may subject our Shareholders or us to Chinese tax reporting obligations or tax liabilities. In addition, if our Shareholders are deemed as a PRC resident enterprise or PRC resident individual, any transfers of equity interests in us related to such Shareholders may trigger tax obligations or liabilities of us or such Shareholders. We cannot assure you that all such Shareholders have fulfilled, or will strictly fulfill their tax obligations or liabilities in a timely manner. If we fail to comply with Circular 7, STA Circular 37 and other laws and regulations, the Chinese tax authorities may take action, including requesting us to provide assistance in their investigation, or may impose a penalty on us, which could have a negative impact on our business operations.

You may experience difficulties in effecting service of legal process and enforcing judgments against us, our most Directors and senior management.

A majority of our assets and subsidiaries are located in China. The majority of our Directors and senior management reside within China. The assets of these Directors and senior management also may be located within China. As a result, it may be complex for investors to effect service of process upon or to enforce judgments outside of mainland China against us and most of our Directors and senior management outside China. A judgment of a court of another jurisdiction may be reciprocally recognized or enforced in mainland China only if the jurisdiction has a treaty with mainland China or if the jurisdiction has been otherwise deemed by the courts of mainland China to satisfy the requirements for reciprocal recognition, subject to the satisfaction of other requirements. However, mainland China is not a party to treaties providing for the reciprocal enforcement of judgments of courts with certain foreign countries such as the United States, and enforcement in mainland China of judgments of a court in these jurisdictions may consequently be difficult or impossible. On July 3, 2008, the Supreme People’s Court promulgated the Arrangement between the Mainland and the HKSAR on Reciprocal Recognition and Enforcement of the Decisions of Civil and Commercial Cases under Consensual Jurisdiction (關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) (the “2008 Arrangement”). Under the 2008 Arrangement, where any designated court of mainland China or Hong Kong court has made an enforceable final judgment requiring payment of money in a civil and commercial case pursuant to a choice of court agreement, the party concerned may apply to the relevant court of mainland China or Hong Kong court for recognition and enforcement of the judgment. The 2008 Arrangement took effect on August 1, 2008. On January 25, 2024, the Supreme People’s Court promulgated the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region (關於內地與香港特別行政區法院相互認可和執行民商事案件判決的安排) (the “2024 Arrangement”), which became effective on January 29, 2024. The 2008 Arrangement was abolished on the effective date of the 2024 Arrangement. The 2024 Arrangement regulates,

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among others, the scope and particulars of judgments, the procedures and methods of the application for recognition or enforcement, the review of the jurisdiction of the court that issued the original judgment, the circumstances where the recognition and enforcement of a judgment shall be refused, and the approaches towards remedies for the reciprocal recognition and enforcement of judgments in civil and commercial matters between the courts in mainland China and those in Hong Kong. However, the 2008 Arrangement will remain applicable to a “choice of court agreement in writing” within the meaning of 2008 Arrangement which is made before the effective date of 2024 Arrangement.

We may rely on dividends and other distributions on equity paid by our PRC subsidiaries to fund any cash and financing requirements we may have, and any limitation on the ability of our PRC subsidiaries to make payments to us may have a material and adverse effect on our ability to conduct our business.

We are a holding company incorporated in the Cayman Islands, and we may rely on dividends and other distributions on equity paid by our PRC subsidiaries for our cash and financing requirements, including the funds necessary to pay dividends and other cash distributions to our shareholders or to service any debt we may incur. If our PRC subsidiaries incur debt on their 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, our PRC subsidiaries may pay dividends only out of their respective accumulated profits as determined in accordance with PRC laws, regulations and accounting standards. In addition, a wholly foreign-owned enterprise is required to set aside 10% of its accumulated after-tax profits, if any, to fund a certain statutory reserve fund, until the aggregate amount of such funds reaches 50% of its registered capital. Such reserve funds cannot be distributed to us as dividends. At its discretion, a wholly foreign-owned enterprise may allocate a portion of its after-tax profits based on PRC accounting standards to an enterprise expansion fund, or a staff welfare and bonus fund.

The People’s Bank of China and the SAFE promulgated a series of measures, including strict vetting procedures for domestic companies to remit foreign currency for overseas investments, dividends payments and shareholder loan repayments. More restrictions and substantial vetting process may be put forward by the SAFE for cross-border transactions falling under both the current account and the capital account. Any limitation on the ability of our PRC subsidiaries to pay dividends or make other kinds of payments to us could adversely limit our ability to effectively expand, make investments or acquisitions that could be beneficial to our business, pay dividends to our investors, perform other obligations to our suppliers, or otherwise fund and conduct our business.

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.

We cannot assure you that any new rules or regulations promulgated in the future will not impose additional requirements or restrictions on us or our financing activities. If it is determined in the future that approval from or filing with the CSRC or other regulatory authorities or other procedures are required, we may fail to obtain such approval, perform such filing procedures or meet such other requirements in a timely manner or at all. We may face sanctions by the CSRC or other PRC regulatory authorities for failure to seek CSRC approval or other government authorization, or perform filing procedures, for our future financing activities, and these regulatory authorities may impose fines and penalties on us, limit our operating activities in the PRC, limit our ability to pay dividends outside the PRC, delay or restrict the repatriation of the proceeds from such future financing activities into the PRC or take other actions to restrict our financing activities, which could have a material and adverse effect on our financial conditions and business prospects.

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Any developments in relevant regulations regarding the registration requirements for employee share incentive plans may subject our share incentive plan participants or us to fines and other legal or administrative sanctions.

In February 2012, SAFE promulgated the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly Listed Company (《關於境內個人參與境外上市公司股權激勵計劃外匯管理有關問題的通知》), replacing earlier rules promulgated in 2007. Pursuant to these rules, PRC citizens and non-PRC citizens who reside in China for a continuous period of not less than one year and participate in any stock incentive plan of an overseas publicly listed company, subject to a few exceptions, are required to register with SAFE through a domestic qualified agent and complete certain other procedures. In addition, an overseas-entrusted institution must be retained to handle matters in connection with the exercise or sale of stock options and the purchase or sale of shares and interests. We, our executive officers and other employees who are PRC citizens or who reside in China for a continuous period of not less than one year and who have been granted options of Shares will be subject to these regulations when we become a listed company upon the completion of the [REDACTED]. Failure to complete SAFE registrations may subject them to fines and legal sanctions. In light of the above, we cannot assure you that the shares incentive plans we implement in the future will comply with relevant arrangement under PRC law. In addition, the STA has issued certain circulars concerning employee share options and restricted shares. Under these circulars, our employees working in China who exercise share options or are granted restricted shares will be subject to PRC individual income tax. We have obligations to file documents related to employee share options or restricted shares with relevant tax authorities and to withhold individual income taxes of those employees who exercise their share options. If our employees fail to pay or we fail to withhold their income taxes according to relevant laws and regulations, we may face sanctions imposed by the tax authorities.

RISKS RELATED TO THE [REDACTED]

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

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

The liquidity, trading volume and market price of our Shares following the [REDACTED] may be volatile, which could result in substantial losses to investors.

The price and trading volume of our Shares may be subject to significant volatility in response to various factors beyond our control, including the administrative developments in Hong Kong and the general market conditions of the securities in Hong Kong and elsewhere in the world. In

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particular, the business and performance and the market price of the shares of other companies engaging in similar business may affect the price and trading volume of our Shares. In addition to market and industry factors, the price and trading volume of our Shares may be highly volatile for specific business reasons, such as fluctuations in our revenue, earnings, cash flows, investments, expenditures, regulatory developments, relationships with our suppliers and customers, movements or activities of key personnel, or actions taken by competitors. Moreover, shares of other companies listed on the Stock Exchange with significant operations and assets in China have experienced price volatility in the past, and it is possible that our Shares may be subject to changes in price not directly related to our performance but related to the overall administrative and economic conditions in Hong Kong, China or elsewhere in the world.

You will incur immediate and significant dilution if the [REDACTED] of our Shares is substantially higher than the net tangible book value per Share, and may experience further dilution if we issue additional Shares in the future.

The [REDACTED] of the Shares is higher than the net tangible book value per Share immediately prior to the [REDACTED]. Therefore, purchases of the Shares in the [REDACTED] will experience an immediate dilution in [REDACTED] net tangible book value, and our existing Shareholders will receive an increase in the [REDACTED] adjusted consolidated net tangible assets value per Share of their Shares. In addition, holders of our Shares may experience further dilution of their interests if the [REDACTED] exercise the [REDACTED] or if we issue additional shares in the future to raise additional capital.

Investors may experience difficulties in enforcing Shareholder rights.

Our Company is an exempted company incorporated in the Cayman Islands with limited liability, and the laws of the Cayman Islands differ in some respects from those of Hong Kong or other jurisdictions where investors may be located. The corporate affairs of our Company are governed by the Memorandum and the Articles, as amended from time to time, the Companies Act and the common law of the Cayman Islands. The rights of Shareholders to take legal action against our Company and/or our Directors, actions by minority Shareholders and the fiduciary duties of our Directors to our Company under Cayman Islands laws 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 the Shareholders and the fiduciary duties of our Directors under Cayman Islands laws may not be as clearly established as they would be under statutes or judicial precedents in Hong Kong or other jurisdictions where investors reside. In particular, the Cayman Islands has a less developed body of securities laws. As a result of all of the above, Shareholders may have more difficulty in exercising their rights in the face of actions taken by the management of our Company, Directors or major Shareholders than they would as shareholders of a Hong Kong company or company incorporated in other jurisdictions.

Future sales or perceived sales in the public market by our major Shareholders or issuance by us of significant amount of our Shares following the [REDACTED] could materially and adversely affect the price of our Shares and our ability to raise additional capital in the future.

Prior to the Listing, there has not a public market for our Shares. Future sales or perceived sales by our major Shareholders, or issuance by us of significant amounts of our Shares after the [REDACTED], could result in a significant decrease in the prevailing market prices of our Shares. The Shares held by certain Shareholders are subject to certain lock-up periods, the details of which are set out in the sections headed “History, Development and Corporate Structure” and “[REDACTED]” of this document. However, we cannot give any assurance that after the

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restrictions of the lock-up periods expire, these Shareholders will not dispose of any Shares. Sale of substantial amounts of our Shares in the public market, or the perception that these sales may significantly decrease the prevailing market price for our Shares and our ability to raise equity capital in the future.

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

Payment of dividends is subject to regulations under PRC laws. Under PRC law, dividends may be paid only out of distributable profits. Distributable profits are defined as our profits after taxes as determined under PRC GAAP less any recovery of accumulated losses and appropriations to statutory and other reserves that we are required to make. As a result, we may not have sufficient, if any, distributable profits to enable us to make dividend distributions to our Shareholders in the future, including periods for which our financial statements indicate that our operations have been profitable. Any distributable profits not distributed in a given year are retained and available for distribution in subsequent years.

Moreover, because the calculation of distributable profits under PRC GAAP is different from the calculation under IFRSs in certain respects, our subsidiaries may not have distributable profits as determined under PRC GAAP, even if they have profits for that year as determined under IFRSs, or vice versa. Accordingly, we may not receive sufficient distributions from our subsidiaries. Failure by our subsidiaries to pay dividends to us could have a negative impact on our cash flows and our ability to make dividend distributions to our Shareholders in the future, including those periods in which our financial statements indicate that our operations have been profitable.

You will incur immediate and significant dilution if the [REDACTED] of our Shares is substantially higher than the net tangible book value per Share, and may experience further dilution if we issue additional Shares in the future.

The [REDACTED] of the Shares is higher than the net tangible book value per Share immediately prior to the [REDACTED]. Therefore, purchases of the Shares in the [REDACTED] will experience an immediate dilution in [REDACTED] net tangible book value, and our existing Shareholders will receive an increase in the [REDACTED] adjusted consolidated net tangible assets value per Share of their Shares. In addition, holders of our Shares may experience further dilution of their interests if the [REDACTED] exercise the [REDACTED] or if we issue additional shares in the future to raise additional capital.

Certain facts, forecasts and other statistics obtained from publicly available sources contained in this document may not be reliable in terms of accuracy, competence or reliance.

Certain facts, forecasts and other statistics contained in this document relating to China, the PRC economy and the industry in which we operate have been derived from various official government publications. We have no reason to believe that such information is false or misleading or that any fact has been omitted that would render such information false or misleading. However, we cannot assure you of the accuracy or completeness of information obtained from these sources. We have not independently verified any of the data, forecasts and other statistics from such sources, nor have we ascertained that the underlying economic assumptions relied upon in those sources. The information from official government sources has not been independently verified by us or any other parties involved in the [REDACTED], or any of our or their respective directors, senior management, representatives, advisers or any other persons involved in the [REDACTED] and no representation is given as to its accuracy. Moreover, such facts, forecasts and other statistics may not be prepared on the same basis or with the same degree of accuracy (as the case may be) in other publications or jurisdictions. For these reasons, the information from various government publications contained in this document may not be accurate and should not be given undue reliance as a basis for making your investment in our Shares.

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Forward-looking information in this document is subject to risks and uncertainties.

This document contains forward-looking statements and information relating to us and our operations and prospects that are based on our current beliefs and assumptions as well as information currently available to us. When used in this document, the words “anticipate,” “believe,” “estimate,” “expect,” “plans,” “prospects,” “going forward,” “intend” and similar expressions, as they relate to us or our business, are intended to identify forward-looking statements. Such statements reflect our current views with respect to future events and are subject to risks, uncertainties and various assumptions, including the risk factors described in this document. Should one or more of these risks or uncertainties materialize, or if any of the underlying assumptions prove incorrect, actual results may diverge significantly from the forward-looking statements in this document. Whether actual results will conform with our expectations and predictions is subject to a number of risks and uncertainties, many of which are beyond our control, and reflect future business decisions that are subject to change. In light of these and other uncertainties, the inclusion of forward-looking statements in this document should not be regarded as representations that our plans or objectives will be achieved, and investors should not place undue reliance on such forward-looking statements. All forward-looking statements contained in this document are qualified by reference to the cautionary statements set out in this section.

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

Prior to the publication of this document, there has been and there may also be, subsequent to the date of this document but prior to the completion of the [REDACTED], press and media coverage regarding us, our business, our industries and the [REDACTED], which contained, among other things, certain financial information, projections, valuations and other forward-looking information about us and the [REDACTED]. We have not authorized the disclosure of any such information in the press or media and do not accept responsibility for the accuracy or completeness of such press articles or other media coverage. We make no representation as to the appropriateness, accuracy, completeness or reliability of any of such projections, valuations or other forward-looking information about us. To the extent such statements are inconsistent with, or conflict with, the information contained in this document, we disclaim responsibility for them. Accordingly, prospective investors are cautioned to make their investment decisions on the basis of the information contained in this document only and should not rely on any other information.

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In preparation for the Listing, we have sought the following waivers from strict compliance with the relevant provisions of the Listing Rules:

MANAGEMENT PRESENCE IN HONG KONG

Rule 8.12 of the Listing Rules requires that a new applicant applying for a primary listing on the Stock Exchange must have a sufficient management presence in Hong Kong. This normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. Since our core business operations are principally located, managed and conducted in the PRC and will continue to be based in the PRC, our executive Director and senior management members are and will continue to be based in the PRC.

Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted a waiver] from strict compliance with the requirements set out in Rule 8.12 of the Listing Rules subject to the following conditions, with a view to maintaining effective communication with the Stock Exchange:

- (a) our Company has appointed Mr. Lu and Ms. WONG Wai Yee, Ella (黃慧兒), one of the joint company secretaries of our Company, as the authorized representatives (“**Authorized Representatives**”) for the purpose of Rule 3.05 of the Listing Rules. They will act as our Company’s principal channel of communication with the Stock Exchange. Each of them has confirmed that he/she can be readily contactable by phone, facsimile and email to deal promptly with enquiries from the Stock Exchange. Our Company has provided contact details of the two Authorized Representatives to the Stock Exchange and will inform the Stock Exchange as soon as practicable in respect of any change in our Company’s authorized representatives. Mr. Lu has confirmed that he possesses valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required;
- (b) our Authorized Representatives have means of contacting all Directors (including the independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact a Director with respect to any matters;
- (c) each Director who does not ordinarily reside in Hong Kong possesses or can apply for valid travel documents to visit Hong Kong for business purposes and would be able to meet with the Stock Exchange within a reasonable period;
- (d) our Company has appointed Somerley Capital Limited as its Compliance Advisor in compliance with Rule 3A.19 of the Listing Rules. The Compliance Advisor will, among other things and in addition to the Authorized Representatives, provide our Company with professional advice on continuing obligations under the Listing Rules and act as an additional channel of communication of our Company with the Stock Exchange during the period from the Listing Date to the date on which our Company complies with Rule 13.46 of the Listing Rules in respect of its financial results for the first full financial year immediately after the Listing; and
- (e) meetings between the Stock Exchange and our Directors could be arranged through our Authorized Representatives or our Company’s Compliance Advisor, or directly with our Directors within a reasonable period. Our Company will inform the Stock Exchange as soon as practicable in respect of any change in the Authorized Representatives, the Directors and/or the Compliance Advisor of our Company in accordance with the Listing

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Rules. Each Director has provided or will provide their respective contact details (i.e. mobile phone number, office phone number, email address and fax number, where applicable) to facilitate communication with the Stock Exchange.

WAIVER IN RESPECT OF JOINT COMPANY SECRETARIES

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

Pursuant to Note 1 to Rule 3.28 of the Listing Rules, the Stock Exchange considers the following academic or professional qualifications to be acceptable:

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

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

- (a) length of employment with the issuer and other issuers and the roles he/she played;
- (b) familiarity with the Listing Rules and other relevant laws and regulations including the SFO, Companies Ordinance, Companies (Winding up and Miscellaneous Provisions) Ordinance, and the Takeovers Code;
- (c) relevant training taken and/or to be taken in addition to the minimum requirement under Rule 3.29 of the Listing Rules; and
- (d) professional qualifications in other jurisdictions.

Pursuant to Chapter 3.10 of the Guide for New Listing Applicants, the waiver under Rule 3.28 of the Listing Rules, if granted, will be for a fixed period of time but in any event not exceeding three years from the date of listing (the “**Waiver Period**”) and on the following conditions: (i) the relevant company secretary must be assisted by a person who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules and is appointed as joint company secretary throughout the Waiver Period; and (ii) the waiver will be revoked if there are material breaches of the Listing Rules by the applicant.

We have appointed Mr. YANG Jianying (陽健穎), and Ms. WONG Wai Yee, Ella (黃慧兒), as the joint company secretaries of our Company. Ms. WONG Wai Yee, Ella is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom, who fully meets the requirements stipulated under Rules 3.28 and 8.17 of the Listing Rules. Mr. YANG Jianying has served as the head of finance and operation of our Company and is responsible for the financial strategic planning, legal risk prevention and control system construction, and operation compliance and capital market management of our Company. Through such experience, he has extensive experience in financial and business management and corporate governance matters, as well as a

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thorough understanding of the daily operations, internal administration and financial management of our Group. See “Directors and Senior Management — Joint Company Secretaries” in this document for further information regarding the qualifications of Mr. YANG Jianying and Ms. WONG Wai Yee, Ella. By virtue of Mr. YANG Jianying’s experience and familiarity with our Group, our Company and the Directors believe Mr. YANG Jianying is capable of discharging the duties as a joint company secretary of our Company and is a suitable person to act as a joint company secretary of our Company. Further, given that our main operation is in the PRC, we believe that it would be in the best interests of our Company and our corporate governance to have Mr. YANG Jianying with the relevant background and experience in the PRC to act as our joint company secretary.

Accordingly, whilst Mr. YANG Jianying does not possess the formal qualifications required of a company secretary under Rules 3.28 and 8.17 of the Listing Rules, based on the above reasons, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Rules 3.28 and 8.17 of the Listing Rules such that Mr. YANG Jianying will be appointed as our joint company secretary.

The waiver was granted for a three-year period on the following conditions:

- (a) Mr. YANG Jianying will be assisted by Ms. WONG Wai Yee, Ella, as a joint company secretary of our Company who possesses the qualifications or experience as required under Rule 3.28 of the Listing Rules, throughout the waiver period of three years from the date of the Listing; and
- (b) the waiver will be revoked if there are material breaches of the Listing Rules by our Company.

Further, Mr. YANG Jianying will comply with the annual professional training requirement under Rule 3.29 of the Listing Rules and will enhance his knowledge of the Listing Rules during the three-year waiver period from the Listing Date. Our Company will further ensure that Mr. YANG Jianying has access to the relevant training and support that would enhance his understanding of the Listing Rules and the duties of a company secretary of an [REDACTED] listed on the Stock Exchange. At the end of the three-year period, the qualifications and experience of Mr. YANG Jianying and the need for on-going assistance from Ms. WONG Wai Yee, Ella will be evaluated by our Company. Our Company will liaise with the Stock Exchange before the end of the three-year period to enable it to revisit the situation on the expectation that our Company should then be able to demonstrate to the Stock Exchange’s satisfaction that Mr. YANG Jianying, having had the benefit of assistance of Ms. WONG Wai Yee, Ella as a qualified person for three years, have then acquired the relevant experience within the meaning of Note 2 to Rule 3.28 so that a further waiver would not be necessary.

WAIVER IN RELATION TO THE PRE-[REDACTED] SHARE INCENTIVE SCHEMES

The Listing Rules prescribes certain disclosure requirements in relation to the share options granted by our Company (the “**Share Option Disclosure Requirements**”):

- (a) Rule 17.02(1)(b) of the Listing Rules stipulates that all the terms of a scheme must be clearly set out in this document. Our Company is also required to disclose in this document full details of all outstanding options and their potential dilution effect on the shareholdings upon listing as well as the impact on the earnings per share arising from the exercise of such outstanding options;

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- (b) Paragraph 27 of Appendix D1A to the Listing Rules requires our Company to set out in this document particulars of any capital of any member of our Group that is under option, or agreed conditionally or unconditionally to be put under option, including the consideration for which the option was or will be granted and the price and duration of the option, and the name and address of the grantee, or an appropriate negative statement, provided that where options have been granted or agreed to be granted to all the members or debenture holders or to any class thereof, or to employees under a share option scheme, it shall be sufficient, so far as the names and addresses are concerned, to record that fact without giving the names and addresses of the grantees. It is noted that that under paragraph 27 of Appendix 1A to the Listing Rules, where options have been granted to employees under a share scheme, it is not necessary to disclose the names and addresses of the grantees of the options; and
- (c) Paragraph 10 of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance requires our Company to disclose, amongst others, details of the number, description and amount of any shares in or debentures of our Company which any person has, or is entitled to be given, an option to subscribe for, together with the particulars of the option, that is to say, (a) the period during which it is exercisable; (b) the price to be paid for shares or debentures subscribed for under it; (c) the consideration (if any) given or to be given for it or for the right to it; and (d) the names and addresses of the persons to whom it or the right to it was given or, if given to existing shareholders or debenture holders as such, the relevant shares or debentures must be specified in this document.

As of the Latest Practicable Date, our Company had granted outstanding options under the Pre-[REDACTED] Share Incentive Schemes to 109 grantees (including Directors, senior management and connected persons of our Company and other Eligible Participants) to subscribe for an aggregate of 22,546,598 Shares. As of the Latest Practicable Date, among the outstanding options, 13,313,548 Shares were held by two Directors, three members of senior management and two other connected persons of our Company and 9,233,050 Shares were held by 102 Other Eligible Participants who are not Directors, senior management of the Company or the connected persons of the Company. The Shares underlying the granted options represent approximately [REDACTED]% of the total number of issued Shares immediately after completion of the [REDACTED] without taking into account the [REDACTED]. No further options will be granted pursuant to the Pre-[REDACTED] Share Incentive Schemes between the Latest Practicable Date and the Listing. For further details of our Pre-[REDACTED] Share Incentive Schemes, see the section headed "Statutory and General Information — E. Pre-[REDACTED] Share Incentive Schemes" in Appendix IV to this document.

We have applied to (i) the Stock Exchange for a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of, and paragraph 27 of Appendix D1A to, the Listing Rules; and (ii) the SFC for a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, respectively, in relation to the options granted under the Pre-[REDACTED] Share Incentive Schemes. Strict compliance with the above requirements would be unduly burdensome for our Company for the following reasons, among others:

- (i) given that a total of 109 grantees are involved, strict compliance with the Share Option Disclosure Requirements in setting out full details of all the grantees who held options under the Pre-[REDACTED] Share Incentive Schemes in this document would be costly and unduly burdensome for the Company in light of a significant increase in cost and timing for information compilation, document preparation and printing;

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- (ii) the disclosure of the personal details of each grantee, including the number of options granted and addresses, may require obtaining consent from all the grantees in order to comply with personal data privacy laws and principles and it would be unduly burdensome for the Company to obtain such consents given the number of grantees;
- (iii) the grant and exercise in full of the options under the Pre-[REDACTED] Share Incentive Schemes will not cause any material adverse impact to the financial position of the Group;
- (iv) material information relating to the options under the Pre-[REDACTED] Share Incentive Schemes will be disclosed in this document, including (i) a summary of the latest terms of the Pre-[REDACTED] Share Incentive Schemes; (ii) the aggregate number of Shares subject to the options and the percentage of the Shares of which such number represents; (iii) the dilutive effect upon full exercise of the options immediately following completion of the Listing; (iv) full details of the options granted to Directors and members of the senior management and other connected persons (if any) of the Company, on an individual basis, are disclosed in this document and such details include all the particulars required under Rule 17.02(1)(b) of the Listing Rules, paragraph 27 of Appendix D1A to the Listing Rules and Paragraph 10 of Part I of the Third Schedule to the C(WUMP)O; and (v) the particulars of the waiver granted by the Stock Exchange and the exemption granted by the SFC. The Directors consider that the information that is reasonably necessary for potential investors to make an informed assessment of the Company in their investment decision making process has been included in this document; and
- (v) the lack of full compliance with such disclosure requirements will not prevent potential investors from making an informed assessment of the activities, assets and liabilities, financial position, management and prospects of our Group and will not prejudice the interest of the investing public.

In light of the above, our Directors are of the view that the grant of the waiver sought and the non-disclosure of the required information will not prejudice the interests of the investing public.

The Stock Exchange [has granted] to our Company a waiver from strict compliance with the disclosure requirements under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules with respect to the options granted under the Pre-[REDACTED] Share Incentive Schemes on the condition that:

the following information will be clearly disclosed in this document:

- (a) on individual basis, respective full details of all the outstanding options granted by the Company under the Pre-[REDACTED] Share Incentive Schemes to each of the Directors, members of senior management and other connected persons, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules;
- (b) in respect of the outstanding options granted by the Company respectively under the Pre-[REDACTED] Share Incentive Schemes to the grantees other than those referred to above, disclosure is made on an aggregate basis, categorized into lots based on the number of Shares underlying each individual grantee, being (I) for the 2022 Share Incentive Scheme, (1) 1 to 5,000 Shares; (2) 5,001 to 50,000 Shares; and (3) 50,001 to 5,000,000 Shares; and (II) for the 2025 Share Option Scheme, (1) 1 to 5,000 Shares; (2) 5,001 to 50,000 Shares; and (3) 50,001 to 2,000,000 Shares, of (1) the aggregate number of grantees and number of Shares underlying the options under each of the Pre-[REDACTED] Share Incentive Schemes, (2) the consideration paid for the grant of the options under each of the Pre-[REDACTED] Share Incentive Schemes and (3) the exercise period and the exercise price of the options granted under the Pre-[REDACTED] Share Incentive Schemes;

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- (c) the dilution effect upon full exercise of the outstanding options granted under the Pre-[REDACTED] Share Incentive Schemes;
- (d) the aggregate number of Shares subject to the options granted by the Company under each of the Pre-[REDACTED] Share Incentive Schemes, respectively, and the respective percentages of the Company's issued share capital of which such number represents;
- (e) the respective summary of the major terms of Pre-[REDACTED] Share Incentive Schemes;
- (f) the grant of a certificate of exemption under the C(WUMP)O from the SFC exempting the Company from the disclosure requirements provided in paragraph 10(d) of Part I of the Third Schedule to the C(WUMP)O; and
- (g) a full list of all the grantees (including those persons whose details have already been disclosed in this document) containing all the particulars as required under Rule 17.02(1)(b) and paragraph 27 of Appendix D1A of the Listing Rules and paragraph 10 of Part I of the Third Schedule to the C(WUMP)O will be made available on display in the section headed in accordance with "Documents Delivered to the Registrar of Companies and Documents on Display — Documents Available on Display" in Appendix V to this Document.

The SFC [has granted] a certificate of exemption under section 342A of the Companies (Winding Up and Miscellaneous Provisions) Ordinance exempting our Company from strict compliance with paragraph 10(d) of Part I of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, subject to the conditions that:

the following information will be clearly disclosed in this Document:

- (a) on individual basis, respective full details of all the outstanding options granted by the Company under the Pre-[REDACTED] Share Incentive Schemes to each of the Directors, members of senior management and other connected persons, including all the particulars required under Rule 17.02(1)(b) of the Listing Rules and paragraph 27 of Appendix D1A to the Listing Rules;
- (b) in respect of the outstanding options granted by the Company respectively under the Pre-[REDACTED] Share Incentive Schemes to the grantees other than those referred to above, disclosure is made on an aggregate basis, categorized into lots based on the number of Shares underlying each individual grantee, being (I) for the 2022 Share Incentive Scheme, (1) 1 to 5,000 Shares; (2) 5,001 to 50,000 Shares; and (3) 50,001 to 5,000,000 Shares; and (II) for the 2025 Share Option Scheme, (1) 1 to 5,000 Shares; (2) 5,001 to 50,000 Shares; and (3) 50,001 to 2,000,000 Shares, of (1) the aggregate number of grantees and number of Shares underlying the options under each of the Pre-[REDACTED] Share Incentive Schemes, (2) the consideration paid for the grant of the options under each of the Pre-[REDACTED] Share Incentive Schemes and (3) the exercise period and the exercise price of the options granted under the Pre-[REDACTED] Share Incentive Schemes;
- (c) a full list of all the grantees (including those persons whose details have already been disclosed in this document) containing all the particulars as required under Rule 17.02(1)(b) and paragraph 27 of Appendix D1A of the Listing Rules and paragraph 10 of Part I of the Third Schedule to the C(WUMP)O will be made available on display in the section headed in accordance with "Documents Delivered to the Registrar of Companies and Documents on Display — Documents Available on Display" in Appendix V to this Document.

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WAIVER IN RESPECT OF CONTINUING CONNECTED TRANSACTIONS

We have entered into, and are expected to continue, certain transaction(s) that will constitute non-exempt continuing connected transactions of our Company under the Listing Rules upon Listing. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted], a waiver from strict compliance with the requirements under Chapter 14A of the Listing Rules in relation to these continuing connected transactions. For further details in this respect, see “Connected Transactions” in this document.

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

INFORMATION ABOUT THIS DOCUMENT AND THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

DIRECTORS

Name	Address	Nationality
Executive Directors		
Mr. LU Min (盧旻)	Room 501, No. 9, Phase 4 Vanke Jade Park Lane 388, Chuanhe Road Sunqiao Town Pudong New Area, Shanghai PRC	Chinese
Mr. CAI Jianwei (蔡建衛)	Room 1802, No. 5 Lane 1299, Dingxiang Road Pudong New Area, Shanghai PRC	Chinese
Non-executive Directors		
Ms. YANG Nan (楊楠)	Unit 1301-05, Level 13, Covef Cyberport 3, 100 Cyberport Road Hong Kong	Chinese
Mr. OU, Jin Yi Hugo (歐晉羿)	House 3, Kellett View Town House 65-69 Mount Kellett Road, The Peak Hong Kong	Chinese (Hong Kong)
Independent non-executive Directors		
Mr. ZHOU Zheng (周正)	Room F, 21/F 23 Graham Street Hong Kong Island Hong Kong	Chinese (Hong Kong)
Ms. XU Lili (徐黎黎)	29E, Island Lodge 180 JAVA Road North Point Hong Kong	Chinese
Mr. XU Xian (許閒)	Room 5-1304, Lane 15 Guoquanhou Road, Yangpu District Shanghai PRC	Chinese

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

PARTIES INVOLVED IN THE [REDACTED]

Joint Sponsors

J.P. Morgan Securities (Far East) Limited

28/F, Chater House

8 Connaught Road Central

Hong Kong

HSBC Corporate Finance (Hong Kong) Limited

1 Queen’s Road Central

Hong Kong

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

[REDACTED]

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Legal Advisors to the Company

As to Hong Kong:

Linklaters

11/F, Alexandra House
18 Chater Road
Central
Hong Kong

As to PRC law:

Jingtian & Gongcheng

34/F, Tower 3, China Central Place
77 Jianguo Road, Chaoyang District
Beijing
PRC

As to Cayman Islands law:

Maples and Calder (Hong Kong) LLP

26th Floor, Central Plaza
18 Harbour Road
Wanchai
Hong Kong

As to PRC data compliance law:

Jingtian & Gongcheng

45/F, K.Wah Center
1010 Huaihai Road (M), Xuhui District
Shanghai
PRC

Legal Advisors to the Joint Sponsors and [REDACTED]

As to Hong Kong:

Norton Rose Fulbright Hong Kong

38/F Jardine House
1 Connaught Place
Central
Hong Kong

DIRECTORS AND PARTIES INVOLVED IN THE [REDACTED]

As to PRC law:

King & Wood

17th Floor, One ICC, Shanghai ICC
999 Middle Huai Hai Road, Xuhui District
Shanghai
PRC

**Reporting Accountant and
Independent Auditor**

Ernst & Young

*Certified Public Accountants
Registered Public Interest Entity Auditor
under the Accounting and Financial Reporting
Council Ordinance
27/F, One Taikoo Place
979 King’s Road
Quarry Bay, Hong Kong*

Industry Consultant

**Frost & Sullivan (Beijing) Inc., Shanghai
Branch Co.**

Room 2504, Wheelock Square
1717 Nanjing West Road
Jing’an District
Shanghai
PRC

[REDACTED]

CORPORATE INFORMATION

Registered Office	Office of Maples Corporate Services Limited PO Box 309, Ugland House Grand Cayman, KY1-1104 Cayman Islands
Head Office and Principal Place of Business in China	Room 7094, Building 298, Xicheng Road Liangxi District, Wuxi City Jiangsu Province PRC
Principal Place of Business in Hong Kong	Room 1915, 19/F, Lee Garden One 33 Hysan Avenue, Causeway Bay Hong Kong
Company’s website	<u>https://www.nuanwa.net</u> <i>(The content on this website does not form part of this document)</i>
Joint Company Secretaries	Mr. YANG Jianying (陽健穎) Room 1004, No. 8 Hanzhong Road Jingan District, Shanghai PRC Ms. WONG Wai Yee, Ella (黃慧兒) Room 1915, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Authorized Representatives	Mr. LU Min (盧旻) Room 501, No. 9, Phase 4 Vanke Jade Park Lane 388, Chuanhe Road, Sunqiao Town Pudong New Area, Shanghai PRC Ms. WONG Wai Yee, Ella (黃慧兒) Room 1915, 19/F Lee Garden One 33 Hysan Avenue Causeway Bay Hong Kong
Audit Committee	Ms. XU Lili (徐黎黎) (<i>Chairperson</i>) Ms. YANG Nan (楊楠) Mr. ZHOU Zheng (周正)
Remuneration Committee	Mr. XU Xian (許閒) (<i>Chairperson</i>) Ms. YANG Nan (楊楠) Mr. ZHOU Zheng (周正)

CORPORATE INFORMATION

Nomination Committee

Mr. LU Min (盧旻) (*Chairperson*)
Ms. XU Lili (徐黎黎)
Mr. XU Xian (許閒)

Compliance Advisor

Somerley Capital Limited
20/F, China Building
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Hong Kong

[REDACTED]

Principal Banks

**Industrial and Commercial Bank of China
Limited Shanghai Branch Business
Department**
No. 24, Zhongshan East 1st Road
Huangpu District, Shanghai
PRC

**Shanghai Pudong Development Bank
Jing’an Branch**
No. 669, Beijing West Road
Jing’an District, Shanghai
PRC

**China Construction Bank Corporation
Beijing Free Trade Zone International
Business Service Area Branch**
Floor 1, Building AB, Sino-Ocean Guanghai
International
No. 10 Jintong West Road
Chaoyang District, Beijing
PRC

**China CITIC Bank Shenzhen Jinshan
Building Branch**
Jinshan Building, 5028 Shennan East Road
Luohu District, Shenzhen
PRC

INDUSTRY OVERVIEW

Certain information and statistics set out in this section have been extracted from various official government publications, market data providers and a report commissioned by us and prepared by an independent third party, Frost & Sullivan (the “Frost & Sullivan Report”). The information from official government sources has not been independently verified by us, the Joint Sponsors, the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED], the [REDACTED] or any of their respective directors, officers, employees, advisers or agents or any other parties involved in the [REDACTED], and no representation is given as to its accuracy, fairness and completeness.

OVERVIEW OF INSURANCE AI TECHNOLOGY INDUSTRY IN CHINA

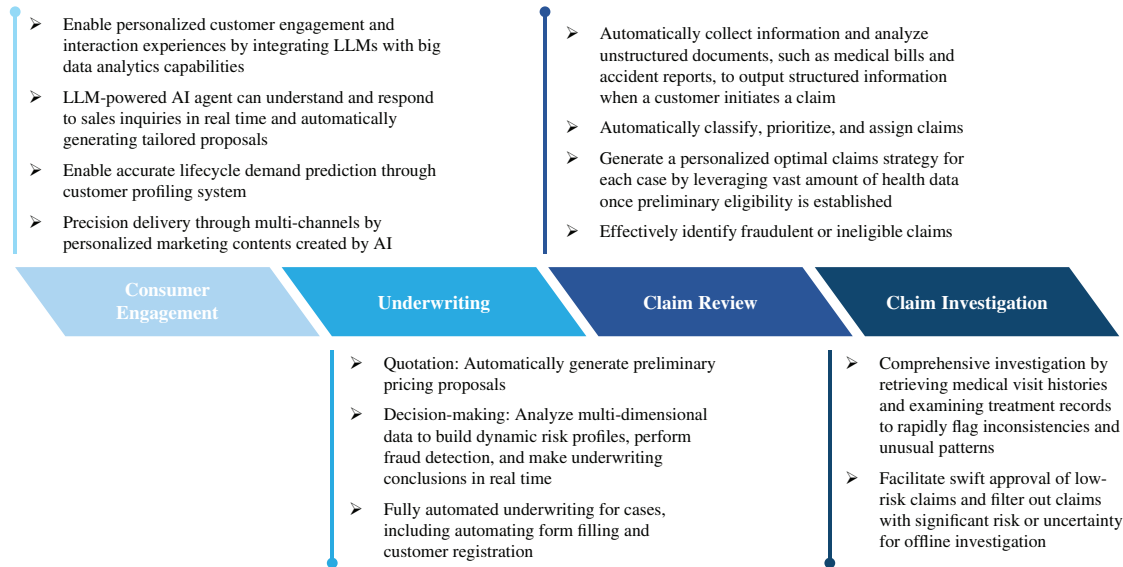
Definitions of Artificial Intelligence, AI Technology and AI Agent

Artificial Intelligence. Artificial intelligence (AI) is a field of computer science focused on developing software that simulates human intelligence, enabling machines to perform cognitive tasks such as learning and problem-solving. As a foundational technology, AI is set to reshape interactions between people and machines for years to come. Achieving scalable, high-performance solutions that deliver accuracy, speed, and energy efficiency in a cost-effective manner remains a significant challenge for the industry.

AI Technology. AI technology integrates advanced algorithms into hardware, software, and services, delivering targeted solutions that automate processes, enhance decision-making, and enable personalized experiences. Among these, Large Language Models (LLMs) are a category of deep learning models trained on vast datasets and are capable of understanding and generating human-like text, recognizing patterns, and making decisions with greater accuracy than earlier AI systems. The insurance industry is shifting from traditional rule-based AI systems to LLM-powered intelligent solutions, unlocking new possibilities for innovation, operational efficiency, and improved customer engagement.

AI Agent. AI Agents represent the next evolution of artificial intelligence — autonomous systems equipped with environmental perception, decision-making, and action execution capabilities. AI agents in insurance AI technology industry are applied in four stages: customer engagement, underwriting, claim review and claim investigations. In real life, AI agents take various forms, such as voice agents and claim verification agents. By utilizing nationwide medical data coverage and health insurance risk analytics knowledge datasets, claim verification AI agents can identify anomalies in medical records or flag claims with unusually high amounts for further review.

Application of AI Technology in Insurance Industry



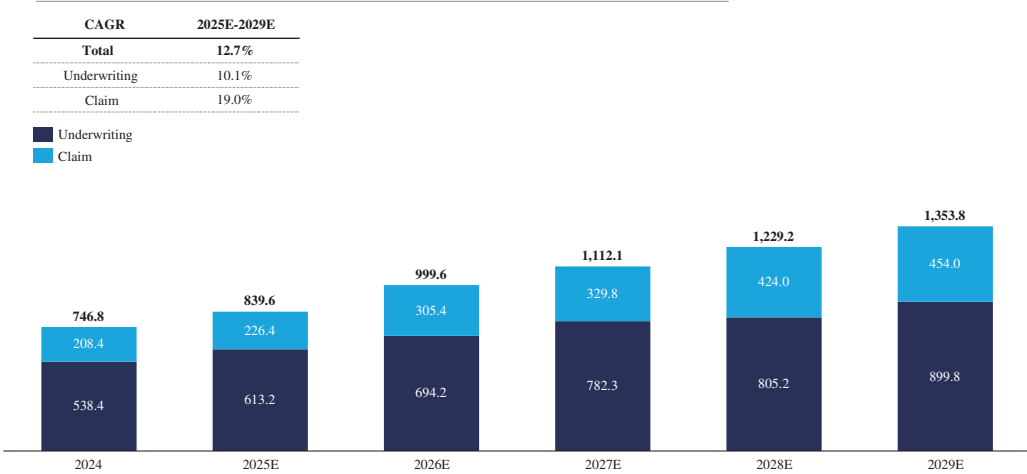
Sources: Public Information, Frost & Sullivan

INDUSTRY OVERVIEW

Total Addressable Market for Insurance AI Technology in China

The total addressable market for insurance AI technology in China, which encompasses revenue opportunities from AI technology applications in underwriting solutions and claim solutions, was RMB746.8 billion in 2024 and is expected to reach RMB1,353.8 billion in 2029, representing a CAGR of 12.7% from 2025 to 2029.

Total Addressable Market of Insurance AI Technology in China
RMB Billion, 2024-2029E



Sources: Expert Interview, National Bureau of Statistics, National Financial Regulatory Administration, Frost & Sullivan

Note: TAM of insurance AI technology comprises both underwriting-related and claims-related segments. Underwriting solutions primarily encompass fee generated from customer engagement, underwriting case assessment, and technology deployment, while claim solutions primarily encompass fee generated from claims review and investigation and technology deployment.

Pain Points of Insurance Companies in China

High customer engagement cost and low customer lifetime value

Insurance companies have an insufficient understanding of their customers’ needs and risk profile, and claim data is not automatically used to inform or refine underwriting procedures. This gap prevents insurance companies from realizing the full value of each customer over their lifetime and hinders the efficiency of customer engagement.

Inefficiency and fragmented data utilization resulted by high reliance on manual labor

Across consumer engagement, underwriting, claim review and claim investigation, traditional insurance operations rely heavily on offline channels, static rules and manual workflows. At the consumer engagement stage, reliance on agent networks and bancassurance limits direct access to granular user behavior data and real-time interaction insights. In underwriting, rule-based models primarily depend on limited historical data and lack the ability to incorporate dynamic or alternative data sources, constraining risk differentiation and pricing accuracy. During claim review, manual document verification and fragmented processes lead to longer processing cycles and variability in assessment outcomes. In claim investigation, reliance on human judgment and post-event verification makes it difficult to efficiently identify complex or organized fraud patterns. As a result, data utilization remains fragmented and inefficient, leading to higher operational costs, inconsistent outcomes and constrained risk assessment accuracy across the insurance value chain.

INDUSTRY OVERVIEW

High loss ratio and low profitability

Many insurers report high loss ratios — around 40% — and declining profit margins falling below 5%, with some experiencing net operating losses. These issues are largely due to the absence of advanced risk analytics, which hampers the detection of high-risk events and leads to suboptimal claim settlements. Developing in-house risk analytics capabilities requires significant investment in both technology and expertise.

Key Growth Drivers of Insurance AI Technology Industry in China

Rapid growth and vast potential of China insurance industry

China’s insurance market has undergone rapid growth historically, increasing from RMB4.5 trillion in 2020 to RMB5.7 trillion in 2024 in terms of premiums, representing a CAGR of 5.9%. It is projected that China’s insurance market size will reach RMB9.8 trillion in 2029, representing a CAGR of 12.5% from 2025 to 2029. The health insurance segment has also expanded, growing from RMB0.8 trillion in 2020 to RMB1.0 trillion in 2024, with a CAGR of 4.6%. It is expected to reach RMB1.7 trillion by 2029, representing a CAGR of 11.6% from 2025 to 2029, driven by increased public health awareness and ongoing innovation in products, technology, and services.

Despite ranking as the world’s second-largest insurance market by premiums in 2024, China’s insurance penetration rate stood at only 4.4%, compared to the insurance penetration rate in the United States, the United Kingdom and Japan of 12.5%, 10.9% and 8.8%, respectively. The average per capita insurance spending in China was at only USD578, compared to the same number of the United States, the United Kingdom and Japan of USD10.0 thousand, USD5.1 thousand and USD3.0 thousand, respectively, in the same year. This highlights not only China’s strong growth momentum but also its vast potential for future development.

Strong customer demand for intelligent, streamlined, and user-friendly insurance services

From a customer perspective, the intelligent experience in the insurance industry has long lagged sectors such as internet retail and mobility. As customer behavior is shifting toward a strong demand for instant, seamless, and highly personalized services in insurance services, insurance companies must focus on intelligent operations across marketing, underwriting and claims, underpinned by AI capabilities and data-driven insights. This enables them to optimize resource allocation, improve decision-making and ultimately enhance their profitability.

Improving usability of AI technologies in the insurance industry, enabling insurance companies to enhance operational efficiency and innovate their business models

Advanced in LLMs have significantly enhanced language understanding, logical reasoning, and content generation, providing a robust foundation for processing the vast volumes of unstructured text found in insurance — such as contracts, claims reports, and medical records. The growth of industry-specific datasets has enabled the development of tailored solutions, including LLMs and AI agents. As these technologies mature, their accuracy and reliability have markedly improved, positioning AI as a core business enabler rather than a peripheral tool. This shift allows for seamless AI integration across the insurance value chain — from marketing and underwriting to claims and customer service — driving operational efficiency and fostering business model innovation.

Competitive Landscape of Insurance AI Technology Companies in China

The following table sets forth the top five market participants in terms of number of insurance cases processed in 2024, including underwriting and claim cases, showing the Company is the largest independent AI-driven technology company in the insurance industry in China.

Ranking of Top Five Insurance AI Technology Providers in China, by Number of Cases			
Ranking	Company	Number of Cases (Million, 2024)	Independent or Not
1	Company A	83.7	No
2	Company B	33.2	No
3	The Company	31.0	Yes
4	Company C	22.4	Yes
5	Company D	19.6	Yes
Top 5		189.9	

Sources: Public information, expert interview, annual reports of public companies and Frost & Sullivan

INDUSTRY OVERVIEW

Notes:

1. Dependent insurance AI technology companies benefit from the online traffic support from an online platform to which they are affiliated with independent insurance AI technology companies do not have such affiliated online platform.
2. Company A founded in 2016 and headquartered in China, has a registered capital of RMB50.0 million and is not listed on any stock exchange. It is a wholly-owned subsidiary of an open Internet platform, committed to providing customers with a safe and convenient Internet insurance experience.
3. Company B founded in 2017 and headquartered in China, has a registered capital of RMB56.1 million and is not listed on any stock exchange. It is an insurance AI technology platform owned by a listed technology company, providing users with convenient and professional insurance services.
4. Company C founded in 2019 and headquartered in China, has a registered capital of RMB47.0 million and listed in NASDAQ. It leverages AI algorithms and data analytics to capture customers’ latent health insurance demand, and in the meantime guide insurance companies to design highly customized products accurately addressing customers’ demand.
5. Company D founded in 2014, headquartered in China, has a registered capital of RMB15.3 million and is listed in NASDAQ. It is a technology company specializing in the research, development, and innovation of AI technologies for insurance digitalization and intelligence.

The following table sets forth the top ten market participants in terms of revenue in 2024, showing the Company is the 7th insurance AI technology company in China with a market share of 2.2%.

Ranking of Top Ten Insurance AI Technology Providers in China, by Revenue				
Ranking	Company	Revenue (Million RMB, 2024)	Market Share (%)	Independent or Not
1	Company A	5,274	12.1%	No
2	Company B	3,400	7.8%	No
3	Company C	3,285	7.5%	Yes
4	Company E	2,364	5.4%	Yes
5	Company D	1,626	3.7%	Yes
6	Company F	995	2.3%	Yes
7	The Company	944	2.2%	Yes
8	Company G	935	2.1%	Yes
9	Company H	931	2.1%	Yes
10	Company I	928	2.1%	Yes
Top 10		20,681	47.3%	

Sources: Public information, expert interview, annual reports of public companies and Frost & Sullivan

Notes:

1. Company E founded in 2017 and headquartered in China, has a registered capital of RMB50.0 million and listed in NYSE. It is dedicated to providing insurance AI technology and healthcare services through medical crowdfunding, insurance marketplace, and healthcare.
2. Company F founded in 2006 and headquartered in China, has a registered capital of RMB244.8 million and listed in NASDAQ. It is an internet insurance product and service platform.
3. Company G founded in 2005 and headquartered in China, has a registered capital of RMB952.9 million and listed in SZSE. It provides software and digital technology services, computing products and smart electronics, digital energy and intelligent computing services and international services.
4. Company H founded in 2000 and headquartered in China, has a registered capital of RMB91.3 million and listed in HKEX. It is a global software and information technology services company.
5. Company I founded in 1996 and headquartered in China, has a registered capital of RMB831.0 million. It specializes in the research, development, application and service of computer software.

INDUSTRY OVERVIEW

OVERVIEW OF HEALTH INSURANCE AI TECHNOLOGY INDUSTRY IN CHINA

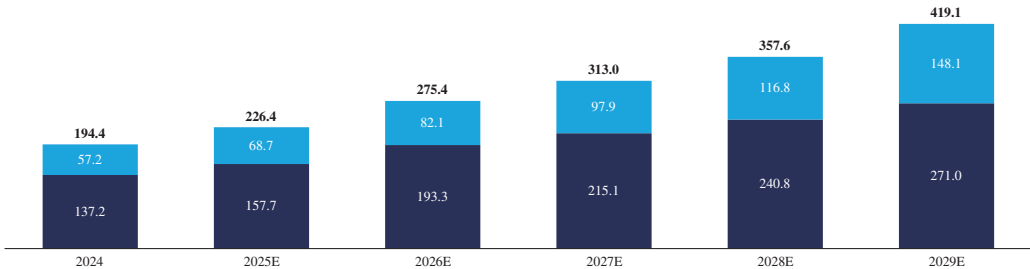
Total Addressable Market for Health Insurance AI Technology in China

The total addressable market for health insurance AI technology in China, which encompasses revenue generated from AI technology applications in underwriting solutions and claim solutions focusing only on health insurance industry, was RMB194.4 billion in 2024, which is expected to reach RMB419.1 billion in 2029, representing a CAGR of 16.6% from 2025 to 2029.

Total Addressable Market of Health Insurance AI Technology in China
RMB Billion, 2024-2029E

CAGR	2025E-2029E
Total	16.6%
Underwriting	14.5%
Claim	21.2%

■ Underwriting
■ Claim



Sources: Expert Interview, National Bureau of Statistics, National Financial Regulatory Administration, Frost & Sullivan

Note: TAM of health insurance AI technology comprises both underwriting-related and claims-related segments in health insurance. Underwriting solutions primarily encompass fee generated from customer engagement, underwriting case assessment, and technology deployment, while claims solutions primarily encompass fee generated from claims review and investigation and technology deployment.

Development Trends for Health Insurance AI Technology Industry in China

High loss ratio is driving the trend of developing full-stack risk analytics capabilities

The loss ratio for health insurance reached around 40% in 2025, which drives the high demand from health insurance companies for precise risk management. AI technology providers are developing comprehensive risk analytics solutions covering customer engagement, underwriting, claims review and investigation, as well as ongoing health management and preventive services. These AI-driven solutions enable more accurate identification of high-risk groups and dynamic claims monitoring, effectively reducing fraud and optimizing risk assessment for improved profitability.

Data integration and knowledge base construction become key success factors

Success in health insurance AI technology hinges on effective data integration and robust knowledge base development. Providers are building unified data ecosystems by integrating information from insurers, healthcare providers, and third-party platforms. Collaborations with hospitals, health examination centres, and digital health platforms further enhance risk assessment and product optimization. Comprehensive knowledge bases spanning diseases, medical data, customer behavior, and insurance expertise accelerate business responsiveness and decision-making.

INDUSTRY OVERVIEW

Integrated Health Service Ecosystems through Collaboration

The industry is seeing increased collaboration between insurers and health management service providers to create integrated health service ecosystems. These ecosystems combine insurance with healthcare management, offering comprehensive protection and facilitating early disease intervention. Leveraging technology, such solutions deliver personalized healthcare management, real-time monitoring, and proactive services, thereby enhancing the value proposition of specialty health insurance products and supporting market growth.

Market Size of Health Insurance AI Technology Industry in China

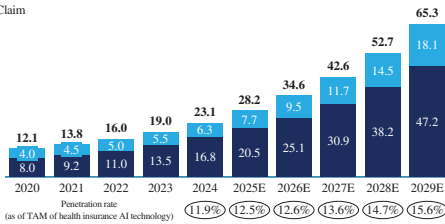
The market size of health insurance AI technology industry in China has grown from RMB12.1 billion in 2020 to RMB23.1 billion in 2024, and further to RMB65.3 billion by 2029, with a CAGR of 23.3% from 2025 to 2029. Despite this rapid expansion, the penetration rate of TAM of health insurance AI technology in China remains relatively low at 11.9% in 2024, and is projected to rise to 15.6% by 2029, highlighting significant market opportunities.

By provider type, independent providers hold a larger market share. Their market size was RMB6.2 billion in 2020, is expected to reach RMB17.0 billion in 2024, and further expand to RMB48.8 billion by 2029, with a CAGR of 23.7% from 2025 to 2029. Independent providers are expected to contribute approximately 74.7% of the market by 2029.

Size of Health Insurance AI Technology Market in China, Breakdown by Type of Services
RMB Billion, 2020-2029E

CAGR	2020-2024	2025E-2029E
Total	17.6%	23.3%
Underwriting	20.3%	23.2%
Claim	11.8%	23.7%

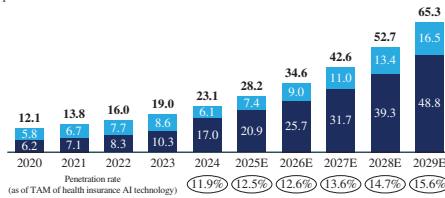
Underwriting
Claim



Size of Health Insurance AI Technology Market in China, Breakdown by Type of Providers
RMB Billion, 2020-2029E

CAGR	2020-2024	2025E-2029E
Total	17.6%	23.3%
Independent	28.5%	23.7%
Dependent	1.1%	22.4%

Independent
Dependent



Sources: Expert interview, National Bureau of Statistics, National Financial Regulatory Administration, Frost & Sullivan

Competitive Landscape of Health Insurance AI Technology Companies in China

The Company has full-stack risk analytics capabilities to facilitate the end-to-end business operation processes, from customer engagement and underwriting risk assessment to claim review and investigation, customer services and beyond. Furthermore, by leveraging our knowledge base and AI agents, underpinned by our robust data accesses, the Company enables insurance companies to streamline and automate the most critical aspects of their business operations. The Company competes with players of all the types, regardless of their dependency or full-stack capability.

The following table sets forth the top ten market participants in terms of revenue in 2024, showing the Company is the largest AI-driven technology company in the health insurance industry in China with full-stack risk analytics capabilities.

INDUSTRY OVERVIEW

Ranking of Top Ten Health Insurance AI Technology Providers in China, by Revenue				
Ranking	Company	Revenue (RMB Million, 2024)	Market Share (%, 2024)	Full-stack or Not
1	Company A	3,692	16.0%	No
2	Company C	3,086	13.4%	No
3	Company B	2,380	10.3%	No
4	Company E	1,652	7.2%	No
5	The Company	944	4.1%	Yes
6	Company J	521	2.3%	No
7	Company F	483	2.1%	No
8	Company G	377	1.6%	No
9	Company I	186	0.8%	No
10	Company K	180	0.8%	No
Top 10		13,501	58.5%	

Sources: Public information, expert interview, annual reports of public companies and Frost & Sullivan

Notes:

1. Full-stack health insurance AI technology solutions include underwriting solutions and claim solutions. For underwriting solutions, it covers customer engagement, underwriting case assessment and technology deployment. For claim solutions, it covers claims review, claim investigation and technology deployment.
2. Company J founded in 2015 and headquartered in China, has a registered capital of RMB4.9 million and listed in HKEX. It provides insurance AI technology services, primarily focused on distributing insurance products through various online and agent-assisted platforms.
3. Company K founded in 2016 and headquartered in China, has a registered capital of RMB13 million. It primarily offers health insurance AI technology to insurance companies to improve their case review and investigation accuracy and efficiency.

Entry Barriers of Health Insurance AI Technology Industry

- **Advancement in AI technologies.** Strong AI-driven, data-driven technology capabilities to automate underwriting and/or claim management processes.
- **Sufficient industry know-how.** Sufficient health insurance industry know-how around both product and customers.
- **Access to and analysis of health and medical data.** Proficiency in accessing and analyzing vast amounts of health and medical data.
- **R&D capability.** Advanced and efficient research and development capabilities in AI and data analytics to maintain leadership in technology advantage.
- **Ecosystem support.** Strong relationships with insurance companies, pharmaceutical companies and a talented workforce.

INDUSTRY OVERVIEW

SOURCE OF INFORMATION

In connection with the [REDACTED], we have engaged Frost & Sullivan to conduct a detailed analysis and to prepare an industry report on the markets in which we operate. Services provided by Frost & Sullivan include market assessments, competitive benchmarking and strategic and market planning for a variety of industries. We have agreed to a total of RMB400,000 in fees and expenses for the preparation and use of the Frost & Sullivan Report. The payment of such an amount was not contingent upon our successful Listing or on the results of the Frost & Sullivan Report. Apart from the Frost & Sullivan Report, we have not commissioned any other industry report in connection with the [REDACTED].

We have extracted certain information from the Frost & Sullivan Report in this section, as well as in the sections headed “Summary,” “Risk Factors,” “Business,” “Financial Information” and elsewhere in this document to provide our potential investors with a more comprehensive presentation of the industries in which we operate. Unless otherwise noted, all of the data and forecasts contained in this section are derived from the Frost & Sullivan Report, various official government publications and other publications. Frost & Sullivan prepared its report based on its in-house database, independent third-party reports and publicly available data from reputable industry organizations. Where necessary, Frost & Sullivan contacts companies operating in the industry to gather and synthesize information in relation to the market, prices and other relevant information. Frost & Sullivan believes that the basic assumptions used in preparing the Frost & Sullivan Report, including those used to make future projections, are factual, correct and not misleading. Frost & Sullivan has independently analyzed the information, but the accuracy of the conclusions of its review largely relies on the accuracy of the information collected. Frost & Sullivan’s research may be affected by the accuracy of these assumptions and the choice of these primary and secondary sources.

Our Directors confirm that after taking reasonable care, there has been no adverse change in the market information since the date of the report prepared by Frost & Sullivan which may qualify, contradict, or have an impact on the information set forth in this section in any material respect.

REGULATORY OVERVIEW

Our business in China is subject to extensive supervision and regulatory control by the PRC government. This section sets out a summary of the major relevant laws, regulations, rules and policies which may have significant impact on our business.

REGULATIONS ON CORPORATION AND FOREIGN INVESTMENT IN CHINA

The establishment, operation and management of companies in China are governed by the PRC Company Law, as amended in 2005, 2013, 2018 and 2023. The PRC Company Law applies to both PRC domestic companies and foreign-invested companies. The Foreign Investment Law adopts the administrative system of pre-entry national treatment along with a negative list for foreign investments.

Pursuant to the Foreign Investment Law, “foreign investments” refers to any direct or indirect investment activities conducted by any foreign individual, enterprise, or organization (collectively referred to as “foreign investors”) in the PRC, which includes but is not limited to foreign investors establishing foreign-invested enterprises, or FIEs, in the PRC solely or jointly with other investors or foreign investors acquiring shares, equity interests, property portions or other similar rights and interests thereof within the PRC. According to the Foreign Investment Law, the State Council shall promulgate or approve a list of special administrative measures for market access of foreign investments, or the Negative List.

In addition, the Foreign Investment Law also provides several protective rules and principles for foreign investors and their investments in the PRC, including, among others, (i) that local governments shall abide by their commitments to the foreign investors; (ii) FIEs are allowed to issue stocks and corporate bonds; except for special circumstances, in which case statutory procedures shall be followed and fair and reasonable compensation shall be made in a timely manner, expropriation or requisition of the investment of foreign investors is prohibited; (iii) mandatory technology transfer is prohibited; and (iv) the capital contributions, profits, capital gains, proceeds out of asset disposal, licensing fees of intellectual property rights, indemnity or compensation legally obtained, or proceeds received upon settlement by foreign investors within the PRC, may be freely remitted inward and outward in RMB or a foreign currency. Also, foreign investors or FIEs should assume legal liabilities for failing to report investment information in accordance with the requirements.

On December 26, 2019, the State Council further issued the Implementation Rules of Foreign Investment Law, which came into effect on January 1, 2020. The Regulations on Implementing the PRC Foreign Investment Law restates certain principles of the Foreign Investment Law and further provides that, among others, (i) if an FIE established prior to the effective date of the Foreign Investment Law fails to adjust its legal form or governance structure to comply with the provisions of the Companies Law of the PRC or the Partnership Enterprises Law of the PRC, as applicable, and complete amendment registration before January 1, 2025, the enterprise registration authority will not process other registration matters of the FIE and may public such non-compliance thereafter; and (ii) the provisions regarding equity interest transfer and distribution of profits and remaining assets as stipulated in the contracts among the joint venture parties of an FIE established before the effective date of the Foreign Investment Law may, after adjustment of the legal form and governing structure of such FIE, remain binding upon the parties during the joint venture term of the enterprise.

On September 6, 2024, the National Development and Reform Commission, or the NDRC, and the Ministry of Commerce promulgated the Special Administrative Measures for Access of Foreign Investment (Negative List) (2024 Edition), or the 2024 Negative List, which came into effect on November 1, 2024.

The current effective Negative List does not impose foreign investment restrictions on insurance brokerage business and insurance assessment business. On December 3, 2021, the CBIRC issued the Notice on Clarifying Relevant Measures for Opening Up the Insurance Intermediary

REGULATORY OVERVIEW

Market. Insurance brokerage companies established in China by foreign insurance brokerage companies with practical business experience and in compliance with the relevant regulations of the CBIRC are allowed to operate insurance brokerage business. The requirements for the operating years and total assets of foreign insurance broker investors are abolished. According to this notice, foreign insurance companies and insurance professional intermediary institutions established by foreign insurance companies are allowed to operate insurance brokerage businesses in China. Furthermore, the NFRA (the regulatory authority for insurance intermediary institutions after the institutional restructuring) stipulated in the Service Guide for Licensing and Approval of Insurance Brokerage Business Operations (《保險經紀業務經營許可審批事項服務指南》) issued on June 16, 2023, that entities with a foreign ownership ratio greater than or equal to 25% after look-through and aggregate calculation are considered foreign insurance brokers.

In addition, the currently effective Negative List imposes no foreign investment restrictions on insurance assessment business. According to the Regulations on the Supervision of Insurance Assessors (《保險公估人監管規定》) and the Notice of the China Banking and Insurance Regulatory Commission on Allowing Foreign Investors to Operate Insurance Assessment Business in China (《中國銀保監會關於允許境外投資者來華經營保險公估業務的通知》), insurance assessors established in China by foreign insurance assessment institutions with more than three years of experience in insurance assessment business, as well as insurance assessors established in China by foreign-funded insurance companies that have been operating in China for more than three years, are permitted to conduct insurance assessment business. In accordance with the Notice on Clarifying Measures for Opening Up the Insurance Intermediary Market (《關於明確保險中介市場對外開放有關措施的通知》) issued by the CBIRC on December 3, 2021, foreign insurance group companies and foreign-funded insurance group companies in China are allowed to operate relevant insurance intermediary businesses (including insurance assessment business) through professional insurance intermediary institutions established in China.

On July 4, 2019, we adopted the Former Contractual Arrangements in order to pursue potential business opportunities in an area which could fall within the scope of prohibited or restricted categories for foreign investment in the PRC at that time. As we adjusted our business development plan, the Former Contractual Arrangements were terminated in 2024. For details, please see “History, Development and Corporate Structure—Former Contractual Arrangements.”

First, under the currently effective Negative List, there are no prohibitive or restrictive provisions regarding foreign investment access in the insurance brokerage or insurance assessment industries. Second, according to interviews conducted by our PRC Legal Advisor with officials of the National Financial Regulatory Administration Shenzhen Bureau (the competent authority for insurance brokerage companies incorporated in Shenzhen) on August 29, 2024, the indirect introduction of foreign shareholders at the upper level of Aibang (an insurance brokerage company incorporated in Shenzhen) and its subsequent full ownership by foreign shareholders does not violate relevant laws and regulations governing insurance brokerage. This arrangement will not affect Aibang’s completion of relevant procedures such as application and modification of the insurance intermediary license, nor will it impact the continuous conduct of the insurance brokerage business. In addition, according to a confirmation from officials of the National Financial Regulatory Administration Shanghai Bureau (the competent authority for insurance assessment companies incorporated in Shanghai) on September 4, 2024, the upper level of Yadun (an insurance assessment company incorporated in Shanghai) may indirectly introduce foreign shareholders and be wholly owned by such foreign shareholders. This adjustment will not affect Yadun’s completion of relevant procedures such as application and modification of the insurance assessment qualification, and will not impact the continuous operation of the insurance assessment business. The business of Yadun does not fall within the scope of the current effective Negative List. Furthermore, according to the call conducted by the Company with officials of the NFRA Guangdong Bureau (the competent authority for insurance assessment companies incorporated in Guangzhou) on March 26, 2026, from the perspective of regulatory filing, the Company’s acquisition of Guangzhou Tianxin does not violate the relevant provisions on foreign investment restrictions and does not constitute an obstacle to the conduct of insurance assessment business. Based on the foregoing, our Directors and our PRC Legal Advisor are of the view that the current ownership structure of the Group complies with the applicable laws and regulations concerning foreign investment access for both the insurance brokerage business and the insurance assessment business.

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REGULATIONS ON INSURANCE INDUSTRY

The insurance industry in the PRC is highly regulated.

In March 2018, the Chinese Banking and Insurance Regulatory Committee, or the CBIRC, was established as the result of the merger between the CIRC and the China Banking Regulatory Commission, replacing the CIRC as the regulatory authority for the supervision of the Chinese insurance industry. Insurance activities undertaken within the PRC are primarily governed by the Insurance Law of the PRC, which was promulgated by the Standing Committee of the National People’s Congress on June 30, 1995, and amended in 2015, and the related rules and regulations.

In 2023, on the basis of the CBIRC, the NFRA was established to replace the CBIRC.

On September 30, 2025, the NFRA issued the “Notice of the National Financial Supervision and Administration Commission on Strengthening the Supervision of Non-auto Insurance Business and Related Matters,” which introduced further requirements for P&C insurance businesses other than motor vehicle insurance. Specifically, P&C insurance companies and insurance intermediary institutions shall not substantially alter the liability of the insurance terms that have been filed, nor shall they adjust the insurance rates through indirect means. In addition, the intermediary fees paid by P&C insurance companies for insurance sales shall not exceed the upper limit of the handling fee rate filed for relevant products.

REGULATIONS ON INSURANCE BROKERAGE BUSINESS

Pursuant to the Insurance Law of the PRC, an insurance broker is an entity that, in the interest of the insurance applicants, provides intermediary services between the insurance applicants and the insurance companies for the conclusion of insurance contracts, and collects commissions for such services in accordance with relevant laws.

On February 1, 2018, the CIRC promulgated the Provisions on the Supervision and Administration of Insurance Brokers, or the Insurance Brokerage Provisions, and came into effect on May 1, 2018, which specifies the provisions regarding market access and exit, operating rules, industry self-discipline, monitor and inspection and legal obligations for insurance brokers.

Market Access

Pursuant to the Insurance Brokerage Provisions, to operate insurance brokerage businesses within the PRC, an insurance brokerage company shall satisfy the requirements stipulated by the CIRC and obtain an Insurance Brokerage License. The minimum registered capital of an insurance brokerage company that conducts business in regions not limited to the provincial level is RMB50 million. The minimum registered capital of an insurance brokerage company that conducts business within the provincial level is RMB10 million. An insurance brokerage company shall not operate insurance brokerage business until it obtains the license, and it shall register the relevant information in a regulatory information system as prescribed by the CIRC in time.

The Insurance Brokerage Provisions also requires an insurance brokerage company to procure professional liability insurance or pay a deposit within twenty days upon obtaining an Insurance Brokerage License. The maximum compensation for each accident under the professional liability insurance procured by an insurance brokerage company shall be no less than RMB1 million. One-year accumulated maximum compensation shall be no less than RMB10 million and no less than the insurance brokerage company’s income from principal business in the previous year.

Operation Rules

Pursuant to the Insurance Brokerage Provisions, an insurance broker may operate all or part of the following businesses: (i) draft insurance plans for policyholders, select insurance companies and process insurance application formalities; (ii) assist insured parties or beneficiaries in making claims; (iii) carry out reinsurance brokerage businesses; (iv) provide advisory services on disaster prevention, loss prevention or risk evaluation and risk management to entrusting parties; and (v) any other insurance brokerage-related businesses stipulated by the CIRC.

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An insurance broker is required to conduct insurance brokerage business within the business scope and business area of the underwriter.

The Insurance Brokerage Provisions also requires an insurance broker to set up a designated account book to record the income and expenditure of the insurance brokerage business. An insurance broker shall open an independent designated account for client funds. The following funds shall only be deposited in the designated account for client funds: (i) insurance premiums paid by policyholders to an insurance company; and (ii) surrender value and pay-outs collected on behalf of policyholders, insured parties and beneficiaries.

Services Provided by Insurance Brokers and Their Practitioners

Pursuant to the Insurance Brokerage Provisions, an insurance broker and its practitioners shall not engage in the following acts or behaviors: (i) deceive or mislead the insurer, the applicant, the insured or the beneficiary; (ii) conceal any important circumstances relating to the insurance contract; (iii) obstruct the applicant from fulfilling his or her obligation to tell the truth, or induce the applicant not to fulfill the same; (iv) grant or commit to grant to the applicant, the insured or the beneficiary any interest other than that provided in the insurance contract; (v) compel or induce the applicant to enter or restrict the applicant from entry into an insurance contract by using their administrative power, position or the advantage of their profession and other improper means; (vi) forge or alter the insurance contract without authorization or providing false evidence for parties to the insurance contract; (vii) misappropriate, retain or embezzle the premiums or insurance benefits; (viii) make use of the advantages of the business to obtain improper benefits for other institutions or individuals; (ix) defraud insurance benefits in collusion with the applicant, the insured or the beneficiary; or (x) disclose trade secrets of the insurer, the applicant or the insured known during the business activities.

Qualification for Insurance Brokerage Management Personnel and Practitioners

The Insurance Brokerage Provisions sets out the requirements for senior officers of an insurance broker, such as education, work experience and good character.

Pursuant to the Insurance Brokerage Provisions and the Notice on Relevant Issues on the Administration of Practitioners of Insurance Intermediaries, which was promulgated by CIRC on August 3, 2015; before an insurance intermediary practitioner begins to practice, his/her employer shall complete the practicing registration in the insurance intermediary regulatory information system of the CIRC for him/her, and the qualification certificate shall not be served as a necessary condition for the administration of practicing registration.

Reward and Incentive

Pursuant to the Insurance Brokerage Provisions, an insurance broker may not set payment of fees or purchase of insurance products as a condition of employment, may not promise unreasonably high return, or take the number of persons introduced directly or indirectly or sales performance as the main basis of payroll calculation.

REGULATIONS ON INSURANCE CLAIMS ADJUSTING BUSINESS

To operate the insurance adjustment business, an insurance adjusting firm shall, within thirty days after the date of obtaining its business license, complete the filing with the CIRC and its local branches. In addition, an insurance adjusting firm shall have professional risk fund or procure professional liability insurance within twenty days upon completion of the filing.

A claims adjusting firm in the form of a partnership must have at least two claims adjustors and two-thirds of its partners should be claims adjustors, who have least three years' working experience in claims adjustment and have no record of administrative penalties in relation to claims

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adjustment activities in the past three years. An insurance adjusting firm in the form of a company must have at least eight insurance assessors and two shareholders of which two-thirds are insurance assessors who have least three years’ working experience in claims adjustment and have no record of administrative penalties in relation to claims adjustment activities in the past three years.

An insurance claims adjusting firm must meet certain requirements in order to engage in claims adjustment business, including, but not limited to, (i) its shareholders or its partners must meet the requirements mentioned above and its capital contribution must be self-owned, actual and lawful and must not be non-self-owned capital in various forms such as a bank loan; and (ii) it must have adequate working capital to support its day-to-day operation and risk undertaking in accordance with its business development plan. Pursuant to the Circular on the Filing and Regulation of Business Conducted by Insurance Adjusting Firms, promulgated by the CIRC on June 30, 2017, the working capital of an insurance adjusting firm with national business scope shall be no less than RMB2 million, and an insurance adjusting firm with regional business scope shall be no less than RMB1 million.

REGULATIONS ON INTERNET INSURANCE BUSINESS

Only qualified insurance institutions (including insurance companies and insurance intermediaries such as insurance brokers and agencies) may conduct internet insurance business. Non-qualified entities are prohibited from engaging in related activities, including but not limited to insurance product consultation, comparison, premium calculation, quotation, policy plan drafting, application processing and premium collection.

The Regulatory Measures requires that insurance institutions conducting online insurance business via their self-operated online platforms in the form of websites or mobile applications shall complete the filing with the competent authority for the operation of their websites and mobile applications. An insurance institution shall sell internet insurance products or provide insurance brokerage or insurance adjustment services via its self-operated online platform or the self-operated online platform of other insurance institutions, and the online insurance transactions being conducted through online interfaces shall be operated by insurance institutions only. In addition, the Regulatory Measures imposes technical IT requirements for insurance institutions engaged in online insurance business. For example, the self-operated online platforms with online insurance products sales or insuring functions shall be certified as Safety Level III Computer Information Systems or above level. As for the self-operated online platforms without online insurance products sales or insuring functions shall be certified as Safety Level II Computer Information Systems or above level.

The Regulatory Measures also requires insurance institutions to regulate their marketing and sales activities for internet insurances products, including, among others, implementing management protocols on the qualification, training, and behavior of online insurance practitioners and protocols on approval of content on marketing and sales of online insurance products. The online insurance practitioners shall conduct marketing activities of online insurance products within the scope authorized by insurance institutions and disclose relevant information on their marketing web page, such as their personal information and insurance institution’s names. An insurance institution shall assume the primary responsibility for the internet insurance marketing activities conducted by itself and its practitioners.

The Regulatory Measures also sets forth specific operation and management requirements for insurance institutions: (i) verify policyholders’ identity authenticity and fully record/ retain internet insurance business processes; (ii) complete practice registration for their personnel, and shall identify their qualification to engage in internet insurance business for public inquiry; (iii) the relevant fees paid by insurance companies to insurance intermediary service providers shall not be settled in cash; (iv) bear primary responsibility for consumer information protection,

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collecting/using personal information legally, properly and necessarily; and (v) formulate internal plans including business interruption emergency response, anti-money laundering internal control, consumer due diligence, transaction record keeping, large-value/suspicious transaction reporting and anti-fraud protocols.

On April 2, 2019, the CBIRC promulgated the Circular of the General Office of the CBIRC on Issuing the 2019 Plan for the Rectification of Chaos in the Insurance Intermediary Market, or the Rectification Plan, aiming to further curb the chaos of violations of laws and regulations in the insurance intermediary market. Its key tasks include: (i) clarifying insurance companies’ management responsibilities for intermediary channels; (ii) investigating insurance intermediaries’ business compliance; and (iii) rectifying third-party online platforms cooperating with insurance institutions. The Rectification Plan requires insurance institutions to regulate internet insurance business and third-party cooperation, prohibiting third-party platforms from illegally engaging in insurance intermediary business, and focusing on rectifying issues such as: (i) illegal engagement in insurance sales/underwriting/claims by third-party platforms; (ii) cooperation with internet finance platforms involving wealth management, P2P lending, etc.; (iii) failure to fulfill supervision responsibilities for third-party partners; (iv) non-compliant third-party platforms; (v) unclear interface ownership and premium collection responsibilities; (vi) inadequate information disclosure by third-party platforms; and (vii) restriction of consumer information access by third-party platforms.

The CBIRC promulgated the Circular on Regulating the Retrospective Management of Internet Insurance Sales Practices (effective October 1, 2020), imposing requirements on insurance institutions’ online sales: (i) sales pages must be displayed only on self-operated platforms and separated from nonsales pages; (ii) important insurance clauses must be presented on a separate page and confirmed by policyholders/insureds; and (iii) sales retrospective records must be kept for 5 years after policy expiry (10 years for policies with terms exceeding 1 year).

REGULATIONS ON CYBERSECURITY

On November 7, 2016, the Standing Committee of the National People’s Congress promulgated the Cybersecurity Law, which came into effect on June 1, 2017 and was subsequently amended in 2025, and which applies to the construction, operation, maintenance and use of networks as well as the supervision and administration of cybersecurity in China. The Cybersecurity Law imposes obligations on network operators to implement security protection measures, establish internal management systems, monitor network operations and respond to cybersecurity incidents. Network operators are also required to provide technical assistance to regulatory authorities where required by law. Non-compliance may result in administrative penalties, including fines, business suspension or revocation of licenses.

On December 28, 2021, thirteen PRC governmental and regulatory agencies, including the CAC, promulgated the Cybersecurity Review Measures, which came into effect on February 15, 2022. The Cybersecurity Review Measures specifies that the procurement of network products and services by critical information infrastructure operators and the data processing activities by online platform operators, that raise or may raise “national security” concerns are subject to strict cybersecurity review by the Office of Cybersecurity Review established by the CAC. In addition, an online platform operator that possesses the personal information of more than one million users must apply for cybersecurity review by the Cybersecurity Review Office, if it plans on listing companies in foreign countries. The Cybersecurity Review Office may initiate a cybersecurity review if any network products and services, activities of data processing or overseas listing of companies affect or may affect national security. Pursuant to the Cybersecurity Review Measures, any violation shall be punished in accordance with the Cybersecurity Law and the Data Security Law, with legal consequences including government enforcement actions and investigations, fines, penalties and suspension of our non-compliant operations.

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According to our PRC Data Compliance Advisor, we are not required to apply for cybersecurity review according to the Cybersecurity Review Measures as a listing in Hong Kong is not deemed as a listing abroad within the meaning of the Cybersecurity Review Measures, pursuant to the verbal consultation conducted by our PRC Data Compliance Advisor with the China Cybersecurity Review Certification and Market Regulation Big Data Center, the department delegated by the CAC to accept consultation and applications for cybersecurity review.

REGULATIONS ON PRIVACY AND DATA PROTECTION

Pursuant to the 2012 NPC Standing Committee’s Decision on Strengthening the Protection of Online Information, the 2013 MIIT’s Order for the Protection of Telecommunication and Internet User Personal Information and the 2016 NPC Standing Committee’s Cybersecurity Law, any collection and use of a user’s personal information must be subject to the user’s consent, be legal, reasonable and necessary and be limited to specified purposes, methods and scopes. An internet information service provider must also keep such information strictly confidential, and is further prohibited from divulging, tampering with or destroying any such information, or selling or providing such information to other parties. An internet information service provider is required to take technical and other measures to prevent the collected personal information from any unauthorized disclosure, damage or loss. In case of any actual or potential leakage of the user personal information, internet information service providers must take immediate remedial measures and make timely report to the relevant regulatory authorities and inform users in accordance with the regulations. Any violation of these laws and regulations may subject the internet information service provider to warnings, fines, confiscation of illegal gains, revocation of licenses, cancelation of filings, closedown of websites or even criminal liabilities.

The Data Security Law was passed on June 10, 2021 and came into effect on September 1, 2021. The Data Security Law requires a data processor to establish and improve a whole-process data security management system, organize data security education and training, and take corresponding technical measures and other necessary measures to safeguard data security. In conducting data processing activities using the Internet or any other information networks, a data processor shall perform the above data security protection obligations on the basis of the Graded Protection of Cybersecurity. Any violation of the provisions and requirements under the Data Security Law may subject a data processor to rectifications, warnings, fines, suspension of the related business, revocation of business permits or even criminal liabilities.

The Personal Information Protection Law was promulgated on August 20, 2021, and came into effect on November 1, 2021. Instead of relying solely on “notification and consent” as established in the Cybersecurity Law, the Personal Information Protection Law reiterates the circumstances under which a personal information processor could process personal information and the requirements for such circumstances, such as when (i) the individual’s consent has been obtained; (ii) the processing is necessary for the conclusion or performance of a contract to which the individual is a party; (iii) the processing is necessary to fulfill statutory duties and statutory obligations; (iv) the processing is necessary to respond to public health emergencies or protect a natural person’s life, health and property safety under emergency circumstances; (v) the personal information that has been made public is processed within a reasonable scope in accordance with the Personal Information Protection Law; (vi) personal information is processed within a reasonable scope to conduct news reporting, public opinion-based supervision and other activities in the public interest; or (vii) under any other circumstance as provided by any law or regulation. It also stipulates the obligations of a personal information processor. Any violation of the provisions and requirements under the Personal Information Protection Law may subject a personal information processor to rectifications, warnings, fines, suspension of the related business, revocation of licenses, inclusion in relevant credit records, or even criminal liabilities.

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On September 24, 2024, the State Council promulgated the Regulations on Administration of Network Data Security (《網絡數據安全管理條例》), which came into force on January 1, 2025. This regulation clarifies the general provisions on network data security management and also further supplements and refines the specific requirements on personal information protection, important data security management, cross-border security management of network data, and obligations of network platform service providers. As advised by our PRC Data Compliance Advisor, we are in compliance with the requirements under the Network Data Security Regulations, as applicable, in all material respects, on the bases that: (1) we have established a series of internal safety management systems and operating procedures, established a Cybersecurity and Data Security Compliance Committee to oversee and manage matters relating to cybersecurity, data security and personal information protection and appointed a person in charge of cybersecurity and data protection; (2) all personal information and other kinds of network data collected and generated from PRC individuals during the operation of our PRC entities in the PRC are currently stored within the territory of the PRC, and we have not yet received any formal notification from governmental authorities that the data we process constitutes important data or core data; (3) we have adopted administrative measures such as signing employee confidentiality agreements and conducting employee training, as well as technical measures such as network isolation, network monitoring, identity authentication, data classification and grading, access control, data encryption and log management and auditing; (4) we have retained data in accordance with the time limits required by law, and have clearly stipulated data deletion procedures in our internal policies and strictly complied with such procedures; and (5) during the Track Record Period and up to the Latest Practicable Date, we had not been subject to any administrative penalty relate to cybersecurity or personal information protection issued by the PRC authorities.

Pursuant to the Announcement of Conducting Special Supervision against the Illegal Collection and Use of Personal Information by Apps, which was issued on January 23, 2019, App operators should collect and use personal information in compliance with the Cybersecurity Law and be responsible for the security of personal information obtained from users and take effective measures to strengthen the protection of personal information. Furthermore, App operators must not force their users to make authorization via bundling, suspending installation or in other default forms and should not collect personal information in (i) violation of laws or regulations, or (ii) breach of user agreements. Such regulatory requirements were emphasized by the Notice on the Special Rectification of Apps Infringing upon User’s Personal Rights and Interests, which was issued by the MIIT on July 22, 2020. On November 28, 2019, the Cyberspace Administration of China, the MIIT, the Ministry of Public Security and the SAMR jointly issued the Methods of Identifying Illegal Acts of Apps to Collect and Use Personal Information. This regulation further illustrates certain commonly seen illegal practices of App operators in personal information protection, including: “failure to publicize rules for collecting and using personal information”; “failure to expressly state the purpose, manner and scope of collecting and using personal information”; “collection and use of personal information without consent of users of the App”; “collecting personal information irrelevant to the services provided by the App in violation of the principle of necessity,” “provision of personal information to others without users’ consent”; “failure to provide the function of deleting or correcting personal information as required by laws”; and “failure to publish information such as methods for complaints and reporting.” Any of the following acts of an App operator will constitute “collection and use of personal information without consent of users:” (i) collecting user’s personal information or activating personal information collection permissions without the user’s consent; (ii) collecting personal information or activating personal information collection permissions for a user who explicitly refuses such collection, or repeatedly seeking any user’s consent such that the user’s normal use of App is disturbed; (iii) collecting any user’s personal information or activating personal information collection permissions beyond the scope authorized by the user; (iv) seeking any user’s consent in a non-explicit manner; (v) modifying any user’s personal information collection permission settings without the user’s consent; (vi) using users’ personal information and algorithms to conduct targeted pushing, without providing a non-targeted pushing option; (vii) misleading users into authorizing personal information collection or the activation of relevant permissions via improper methods, such as fraud and deception; (viii) failing to provide users with the means and methods to withdraw personal information collection permissions; and (ix) collecting and using personal information in violation of the App operator’s published personal information collection and usage rules.

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Pursuant to the Notice of the Supreme People’s Court, the Supreme People’s Procuratorate and the Ministry of Public Security on Legally Punishing Criminal Activities Infringing upon the Personal Information of Citizens, issued in 2013, and the Interpretation of the Supreme People’s Court and the Supreme People’s Procuratorate on Several Issues regarding Legal Application in Criminal Cases Infringing upon the Personal Information of Citizens, which was issued on May 8, 2017 and took effect on June 1, 2017, the following activities may constitute the crime of infringing upon a citizen’s personal information: (i) providing a citizen’s personal information to specified persons or releasing a citizen’s personal information online or through other methods in violation of relevant national provisions; (ii) providing legitimately collected information relating to a citizen to others without such citizen’s consent (unless the information is processed, not traceable to a specific person and not recoverable); (iii) collecting a citizen’s personal information in violation of applicable rules and regulations when performing a duty or providing services; or (iv) collecting a citizen’s personal information by purchasing, accepting or exchanging such information in violation of applicable rules and regulations.

REGULATIONS ON ARTIFICIAL INTELLIGENCE SERVICES

According to the Interim Measures for the Administration of Generative Artificial Intelligence Services which were published on July 10, 2023 and came into effect on August 15, 2023, service providers should prominently identify the content of the generated information. If service providers provide generative artificial intelligence services with public opinion attributes or social mobilization capabilities, they should conduct a security assessment in accordance with relevant national regulations. In addition, according to the Regulations on the Administration of Algorithm Recommendation for Internet Information Services, service providers need to fulfill the procedures for algorithm filing, modification filing and cancellation filing.

REGULATIONS ON INTELLECTUAL PROPERTY RIGHTS

Patent Law

According to the PRC Patent Law (2020 Revision), the State Intellectual Property Office is responsible for administering patent law in China. The patent administration departments of the provincial, autonomous region and municipal governments are responsible for administering patent law within their respective jurisdictions. The PRC patent system adopts a first-to-file principle, which means that when more than one person files different patent applications for the same invention, only the person who files the application first is entitled to obtain a patent of the invention. To be patentable, an invention or a utility model must meet three criteria: novelty, inventiveness, and practicability. A patent is valid for twenty years in the case of an invention, ten years in the case of utility models and fifteen years in the case of designs.

Regulations on Copyright

The PRC Copyright Law, which became effective on June 1, 1991, and was amended in 2001, 2010 and 2020, provides that Chinese citizens, legal persons, or other organizations own copyright in their copyrightable works, whether published or not, which include, works of literature, art, natural science, social science, engineering technology, and computer software. Copyright owners enjoy certain legal rights, including right of publication, right of authorship, and right of reproduction. The Copyright Law as revised in 2010 extends copyright protection to internet activities, products disseminated over the internet, and software products. In addition, the Copyright Law provides for a voluntary registration system administered by the China Copyright Protection Center. Pursuant to the Copyright Law, an infringer of copyrights is subject to various civil liabilities, which include ceasing infringement activities, apologizing to the copyright owners, and compensating the loss of the copyright owners. Infringers of copyrights may also be subject to fines and/or administrative or criminal liabilities in severe situations.

REGULATORY OVERVIEW

Pursuant to the Computer Software Protection Regulations promulgated by the State Council on June 4, 1991, and amended in 2001, 2011 and 2013, the software copyright owner may go through the registration formalities with a software registration authority recognized by the State Council’s copyright administrative department. The software copyright owner may authorize others to exercise that copyright and is entitled to receive remuneration.

Trademark Law

Trademarks are protected under the PRC Trademark Law, which was adopted on August 23, 1982 and subsequently amended in 1993, 2001, 2013, and 2019, and the Implementation Regulations of the PRC Trademark Law adopted by the State Council in 2002 and most recently amended in 2014. The Trademark Office under the State Administration for Market Regulation (formally known as the State Administration for Industry and Commerce) handles trademark registrations. The Trademark Office grants a ten-year term to registered trademarks and the term may be renewed for another ten-year period upon request by the trademark owner. A trademark registrant may license its registered trademarks to another party by entering into trademark license agreements, which must be filed with the Trademark Office for the record. As with patents, the Trademark Law has adopted a first-to-file principle with respect to trademark registration. If a trademark applied for is identical or similar to another trademark which has already been registered or subject to a preliminary examination and approval for use on the same or similar kinds of products or services, such a trademark application may be rejected. Any person applying for the registration of a trademark may not injure existing trademark rights first obtained by others, nor may any person register in advance a trademark that has already been used by another party and has already gained a “sufficient degree of reputation” through such other party’s use.

Regulations on Domain Names

The MIIT promulgated the Measures on Administration of Internet Domain Names on August 24, 2017, which became effective on November 1, 2017, and replaced the Administrative Measures on China Internet Domain Names promulgated by the MIIT on November 5, 2004. Pursuant to these measures, the MIIT oversees the administration of PRC internet domain names. The domain name registration follows a first-to-file principle. Applicants for registration of domain names must provide the true, accurate, and complete information of their identities to domain name registration service institutions. The applicants will become the holder of such domain names upon the completion of the registration procedure.

REGULATIONS ON FOREIGN EXCHANGE

General Administration of Foreign Exchange

Under the PRC Foreign Currency Administration Rules first issued in 1996 and last updated in 2008, Renminbi is freely convertible for current account items like trade and dividend payments, but conversions for capital account items such as direct investments require prior approval from the SAFE.

Since 2012, China has gradually simplified its foreign exchange rules. Approvals for opening foreign exchange accounts were removed, and later regulations shifted to a bank-based registration system instead of administrative approvals. By 2015, foreign-invested enterprises were allowed to convert 100% of their foreign currency capital into Renminbi based on business needs, provided the funds were used within their registered scope.

For profit repatriation, rules introduced in 2017 require banks to verify board resolutions and tax records, and companies must cover any previous losses before remitting profits abroad. Further relaxations in 2019 and 2023 allowed foreign-invested enterprises to use converted Renminbi for domestic equity investments and eased cross-border financing procedures.

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As a result, funding a wholly foreign-owned subsidiary today involves three main steps: registering the establishment or capital increase with the local market supervision authority, filing through the enterprise registration system, and completing foreign exchange registration with a designated bank.

Loans by the Foreign Companies to Their PRC Subsidiaries

Shareholder loans to a foreign-invested enterprise (FIE) in China are treated as foreign debt and are subject to a range of foreign exchange regulations. Historically, such loans did not require prior approval from the SAFE, but they had to be registered with SAFE within 15 business days of signing the loan agreement. Additionally, the total outstanding foreign debt of an FIE was capped at the difference between its total investment and registered capital.

In January 2017, the PBOC introduced a new macro-prudential framework through PBOC Notice No. 9. This allowed enterprises to conduct cross-border financing in either RMB or foreign currency, with outstanding debt calculated using a risk-weighted approach. Under this new mechanism, the upper limit for such financing is set at 200% of the enterprise's net assets, and enterprises must file the relevant contracts with SAFE's capital item information system before drawing down any funds.

For a transition period of one year starting January 11, 2017, FIEs could choose to operate under either the old foreign debt mechanism or the new framework. After this period, the PBOC and SAFE were expected to decide on a unified approach based on their evaluation of the new rules. However, as of now, no further regulations have been issued, and it remains unclear which mechanism will ultimately apply or what limits may be imposed on shareholder loans to PRC subsidiaries in the future.

Offshore Investment

Under the Circular on Relevant Issues Concerning Foreign Exchange Control on Domestic Residents' Offshore Investment and Financing and Roundtrip Investment Through Special Purpose Vehicles, or SAFE Circular 37, effective on July 4, 2014, PRC residents are required to register with the local SAFE branch prior to the establishment or control of an offshore special purpose vehicle, which is defined as an offshore enterprise directly established or indirectly controlled by PRC residents for investment and financing purposes, with the enterprise assets or interests PRC residents hold in China or overseas. The term "control" means to obtain the operation rights, right to proceeds, or decision-making power of a special purpose vehicle through acquisition, trust, holding shares on behalf of others, voting rights, repurchase, convertible bonds, or other means. An amendment to registration or subsequent filing with the local SAFE branch by such PRC residents is also required if there is any change in the basic information of the offshore company or any material change with respect to the capital of the offshore company. At the same time, SAFE has issued the Operation Guidance for the Issues Concerning Foreign Exchange Administration over Round-Trip Investment regarding the procedures for SAFE registration under SAFE Circular 37, which became effective on July 4, 2014, as an attachment of SAFE Circular 37.

Under the relevant rules, failure to comply with the registration procedures set forth in SAFE Circular 37 may result in bans on the foreign exchange activities of the relevant onshore company, including the payment of dividends and other distributions to its offshore parent or affiliates, and may also subject relevant PRC residents to penalties under PRC foreign exchange administration regulations.

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REGULATIONS ON DIVIDEND DISTRIBUTION

The principal laws and regulations regulating the distribution of dividends by FIEs in China include the PRC Company Law, as amended in 2004, 2005, 2013, 2018 and 2023, and the 2019 PRC Foreign Investment Law and its Implementation Rules. Under the current regulatory regime in China, FIEs in China may pay dividends only out of their retained earnings, if any, determined in accordance with PRC accounting standards and regulations. A PRC company is required to set aside as statutory reserve funds at least 10% of its after-tax profit, until the cumulative amount of such reserve funds reaches 50% of its registered capital, unless laws regarding foreign investment provide otherwise. A PRC company cannot distribute any profits until any losses from prior fiscal years have been offset. Profits retained from prior fiscal years may be distributed together with distributable profits from the current fiscal year.

REGULATIONS ON TAXATION

Enterprise Income Tax

On March 16, 2007, the National People’s Congress promulgated the PRC Enterprise Income Tax Law, which was amended on February 24, 2017, and December 29, 2018. On December 6, 2007, the State Council enacted the Regulations for the Implementation of the Enterprise Income Tax Law, which became effective on January 1, 2008, and was last amended on December 6, 2024. Under the Enterprise Income Tax Law and the relevant implementing regulations, both resident enterprises and non-resident enterprises are subject to tax in China. Resident enterprises are defined as enterprises that are established in China in accordance with PRC laws, or that are established in accordance with the laws of foreign countries but are actually or in effect controlled from within China. Non-resident enterprises are defined as enterprises that are organized under the laws of foreign countries and whose actual management is conducted outside China, but have established institutions or premises in China, or have no such established institutions or premises but have income generated from inside China. Under the Enterprise Income Tax Law and relevant implementing regulations, a uniform corporate income tax rate of 25% is applied. However, if non-resident enterprises have not formed permanent establishments or premises in China, or if they have formed permanent establishments or premises in China but there is no actual relationship between the relevant income derived in China and the established institutions or premises set up by them, withholding income tax is set at the rate of 10% with respect to their income sourced from inside the PRC.

Value-Added Tax

The PRC Provisional Regulations on Value-Added Tax were promulgated by the State Council on December 13, 1993, became effective on January 1, 1994, and were subsequently amended from time to time. The Detailed Rules for the Implementation of the PRC Provisional Regulations on Value-Added Tax were promulgated by the Ministry of Finance on December 25, 1993 and subsequently amended in 2008 and 2011. On November 19, 2017, the State Council promulgated the Decisions on Abolishing the PRC Provisional Regulations on Business Tax and Amending the PRC Provisional Regulations on Value-Added Tax. Pursuant to these regulations, rules and decisions, all enterprises and individuals engaged in sale of goods, provision of processing, repair, and replacement services, sales of services, intangible assets, real property, and the importation of goods within the PRC are value-added tax, or VAT, taxpayers. On March 20, 2019, the Ministry of Finance, the State Administration of Taxation, or SAT, and the General Administration of Customs jointly issued the Announcement on Relevant Policies on Deepening the Reform of Value-Added Tax. Pursuant to this announcement, the generally applicable VAT rates are simplified as 13%, 9%, 6%, and 0%, which became effective on April 1, 2019, and the VAT rate applicable to the small-scale taxpayers is 3%. If a small-scale taxpayer’s total monthly sales amount does not exceed RMB100 thousand and its quarterly sales volume does not exceed RMB300 thousand, the VAT will be exempted.

REGULATORY OVERVIEW

Dividend Withholding Tax

The Enterprise Income Tax Law and its implementation rules provide that since January 1, 2008, an income tax rate of 10% will normally apply to dividends declared to non-PRC resident investors that do not have an establishment or place of business in China, or that have such establishment or place of business but the relevant income is not effectively connected with the establishment or place of business, to the extent such dividends are derived from sources within China.

Pursuant to the Arrangement Between the Mainland of China and the Hong Kong Special Administrative Region on the Avoidance of Double Taxation and the Prevention of Fiscal Evasion with Respect to Taxes on Income and Capital, and other applicable PRC laws, if a Hong Kong resident enterprise is determined by the competent PRC tax authority to have met the relevant conditions and requirements under this arrangement and other applicable laws, the 10% withholding tax on the dividends the Hong Kong resident enterprise receives from a PRC resident enterprise may be reduced to 5%. However, based on the Circular on Certain Issues with Respect to the Enforcement of Dividend Provisions in Tax Treaties issued on February 20, 2009, if the relevant PRC tax authorities determine, in their discretions, that a company benefits from such reduced income tax rate due to a structure or arrangement that is primarily tax-driven, such PRC tax authorities may adjust the preferential tax treatment. Pursuant to the Circular on Several Questions regarding the "Beneficial Owner" in Tax Treaties, which was issued on February 3, 2018 by SAT and became effective on April 1, 2018, when determining the applicant's status as the "beneficial owner" regarding tax treatment in connection with dividends, interests, or royalties in the tax treaties, several factors, including, without limitation, whether the applicant is obligated to pay more than 50% of his or her income in twelve months to residents in a third country or region, whether the business operated by the applicant constitutes the actual business activities, and whether the counterparty country or region to the tax treaties does not levy any tax or grant any tax exemption on relevant incomes or levy tax at an extremely low rate, will be taken into account, and such factors will be analyzed according to the actual circumstances of the specific cases.

Tax on Indirect Transfer

On February 3, 2015, SAT issued the Bulletin on Issues of Enterprise Income Tax on Indirect Transfers of Assets by Non PRC Resident Enterprises, or Bulletin 7, which was amended in 2017. Pursuant to Bulletin 7, an "indirect transfer" of assets, including equity interests in a PRC resident enterprise, by non-PRC resident enterprises, may be recharacterized and treated as a direct transfer of PRC taxable assets, if such arrangement does not have a reasonable commercial purpose and was established for the purpose of avoiding payment of PRC enterprise income tax. As a result, gains derived from such indirect transfer may be subject to PRC enterprise income tax. When determining whether there is a "reasonable commercial purpose" in the transaction arrangement, features to be taken into consideration include, inter alia, whether the main value of the equity interest of the relevant offshore enterprise derives directly or indirectly from PRC taxable assets; whether the assets of the relevant offshore enterprise mainly consists of direct or indirect investment in China or if its income is mainly derived from China; and whether the offshore enterprise and its subsidiaries directly or indirectly holding PRC taxable assets have a real commercial nature which is evidenced by their actual function and risk exposure. Bulletin 7 does not apply to transactions of sale of shares by investors through a public stock exchange where such shares are acquired on a public stock exchange. On October 17, 2017, SAT issued the Announcement of the State Administration of Taxation on Issues Concerning the Withholding of Non- resident Enterprise Income Tax at Source, or Bulletin 37, which was amended by the Announcement of the State Administration of Taxation on Revising Certain Taxation Normative Documents issued on June 15, 2018 by SAT. Bulletin 37 further elaborates the relevant implemental rules regarding the calculation, reporting, and payment obligations of the withholding tax by the non-resident enterprises. Nonetheless, there remain uncertainties as to the interpretation and application of Bulletin 7. Bulletin 7 may be determined by the tax authorities to be applicable to our offshore transactions or sale of our shares or those of our offshore subsidiaries where non-resident enterprises, being the transferors, are involved.

REGULATORY OVERVIEW

REGULATIONS ON EMPLOYMENT

Labor Contract Law

The PRC Labor Contract Law, which became effective on January 1, 2008 and amended in 2012, primarily aims at regulating rights and obligations of employment relationships, including the establishment, performance, and termination of labor contracts. Pursuant to the Labor Contract Law, labor contracts must be executed in writing if labor relationships are to be or have been established between employers and employees. Employers are prohibited from forcing employees to work above certain time limits and employers must pay employees for overtime work in accordance with national regulations. In addition, employees’ wages must not be lower than local standards on minimum wages and must be paid to employees in a timely manner.

Social Insurance

As required under the Regulation of Insurance for Labor Injury implemented on January 1, 2004 and amended in 2010, the Provisional Measures for Maternity Insurance of Employees of Corporations implemented on January 1, 1995, the Decisions on the Establishment of a Unified Program for Old-Aged Pension Insurance of the State Council issued on July 16, 1997, the Decisions on the Establishment of the Medical Insurance Program for Urban Workers of the State Council promulgated on December 14, 1998, the Unemployment Insurance Measures promulgated on January 22, 1999, and the PRC Social Insurance Law implemented on July 1, 2011 and amended on December 29, 2018, employers are required to provide their employees in China with welfare benefits covering pension insurance, unemployment insurance, maternity insurance, work-related injury insurance, and medical insurance. These payments are made to local administrative authorities. Any employer that fails to make social insurance contributions may be ordered to rectify the non-compliance and pay the required contributions within a prescribed time limit and be subject to a late fee. If the employer still fails to rectify the failure to make the relevant contributions within the prescribed time, it may be subject to a fine ranging from one to three times the amount overdue. On July 20, 2018, the General Office of the State Council issued the Plan for Reforming the State and Local Tax Collection and Administration Systems, which stipulated that SAT will become solely responsible for collecting social insurance premiums.

On July 31, 2025, the PRC Supreme People’s Court promulgated the Supreme People’s Court’s Interpretation on Issues Concerning the Application of Law in the Trial of Labor Dispute Cases (《最高人民法院關於審理勞動爭議案件適用法律問題的解釋(二)》) (“Interpretation II”), which took effect on September 1, 2025. Article 19(1) of Interpretation II stipulates that if an employer and an employee agree or the employee undertakes that any agreement between an employer and an employee, or any undertaking by an employee to the employer, that social insurance contributions need not be made shall be deemed invalid by the people’s courts. Where an employer fails to make social insurance contributions in accordance with the law and an employee requests termination of the labor contract and payment of economic compensation by the employer pursuant to Article 38(3) of the Labor Contract Law, the people’s courts shall support such request in accordance with the law. According to our PRC Legal Advisor, Interpretation II does not create new rules but rather unifies judicial adjudication standards and eliminates divergences in judicial practice across different regions in China. Interpretation II only applies to labor dispute litigation and does not change the rights and obligations of employers under the Social Insurance Law of the PRC, nor does it increase the administrative penalty standards for employers that fail to make social insurance contributions in full. As such, Interpretation II will not subject our Company to additional penalty risks in relation to social insurance contributions.

Housing Fund

In accordance with the Regulations on the Administration of Housing Funds, which was promulgated by the State Council in 1999 and amended in 2002 and 2019, employers must register at the designated administrative centers and open bank accounts for depositing employees’ housing funds. Employers and employees are also required to pay and deposit housing funds, with an amount no less than 5% of the monthly average salary of the employee in the preceding year in full and on time.

REGULATORY OVERVIEW

REGULATIONS ON SHARE INCENTIVE PLANS

Pursuant to the Notices on Issues Concerning the Foreign Exchange Administration for Domestic Individuals Participating in Stock Incentive Plan of Overseas Publicly Listed Company, which was issued by SAFE on February 15, 2012, employees, directors, supervisors, and other management personnels who participate in any stock incentive plan of a publicly listed overseas company and who are PRC citizens or non-PRC citizens residing in China for a continuous period of no less than one year, subject to a few exceptions, are required to register with SAFE through a qualified domestic agent, which may be a PRC subsidiary of such overseas listed company, and complete certain other procedures.

In addition, SAT has issued certain circulars concerning employee stock options and restricted shares. Under these circulars, employees working in China who exercise stock options or are granted restricted shares will be subject to PRC individual income tax. The PRC subsidiaries of an overseas listed company are required to file documents related to employee stock options and restricted shares with relevant tax authorities and to withhold individual income taxes of employees who exercise their stock options or purchase restricted shares. If the employees fail to pay or the PRC subsidiaries fail to withhold income tax in accordance with relevant laws and regulations, the PRC subsidiaries may be subject to sanctions imposed by the tax authorities or other PRC governmental authorities.

M&A RULES AND OVERSEAS LISTING

On August 8, 2006, six PRC governmental and regulatory agencies, including the Ministry of Commerce and the China Securities Regulatory Commission, promulgated the M&A Rules governing the mergers and acquisitions of domestic enterprises by foreign investors, which became effective on September 8, 2006, and was revised in 2009. The M&A Rules, among other things, require that if an overseas company established or controlled by PRC companies or PRC citizens intends to acquire equity interests or assets of any other PRC domestic company affiliated with the PRC citizens, such acquisition must be submitted to the Ministry of Commerce for approval. The M&A Rules also require that an offshore special purpose vehicle, or a special purpose vehicle formed for overseas listing purposes and controlled directly or indirectly by PRC companies or individuals, shall obtain the approval of the China Securities Regulatory Commission prior to overseas listing and trading of such special purpose vehicle’s securities on an overseas stock exchange.

On February 17, 2023, the CSRC released several regulations regarding the management of filings for overseas offerings and listings by domestic companies, including the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies together with 5 supporting guidelines (together with the Trial Measures, collectively referred to as the “New Regulations on Filing”). The New Regulations on Filing was formally implemented on March 31, 2023. Under New Regulations on Filing, a filing-based regulatory system has been applied to “indirect overseas offering and listing” of PRC domestic companies, which refers to such securities offering and listing in an overseas market made in the name of an offshore entity, but based on the underlying equity, assets, earnings or other similar rights of a domestic company which operates its main business domestically. On February 24, 2023, four PRC regulatory agencies, including the CSRC, jointly promulgated the Provisions on Strengthening the Management of Confidentiality and Archives Related to the Overseas Issuance of Securities and Overseas Listing by Domestic Companies, or the Confidentiality and Archives Management Provisions relating to Overseas Listing, which has taken effect on March 31, 2023. In the overseas listing activities of domestic companies, as well as securities companies and securities service institutions providing relevant securities services hereof, should establish a sound system of confidentiality and archival work, shall not disclose state secrets, or harm the state and public interests. For details, please see “Risk Factors—Risks Relating to Doing Business in the PRC—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.”

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

OVERVIEW

Our history can be traced back to the establishment of Nova Wuxi in October 2018. Our Group was founded by Mr. Lu and ZhongAn Online on the mutual commercial understanding that the ultimate voting rights of Mr. Lu and ZA Technology shall remain equal so that our Company remains business-neutral, enabling our Company to conduct business with other insurance companies as a technology company operating independently. For details of biographies of Mr. Lu, see “Directors and Senior Management” of this document.

In March 2019, our Company was incorporated in the Cayman Islands as an offshore holding company to facilitate our financing activities. As an AI-driven technology company in the insurance industry in China, we deliver full-stack underwriting solutions and claim solutions to insurance companies.

MILESTONES OF DEVELOPMENT

Our Group has experienced significant growth in its scale of operations since 2018 and the following is a summary of our Group’s key development milestones:

Year	Event
2018 . . .	Nova Wuxi was established in Shanghai.
2019 . . .	Our Company (then known as “Nova Technology Ltd.”) was incorporated in the Cayman Islands. We started to connect the data sources required for risk control and established a risk control management platform to provide risk control services for underwriting and claims.
2020 . . .	We acquired Aibang, an insurance brokerage business provider. We constructed our first customer engagement platform.
2021 . . .	We partnered with a leading foreign insurer to pioneer in healthcare management platform. We achieved strategic cooperation with a leading pharmaceutical company on pre-existing condition insurance.
2022 . . .	We quickly gained recognition from customers in underwriting solutions and claim solutions, and achieved cooperation with not less than 18 property and casualty insurance companies.
2023 . . .	We acquired Jiangsu Daotai which was primarily engaged in customer engagement solution.
2024 . . .	We established business cooperation with top life insurers. We launched Alamos and Lop Nur system for intelligent insurance marketing and claim decisions, respectively.
2025 . . .	We launched multiple new AI sales and claim agents to help insurers to improve operating and risk management efficiency and effectiveness. We acquired Guangzhou Tianxin which was primarily engaged in insurance assessment.
2026 . . .	We expanded business in the Middle East and Hong Kong markets

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

CORPORATE DEVELOPMENT OF OUR GROUP

Our Major Subsidiaries

The principal business activities, place of establishment and date of establishment of each member of our Group that made a material contribution to our results of operation during the Track Record Period are shown below:

Name of company	Place of establishment	Principal business activities	Date of establishment
Nova Wuxi	PRC	Technology service	October 18, 2018
Nova Shanghai	PRC	Technology service	June 24, 2019
Aibang	PRC	Insurance brokerage business	May 27, 2004
Jiangsu Daotai	PRC	Information technology services	July 30, 2021

Establishment of Nova Wuxi

We commenced operations in October 2018, when Nova Wuxi was established in the PRC with limited liability on October 18, 2018 with an initial registered capital of RMB1,000,000. Nova Wuxi was established with the assistance of certain individuals who were acquaintances of Mr. Lu and/or ZhongAn Online and former or current employees of ZhongAn Online. During the period from Nova Wuxi’s establishment in October 2018 to the incorporation of our Company in March 2019, Nova Wuxi conducted the capital increase and share transfer. Immediately prior to the incorporation of our Company, Nova Wuxi was held by Shanghai Longhao Enterprise Management Consulting Center (Limited Partnership) (上海壘灝企業管理諮詢中心(有限合夥)) (“**Shanghai Longhao**”) and ZhongAn Information Technology as to 56.00% and 44.00%. Shanghai Longhao was established as the designated holding platform for Mr. Lu, and underwent several shareholding changes and is ultimately controlled by Mr. Lu.

Incorporation of our Company

Our Company was incorporated as an exempted company with limited liability in the Cayman Islands on March 4, 2019 as the holding company of our Group. The initial authorized share capital of our Company was US\$50,000 divided into 500,000,000 Shares at a par value US\$0.0001 each. Upon incorporation, one Ordinary Share was allotted and issued to Sertus Nominees (Cayman) Limited, an Independent Third Party, at par value of US\$0.0001 each, and was subsequently transferred, on the same day, to LongHao Ltd., which was established as the designated holding platform for Mr. Lu, and underwent several shareholding changes and is ultimately controlled by Mr. Lu.

Share Issuance in 2019 and Onshore Restructuring

With a view to reflecting the respective shareholding interests in Nova Wuxi, the Company issued and allotted, (i) on March 4, 2019, 61,599,999 Ordinary Shares to LongHao Ltd. at a par value of US\$0.0001 each; and (ii) on July 30, 2019, 48,400,000 Ordinary Shares to ZA Technology at a par value of US\$0.0001 each.

Upon the Share issuance above, our Company was held as to 56.00% and 44.00% by LongHao Ltd. and ZA Technology.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Accordingly, Nova Shanghai can consolidate the economic benefits generated by Nova Wuxi held by its then shareholders, namely Shanghai Longhao and ZhangAn Information Technology in accordance with the Former Contractual Arrangements. See “— Former Contractual Arrangements” below for details.

Series Angel Financing

On July 30, 2019, our Company, Nova International, Nova Shanghai and Nova Wuxi entered into a series Angel preferred share purchase agreement with, among others, ZA Technology, HSG and Liberty Island Holding Limited (“**Liberty**”), pursuant to which they subscribed for 13,200,000 Series Angel Preferred Shares, 23,100,000 Series Angel Preferred Shares and 7,700,000 Series Angel Preferred Shares at a consideration of RMB30,000,000, RMB52,500,000 and RMB17,500,000, respectively (the “**Series Angel Financing**”). See “— Pre-[REDACTED] Investments” for further details.

Upon the completion of the Share issuance above on July 30, 2019, our Company was held as to 40.00%, 40.00%, 15.00% and 5.00% by LongHao Ltd., ZA Technology, HSG and Liberty, respectively.

Series A Financing

On February 11, 2020, our Company, Nova International, Nova Shanghai and Nova Wuxi entered into a series A preferred share purchase agreement with, among others, LFC Investment Hong Kong Limited (“**Longfor**”), HSG, Lighthouse International Growth Fund L.P. (“**Lighthouse**”) and Lighthousecap Fellow L.P. (“**Lighthousecap**”), pursuant to which Longfor, Lighthouse and Lighthousecap respectively subscribed for 19,250,000 Series A Preferred Shares, 9,625,000 Series A Preferred Shares, 1,732,500 Series A Preferred Shares and 192,500 Series A Preferred Shares at a consideration of US\$10,000,000, US\$5,000,000, US\$900,000 and US\$100,000, respectively (the “**Series A Financing**”). See “— Pre-[REDACTED] Investments” for further details.

Upon the completion of the Share issuance above on February 11, 2020, our Company was held as to 33.33%, 33.33%, 17.71%, 4.17%, 10.42%, 0.94% and 0.10% by LongHao Ltd., ZA Technology, HSG, Liberty, Longfor, Lighthouse and Lighthousecap, respectively.

Series A+ Financing

On August 6, 2021, our Company, Nova International, Nova Shanghai and Nova Wuxi entered into a series A+ preferred share purchase agreement with, among others, Ultimate Lenovo Limited, Central Pine Investments Limited (“**Central Pine**”), KTBN Fund No 18 Venture Investment Fund (“**KTBN Fund**”), Glenunga Limited, Absolute Capital III Holding Limited (“**Absolute Capital**”), HSG and Z1 Insurtech Holdings Limited (“**Z1 Insurtech**”), pursuant to which Ultimate Lenovo Limited, Central Pine, KTBN Fund, Glenunga Limited, Absolute Capital, HSG and Z1 Insurtech respectively subscribed for 4,620,000 Series A+ Preferred Shares, 6,930,000 Series A+ Preferred Shares, 4,620,000 Series A+ Preferred Shares, 462,000 Series A+ Preferred Shares, 6,468,000 Series A+ Preferred Shares, 2,772,000 Series A+ Preferred Shares and 924,000 Series A+ Preferred Shares at a consideration of US\$5,000,000, US\$7,500,000, US\$5,000,000, US\$500,000, US\$7,000,000, US\$3,000,000 and US\$1,000,000, respectively (the “**Series A+ Financing**”). See “— Pre-[REDACTED] Investments” for further details.

Apart from the Share issuance to Absolute Capital, the Share issuance to the other Pre-[REDACTED] Investors as mentioned above was completed on August 12, 2021. Upon that, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares held	Percentage of shareholding
LongHao Ltd.	61,600,000	30.03%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Shareholders	Number of Shares held	Percentage of shareholding
ZA Technology	61,600,000	30.03%
HSG	35,497,000	17.30%
Longfor	19,250,000	9.38%
Liberty	7,700,000	3.75%
Central Pine	6,930,000	3.38%
Ultimate Lenovo Limited.	4,620,000	2.25%
KTBN Fund	4,620,000	2.25%
Lighthouse	1,732,500	0.84%
Z1 Insurtech	924,000	0.45%
Glenunga Limited	462,000	0.23%
Lighthousecap.	192,500	0.09%
Total	205,128,000	100.00%

Share Surrender and Issuance in 2023

To facilitate the operation of the 2022 Share Incentive Scheme, (i) LongHao Ltd. surrendered 61,600,000 Ordinary Shares to the Company at nil consideration on March 7, 2023, and the 61,600,000 Ordinary Shares were then issued to Nova Seed Limited, a company ultimately controlled by Mr. Lu, on 8 March 2023 at nil consideration; and (ii) Nova Seed Limited surrendered 41,640,000 Ordinary Shares to the Company at nil consideration on December 19, 2023, and on the same day, 5,420,000 Shares, 5,420,000 Shares and 30,800,000 Shares were then issued to LongHao Ltd., Nova Mountain Ltd. and Nova Flower Ltd., all of which are ultimately controlled by Mr. Lu, at nil consideration.

Upon completion of the Share surrender and issuance above, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares held	Percentage of shareholding
ZA Technology	61,600,000	30.03%
HSG	35,497,000	17.30%
Nova Flower Ltd.	30,800,000	15.02%
Nova Seed Limited	19,960,000	9.73%
Longfor	19,250,000	9.38%
Liberty	7,700,000	3.75%
Central Pine	6,930,000	3.38%
LongHao Ltd.	5,420,000	2.64%
Nova Mountain Ltd.	5,420,000	2.64%
Ultimate Lenovo Limited.	4,620,000	2.25%
KTBN Fund	4,620,000	2.25%
Lighthouse	1,732,500	0.84%
Z1 Insurtech	924,000	0.45%
Glenunga Limited	462,000	0.23%
Lighthousecap.	192,500	0.09%
Total	205,128,000	100.00%

Share Issuance to Absolute Capital under the Series A+ Financing

On February 2, 2024, the issuance of 6,468,000 Series A+ Preferred Shares to Absolute Capital according to the Series A+ Financing was completed. Upon that, the shareholding structure of our Company was as follows:

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Shareholders	Number of Shares held	Percentage of shareholding
ZA Technology	61,600,000	29.11%
HSG	35,497,000	16.78%
Nova Flower Ltd.	30,800,000	14.56%
Nova Seed Limited	19,960,000	9.43%
Longfor	19,250,000	9.10%
Liberty	7,700,000	3.64%
Central Pine	6,930,000	3.28%
Absolute Capital	6,468,000	3.06%
LongHao Ltd.	5,420,000	2.56%
Nova Mountain Ltd.	5,420,000	2.56%
Ultimate Lenovo Limited.	4,620,000	2.18%
KTBN Fund	4,620,000	2.18%
Lighthouse	1,732,500	0.82%
Z1 Insurtech	924,000	0.44%
Glenunga Limited	462,000	0.22%
Lighthousecap.	192,500	0.09%
Total	211,596,000	100.00%

Share Transfer in August 2024

On July 22, 2024, Liberty and Fountain Insurtech Limited entered into a share purchase agreement, pursuant to which Liberty agreed to transfer 220,000 Series Angel Preferred Shares to Fountain Insurtech Limited at a consideration of US\$72,609. The Company was not a party to the above transfer, and to the best information and knowledge of the Company, the consideration of the Share transfer was determined based on arm’s length negotiations between the parties after taking into account the price paid by Liberty for its subscription of Series Angel Preferred Shares in the Series Angel Financing.

The transfer as mentioned above was completed on August 5, 2024. Upon that, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares held	Percentage of shareholding
ZA Technology	61,600,000	29.11%
HSG	35,497,000	16.78%
Nova Flower Ltd.	30,800,000	14.56%
Nova Seed Limited	19,960,000	9.43%
Longfor	19,250,000	9.10%
Liberty	7,480,000	3.54%
Central Pine	6,930,000	3.28%
Absolute Capital	6,468,000	3.06%
LongHao Ltd.	5,420,000	2.56%
Nova Mountain Ltd.	5,420,000	2.56%
Ultimate Lenovo Limited.	4,620,000	2.18%
KTBN Fund	4,620,000	2.18%
Lighthouse	1,732,500	0.82%
Z1 Insurtech	924,000	0.44%
Glenunga Limited	462,000	0.22%
Fountain Insurtech Limited	220,000	0.10%
Lighthousecap.	192,500	0.09%
Total	211,596,000	100.00%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Share Transfers in January 2025

On January 3, 2025, Longfor, Elite Capital III Limited Partnership Fund (“**Elite Capital**”) and our Company entered into a share transfer agreement, pursuant to which Longfor agreed to transfer 4,620,000 Series A Preferred Shares at a per share price of US\$0.5195 and 6,554,099 Series A Preferred Shares at a consideration of US\$0.7759 per Share to Elite Capital.

On January 3, 2025, Longfor, Glenunga Limited and our Company entered into a share transfer agreement, pursuant to which Longfor agreed to transfer 1,299,375 Series A Preferred Shares at a consideration of US\$0.5195 per share and 293,542 Series A Preferred Shares at a consideration of US\$0.7759 per Share to Glenunga Limited.

On January 3, 2025, Longfor, SHIXIANG FOUNDERS CAPITAL II LIMITED (“**Shixiang Founders**”), SX Capital Holding Limited (“**SX Capital**”) and our Company entered into a share transfer agreement, pursuant to which Longfor agreed to transfer 385,000 Series A Preferred Shares at a consideration of US\$200,000 to Shixiang Founders.

On January 6, 2025, Longfor, Central Pine and our Company entered into a share transfer agreement, pursuant to which Longfor agreed to transfer 3,320,625 Series A Preferred Shares at a consideration of US\$0.5195 per Share and 750,163 Series A Preferred Shares at a consideration of US\$0.7759 per Share to Central Pine.

On January 17, 2025, Longfor, Woori and our Company entered into a share transfer agreement, pursuant to which Longfor agreed to transfer 2,027,196 Series A Preferred Shares at a consideration of US\$1,575,017 to Woori.

The considerations of each of the Share transfers were respectively determined based on arm’s length negotiations between the parties after taking into account the price paid by Longfor for its subscription of Series A Preferred Shares in the Series A Financing.

The transfers as mentioned above were completed on January 22, 2025. Upon that, the shareholding structure of our Company was as follows:

Shareholders	Number of Shares held	Percentage of shareholding
ZA Technology	61,600,000	29.11%
HSG	35,497,000	16.78%
Nova Flower Ltd.	30,800,000	14.56%
Nova Seed Limited	19,960,000	9.43%
Elite Capital	11,174,099	5.28%
Central Pine	11,000,788	5.20%
Liberty	7,480,000	3.54%
Absolute Capital	6,468,000	3.06%
LongHao Ltd.	5,420,000	2.56%
Nova Mountain Ltd.	5,420,000	2.56%
Ultimate Lenovo Limited.	4,620,000	2.18%
KTBN Fund	4,620,000	2.18%
Glenunga Limited	2,054,917	0.97%
Woori.	2,027,196	0.95%
Lighthouse	1,732,500	0.82%
ZI Insurtech	924,000	0.44%
Shixiang Founders	385,000	0.18%
Fountain Insurtech Limited	220,000	0.10%
Lighthousecap.	192,500	0.09%
Total	211,596,000	100.00%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Series B Issue in November 2025

According to the agreements entered into between our Company, Nova International and, among others, Liangxi Kechuang and ZA Technology on September 30, 2024, (i) our Company granted to each of Liangxi Kechuang and ZA Technology a warrant to subscribe for 6,466,495 Series B Preferred Shares and 2,586,598 Series B Preferred Shares at a consideration of RMB100,000,000 and RMB40,000,000, respectively (the “**Series B Financing**”); and (ii) 2,586,598 Ordinary Shares will be issued to Nova Seed Limited.

The Series B Issue was completed on November 27, 2025. Please see “— Capitalization of Our Company” for the shareholding structure of the Company as of the Latest Practicable Date.

FORMER CONTRACTUAL ARRANGEMENTS

Nova International was incorporated under the laws of Hong Kong with limited liability on April 15, 2019 to serve as an intermediate holding company of our Group. Upon its incorporation, 1,000 shares of Nova International were issued to our Company at a subscription price of US\$1,000 and Nova International became wholly owned by our Company.

Nova Shanghai was established as our PRC holding company in the PRC on June 24, 2019 with an initial registered capital of US\$50 million. Since its establishment, Nova Shanghai has been wholly owned by Nova International.

On July 4, 2019, we adopted the Former Contractual Arrangements in order to pursue potential business opportunities in an area which could fall within the scope of prohibited or restricted categories for foreign investment in the PRC at that time.

For the purpose of the Former Contractual Arrangements, Nova Shanghai, a wholly owned subsidiary of our Company, entered into a series of contractual arrangements with Nova Wuxi and its then registered shareholders. As a result of these contractual arrangements, we were able to obtain effective control and enjoy all the economic benefits to be derived from the operations of the business in the PRC carried out by Nova Wuxi. Nova Wuxi and its subsidiaries became our consolidated affiliated entities, such that their financial results were consolidated and accounted for as subsidiaries of our Company.

As we continued to evaluate our business plan and simplify our group structure, the Former Contractual Arrangements with Nova Wuxi and its shareholders were no longer necessary. In November 2024, the Former Contractual Arrangements were terminated and the variable interest entity structure was unwound, resulting in Nova Shanghai obtaining direct ownership of Nova Wuxi and Nova Wuxi became a wholly-owned subsidiary of Nova Shanghai.

As advised by our PRC Legal Advisor, the termination of the Former Contractual Arrangements was binding among the parties thereto and the Former Contractual Arrangements have been effectively unwound.

The termination of the Former Contractual Arrangements was merely a reorganization of our Group’s corporate structure with no substantive change in the economic substance of the ownership and our Group’s business before and after the termination. Accordingly, the historical financial information has been prepared and presented as a continuation of the financial information of our Group’s business prior to the termination of the Former Contractual Arrangements.

PRE-[REDACTED] INVESTMENTS

During the period from 2019 to 2025, our Company obtained several rounds of investments from the Pre-[REDACTED] Investors.

The following table summarizes the key terms and other details of the Pre-[REDACTED] Investments:

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

	Series Angel Financing	Series A Financing	Series A+ Financing	Series B Financing
Date of agreement	July 30, 2019	February 11, 2020	August 6, 2021	September 30, 2024
Number of Shares issued ⁽¹⁾ . .	44,000,000	30,800,000	26,796,000	9,053,093
Amount of consideration paid	RMB100,000,000	US\$16,000,000	US\$29,000,000	RMB140,000,000
Date of settlement of consideration	August 27, 2019	February 26, 2020	April 9, 2024	November 27, 2025
Cost per Share	US\$0.32	US\$0.52	US\$1.08	US\$2.18
Discount to the [REDACTED] ⁽²⁾	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Basis of determining the consideration	The considerations for the Pre-[REDACTED] Investments were determined based on arm’s length negotiations between our Company and the Pre-[REDACTED] Investors after taking into consideration of, among others, (i) the timing of investments, (ii) the status and prospect of our business at the time of investment, and (iii) the business resources, strategic cooperation opportunities and benefits that the Pre-[REDACTED] Investors could bring to our Company at the relevant time of the investment.			
[REDACTED]	We utilized proceeds from the Pre-[REDACTED] Investments for business expansion, capital expenditures and general working capital of our Group. As of the Latest Practicable Date, approximately 80% of the net proceeds from the Pre-[REDACTED] Investments were utilized.			
Strategic benefits to our Group	It was believed at the relevant time of the investment that our Company could benefit from the additional capital provided by the Pre-[REDACTED] Investors’ investments in our Company and the Pre-[REDACTED] Investors’ knowledge and experience. We could take advantage of the Pre-[REDACTED] Investors’ industry resources and networks, while broadening our shareholder base. The series of investments made by the Pre-[REDACTED] Investors in our Company reflected their consistent confidence in the business of our Group and served as an endorsement of our performance and future prospects.			
Lock-up	[Each of the Pre-[REDACTED] Investors is subject to a lock-up period of six months after the Listing.]			

Notes:

- (1) Representing the respective class of Preferred Shares in issue as of the date of this document.
- (2) The discount to the [REDACTED] is calculated based on (i) the [REDACTED] of HK\$[REDACTED], being the mid-point of the [REDACTED] range; and (ii) the exchange rate of US\$1: HK\$7.8377, US\$1: RMB6.8929 and HK\$1: RMB0.8795, assuming all Preferred Shares are converted into Ordinary Shares on a one-to-one ratio upon the Listing.

Special Rights of the Pre-[REDACTED] Investors

The special rights granted to the Pre-[REDACTED] Investors included, among others, redemption rights, director nomination rights, protective provisions, anti-dilution rights and liquidation preference rights. Pursuant to the shareholders agreements and the then memorandum and articles of association of the Company, the Pre-[REDACTED] Investors were granted certain special rights in relation to our Company, including, (i) certain redemption right which is only exercisable if the Listing does not take place by April 1, 2027 and shall be terminated immediately prior to the Listing and be void *ab initio*; and (ii) each of Long Hao Ltd., Nova Mountain Ltd., Nova Flower Ltd., ZA Technology, HSG, Elite Capital, Central Pine, KTBN Fund, Woori, Glenunga Limited and their respective affiliates (collectively, the “**Anti-dilution Right Holders**”) are entitled to subscribe for such number of newly issued Shares (the “**Anti-dilution Pro Rata Quantity**”) at

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the same price as is offered to the public for each newly issued Shares. The Anti-dilution Pro Rata Quantity is the total number of [REDACTED] (without taking into account the Shares which may be issued pursuant to the exercise of the [REDACTED]) multiplies the ratio of the Shares held by the Anti-dilution Right Holders in the total number of Shares in issue immediately prior to the Listing. Save for the above, the redemption rights that are exercisable under other circumstances have been terminated immediately prior to the first submission of the listing application to the Stock Exchange for the purpose of the [REDACTED] and be void *ab initio*, and all the other special rights shall be terminated immediately prior to the Listing and be void *ab initio* in compliance with the Guide for New Listing Applicants.

Information on the Pre-[REDACTED] Investors

To the best of the Company’s knowledge, information and belief, save for HSG and its ultimate beneficial owner, and Absolute Capital, each of such Pre-[REDACTED] investors and their respective ultimate beneficial owners are Independent Third Parties.

HSG

HSG is an exempted company with limited liability incorporated under the laws of the Cayman Islands on March 21, 2018. As at the Latest Practicable Date, the sole shareholder of HSG was HongShan Capital Venture Fund VII, L.P., an investment fund with the primary purpose of making equity investments in private companies. None of the limited partners of HongShan Capital Venture Fund VII, L.P. held one-third or more of the limited partnership interest therein, and the general partner of HongShan Capital Venture Fund VII, L.P. was HSG Venture VII Management, L.P., whose general partner was HSG Holding Limited. HSG Holding Limited was wholly owned by SNP China Enterprises Limited, which in turn was wholly owned by Mr. Neil Nanpeng Shen (沈南鵬).

Elite Capital

Elite Capital, a limited partnership incorporated on June 9, 2021 in Hong Kong, is primarily engaged in investment in our Company. As at the Latest Practicable Date, its partnership equity is owned as to 87.8% by SUNNY PAVILION LIMITED, which was owned as to 50% and 50% by SEUNG Tim Chung Yi and SEUNG Cindy Yu Jin, who mainly engage in private equity investment and were Independent Third Parties. The general partner of Elite Capital was Elite Union Capital Management Limited, which was wholly owned by Mr. Jin Jianyun (金劍雲), a relative of Mr. WANG Jiadong (王佳棟), a Director as of the Latest Practicable Date and had resigned from the position of a Director with effect from the date of the Listing.

Central Pine

Central Pine, a company incorporated on April 22, 2015 in BVI, is primarily engaged in investment in the science and technology industry. It was owned as to 50% by Felicia Tanaya and 50% by Lie Harjono, who mainly engage in private equity investment and were both Independent Third Parties as at the Latest Practicable Date.

Liberty

Liberty, a company incorporated on April 19, 2018 in Cayman Islands, is primarily engaged in investment in medical service and technology industries. It was owned by Luo Yujie, who is an investor focusing on private equity investment and was an Independent Third Party as at the Latest Practicable Date.

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KTBN Fund and Woori

KTBN Fund, a company incorporated on January 4, 2021 in Korea, is primarily engaged in investment in the financial, consumer and technology sectors. As at the Latest Practicable Date, it was directly owned by 14 shareholders, none of whom held more than one-third or more of its equity interest.

Woori is a company incorporated on December 13, 2022 in Korea, focusing on science and technology industry investment. As at the Latest Practicable Date, it was directly owned by 11 shareholders, none of whom held more than one-third or more of its equity interest.

Both KTBN Fund and Woori were ultimately owned by Woori Financial Group Inc., a Korea banking and financial services holdings company listed on the Korea Exchange (stock code: 316140) and the New York Stock Exchange (stock code: WF), and an Independent Third Party as at the Latest Practicable Date.

Ultimate Lenovo Limited

Ultimate Lenovo Limited is an investment holding company incorporated on August 17, 2001 in BVI and was solely held by Lenovo Holdings (BVI) Limited, which was ultimately wholly owned by Lenovo Group Limited, a company listed on the Stock Exchange (Stock code: 992) and an Independent Third Party as at the Latest Practicable Date.

Glenunga Limited

Glenunga Limited, a company incorporated on November 28, 2011 in BVI, is primarily engaged in investment in the technology industry. As of the Latest Practicable Date, it was owned as to 50% by Chan Kwee Him and 50% by Chen Wei Ling, who were principally engaged in private equity investment and were both Independent Third Parties as at the Latest Practicable Date.

Lighthouse and Lighthousecap

Lighthouse is a limited partnership incorporated on May 23, 2018 in the Cayman Islands. As at the Latest Practicable Date, the general partner of Lighthouse was Lighthousecap International Inc., which was wholly owned by Mr. Zheng Xuanle (鄭煥樂), an Independent Third Party. The partnership interest of Lighthouse was held as to 38.46% by Axiom Asia V, L.P., which was ultimately controlled by Lau Zhi Yuan, Loh Siew Kee, Lee Sao Wei and Ng Chi Man Edmond, all of whom were Independent Third Parties. None of other limited partners held one-third or more of partnership interest therein.

Lighthousecap is a limited partnership incorporated on July 31, 2018 in the Cayman Islands. As at the Latest Practicable Date, the general partner of Lighthousecap was Lighthousecap International Inc., which was wholly owned by Mr. Zheng Xuanle. The entire partnership interest therein was controlled by Mr. Zheng Xuanle. Lighthouse Capital is engaged in a range of services including financial advisory, asset management, mergers and acquisitions, securities underwriting, industry consulting, and other value-added services.

Z1 Insurtech and Fountain Insurtech Limited

Z1 Insurtech is a company incorporated on May 28, 2021 in BVI. It is mainly engaged in investment in the insurance technology industry. As of the Latest Practicable Date, it was wholly controlled by Z1 Capital Limited, which in turn was wholly controlled by Mr. LI Ming (李明). No other shareholders of Z1 Insurtech held one-third or more of the voting rights therein.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Fountain Insurtech Limited is a company incorporated on November 2, 2023 in BVI, which mainly engages in investment in the financial, consumer and technology industries, and was wholly owned by Mr. LI Ming. Mr. LI Ming mainly participates in private equity investment and was an Independent Third Party as at the Latest Practicable Date.

Shixiang Founders

Shixiang Founders is a company incorporated on October 9, 2020 in BVI. It is principally engaged in investment in the financial, consumer and technology industries. Shixiang Founders was wholly owned by SX Capital and was ultimately controlled by Mr. Li Guangmi (李廣密), who mainly conducts private equity investment and was an Independent Third Party as at the Latest Practicable Date.

Liangxi Kechuang

Liangxi Kechuang is a limited partnership established on February 9, 2023 in the PRC. As at the Latest Practicable Date, its general partner was Wuxi Liangxi Kechuang Industrial Investment Management Co., Ltd. (無錫市梁溪科創產業投資管理有限公司) (“**Liangxi Kechuang Management**”), which was ultimately owned by Mr. Xu Wenbo (徐文博), an Independent Third Party. The partnership equity of Liangxi Kechuang was owned as to 49.9% and 49.9% by Wuxi Xiangyun Investment Co., Ltd. (無錫市象雲投資有限公司) (“**Wuxi Xiangyun**”) and Wuxi Liangxi Science and Technology City Innovation Investment Co., Ltd. (無錫市梁溪科技城創新投資有限公司) (“**Liangxi Science and Technology City Investment**”), respectively, both of which were ultimately owned by the State-owned Assets Supervision and Administration Office of Liangxi District, Wuxi City (無錫市梁溪區人民政府國有資產監督管理辦公室), an Independent Third Party as at the Latest Practicable Date.

Public Float

Apart from ZA Technology, HSG and Absolute Capital, the Shares held by the other Pre-[REDACTED] Investors will be counted as part of the public float upon Listing as (i) each of them is not a core connected person of our Company; (ii) the subscriptions of their respective equity interests in the Shares were not financed directly or indirectly by any core connected person of our Company; and (iii) each of them and their respective ultimate beneficial owners are not accustomed to take instructions from a core connected person in relation to the subscriptions, disposals, voting or other dispositions of securities of our Company registered in their names or otherwise held by them.

Upon the completion of the [REDACTED] (without taking into account the Shares which may be issued pursuant to the exercise of the [REDACTED]), Shares held by the following Shareholders will not be counted towards the public float for the purpose of Rule 8.08 of the Listing Rules:

- (1) ZA Technology, holding approximately [REDACTED]% of the issued share capital of our Company;
- (2) HSG, holding approximately [REDACTED]% of the issued share capital of our Company;
- (3) Nova Flower Ltd., a company ultimately owned by Mr. Lu, holding approximately [REDACTED]% of the issued share capital of our Company;
- (4) Nova Seed Limited, a company ultimately controlled by Mr. Lu, holding approximately [REDACTED]% of the issued share capital of our Company. See “— Corporate Structure — Immediately prior to the completion of the [REDACTED]” for further details;
- (5) Absolute Capital, a company ultimately controlled by ZhongAn Online, holding approximately [REDACTED]% of the issued share capital of our Company;

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (6) Long Hao Ltd., a company ultimately owned by Mr. Lu, holding approximately [REDACTED]% of the issued share capital of our Company; and
- (7) Nova Mountain Ltd., a company ultimately owned by Mr. Lu, holding approximately [REDACTED]% of the issued share capital of our Company.

Save as stated above, the Shares held by other Shareholders will constitute part of the public float. Accordingly, taking into account the Shares to be issued pursuant to the [REDACTED] (assuming the [REDACTED] is not exercised), [REDACTED] Shares, representing approximately [REDACTED]% of the issued Shares of our Company will be counted towards the public float of our Company upon Listing, which is higher than the prescribed percentage of Shares required to be held in public hands of [REDACTED]% with the expected market value of HK\$[REDACTED] million under Rule 8.08(1) (based on a minimum [REDACTED] of [REDACTED] per Share). Therefore, our Company will be able to meet the minimum public float requirements under Rules 8.08 of the Listing Rules.

Free Float

Rule 8.08A of the Listing Rules provides that, there must be sufficient shares for which listing is sought by a new applicant that are held by the public and available for trading upon listing. This will normally mean that the portion of the class of shares for which listing is sought that are held by the public and not subject to any disposal restrictions (whether under contract, the Listing Rules, applicable laws or otherwise), at the time of listing, must: (1) represent at least 10% of the total number of issued shares in the class of shares for which listing is sought (excluding treasury shares), with an expected market value at the time of listing of not less than HK\$50,000,000; or (2) have an expected market value at the time of listing of not less than HK\$600,000,000.

[Each of the cornerstone investors has agreed to a lock-up period of six months following the Listing Date. As such, Shares held by the cornerstone investors upon the Listing shall not be counted towards the free float of the Shares at the time of Listing. Based on a minimum [REDACTED] of HK\$[REDACTED] per Share, our Company is expected to satisfy the free float requirement under Rule 8.08A of the Listing Rules.]

Compliance with the Guide for New Listing Applicants on Pre-[REDACTED] Investment

On the basis that (i) the consideration for the Pre-[REDACTED] Investments [was settled] more than 120 clear days before the date of Listing; (ii) the redemption rights are either (a) only exercisable if the Listing does not take place by April 1, 2027 and shall be terminated immediately prior to the Listing and be void *ab initio*; or (b) terminated immediately prior to the first submission of the listing application to the Stock Exchange for the purpose of the [REDACTED] and be void *ab initio*; and (iii) the other special rights granted to the Pre-[REDACTED] Investors will be terminated upon Listing, the Joint Sponsors are of the view that the Pre-[REDACTED] Investments as described above are in compliance with Chapter 4.2 of the Guide for New Listing Applicants.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Acquisition of Jiangsu Daotai

On October 19, 2023, Nova Shanghai entered into a share transfer agreement with Shenzhen Jie Fang Information Consulting Co., Ltd. (深圳市解方信息諮詢有限公司) (“**Shenzhen Jie Fang**”), pursuant to which Nova Shanghai agreed to purchase from Shenzhen Jie Fang the 39.2% equity interest in Jiangsu Daotai, the aggregate consideration of the acquisition of Jiangsu Daotai is RMB22.1 million. Such consideration was determined based on equity valuation upon the income approach at the point of acquisition. On the same day, Nova Shanghai entered into an acting in concert agreement with the remaining shareholders of Jiangsu Daotai, namely (i) Suzhou Jinzhiqu Information Technology Co., Ltd. (蘇州金智渠信息技術有限公司) (“**Suzhou Jinzhiqu**”), holding

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

20.80% equity interest in Jiangsu Daotai; (ii) Suzhou Ruixiaoyun Information Technology Co., Ltd. (蘇州瑞小雲信息科技有限公司) (“**Suzhou Ruixiaoyun**”), holding 20.00% equity interest in Jiangsu Daotai; and (iii) Suzhou Yutai Equity Investment Partnership (Limited Partnership) (蘇州佑泰股權投資合夥企業(有限合夥)) (“**Suzhou Yutai**”), holding 20.00% equity interest in Jiangsu Daotai. The consideration for the share transfer was fully settled on January 7, 2025.

At the time of entering into the acting in concert agreement, Suzhou Jinzhiqu was owned as to 50.0% and 50.0% by Wang Shunda (王順達) and Sheng Sen (盛森), both being Independent Third Parties, respectively. Suzhou Ruixiaoyun was wholly owned by Raipeng Information, an Independent Third Party at that time. Suzhou Yutai was held by its general partner, Suzhou Yutai Management Consulting Co., Ltd. (蘇州佑泰管理諮詢有限公司) (“**Yutai Management Consulting**”) as to 25.0%, and none of its limited partners held one-third or more of the partnership interest therein. Yutai Management Consulting was owned as to 95.0% by Sheng Sen.

To the best knowledge of the Directors, each of Shenzhen Jie Fang, Suzhou Jinzhiqu, Suzhou Ruixiaoyun and Suzhou Yutai was an Independent Third Party prior to the completion of the acquisition of Jiangsu Daotai.

As at the Latest Practicable Date, the acquisition of Jiangsu Daotai was properly and legally completed and settled, and all applicable regulatory approvals with respect to the acquisition have been obtained. Upon completion of the acquisition of Jiangsu Daotai, Jiangsu Daotai became a subsidiary of our Company.

The acquisition of Jiangsu Daotai can help expand our client base and supplement the customer engagement business of our Company, while our Company can also help Jiangsu Daotai to improve its sales efficiency through AI-driven marketing technology, which is beneficial to the whole Group.

According to Rule 4.05A of the Hong Kong Listing Rules, the acquisition of Jiangsu Daotai would have been classified at the date of application for our Listing as a major transaction under Chapter 14 of the Hong Kong Listing Rules. For further details of the financial performance of Jiangsu Daotai, please refer to the historical financial information of Jiangsu Daotai set out in Appendix I to this Document.

Save as disclosed above, we had not conducted any other major acquisition, disposal or merger during the Track Record Period and up to the Latest Practicable Date.

CAPITALIZATION OF OUR COMPANY

The following table sets out our shareholding structure (a) as of the Latest Practicable Date; and (b) immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised.

Shareholders	Number of Shares held	Percentage of shareholding as of the Latest Practicable Date	Percentage of shareholding immediately upon the completion of the [REDACTED]
ZA Technology ⁽¹⁾	64,186,598	28.75%	[[REDACTED]]%
HSG ⁽²⁾	35,497,000	15.90%	[[REDACTED]]%
Nova Flower Ltd. ⁽³⁾	30,800,000	13.80%	[[REDACTED]]%
Nova Seed Limited ⁽⁴⁾	22,546,598	10.10%	[[REDACTED]]%
Elite Capital ⁽⁵⁾	11,174,099	5.01%	[[REDACTED]]%
Central Pine ⁽⁶⁾	11,000,788	4.93%	[[REDACTED]]%

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Shareholders	Number of Shares held	Percentage of shareholding as of the Latest Practicable Date	Percentage of shareholding immediately upon the completion of the [REDACTED]
Liberty ⁽⁷⁾	7,480,000	3.35%	[[REDACTED]]%
Absolute Capital ⁽⁸⁾	6,468,000	2.90%	[[REDACTED]]%
Liangxi Kechuang ⁽⁹⁾	6,468,000	2.90%	[[REDACTED]]%
Nova Mountain Ltd. ⁽¹⁰⁾	5,420,000	2.43%	[[REDACTED]]%
LongHao Ltd. ⁽¹¹⁾	5,420,000	2.43%	[[REDACTED]]%
Ultimate Lenovo Limited ⁽¹²⁾	4,620,000	2.07%	[[REDACTED]]%
KTBN Fund ⁽¹³⁾	4,620,000	2.07%	[[REDACTED]]%
Glenunga Limited ⁽¹⁴⁾	2,054,917	0.92%	[[REDACTED]]%
Woori ⁽¹³⁾	2,027,196	0.91%	[[REDACTED]]%
Lighthouse ⁽¹⁵⁾	1,732,500	0.78%	[[REDACTED]]%
ZI Insurtech ⁽¹⁶⁾	924,000	0.41%	[[REDACTED]]%
Shixiang Founders ⁽¹⁷⁾	385,000	0.17%	[[REDACTED]]%
Fountain Insurtech Limited ⁽¹⁶⁾	220,000	0.10%	[[REDACTED]]%
Lighthousecap ⁽¹⁵⁾	192,500	0.09%	[[REDACTED]]%

Notes:

For notes (1) to (17), see “— Corporate Structure — Immediately following the [REDACTED] (assuming that the [REDACTED] has not been exercised)” in this section.

As at the Latest Practicable Date, each of Mr. Lu and ZhongAn Online was deemed to be interested in 70,654,598 Shares, representing 31.65% of the equity interest in our Company.

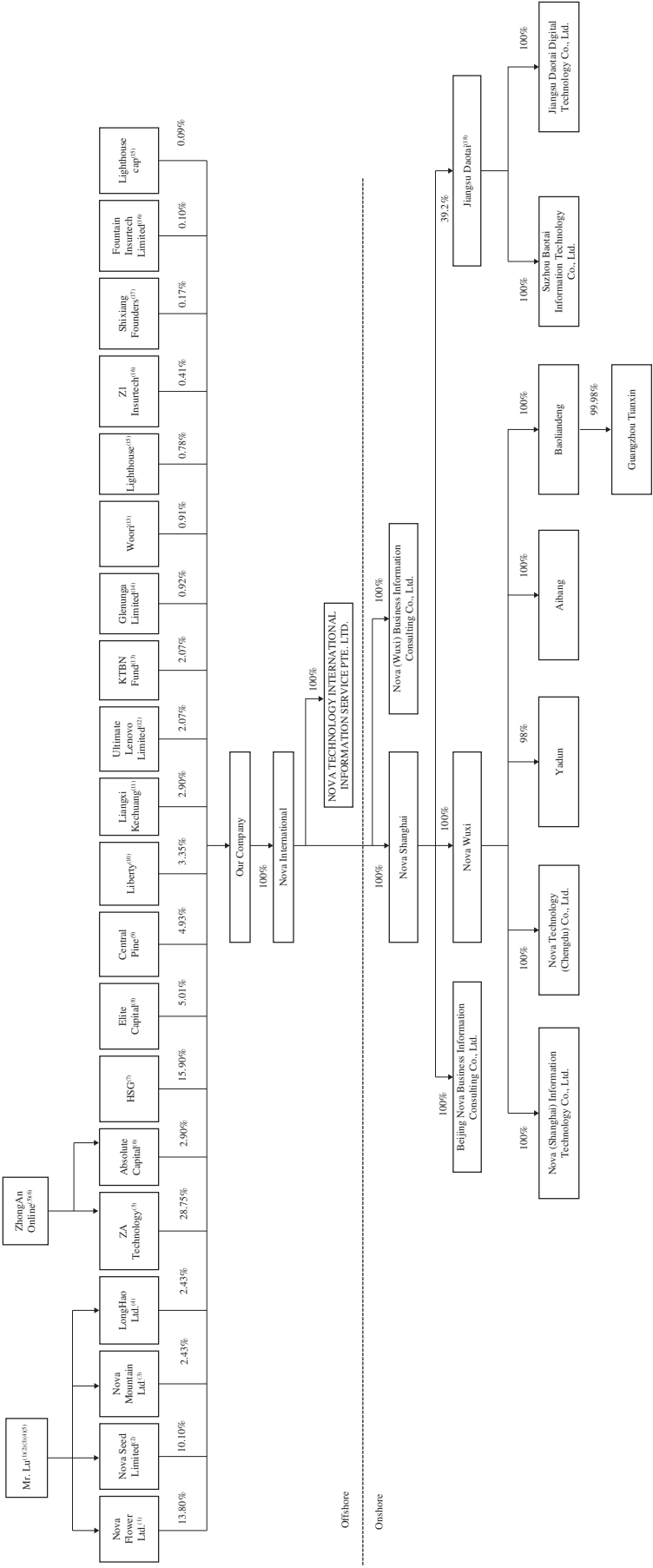
CORPORATE STRUCTURE

The following charts illustrate our shareholding and corporate structure (1) immediately prior to the completion of the [REDACTED] and (2) immediately after the completion of the [REDACTED] (assuming that the [REDACTED] has not been exercised).

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Immediately prior to the completion of the [REDACTED]

The following diagram illustrates the simplified corporate and shareholding structure of our Company immediately prior to the completion of the [REDACTED].



HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Notes:

- (1) Nova Flower Limited, a Company incorporated on November 28, 2023 in the British Virgin Islands, primarily acts as a shareholding platform. As at the Latest Practicable Date, it was wholly owned by Nova Peak Limited, which in turn was wholly owned by Nova Peak Trust, a discretionary trust established by Mr. Lu as the settlor.
- (2) Nova Seed Limited, a company incorporated on March 8, 2023, is wholly owned by Nova Seed Trust. GIL Trust Limited (“GIL”) is the trustee of Nova Seed Limited, which was established by our Company. According to the trust deed, notwithstanding that Nova Seed Limited is the legal registered holder of the Shares, GIL shall procure Nova Seed Limited to abstain from exercising the voting rights attached to such Shares unless as otherwise directed by the administrative committee (comprising Mr. Lu, the “**Administrative Committee**”) through the authorized representative namely Mr. Lu.
- (3) Nova Mountain Ltd., a company incorporated on November 28, 2023 in the British Virgin Islands, primarily acts as a shareholding platform. As at the Latest Practicable Date, it was wholly owned by Nova Tree Ltd., which in turn was wholly owned by Nova Tree Trust, a discretionary trust established by Mr. Lu as the settlor.
- (4) LongHao Ltd., a company incorporated on February 26, 2019 in the British Virgin Islands, primarily acts as a shareholding platform. As at the Latest Practicable Date, it was wholly owned by ManLian Limited, which was in turn wholly owned by Mr. Lu.
- (5) ZA Technology, a company incorporated on February 27, 2019 in the British Virgin Islands, is primarily engaged in insurance business. As at the Latest Practicable Date, it was wholly owned by ZhongAn Information Technology, which was wholly owned by ZhongAn Online, one of the substantial Shareholders as at the Latest Practicable Date.
- (6) Pursuant to a deed of voting right arrangement dated February 2, 2024 executed by ZA Technology and Mr. Lu, ZA Technology shall exercise the voting rights attached to the 6,468,000 Shares it held (the “**Common Control Shares**”) in accordance with the instructions of Mr. Lu and itself and shall exercise the voting rights to the extent that their instructions are not inconsistent with each other. As such, Mr. Lu is deemed to be interested in the Common Control Shares.
- (6) Absolute Capital was incorporated on July 14, 2021 in BVI. It mainly invests in the financial, consumer and technology sectors. As at the Latest Practicable Date, it was wholly owned by Shanghai Delian, which was in turn held by its general partner Guangzhou Detong and its limited partner Shanghai Dexu as to 0.01% and 99.99%, respectively. The partnership interest of Shanghai Dexu was held by its general partner Guangzhou Detong and ZhongAn Online as to 1.00% and 99.00%. Guangzhou Detong was ultimately controlled by Mr. Shao Jun (邵俊) an Independent Third Party.
- (7) HSG is an exempted company with limited liability incorporated under the laws of the Cayman Islands on March 21, 2018. As at the Latest Practicable Date, the sole shareholder of HSG is HongShan Capital Venture Fund VII, L.P., an investment fund with the primary purpose of making equity investments in private companies. None of the limited partners of HongShan Capital Venture Fund VII, L.P. held one-third or more of the limited partnership interest therein, and the general partner of HongShan Capital Venture Fund VII, L.P. was HSG Venture VII Management, L.P., whose general partner is HSG Holding Limited. HSG Holding Limited was wholly owned by SNP China Enterprises Limited, which in turn was wholly owned by Mr. Neil Nanpeng Shen (沈南鹏).
- (8) Elite Capital, a limited partnership incorporated on June 9, 2021 in Hong Kong, is primarily engaged in investment in our Company. As at the Latest Practicable Date, its partnership equity is owned as to 87.8% by SUNNY PAVILION LIMITED, which was owned as to 50% and 50% by SEUNG Tim Chung Yi and SEUNG Cindy Yu Jin, who mainly engage in private equity investment and were Independent Third Parties. The general partner of Elite Capital was Elite Union Capital Management Limited, which was wholly owned by Mr. Jin Jianyun (金劍云), a relative of Mr. WANG Jiadong (王佳棟), a Director as of the Latest Practicable Date and had resigned from the position of a Director with effect from the date of the Listing.
- (9) Central Pine, a company incorporated on April 22, 2015 in BVI, is primarily engaged in investment in the science and technology industry. It was owned as to 50% by Felicia Tanaya and 50% by Lie Harjono, who mainly engage in private equity investment and were both Independent Third Parties as at the Latest Practicable Date.
- (10) Liberty, a company incorporated on April 19, 2018 in Cayman Islands, is primarily engaged in investment in medical service and technology industries. It was owned by Luo Yujie, who is an investor focusing on private equity investment and was an Independent Third Party as at the Latest Practicable Date.

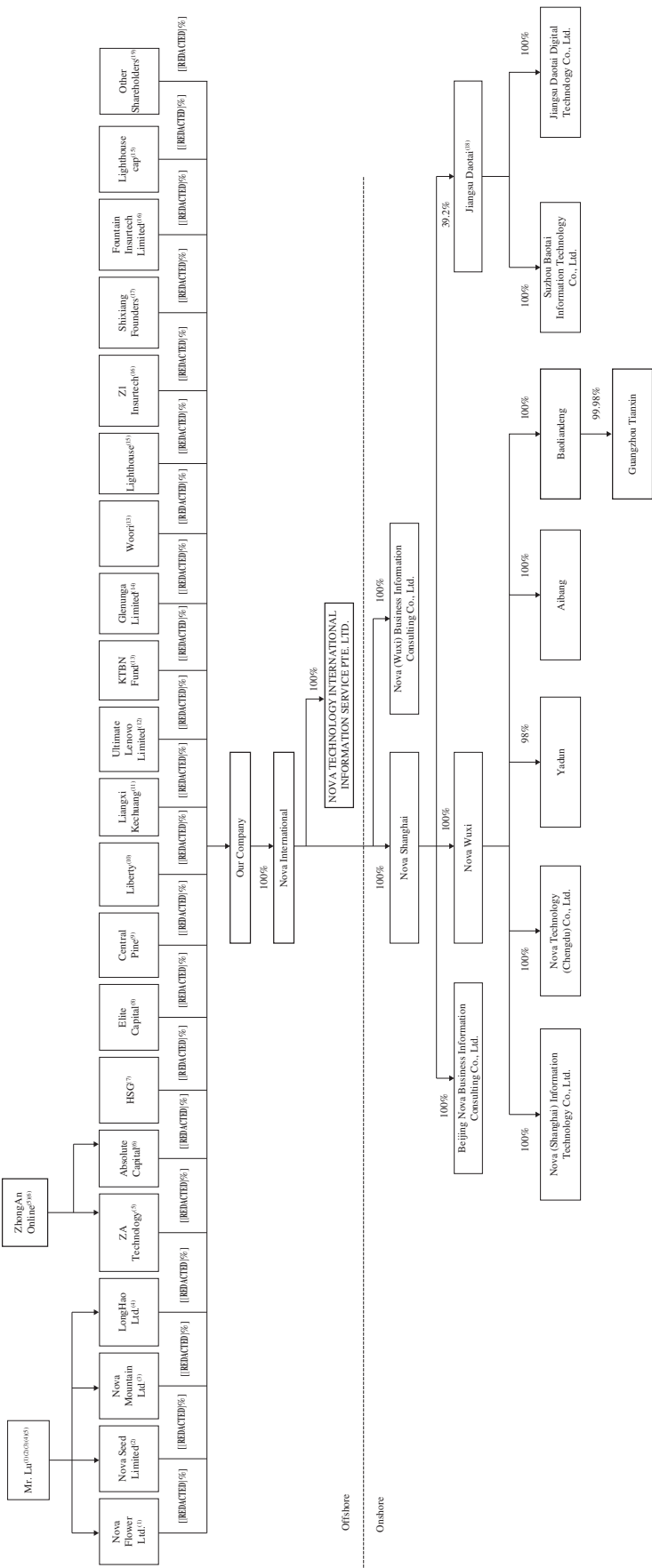
HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

- (11) Liangxi Kechuang is a limited partnership established on February 9, 2023 in the PRC. As at the Latest Practicable Date, its general partner was Wuxi Liangxi Kechuang Industrial Investment Management Co., Ltd. (無錫市梁溪科創產業投資管理有限公司) (“**Liangxi Kechuang Management**”), which was ultimately owned by Mr. Xu Wenbo (徐文博), an Independent Third Party. The partnership equity of Liangxi Kechuang was owned as to 49.9% and 49.9% by Wuxi Xiangyun Investment Co., Ltd. (無錫市象雲投資有限公司) (“**Wuxi Xiangyun**”) and Wuxi Liangxi Science and Technology City Innovation Investment Co., Ltd. (無錫市梁溪科技城創新投資有限公司) (“**Liangxi Science and Technology City Investment**”), respectively, both of which were ultimately owned by the State-owned Assets Supervision and Administration Office of Liangxi District, Wuxi City (無錫市梁溪區人民政府國有資產監督管理辦公室), an Independent Third Party as of the Latest Practicable Date.
- (12) Ultimate Lenovo Limited, is an investment holding company incorporated on August 17, 2001 in BVI and was solely held by Lenovo Holdings (BVI) Limited, which was ultimately wholly owned by Lenovo Group Limited (a company listed on the Stock Exchange, stock code: 992), an Independent Third Party as at the Latest Practicable Date.
- (13) KTBN Fund, a company incorporated on January 4, 2021 in Korea, is primarily engaged in investment in the financial, consumer and technology sectors. As at the Latest Practicable Date, it was directly owned by 14 shareholders, none of whom held more than one-third or more of its equity interest.
- Woori is a company incorporated on December 13, 2022 in Korea, focusing on science and technology industry investment. As at the Latest Practicable Date, it was directly owned by 11 shareholders, none of whom held more than one-third or more of its equity interest.
- Both KTBN Fund and Woori were ultimately owned by Woori Financial Group Inc., a Korea banking and financial services holdings company listed on the Korea Exchange (stock code: 316140) and the New York Stock Exchange (stock code: WF), and an Independent Third Party as at the Latest Practicable Date.
- (14) Glenunga Limited, a company incorporated on November 28, 2011 in BVI, is primarily engaged in investment in the technology industry. As at the Latest Practicable Date, it was owned as to 50% by Chan Kwee Him and 50% by Chen Wei Ling, who were principally engaged in private equity investment and were both Independent Third Parties as at the Latest Practicable Date.
- (15) Lighthouse is a limited partnership incorporated on May 23, 2018 in the Cayman Islands. As at the Latest Practicable Date, the general partner of Lighthouse was Lighthousecap International Inc., which was wholly owned by Mr. Zheng Xuanle (鄭煥樂), an Independent Third Party. The partnership interest of Lighthouse was held as to 38.46% by Axiom Asia V, L.P., which was ultimately controlled by Lau Zhi Yuan, Loh Siew Kee, Lee Sao Wei and Ng Chi Man Edmond, all of whom were Independent Third Parties. None of other limited partners held one-third or more of partnership interest therein.
- Lighthousecap is a limited partnership incorporated on July 31, 2018 in the Cayman Islands. As at the Latest Practicable Date, the general partner of Lighthousecap was Lighthousecap International Inc., which was wholly owned by Mr. Zheng Xuanle. The entire partnership interest therein was controlled by Mr. Zheng Xuanle. Lighthouse Capital is engaged in a range of services including financial advisory, asset management, mergers and acquisitions, securities underwriting, industry consulting, and other value-added services.
- (16) Z1 Insurtech is a company incorporated on May 28, 2021 in BVI. It is mainly engaged in investment in the insurance technology industry. As at the Latest Practicable Date, it was wholly controlled by Z1 Capital Limited, which in turn was wholly controlled by Mr. Li Ming (李明). No other shareholders of Z1 Insurtech held one-third or more of the voting rights therein. Fountain Insurtech Limited is a company incorporated on November 2, 2023 in BVI, which mainly engages in investment in the financial, consumer and technology industries, and was wholly owned by Mr. Li Ming (李明). Mr. Li Ming (李明) mainly participates in private equity investment and was an Independent Third Party as at the Latest Practicable Date.
- (17) Shixiang Founders is a company incorporated on October 9, 2020 in BVI. It is mainly engaged in investment in the financial, consumer and technology industries. Shixiang Founders Capital II Limited was wholly owned by SX Capital Limited Holding and is ultimately controlled by Mr. Li Guangmi (李廣密), who mainly conducts private equity investment and was an Independent Third Party as at the Latest Practicable Date.
- (18) Apart from Nova Shanghai, Jiangsu Daotai was owned as to 20.80% by Suzhou Jinzhiqu, 20.00% by Suzhou Ruixiaoyun and 20.00% by Suzhou Youtai, all of which were connected persons of our Company as of the Latest Practicable Date. Please see “— Major Acquisitions, Disposals and Mergers Acquisition of Jiangsu Daotai” for further details.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

Immediately following the [REDACTED] (assuming that the [REDACTED] has not been exercised)

The following diagram illustrates the corporate and shareholding structure of our Group immediately following the completion of the [REDACTED]:



Notes:

- (1) to (18) please refer to the corresponding notes (1) to (18) under the corporate chart as set out in “— Corporate Structure — Immediately prior to the completion of the [REDACTED].”
- (19) Other Shareholders are primarily the Shareholders subscribing for the [REDACTED].
- (20) Immediately following the completion of the [REDACTED], each of Mr. Lu and ZhongAn Online are deemed to be interested in [REDACTED]% of the Shares of our Company, respectively.

HISTORY, DEVELOPMENT AND CORPORATE STRUCTURE

COMPLIANCE WITH PRC LAWS AND REGULATIONS

Our PRC Legal Advisor confirmed that (i) the establishment of our subsidiaries in the PRC have complied with the relevant laws and regulations; (ii) all the relevant legal procedures were completed and not in violation of the relevant PRC laws and regulations in all material respects.

SAFE Registration

Pursuant to the Circular of the SAFE on Foreign Exchange Administration of Overseas Investment, Financing and Round-trip Investments Conducted by Domestic Residents through Special Purpose Vehicles (關於境內居民通過特殊目的公司境外投融資及返程投資外匯管理有關問題的通知) (“**Circular 37**”), promulgated by SAFE and which became effective on July 4, 2014:

- (a) a PRC resident must register with the local SAFE branch before he or she contributes assets or equity interests to an overseas special purpose vehicle (the “**Overseas SPV**”) that is directly established or indirectly controlled by the PRC resident for the purpose of conducting investment or financing (“**Initial Registration**”), and
- (b) following the Initial Registration, the PRC resident is also required to register with the local SAFE branch for any major change, in respect of the Overseas SPV, including, among other things, a change of Overseas SPV’s PRC resident shareholder(s), the name of the Overseas SPV, terms of operation, or any increase or reduction of the Overseas SPV’s capital, share transfer or swap, and merger or division.

Pursuant to the Circular of the SAFE on Further Simplification and Improvement in Foreign Exchange Administration on Direct Investment (關於進一步簡化和改進直接投資外匯管理政策的通知), (“**Circular 13**”), promulgated by SAFE and which became effective on June 1, 2015, the power to accept SAFE registration was delegated from local SAFE branch to local banks where the assets or interests in the domestic entity are located.

As advised by our PRC Legal Advisor, Mr. Lu, the PRC resident, has completed his initial foreign exchange registration of overseas investments as required under the Circular 37.

M&A Rules

On August 8, 2006, six PRC regulatory agencies, including the MOFCOM, the State Assets Supervision and Administration Commission, the SAT, SAIC, CSRC and SAFE, jointly issued the Provisions on the Merger and Acquisition of Domestic Enterprises by Foreign Investors (the “**M&A Rules**”), which became effective on September 8, 2006, and was amended on June 22, 2009. Pursuant to the M&A Rules, a foreign investor shall comply with M&A Rules when (i) a foreign investor acquires equity in a domestic non-foreign invested enterprise thereby converting it into a foreign-invested enterprise, or subscribes for new equity in a domestic enterprise through an increase of registered capital thereby converting it into a foreign-invested enterprise; or (ii) a foreign investor establishes a foreign invested enterprise which purchases and operates the assets of a domestic enterprise, or which purchases the assets of a domestic enterprise and injects those assets to establish a foreign-invested enterprise (the “**Regulated Activities**”). The M&A rules, among other things, purport to require that the offshore special purpose vehicle that is controlled by PRC companies or individuals formed for the purpose of seeking a public listing on an overseas stock exchange through acquisitions of PRC domestic companies of the aforementioned PRC companies or individuals using shares of such special purpose vehicle or shares held by its shareholders as a consideration to obtain CSRC approval prior to the listing and trading of such special purpose vehicle’s securities on an overseas stock exchange. Pursuant to the Foreign Investment Law of the PRC (《中華人民共和國外商投資法》) effective as of January 1, 2020 and public Q&A section on the official website of MOFCOM, the approval requirements by the MOFCOM and its local branches for the establishment and registration of changes to foreign invested enterprises have been abolished since the implementation of the Foreign Investment Law of the PRC.

As advised by our PRC Legal Advisor, our Company is not required to submit an application to the CSRC for the approval of the listing and trading of our shares on the Stock Exchange under the M&A Rules. However, there is uncertainty as to how the M&A Rules will be interpreted or implemented and whether the MOFCOM and other related government authorities would promulgate future PRC laws, regulations or rules contrary to the M&A Rules.

BUSINESS

OVERVIEW

Who We Are

We are an independent AI-driven technology company in the insurance industry, which processed the largest number of insurance cases in China in 2024, according to the Frost & Sullivan Report, with full-stack risk analytics capabilities, enhancing underwriting capabilities and improving claims efficiency of insurance companies.

The insurance transaction lifecycle typically comprises four key stages, namely product design, underwriting, claim management and policy servicing. As an AI-driven technology company in the insurance industry with full-stack risk analytics capabilities, we are dedicated to offering AI-driven technologies to facilitate the entire operational lifecycle of insurance companies with a specific focus on two key segments — underwriting and claim management. Using risk analytics technologies, our solutions enable faster and more accurate risk-based assessments, enhance operational efficiency and streamline the decision-making process. Our solutions are accessible via modular packages hosted on our cloud-based infrastructure that can be easily integrated with our clients through an application programming interface (API) layer.

As of December 31, 2025, our solutions had been cumulatively adopted by 115 insurance companies, including nine of the top ten insurance companies in China in terms of insurance premiums in 2025, according to the Frost & Sullivan Report. In 2025, our revenue generated from nine of the top ten insurance companies in China amounted to RMB162.6 million, representing 15.9% of our revenue in the same year. As of December 31, 2025, we had cumulatively performed 221.4 million cases of underwriting reviews and claim investigations and served more than 44.0 million customers of insurance companies. We also facilitated a cumulative first-year premium (“FYP”) of RMB13.0 billion as of December 31, 2025 since our inception.

Industry Challenges and Value Propositions

Insurance companies face persistent challenges that limit their ability to optimize operations and deliver greater value to their customers.

- *High customer engagement cost and low customer lifetime value.* Insurance companies face challenges in fully utilizing healthcare data from insurance transactions, resulting in an insufficient understanding of their customers’ needs and risk profiles, which leads to fewer cross-selling, limits lifetime customer value and hinders the efficiency of customer engagement.
- *Reliance on manual labor.* Traditionally, insurance companies have relied heavily on offline channels for sales and marketing and on manual review to process claims cases. Without data interaction capabilities and AI-driven tools, insurance companies are unable to fully realize the value of the data collected from their customers, resulting in low operational efficiency.
- *High loss ratio and low profitability.* Many insurance companies have recorded profit margins of less than 5.0%, and some have recorded net operating losses. This has been driven in part by the lack of full-stack risk analytics technologies in their workflows. As claim data is not automatically fed back to inform or refine underwriting, insurance companies are unable to identify risky events and manage claims effectively, leading to higher loss ratio and lower operating margins, while building and maintaining such capabilities in-house requires considerable investment.

In light of these challenges, we offer the following value propositions to our clients, which we believe will help them overcome existing limitations, improve efficiency, enhance productivity and realize the full benefits of data-driven solutions across their business operations.

BUSINESS

- *Improved customer engagement efficiency and effectiveness.* We connect insurance companies with data insights that drive more targeted customer engagement, lower marketing costs and higher conversion rates. By incorporating our claims data into underwriting processes, we continuously refine risk assessment models and enable more personalized product offerings, helping insurance companies deepen customer relationships, maximize customer lifetime value and improve revenue retention.
- *AI-driven insurance solutions to improve efficiency.* By leveraging our knowledge base and AI agents, we enable insurance companies to streamline and automate the most critical aspects of their business operations, helping them to make more informed, data-driven decisions, accurately identify customer needs and deliver targeted products and services. In addition, AI-driven tools enable automation and standardization of claims assessment, policy analysis and liability determination, significantly improving both the speed and accuracy of claims processing, reducing dependence on manual reviews and minimizing variances caused by human judgment.
- *Full-stack risk analytics capabilities.* By integrating AI risk analytics technologies into the entire workflows of insurance companies, we help them improve their ability to detect fraud and optimize underwriting processes, and help them process high volumes of claims with enhanced accuracy.

Our Business Model

Our solutions span the entire insurance transaction lifecycle, with a focus on underwriting solutions and claim solutions. Our pricing model is primarily outcome based, reflecting the value that we deliver through our risk analytics capabilities. Our clients generally pay us based on parameters such as premiums facilitated and reduced loss ratios. Leveraging our risk analytics capabilities, industry-specific expertise, open-source large models and our proprietary knowledge base comprising 340 million health insurance risk analytics datasets, we have developed multi-agent AI systems tailored for different scenarios in insurance operation workflows. These systems combine open-source large language models (“LLMs”) with industry-specific models that help insurance company clients improve customer engagement, underwriting risk assessment, claim management and customer services.

We launched claim solutions in 2018 and underwriting solutions in 2019, and have since continued to upgrade both solutions with AI technologies. Beginning in 2020, we incorporated neural network models and natural language processing in to our underwriting solutions to build user group profiles, analyze customer purchase intent and generate targeted communication scripts and product recommendations for the telesales and online sales operations of insurance companies. We also applied OCR and language models that could extract structured data from unstructured medical records and claim files, supporting automatic claim review and improving both the efficiency and accuracy of claims handling. Since 2023, we have further integrated LLMs and industry-specific models into our multi-agent AI systems to support insurance companies across customer engagement, underwriting risk assessment, claim review and claim investigation. Our underwriting solutions have effectively helped insurance companies cumulatively identify approximately 1.4 million high-risk applicants, which refers to applicants who do not meet the insurer’s underwriting requirements or fail to make full disclosures during the application process, particularly regarding medical history or health disclosures, as of December 31, 2025, reducing their loss ratios by 12 to 33 percentage points. Our claim solutions achieved an automatic review rate of up to 85.0% as of December 31, 2025, as calculated by dividing the number of claim cases settled without manual intervention by the total number of claim cases, and achieved an accuracy rate of up to 98.0% for LLM review in 2025.

BUSINESS

Today, we adopt a holistic approach in serving insurance company clients across the insurance transaction lifecycle, enabling them to enhance efficiency and operating results. Our underwriting solutions and claim solutions work in concert to provide one-stop risk analytics solutions for our clients to carry out their business operations at scale. While our clients may initially engage with us for a specific solution, many have since established strategic partnerships with us, ultimately integrating multiple solutions as essential parts of their business operations.

Nova Underwriting Solutions

During the Track Record Period, a majority of our revenue from underwriting solutions was attributable to customer engagement and underwriting risk management. Our customer engagement solutions help our clients match insurance products with potential customers more accurately and design tailored marketing strategies in real time. Instead of relying on generic sales scripts, these solutions support personalized communication with each customer. By engaging policyholders through multiple tools, including voice agents and online agents, our customer engagement solutions help insurance companies improve lead conversion rates and increase the long-term value of their customers by facilitating cross-selling and policy renewal. We also leverage targeted advertising across various public online channels, including social media, short-video platforms and search engines to generate unique customer leads for our clients.

Our underwriting risk management solutions help insurance companies to intellectualize pre-underwriting pricing and risk analytics, allowing for improved policy terms and risk assessment results. By combining our robust medical data coverage with deep understanding of insurance products, we translate complex customer information into standardized, quantifiable risk profiles. Our solutions leverage extensive medical data and medical report databases to build accurate customer risk profiles, enabling us to map policy applicants with specific insurance products and assess risk levels even when direct diagnostic results are unavailable. Our Alamos model can automatically process policy applications, reject high-risk cases and match applicants with alternative products aligned with their risk profiles. In 2025, we helped clients filter out 3.0% to 10.0% of high-risk applicants from their total applicants and provided risk analytics recommendations to our clients in an average of less than one second per case.

In addition, we collaborate with insurance companies and pharmaceutical companies to design and deliver specialty health insurance products, particularly for individuals with pre-existing conditions who are not eligible for traditional insurance products and patients with rare diseases seeking innovative therapeutics. These products provide comprehensive protection covering critical illness and medical expenses for populations previously excluded from traditional insurance coverage due to pre-existing conditions. By integrating our extensive medical databases with industry insights and applying precise underwriting combined with manual review, we enable differentiated underwriting approaches tailored to specific disease types and severity levels. As of December 31, 2025, we partnered with 9 major insurance companies and launched 17 specialty disease insurance products, covering 22 indications (such as breast cancer and thyroid cancer) and 12 innovative therapeutics. These insurance products provide benefit payments to insured individuals upon a confirmed diagnosis of a covered indication occurring within the policy term.

Nova Claim Solutions

Our claim solutions help clients manage insurance claims from inception to resolution, improving efficiency, accuracy and customer satisfaction. During the Track Record Period, a majority of our revenue from claim solutions was attributable to claim review and claim investigation.

BUSINESS

Our claim solutions support the entire claim lifecycle, beginning with claim reporting and data collection. We leverage advanced proprietary claim analytics capabilities and access to a variety of databases, enabling claims initiation without uploading supporting materials. These databases primarily include e-invoice systems and databases of hospitals, the National Health Commission and medical examination institutions.

Our smart data entry system automatically standardizes data submitted by claimants and creates comprehensive, case-specific claim files by integrating automated image and text recognition technologies, including OCR and LLMs. This system automatically extracts critical information from lengthy and unstructured documents, including e-invoices and medical records, accurately and efficiently.

Following data collection, a coordinated set of specialized AI agents streamline and automate claims assessment and settlement. These agents work sequentially to translate complex policy provisions into structured rules, standardize raw claim materials, evaluate claim eligibility, run scenario-based liability checks, calculate payouts in accordance with policy terms and continuously audit the evidence trail to detect potential fraud. For claims requiring deeper scrutiny, our claim investigation capabilities employ a proprietary model that leverages a comprehensive health insurance knowledge base combined with access to a wide range of healthcare data sources. It systematically analyzes customer profiles and claim histories to conduct thorough risk assessments, performing online checks of medical visit histories and treatment records across hospitals to identify anomalies such as forged prescriptions, fabricated medical records or irregular claim patterns. This risk-based approach accelerates low-risk claims approval while directing high-risk cases to offline investigation, minimizing costs associated with fraudulent claims and ineligible payouts and improving the experience for genuine policyholders. In 2025, we helped our insurance company clients review 5.3 million claim cases, representing an increase of 43.2% compared with the number of cases reviewed in 2024.

Furthermore, we collaborate with pharmaceutical companies, medical institutions and medical consulting agencies to help our insurance company clients offer various value-added health management services to their customers, which primarily include health screening, medical consultation, critical illness management and minor illness reimbursement. We charge variable fees based on transaction volume for such services. Such value-added services promote better health outcomes for policyholders, especially for those with chronic or pre-existing conditions, and help our clients reduce loss ratios.

Software Development Services

We provide software development services as part of our underwriting and claim solutions primarily to insurance companies. Our services focus on the design and development of interfaces, systems, digital marketing platforms and digital infrastructure that complement our underwriting and claim solutions. Our software development solutions deliver end-to-end industry capabilities covering the entire insurance transaction lifecycle, including customer engagement, underwriting and claim management. By digitalizing core operational systems and streamlining workflows, we enable insurance companies to improve operating efficiency and enhance customer experience throughout the underwriting and claim processes.

Our software development services involve customized development based on our standard product offerings, tailored to meet the specific operational requirements and system architectures of each insurance company client. The level of customization typically represents a substantial, but non-majority, portion of the overall solution and is mainly driven by each client's technical and business requirements. In practice, customization typically occurs in three areas, namely (i) technology set-up, where we adapt our solution to our clients' preferred database or technology environment; (ii) configuration of client-specific rules, such as deductibles, reimbursement ratios and items on the drug lists; and (iii) system connections, where we link our solutions with our clients' internal systems, which often requires significant work because each client's system architecture and integration requirements differ. In contrast, other solutions in our underwriting and claim solutions generally do not involve customization and are delivered as standardized solutions.

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Pricing

We price our solutions considering a variety of factors, such as types of solutions, competitive landscape, technologies embedded and R&D and maintenance cost, as well as criteria such as premium facilitated and reductions in loss ratio relative to predetermined targets. The following table sets forth a summary of the pricing model for our underwriting solutions and claim solutions.

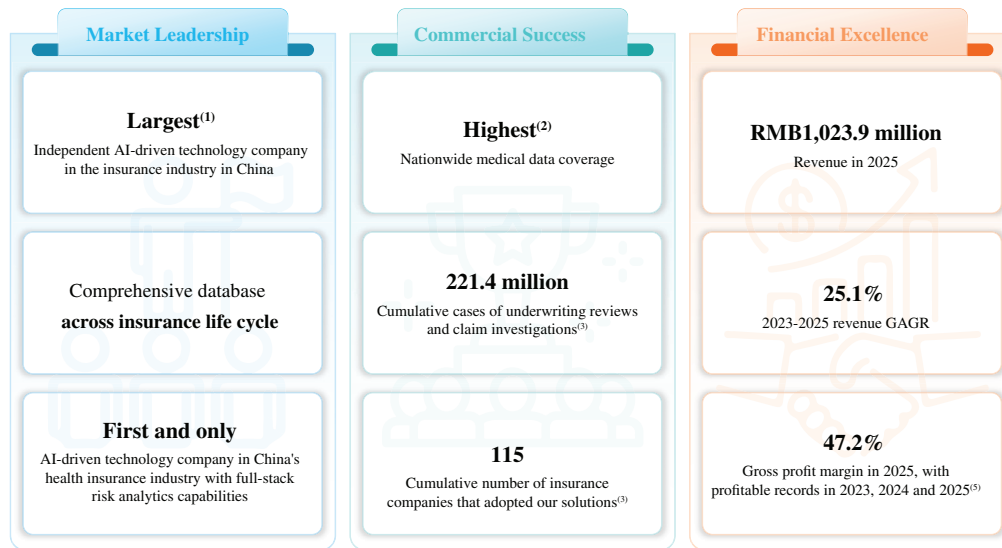
	Pricing Mechanism	Charging Frequency	Key Pricing Drivers
Underwriting Solutions			
Customer engagement	Variable fees based on a predetermined percentage of FYPs paid by the insured customer	Recurring	FYPs
Underwriting risk management	Variable fees based on standard unit prices and transaction volume rendered during the period and bonus variable fees based on reductions in loss ratios relative to predetermined targets	Recurring	Transaction volume and reductions in loss ratios relative to predetermined targets
Specialty health insurance products	Fixed service fees for distribution infrastructure set-up and variable fees based on the number of purchasers engaged	One-off for fixed service fees and recurring for variable fees	Number of purchasers
Underwriting-related software development services	Fixed implementation fees and monthly maintenance and update fees	One-off for implementation fees and recurring for maintenance and update fees	Licenses, labor costs and number of modules involved
Claim Solutions			
claim review and claim investigation	Variable fees based on the number of claim cases processed	Recurring	Number of claim cases processed
Value-added health management services . . .	Variable fees based on transaction volume	Recurring	Transaction volume
Claim-related software development services . . .	Fixed implementation fees and monthly maintenance and update fees	One-off for implementation fees and recurring for maintenance and update fees	Licenses, labor costs and number of modules involved

BUSINESS

Operational Highlights

We had cumulatively performed 221.4 million cases of underwriting reviews and claim investigations as of December 31, 2025.

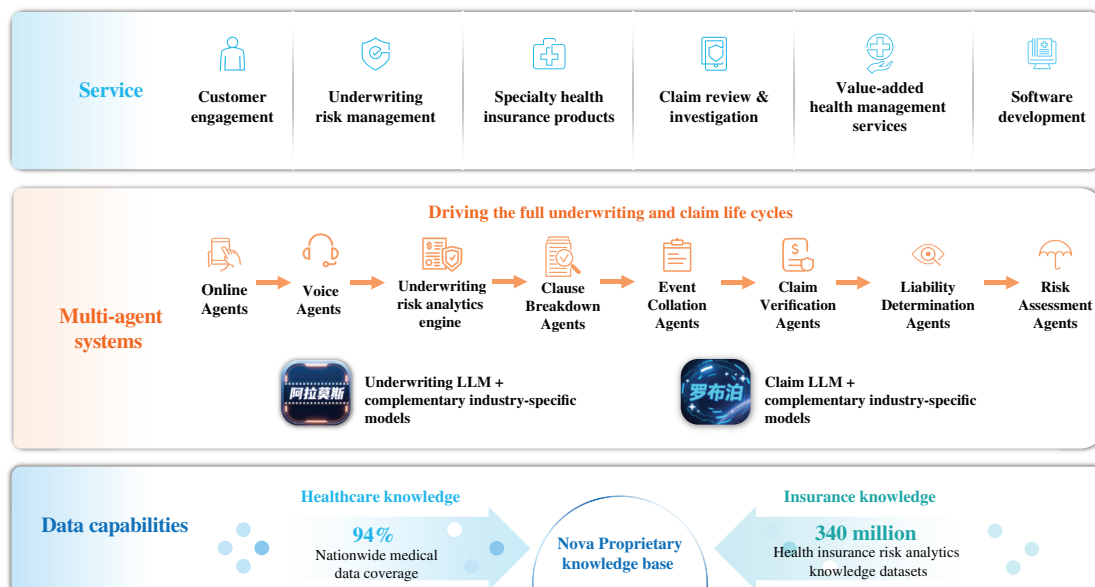
We achieved significant growth in revenue during the Track Record Period. In 2023, 2024 and 2025, our revenue was RMB654.7 million, RMB943.8 million and RMB1,023.9 million, respectively, representing a CAGR of 25.1% from 2023 to 2025. We recorded a gross profit margin of 47.2% in 2025.



Notes:

- (1) In terms of the number of insurance cases processed in 2024, according to the Frost & Sullivan Report.
- (2) In terms of the proportion of provinces in China from which medical data was retrieved nationwide as of December 31, 2025, according to the Frost & Sullivan Report.
- (3) As of December 31, 2025.
- (4) Revenue retention rate is calculated as revenue contributed during the current year by clients who existed in the prior year divided by revenue contributed by such clients in the prior year.
- (5) Based on adjusted net profit (non-IFRS measure).

Our Core Technologies



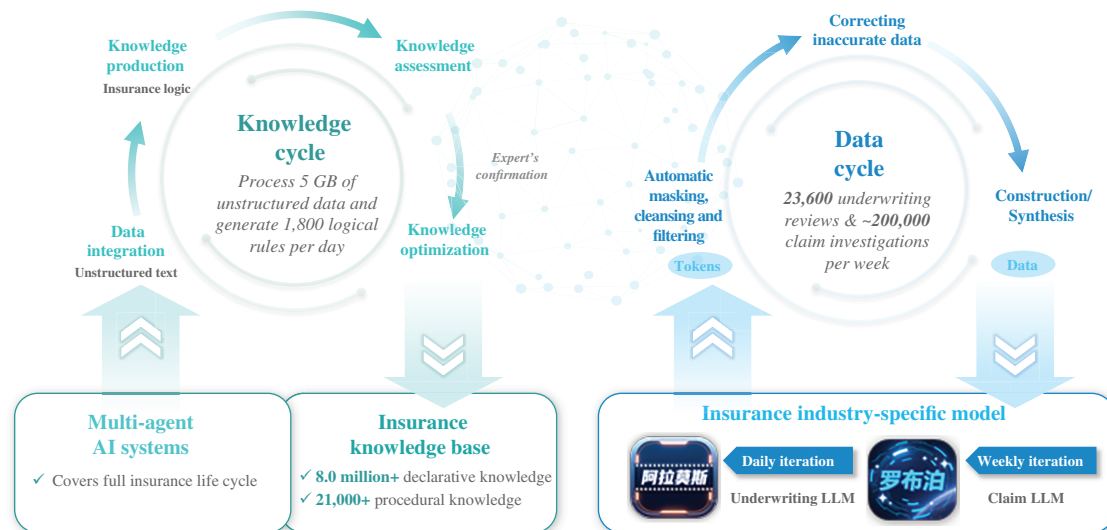
BUSINESS

Our proprietary technologies combine data analytics capabilities, multi-agent AI systems and cloud-based architectures to drive the transformation of China’s insurance industry. Our multi-agent AI systems, Alamos and Lop Nur, deliver comprehensive underwriting and claim solutions, which facilitate insurance companies to offer health insurance products, engage customers more effectively and provide value-added health management services with greater operational efficiency.

Our modular, cloud-based infrastructure allows insurance companies to integrate, customize and scale technology solutions to meet evolving demands. We offer seamless connectivity, uninterrupted service and continuous updates, helping insurance companies accelerate product launches and adapt swiftly to regulatory changes.

Our Proprietary Knowledge Base

Founded during the rapid growth period of China’s health insurance industry, we have leveraged our early market entry to accumulate relevant industry expertise and data assets. We have one of the largest knowledge bases in China as measured by the total amount of insurance knowledge and medical knowledge in 2024, including insurance product knowledge, disease knowledge, medical test results and treatment records, according to the Frost & Sullivan Report. Our knowledge base includes insurance product information, disease knowledge, medical test results and treatment records.



The self-reinforcing knowledge cycle leverages a multi-agent collaborative framework to continuously create, assess and refine a professional knowledge base of over 8.0 million declarative knowledge and over 21,000 procedural knowledge. Our declarative knowledge covers facts, concepts and general in insurance and medical fields while our procedural knowledge represents practical know-how that is challenging to codify in text, such as risk analytics rules and standard operating procedures during underwriting process. This enhances the domain expertise of our AI agents, enabling expert-like reasoning and systematic optimization of insurance logic rules.

The self-reinforcing data cycle complements the knowledge cycle by acquiring real-world operational data each week, including sales conversations and information from claims cases, which data are automatically masked, cleansed and structured by insurance-focused LLMs to produce tens of thousands of high-quality training data entries that are constantly fed back into model optimization. This ongoing process enables our Alamos system to iterate daily and our Lop Nur system to upgrade weekly, continually enhancing the performance and adaptability of our solutions across insurance use cases.

BUSINESS

Multi-agent AI Systems

During the Track Record Period, our Alamos and Lop Nur systems have undergone continuous iteration. Initially developed as domain-specific models, these systems have evolved into specialized, knowledge-driven multi-agent AI systems, grounded in practical business scenarios. This evolution ensures that both systems not only leverage foundational AI models but also incorporate industry-specific expertise, providing intelligent, scenario-based support that is integrated throughout the insurance transaction lifecycle.

Alamos

Alamos is a multi-agent AI system tailored for customer engagement and underwriting through both voice agents and online agents. By analyzing customer profiles alongside historical behavior data, our AI agents can identify customer needs and policy purchase intentions, generate high-quality scripts, interact and engage with customers in real time and match their demands with suitable insurance products. This approach has significantly strengthened our clients’ ability to engage potential and existing customers and drive cross-selling and policy renewal. After the Alamos system was implemented in 2024, premiums generated from customers engaged by our AI agents on multiple occasions increased by 36.4% compared to the period before the system was introduced.

Lop Nur

Lop Nur is a multi-agent AI system that integrates multiple AI agents, our knowledge base and professional tools to support the entire claim process. During data collection, Lop Nur uses e-invoice processing, optical character recognition (OCR) and LLMs to interpret claim data and swiftly and securely gather authorized electronic health records from hospitals, improving both the accuracy and completeness of information collected. Lop Nur’s multi-agent claim system then reviews cases against its insurance databases to determine liability, calculate payouts and flag high-risk or potentially fraudulent claims that require offline investigation.

By automating the decision-making process that previously required manual review, Lop Nur streamlines and enhances the entire claim process, helping insurance companies to achieve higher accuracy and efficiency compared with traditional manual workflows.

OUR STRENGTHS

AI-driven Technology Company in the Insurance Industry Specializing in Risk Analytics Solutions

We are an independent AI-driven technology company in the insurance industry, which processed the largest number of insurance cases in China in 2024, according to the Frost & Sullivan Report, with full-stack risk analytics capabilities, enhancing underwriting capabilities and improving claims efficiency of insurance companies.

Over time, we have accumulated proprietary intelligent insurance data assets and formed one of the largest knowledge bases in China. With our industry knowledge, we adapt open-source large models and develop industry-specific models and agents to intellectualize business procedures of insurance companies with accuracy. For example, our claim solutions help insurance companies conduct rapid, data-informed reviews and achieve automatic review rates of up to 85.0%, among the highest in the industry, according to the Frost & Sullivan Report. Strategic partnerships with key players in the healthcare and insurance industries further strengthen our industry expertise, while our low-code, cloud-based technology infrastructure brings ease, speed, accuracy and intelligence to insurance operations. By integrating advanced open-source large models with comprehensive healthcare data, our risk analytics capabilities improves automation and efficiency in both underwriting and claim procedures.

BUSINESS

Industry-specific AI Capabilities

Leveraging AI-driven technologies, we strive to intellectualize the entire insurance transaction lifecycle with a specific focus on two key segments, namely the underwriting process and the claim management process. In 2023, we integrated large models into our solutions and integrated our knowledge base into our multi-agent AI systems. We constantly train our AI systems with our industry-specific knowledge and data, enabling them to act as real professionals in automating underwriting and claim management processes with increased accuracy and efficiency. Specifically, our Alamos system covers the entire customer engagement and underwriting journey. By directly analyzing customer conversations with our AI marketing agents, we continuously construct and update more detailed customer profiles in real time, enabling insurance companies to gain more nuanced insights into their customers, covering dimensions such as health conditions, emotional states and levels of trust, making customer profiles more comprehensive and multi-dimensional. Throughout the underwriting process, an LLM-based agent can conduct analysis based on the overall state of the customer and adjust the appropriate sales strategy to achieve efficient sales conversion, while transforming the customer dialogue system from passive response to proactive sales.

In addition, throughout the entire claim management process, we have leveraged our in-depth health insurance knowledge and established our Lop Nur system, which synthesizes existing rules for collecting and analyzing structured data to determine claim liability supported by traceable logic reasoning. With the integration of external LLMs, we have increased the efficiency and breadth of structured data fields we can extract. In addition, our multi-agent AI systems can generate new rules or update existing rules based on existing rules and claim cases reviewed. Such systems also enable our solutions to comprehend and utilize complex unstructured data, making our claim analysis more complete and final determination more integrated. Leveraging data generated from over 14.0 million claim cases, our Lop Nur system can detect fraud accurately and efficiently.

By adopting an end-to-end approach, our multi-agent AI systems leverage data insights from both the underwriting and claim analytics processes to significantly improve overall operational efficiency. By integrating these two critical aspects of insurance management, our approach enables our clients to deliver more consistent and streamlined services. This integration ensures that data collected during the underwriting phase are shared with the claim management process and *vice versa*, creating a continuous data-driven feedback cycle that improves decision making, risk assessment and customer experience.

Proprietary Risk Analytics Capabilities Driven by Comprehensive Data Ecosystem

We have built a comprehensive data ecosystem as the foundation of risk analytics solutions for insurance companies. We maintain one of the largest knowledge bases in China as measured by the total amount of insurance knowledge and medical knowledge in 2024, including insurance product knowledge, disease knowledge, medical test results and treatment records, according to the Frost & Sullivan Report. Our knowledge base includes insurance product information, disease knowledge, medical test results and treatment records. Our medical knowledge comprise more than 67,000 diseases, 260,000 drugs on the catalog of medicines maintained by the NHC, 16,000 surgical categories, 120,000 diagnoses and treatments and 34.0 million drugs on the catalog of medicines covered by medical insurance as of December 31, 2025. As of December 31, 2025, our knowledge base covers more than 340.0 million health insurance risk analytics knowledge datasets. This comprehensive expertise underpins the exceptional performance of our AI agents across a diverse range of industry-specific tasks.

In addition, we formed strategic partnerships with key players in the healthcare and insurance industries. Our industry knowledge is derived from our large and diversified insurance company client base, over years of in-depth engagement and multi-dimensional collaboration with them covering various departments of the health insurance business. As of December 31, 2025, our knowledge base had accumulated data from more than 160,000 medical institutions and an

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integrated digital receipts platform that can cover 54,000 Class III Grade A hospitals and Class II Grade A hospitals (Class III Grade A being the highest grading for hospitals in the PRC) across 32 provinces in China. As of the same date, we had performed 221.4 million underwriting and claim reviews and investigations and served more than 44.0 million underwriting and claim customers cumulatively since our inception.

Our comprehensive data ecosystem is crucial to building strong risk analytics capabilities that span the entire insurance transaction lifecycle, from underwriting to claim management. By integrating diverse data sources, we obtain deeper and more multi-dimensional insights into customer profiles. This enhanced visibility enables our solutions to deliver more accurate risk assessments during the underwriting stage and more efficient claim reviews. In addition, insights generated from claim cases reviewed by us can benefit our underwriting solutions by enabling our multi-agent AI systems to identify patterns of high-risk attributes in new applicants, resulting in more efficient customer engagement and reduced loss ratios.

These industry-specific models are continuously evolving through the expansion of our knowledge base. In addition, we have integrated our knowledge base with LLMs to train our multi-agent AI systems, providing them with cognitive capabilities and industry-specific knowledge. Our multi-agent AI systems can semantically analyze insurance policy clauses and accurately match and map them to diagnoses, medical treatments and prescriptions. They can automatically identify inappropriate medication, excessive medical treatment and other anomalies, providing real-time, interpretable support for underwriting and claims decision-making. Our multi-agent AI systems are designed to iterate continuously to ensure ongoing accuracy and keep up with the development of the insurance industry. By harnessing both our knowledge cycle and data cycle, our multi-agent AI systems use data-driven methods to continuously update and enhance their underlying knowledge bases. This ongoing process ensures that our artificial intelligence systems consistently deliver high quality solutions to our clients.

High Quality and Loyal Client Base with Enduring Relationships

We had cumulatively engaged with 115 insurance companies as of December 31, 2025, including nine out of the top ten insurance companies in China in terms of insurance premiums in 2025, according to the Frost & Sullivan Report. Our clients increased from 112 in 2023 to 160 in 2024 and further to 245 in 2025. This growth underscores the effectiveness of our monetization strategy and the compelling value proposition we offer to our insurance company clients, solidifying our position as a leader in risk analytics space.

With our advanced risk analytics and technology capabilities, we have built multi-agent AI systems for insurance companies that cover both underwriting solutions and claim solutions. Most of our insurance company clients initially reach out to us with specific needs in mind. However, as our partnerships deepen, clients recognize the unique value of our integrated solutions and increasingly select us as their go-to provider for full-stack risk analytics solutions. In 2025, revenue from customers that adopted both of our underwriting and claim solutions amounted to 63.5% of our total revenue. Our pricing model is primarily outcome-based, reflecting the value that we deliver through our risk analytics capabilities. Our clients pay us based on parameters such as premiums facilitated and reduced loss ratios. These business opportunities further enhance the accuracy and robustness of our multi-agent AI systems, leading to increased client loyalty and growing interest from future prospects.

Proven and Experienced Management

We have a proven and experienced management team of industry veterans with extensive cross-industry experience. Our core management team has an average of over 15 years of professional experience and industry insights from the healthcare, insurance and internet sectors.

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Our chief executive officer, Mr. Lu, has over 20 years of experience in the insurance technology industry. Throughout his career, he has held key roles in software development, enterprise operations, business expansion and platform innovation within the insurance sector. His expertise and insights into the industry have been essential in driving our rapid growth, building up our tech-driven business model and shaping our unique corporate culture. Our co-chief executive officer, Mr. Cai, brings more than 20 years of extensive experience in the insurance technology sector and internet platform product management. He is highly proficient in developing core insurance business platforms, health and accident insurance technology and building enterprise middle platforms. Mr. Shen, our chief marketing officer, possesses more than 15 years of management and IT consulting experience in the insurance sector. He is highly skilled in IT planning, data mining, interpreting insurance contracts and leading financial digital transformation initiatives, as well as innovating insurance business models using IoT technologies. Furthermore, he has accumulated over 10 years of successful market development experience. Mr. Chen, our chief data officer, has more than 15 years of relevant experience in the AI and data science industry. He has successfully overseen the deployment of innovative business projects in customer engagement, recommendation algorithms, natural language processing, LLMs and AI agents. Mr. Yang, our head of finance and operation, offers more than 10 years of professional experience in finance, consulting and investment. He has played a key role in investment and financing projects across hard technology, TMT, healthcare and insurance industries.

Their in-depth understanding of the health insurance industry allows us to continuously adapt to evolving industry changes and stay at the forefront of the rapidly changing technology landscape. Our leadership team’s strong track record in insurance and insurtech industries underscores our capability to drive innovation and growth.

OUR STRATEGIES

Invest in Multi-agent AI Systems and Data Analytics Capabilities

Our proprietary full-stack risk analytics solutions are our critical differentiating factors. We will continue to develop and optimize our technological capabilities to serve the diverse needs of our clients. We plan to continue to enhance our R&D and technology infrastructure. In particular, we plan to invest in AI technologies, integrate AI capabilities with data and risk analytics to further improve efficiency and productivity and optimize and expand our proprietary knowledge base. We will also focus on strengthening our AI infrastructure and data compliance and security systems to support the scalability and regulatory compliance of our solutions as we expand our client base. This will ensure that we can handle increasing data processing demands while maintaining high standards of data protection and privacy. We will also upgrade and iterate our multi-agent AI systems, the Alamos and Lop Nur systems, to improve our underwriting solution capabilities and claim solution capabilities. These enhancements will advance our systems at the application layer, improving interactive capabilities in the underwriting process to enable more sophisticated customer engagement and risk assessment. We will also enhance reasoning capabilities in the claim review and investigation process to deliver faster and more accurate claims decisions. By continuously refining these multi-agent AI systems, we aim to create more responsive and intelligent AI-driven experiences for both insurance company clients and their customers. Furthermore, we plan to develop our enterprise-level AI brain, which will utilize our knowledge base to connect industry-specific insurance knowledge with decision-making process. This will enable more intelligent and context-aware underwriting and claims decisions by creating a unified knowledge framework that synthesizes historical data, industry expertise and real-time analytics. We will continue to optimize and expand our proprietary knowledge base to enhance the depth and breadth of our solutions, ensuring that our systems can address increasingly complex insurance scenarios and deliver better risk analytics insights. Our goal is to promote synchronization among underwriting review and claim management processes, as well as the underlying risk analytics capabilities and operational systems to improve the experience of our insurance company clients.

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Expand Solutions and Product Offerings and Coverage

We aim to continue enhance our solutions and provide our solutions to more insurance companies. Our solutions can be applied to a variety of insurance products, such as life insurance, auto insurance and other property & casualty insurance. Many of our clients offer comprehensive coverage across all lines of insurance and there are massive opportunities for further engagement. We plan to launch industry-specific solutions for insurance companies of all types and foster cohesive partnerships to provide more value-added services to all stakeholders along the value chain.

Moreover, we believe there remains significant unmet needs for innovative therapeutics and tech-enabled health management services. We will continue to collaborate with healthcare stakeholders along the value chain to launch more innovative insurance products. In particular, we will deepen our collaboration with insurance companies to jointly design innovative insurance products based on our industry insights, such as insurance products targeting patients with pre-existing conditions, providing them with better coverage. We are also expanding our product offerings in the health management sector to cover customer needs throughout the insurance lifecycle, and we will explore collaboration with healthcare services providers to provide value-added health management services.

Expand Our Ecosystem

We have a large and expanding, client-centric ecosystem comprising various stakeholders across the insurance value chain. We will continue to partner with high-quality companies and expand our ecosystem outreach. In particular, we are committed to deepening cooperation with both upstream and downstream partners, including insurance companies, pharmaceutical companies, medical institutions and other market participants in the insurance industry, to diversify our data sources and extend our solutions further upstream within the industry. By working more closely with upstream partners, we can access more comprehensive health data and penetrate the full value chain. Leveraging these relationships allows us to offer solutions typically available only to upstream participants, while simplifying and integrating data flows for insurance companies and other stakeholders. In addition, by partnering with digital platforms many of which host diverse communities of individuals with specific diseases and health conditions, we can jointly design and launch innovative insurance products targeting these individuals, offering a seamless and consistent experience to all business partners along the value chain. At the same time, engagement with communities and patient groups allows us to better understand the specific needs of applicants with pre-existing conditions and deliver more tailored insurance solutions and support. These partnerships not only enhance data quality and our outreach, but also enable us to jointly develop new products and value-added services that address evolving customer needs across the entire insurance value chain.

Pursue Growth Through Strategic Acquisitions and Expansion Opportunities

We may selectively explore opportunities through strategic acquisitions in the insurance industry, targeting upstream and downstream players, to complement our business operating capabilities and further expand our client base. We plan to expand our operations nationwide, both organically and through partnership-driven approaches, to further strengthen our market position. Furthermore, we see extensive opportunities in overseas markets, such as Southeast Asia and the Middle East. Specifically, these regions have a well-established insurance industry but lack risk analytics capabilities, while the remaining regions are experiencing high growth in insurance markets catering to a young and digital-savvy population. We plan to introduce our proven solutions to support the insurance industries of these overseas markets through a comprehensive expansion strategy that focuses on product localization to meet regional market requirements and regulatory standards, establishment of dedicated local sales, technology and operations teams to ensure effective market penetration and customer service and integration with local data resources and infrastructure to optimize our service delivery and enhance our risk analytics capabilities in these

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markets. By combining our technological expertise with deep understanding of local market dynamics, we aim to replicate our success in China and establish a strong competitive position in these high-growth international markets.

OUR OFFERINGS

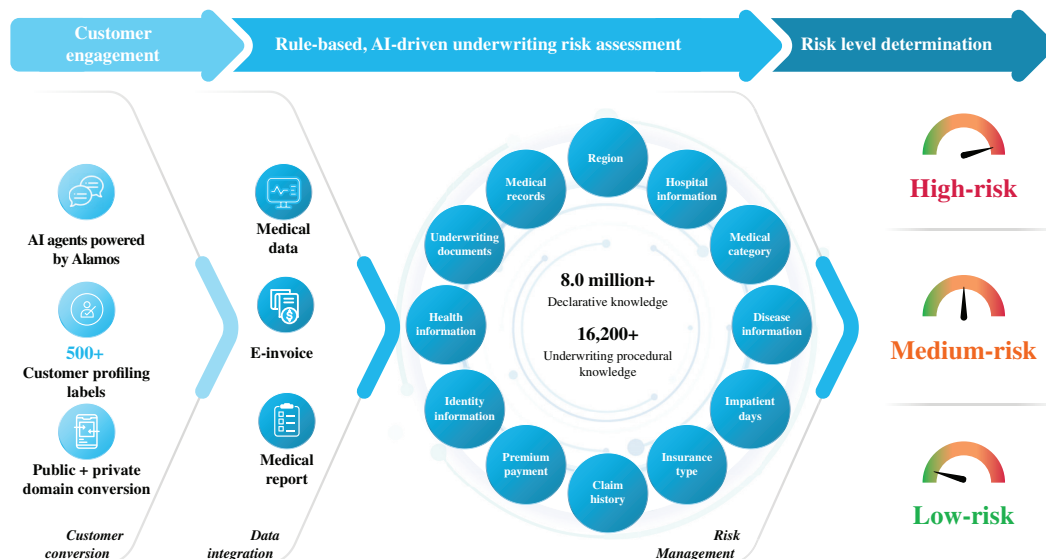
We are an independent AI-driven technology company in the insurance industry, which processed the largest number of insurance cases in China in 2024, according to the Frost & Sullivan Report, with full-stack risk analytics capabilities, enhancing underwriting capabilities and improving claims efficiency of insurance companies. Leveraging AI-driven technologies to intellectualize the entire insurance transaction lifecycle, we deliver end-to-end underwriting solutions and claim solutions to insurance companies primarily through modular packages hosted on our cloud-based technology infrastructure that can be easily integrated with our insurance company clients through an API layer. By partnering with us, insurance companies gain AI tools to intellectualize customer engagement, optimize risk exposure, streamline back-office processes and achieve superior risk analytics outcomes.

Our underwriting solutions provide insurance company clients with powerful tools to engage customers efficiently and effectively and provide rules-based and AI-driven risk assessments to effectively target customer leads while filtering out customers whose circumstances do not fit the risk appetite of a particular insurance product. Our claim solutions, on the other hand, enable our insurance company clients to efficiently process and settle claims with their customers online, providing powerful capabilities ranging from claim reporting, data collection, claim review, claim investigation and value-added health management services.

Nova Underwriting Solutions

Our underwriting solutions provide insurance companies with easy-to-implement modules that cover customer engagement, applicant data integration and rules-based, AI-driven underwriting risk assessment. As an integral aspect of the traditional insurance business, underwriting risk analytics often serves as a gateway to broader collaboration and long-term relationships with insurance companies.

We help our insurance company clients with customer engagement and underwriting risk assessment through our multi-agent AI models. The following chart sets forth the typical workflow from customer engagement to underwriting risk analytics and the modules we offer during each stage of the process.



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Customer Engagement

Precise Customer Profiling

Our proprietary algorithms and AI models allow for the precise profiling of potential customer leads through the assignment of multi-dimensional digital labels. Our digital label system analyzes diverse statistical data points including demographic information, statistical information on behavioral patterns and health indicators generalized from historical underwriting cases to create comprehensive group-level customer profiles, which do not involve public information or identifiable personal information. By processing these data points through our system, we identify potential customer leads by detecting patterns that correlate with insurance purchase propensity and assigns probability scores to indicate conversion likelihood. The digital label system then matches suitable insurance products to each category of potential customers by comparing their group customer profile characteristics against product features, coverage requirements and pricing structures. For example, when engaging a potential customer, our digital label system helps us compare the information voluntarily provided by such customer with existing group customer profiles and links the customer to the most relevant group customer profile for product matching.

This digital label system not only helps us identify potential customer leads and suitable insurance products but also serves as a critical link between understanding customer needs and improving lead conversion rate. By developing deeper insights into customer behavior and purchasing patterns through a comprehensive system of digital labels, we are able to help our insurance company clients better match insurance products with potential customers and generate tailored sales approaches, moving beyond one-size-fits-all scripts to customized communication for each customer. By using algorithms to iteratively optimize digital labels and lead conversion strategies, we continuously enhance lead conversion rates and maximize customer lifecycle value.

Effective Customer Engagement

Our customer engagement solutions help insurance companies to identify both prospective and existing customers through various marketing channels and AI marketing agents. By implementing tailored promotional strategies, this solution supports more effective underwriting, cross-selling and policy renewal processes. In 2025, we were able to help our insurance company clients to achieve a policy renewal rate of 98.4%, as defined by the number of policies renewed in this period over the number of policies due for renewal in the same period. We also helped our clients achieve a cross-selling rate of 65.0% in 2025, as calculated by dividing the number of additional policies purchased by existing policyholders in a particular period by the total number of existing policies during the same period, which is significantly higher than the industry average ranging from 15.0% to 25.0% according to the Frost & Sullivan Report. Our subsidiary, Aibang, holds the requisite insurance intermediary license for our customer engagement. Our revenue from customer engagement amounted to RMB209.9 million, RMB483.6 million and RMB436.5 million in 2023, 2024 and 2025, respectively, accounting for 32.1%, 51.2% and 42.6% of our total revenue in the same years, respectively.

Our customer engagement solutions allow us to build a pool of customers interested in acquiring insurance coverage. We leverage this resource to assist our insurance company clients in promoting their product offerings as part of our comprehensive underwriting solutions portfolio. This solution helps insurance companies bolster the distribution of their existing and new product offerings by identifying the right online audience from our existing pool of interested customers for a particular insurance product. In addition, our technology solutions leverage various marketing channels to generate unique new customer leads across various social media, short-video platforms and search engines with targeted advertising to different customer segments.

In addition to acquiring customers via various marketing channels, we also assist insurance companies to engage their existing customer base continuously via communication channels. Customers of our insurance company clients interact directly with our AI agents through two primary channels: telephone calls with our voice agents and digital conversations with our online agents through various platforms and interfaces. Using our automated, intelligent voice agent and online agent, we continuously engage our insurance company clients' existing customer bases to activate their interests and build digital labels for each targeted customer. This information is then integrated into the insurance companies' customer management systems, giving our insurance

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company clients a better understanding of the behavioral and demographic characteristics of their customers. Furthermore, our AI-driven outreach agents can help insurance companies identify the most promising customer leads and automatically promote repeat and cross sales for their products, thus increasing the customer life value for our insurance company clients. The following diagram illustrates the transaction and fund flows between us and various stakeholders for customer engagement.



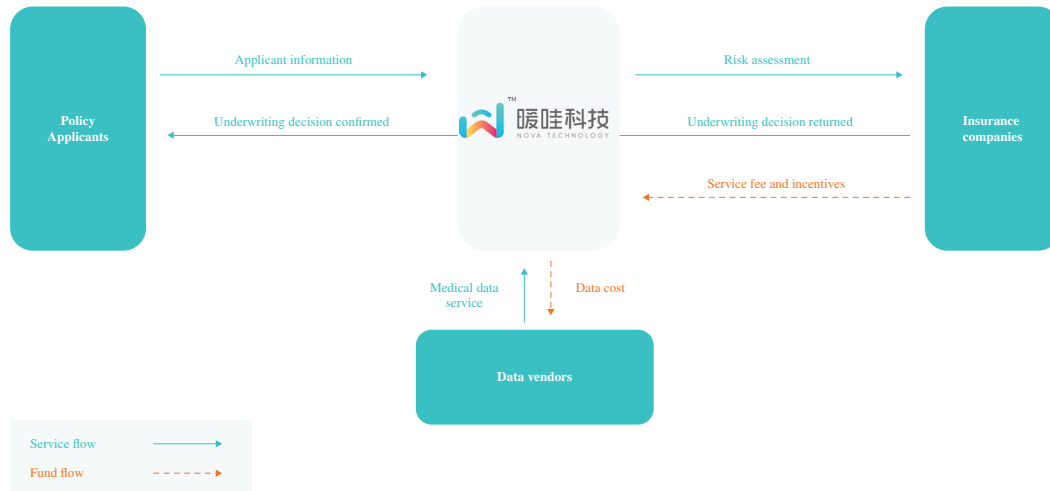
Underwriting Risk Management

We supplement digital labeling data with information drawn from extensive medical data and medical report databases. These databases provide broad coverage across geographies and encompass a wide range of medical history information, allowing us to build a more accurate and comprehensive customer profile for more precise underwriting risk assessment downstream. This comprehensive coverage allows us to map individual diseases and correlate them with specific insurance products, enabling us to estimate customer risk levels even in cases where direct test or diagnostic results are not available. In such instances, we employ advanced inference techniques to identify potential medical conditions and assess corresponding risk levels based on the available data.

The accuracy of our underwriting recommendations relies on having robust medical data coverage and a clear insight into customer risk preferences and medical histories. Our underwriting risk assessment module combines comprehensive database, deep understanding of insurance products, over 16,200 underwriting procedural knowledge relating to decision-making and AI models to provide easy-to-implement yet powerful underwriting risk analytics solutions that translate customer lead information into high-quality, actionable information.

In addition, our underwriting risk assessment module combines comprehensive database coverage with our deep understanding of insurance products, our proprietary algorithms and AI models to provide easy-to-implement yet powerful underwriting risk assessment capabilities. It is capable of translating complex customer information into standardized, quantifiable variables, matching them with the parameters of a specific insurance policy offered by our insurance company clients and automatically approving a policy applicant or matching them with an alternative product that matches the applicant’s risk profile. By leveraging our risk assessment capabilities, we enabled our clients to identify and filter out 3.0% to 10.0% high-risk applicants from their total applicants in 2025. This proactive approach helped our clients reduce risk in their underwriting processes and make more informed decisions. Furthermore, because the intelligent underwriting system handles the most intensive and complex processing in its back-end cloud infrastructure, it significantly lowers the technical barriers of implementation for our insurance company clients. The following diagram illustrates the transaction and fund flows between us and various stakeholders for underwriting risk management.

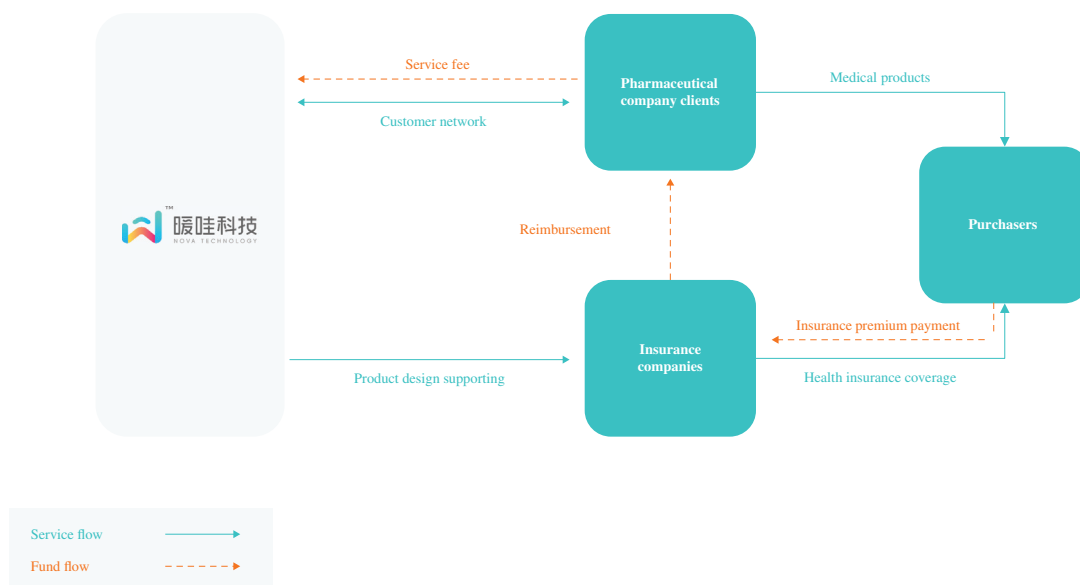
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Specialty Health Insurance Products

We work with insurance companies and pharmaceutical companies to jointly design and distribute specialty health insurance products. This approach addresses long-standing unmet needs by offering fit-for-purpose insurance products, particularly for individuals with pre-existing conditions who are not eligible for traditional insurance products, or patients with rare diseases seeking innovative therapeutics. Our strengths in this area are based on insights from our customer engagement solutions, which enable us to identify challenges faced by insurance companies.

Assessing the underwriting risk of pre-existing conditions, particularly serious diseases, such as cancer, is inherently complex. However, by integrating our extensive medical and treatment databases with insights from pharmaceutical companies, we can help insurance companies overcome these traditional barriers. We have pioneered the co-design of specialized cancer insurance plans for patients with pre-existing condition in China through collaborations with insurance companies and pharmaceutical companies. These insurance products target patients with pre-existing conditions, such as breast cancer and thyroid cancer. The following diagram illustrates the transaction and fund flows between us and pharmaceutical companies for specialty health insurance products. Please see “— Customer Engagement” for the transaction and fund flows between us and insurance companies.



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Use Case: Alamos System

Our client is an internet-based insurance company in China and a pioneer in launching a variety of online insurance products. Traditionally, this client relied on manual marketing sales to interact and follow up with potential customers during the customer engagement stage, making it challenging to simultaneously provide personalized product recommendations to multiple customers in real time. This limitation led to missed opportunities for cross-selling and policy renewal and contributed to relatively low conversion rates.

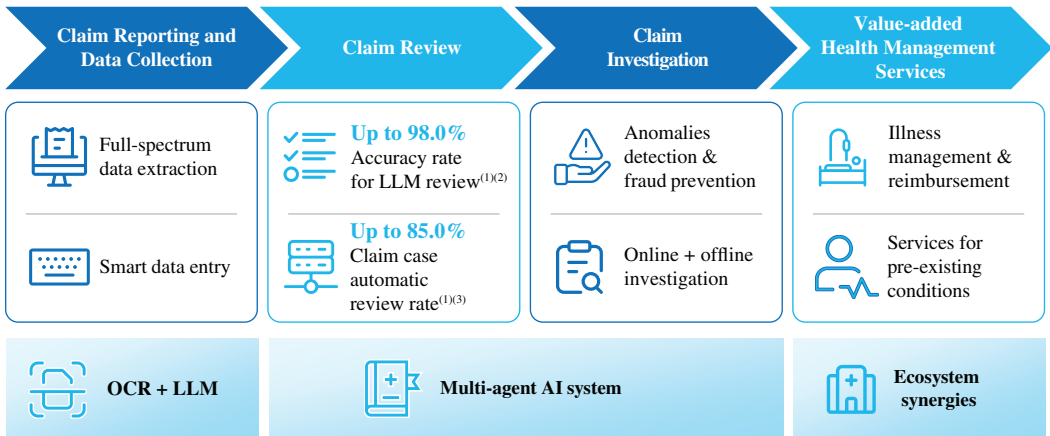
We partnered with this client to enhance customer engagement at the underwriting stage through our proprietary Alamos system. This advanced multi-agent AI system enables precise scoring of cross-selling and policy renewal opportunities at various touchpoints across the entire customer lifecycle. We have introduced a series of intelligent strategies through our multi-agent AI system, including customer activation and engagement campaigns, automated marketing workflows and real-time decision-support tools. Our AI agents include features such as real-time product explanation, identification of high-intent customers and effectively integration of AI agents with manual marketing sales. Through these initiatives, Alamos system uncovers and interprets nuanced customer needs, facilitates highly accurate product matching and generates effective personalized marketing scripts. This approach has significantly scaled up our client’s reach to potential customers, improved its understanding of customers’ profiles and demands and ultimately boosted its conversion rates. Notably, our Alamos system is capable of handling cross-selling and policy renewal automatically, without human intervention.

Supported by our multi-agent AI system, this client’s cross-selling rate, as calculated by dividing the number of additional policies purchased by existing policyholders in a particular period by the total number of existing policies during the same period, increased from approximately 23.0% at the beginning of our collaboration in 2023 to approximately 59.9% as of December 31, 2025. As a result, the cumulative premium generated through these initiatives has exceeded RMB3.3 billion, demonstrating significant improvements in both operational efficiency and overall business outcomes for our client.

Nova Claim Solutions

We employ AI technology and industry practices to deliver accurate claim assessment and efficient claim handling. Our solutions help our insurance company clients minimize fraud risk, enhance their overall customer satisfaction and increase operational efficiency by intellectualizing their middle and back-office operations. In addition, our AI agents may assist policyholders to navigate the claim settlement process. Our fully automated claim settlement process resolves cases in approximately one to thirty minutes, representing the period from claim data collection to delivering the settlement results to clients. As of December 31, 2025, we had cumulatively helped our insurance company clients review 18.4 million claim cases.

The following flowchart illustrates the major capabilities of our claim solutions:

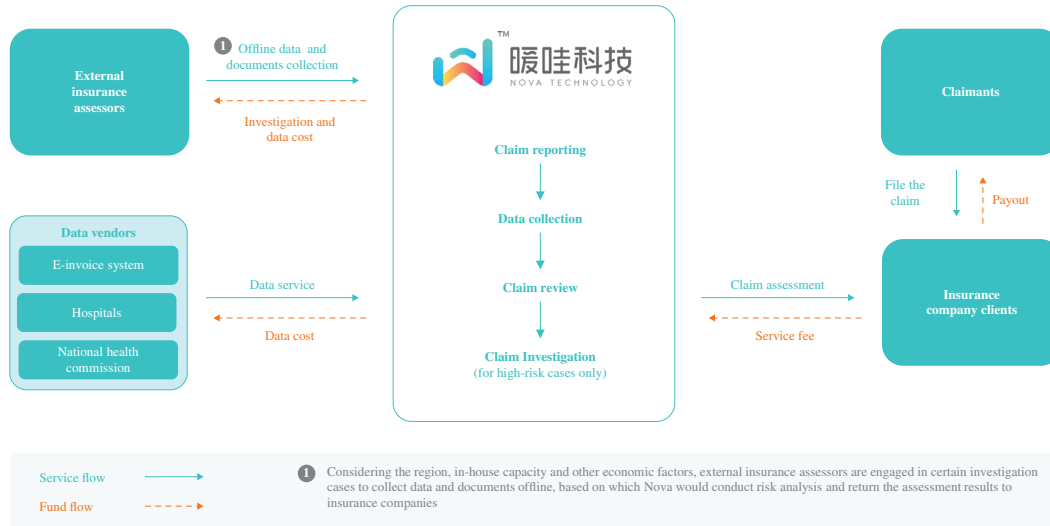


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Notes:

- (1) As of/for the year ended December 31, 2025.
- (2) Based on results from random checks and calculated by dividing the number of cases where our AI system reached the same conclusion as manual review by the total number of cases reviewed by AI system.
- (3) Calculated by dividing the number of claim cases settled without manual intervention by the total number of claim cases.

The following diagram illustrates the transaction and fund flows between us and various stakeholders for claim solutions.



Claim Reporting and Data Collection

We leverage advanced proprietary claim analytics capabilities and access to e-invoice systems, claimant’s hospital’s databases and database of the National Health Commission to enable features such as the ability to initiate claims without uploading supporting materials. Once a claim has been initiated, our smart data entry system automatically standardizes claim data submitted by a claimant and creates a comprehensive, individualized claim file for further processing. This system integrates advanced automated image and text recognition and data collection technologies, including OCR and LLMs, to interpret relevant claim data. This system automatically extracts critical information from multiple, lengthy and unstructured documents, including e-invoices and medical records, accurately and efficiently. Depending on the terms of an insurance policy, the claim data collection process can either be fully automated or semi-automated with manual support.

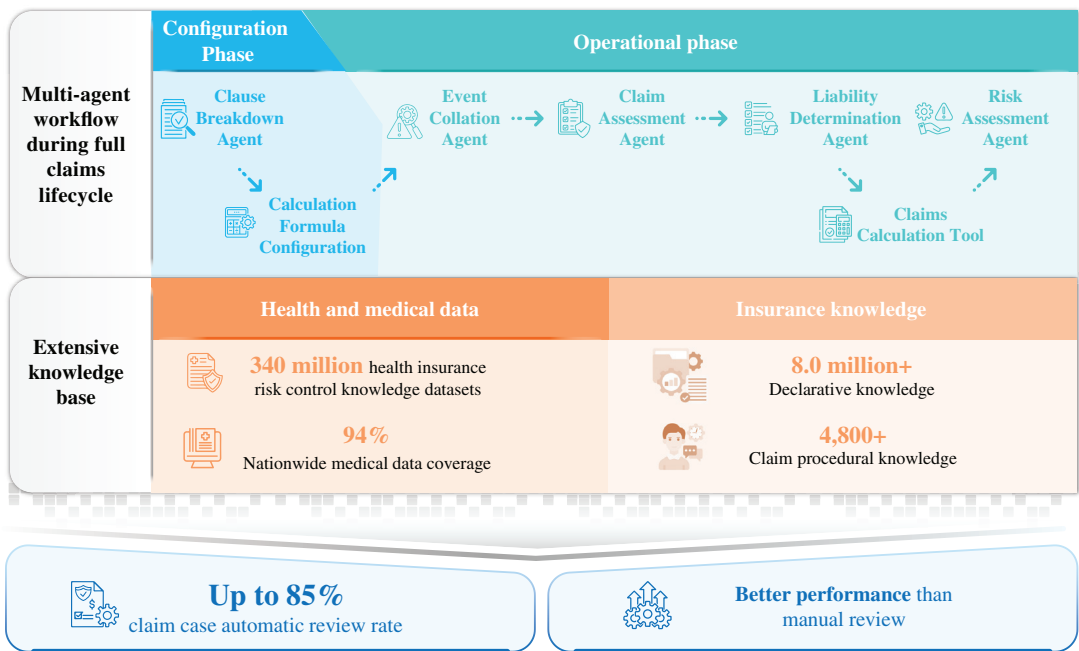
Claim Review

We leverage a coordinated set of specialized AI agents to streamline and automate the entire claims review and settlement process. The workflow begins with the clause breakdown agent, which translates complex policy provisions into structured, machine-readable data sets. By ensuring policy terms are clearly defined and validated, this agent establishes a robust basis for consistent claims assessment. Next, the event collation agent standardizes and processes all raw claim materials, such as medical records and invoices. This step transforms unstructured documents into accessible, structured data, enabling downstream analysis and decision-making. With standardized data in place, the claim assessment agent evaluates each claim event, determining which parts are eligible or ineligible for compensation under the given insurance policy. These AI agents operate within our Lop Nur system and integrate with our insurance company clients’ systems through standard API interfaces.

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Once preliminary eligibility is established, the liability determination agent conducts automated scenario analysis to pinpoint liability and match specific claim events to policy entitlements. If a claim is confirmed as valid and covered, the payout calculation tool calculates the payout amount in strict accordance with the relevant policy terms and identified liabilities. Throughout the process, the risk assessment agent continuously audits the evidence chain, applies risk analytics rules to identify potential fraudulent claims and executes advanced risk prevention protocols to maintain both compliance and operational integrity.

This integrated multi-agent AI system independently processes the vast majority of claims, with up to 85.0% of claims settled automatically without manual intervention. Claims that can be settled automatically without manual intervention generally include claim cases that do not involve complex issues, such as potential fraudulent claims requiring offline investigation, or claims with payout amounts under a certain threshold, such as under RMB3,000 in claim liability for short-term group health insurance. Our fully automated claim settlement process resolves cases in approximately one to thirty minutes, representing the period from claim data collection to delivering the settlement results to clients. This represents a significant improvement over the traditional manual method, which typically requires three to seven days to resolve a claim, according to the Frost & Sullivan Report. This significant reduction in claim review time can make the claim review process more predictable and enhance the operational efficiency of insurance companies. In 2025, we independently processed 96.7% of claim cases (74.1% of claim cases were processed automatically without manual intervention and 22.6% of total claim cases involved manual intervention), and for the remaining 3.3%, we engaged third-party administrator companies to perform ancillary, labor intensive tasks, such as collecting and uploading data and documents such as medical records and invoices, while we retained responsibility for completing the claim review process.



Claim Investigation

Our Lop Nur system employs a proprietary claim investigation model that leverages a comprehensive health insurance knowledge base, combined with access to a wide range of healthcare data sources. This sophisticated, multi-agent AI system systematically analyzes customer profiles and claim histories to conduct thorough risk assessments on each claim received. Using this integrated approach, our system evaluates the authenticity of submitted claims and determines the optimal course of investigation for each case.

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For the majority of claims, our system performs thorough online checks, retrieving medical visit histories and reviewing treatment records across hospitals. We conduct online investigation primarily through Yadun and Guangzhou Tianxin, who hold insurance assessment licenses necessary to conduct claim investigations and insurance assessment. Our revenue from claim review and claim investigation solutions amounted to RMB144.4 million, RMB139.2 million and RMB218.7 million in 2023, 2024 and 2025, respectively, accounting for 22.1%, 14.7% and 21.4% of our total revenue in the same years, respectively. This online scrutiny enables the system to quickly pinpoint anomalies, such as forged prescriptions, fabricated medical records or irregular claim patterns that may indicate potential fraud. As a result, many low-risk cases can be resolved entirely online, which reduces processing costs and enables faster settlements for policyholders.

However, the system recognizes that some situations require additional scrutiny beyond online investigation alone. For these relatively complex cases, our system flags the claim for a targeted, offline investigation. Offline investigations are resource-intensive and can extend the claims process, so the system is designed to minimize their use and ensure they are reserved for cases where the risk profile clearly warrants further examination. For offline investigations, we both carry out such investigations through Yadun and Guangzhou Tianxin and engage third-party insurance assessment companies to conduct investigations and provide us with relevant data and information. In 2025, 3.53% of our investigation cases were supported by third-party insurance assessment companies who provided us with relevant data and information.

The online review process effectively acts as a robust initial filter: low-risk claims are promptly and efficiently approved, while only those with significant risk or uncertainty are escalated for offline investigation. This targeted, risk-based approach enables insurance companies to improve the accuracy and efficiency of claim investigation, minimize costs related to fraudulent or ineligible payouts and deliver a smoother, more responsive experience for genuine policyholders.

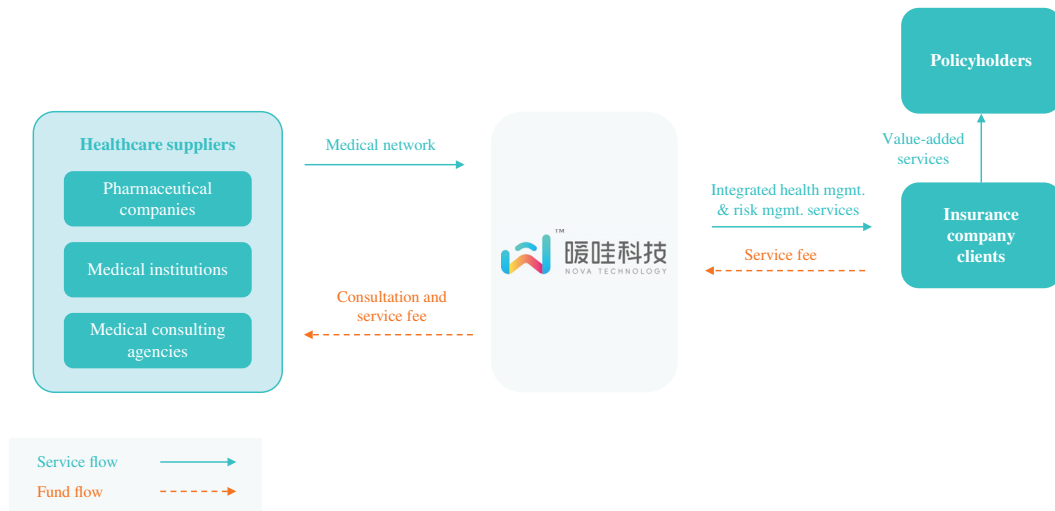
We are continuously improving our multi-agent AI system through continuous closed-loop learning. This approach leverages our Lop Nur system that analyzes and makes decisions based on established claim rules and policy terms, as well as data submitted by claimants. After each claim is finalized, the system identifies the sources of any errors by analyzing the accuracy of the outcome. It then iteratively updates and refines its decision-making process based on these findings. This continuous feedback cycle helps to enhance the accuracy and reliability of our AI-driven claim decisions over time.

Value-added Health Management Services

We collaborate with pharmaceutical companies, medical institutions and medical consulting agencies to help our insurance company clients offer various value-added health management services to their customers to improve the overall health conditions of their policyholders and ultimately reduce loss ratios for our clients. Our value-added health management services primarily include health screening services, health management activity services, medical consultation services, critical illness management and minor illness reimbursement programs. For service components that may involve medical consultation or health consultation-related support, such as telephone health hotlines, mental health consultations and physician search services, we arrange, coordinate and administer access for the policyholders and other end customers of our insurance company clients through our service network. In line with industry practice, we engage qualified third-party medical consulting institutions to provide the relevant professional services. Our primary responsibilities include packaging the service offerings, handling initial service intake, coordinating and scheduling appointments, selecting and dispatching appropriate service providers, managing the end-to-end service process, handling customer complaints and overseeing overall service delivery. We engage third-party medical consulting agencies based on factors such as their medical service network coverage (the number of hospitals and medical examination institutions in collaboration), service quality, pricing and responsiveness. For those diagnosed with serious illnesses, our critical illness management service coordinates necessary follow-up care. We streamline the process of securing medical appointments through our outpatient green channel and assist with prioritized hospital admissions for critical illness. We also participate in various drug donation programs to make drugs more accessible to policyholders, which can also help our clients reduce loss ratios.

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The following diagram illustrates the transaction and fund flows between us and various stakeholders for value-added health management services.



Use Case: Lop Nur System

Our client is a state-owned insurance company with a nationwide service network. Traditionally, our client’s claim management process relied heavily on manual entry of claim information and invoice data. The client’s personnel reviewed claim cases and calculated payouts based on their understanding of insurance product rules, a process that was not only time-consuming but also prone to human error. Although the client’s claim review personnel were familiar with payout rules, manual processing made it difficult to efficiently extract and analyze key information from the large volume of unstructured and complex claim documents. This often led to challenges in determining whether medical treatments and prescriptions met policy requirements as well as accurately verifying the reasonableness of payout amounts. As a result, the claim process frequently took several days to complete, with common issues such as overpayments and erroneous settlements.

We began collaborating with the Tianjin branch of this client to support our client with the risk analytics capabilities of our Lop Nur system. During the information collection stage, this multi-agent AI system integrates data from across the medical ecosystem. It uses electronic invoicing, OCR technology and LLMs to automatically extract and structure claims documents in real time. During the claim review stage, our multi-agent AI system reconstructs each claim event and conducts claim analysis to determine both claim eligibility and the corresponding payout amount. Our claim calculation tool then automatically calculates payout amounts and generates detailed settlement explanations. Our Lop Nur system also features self-auditing capabilities, closing low-risk cases automatically. For more complex or suspicious cases requiring further documentation or investigation, the system’s AI agents accurately identify key risk points and route them for manual investigation as needed.

As of December 31, 2025, our Lop Nur system has enabled this client to achieve an automatic review rate of over 68.0% as compared with pure manual review since the beginning of our collaboration, and increased claim settlement efficiency, as measured by the number of days to settle a claim, fourfold. With these significant improvements, a majority of claims at the client’s Tianjin branch are now processed through our multi-agent AI system, prompting wider adoption in our client’s Beijing, Shanghai and other regional branches.

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Full Stack Risk Analytics Solutions

Our primary customers are insurance companies and we generally establish business relationships with them by offering specific solutions that address their limitations. Once a collaboration is established, we strive to offer comprehensive, full-stack risk analytics solutions that integrate both underwriting solutions and claim solutions, supporting the entire insurance lifecycle from initial customer engagement to claim settlement. We intellectualize the entire insurance transaction lifecycle with multi-agent AI systems. Our Alamos system integrates AI components that combine external LLMs, such as Qwen2.5 and DeepSeek-V3, and proprietary industry-specific models to automate the entire underwriting process while our Lop Nur system enhances the entire claim process, allowing our insurance company clients to efficiently replace manual intervention with fully automated claim process, achieving better performance than manual review process in terms of accuracy and efficiency.

By adopting an end-to-end approach, our multi-agent AI systems leverage data insights from both the underwriting and claim analytics processes to significantly improve overall operational efficiency. By integrating these two critical aspects of insurance management, our approach enables our insurance company clients to deliver more consistent and streamlined services. This integration ensures that data collected during the underwriting phase are shared with the claim management process and *vice versa*, creating a continuous feedback cycle that improves decision making, risk assessment and customer satisfaction.

Use Case: Integrated Underwriting and Claim Solutions

Our client is a state-owned insurance company in China that provides a variety of insurance products. Prior to implementing our solutions, the client sought to introduce a health insurance product with lower claims thresholds to differentiate this product from other health insurance products in the market, with the aim of attracting more policyholders. While this innovative insurance product was expected to increase premium revenue, the client was concerned it could trigger a surge in the number of claims and lead to significantly higher loss ratios. This concern stemmed from several challenges following the client’s entry into the health insurance market. Limited historical data relating to health insurance made it difficult for our client to screen out applicants with pre-existing medical conditions at the underwriting stage. Manual claim review processes also frequently lead to inaccurate claim outcomes or high loss ratios. In addition, the client lacked extensive experience in product design, operational support and risk management for health insurance products, resulting in a relatively small business scale and persistently high loss ratios.

In response to these challenges, we delivered comprehensive, end-to-end solutions spanning both underwriting solutions and claim solutions to this client.

In terms of underwriting solutions, our proprietary multi-agent AI system, supported by a nationwide medical data network, evaluates the medical and personal risk profiles of potential customers. By applying specialized insurance risk assessment models tailored for different scenarios, we enable the client to accurately identify and filter out high-risk applicants. In the first year after the implementation of our solutions, the client achieved a high-risk applicant identification rate of 3.0% to 10.0% compared with an identification rate of 0% to 2.0% prior to the adoption of our solutions.

For claim solutions, leveraging our proprietary knowledge base comprising various data sets, our Lop Nur system helps the client automatically extract critical data from medical records and reviews claims based on insurance terms. This automated, rule-based and AI-driven claim review process produced more consistent and accurate results efficiently. Our full-stack risk analytics solutions enabled the client to achieve a loss ratio of 17.4% as of December 31, 2025, well below the industry average of 43.5%. Our integrated underwriting and claim solutions, which are now provided to all branch offices of the client nationwide, demonstrate the significant operational, financial and risk management value realized by integrating our solutions across the entire insurance lifecycle.

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KEY OPERATING METRICS

The following table sets forth our key operating data for our underwriting solutions and claim solutions during the Track Record Period.

	As of/For the year ended December 31,		
	2023	2024	2025
Number of customers	112	160	245
Number of customers that adopt both solutions . .	19	34	52
Revenue retention rate (%)	160.2	134.0	96.5
Customer retention rate (%)	74.2	77.7	69.6
Underwriting solutions			
Number of customers	74	111	122
Number of underwriting cases reviewed (<i>million</i>)	49.0	27.6	23.8
FYPs facilitated (<i>RMB in million</i>)	2,349.6	4,425.5	4,351.4
Policy renewal rate (%) ⁽¹⁾	96.7	97.7	98.4
Claim solutions			
Number of customers	57	83	175
Number of claim cases reviewed (<i>million</i>)	3.6	3.7	5.3
Average automatic review rate (%) ⁽²⁾	41.5	62.7	74.1
False positive/negative rate (%) ⁽³⁾	1.9	1.0	1.0
Accuracy rate for LLM review (%) ⁽⁴⁾	N/A	96.0	98.0
Reduction in loss ratios (<i>percentage points</i>) ⁽⁵⁾ . . .	8-14	9-18	12-33

Notes:

- (1) Calculated by dividing the number of policies renewed in a particular year over the number of policies due for renewal in the same year.
- (2) Represents the average proportion of claims settled without manual intervention during a particular period, calculated by dividing the number of claim cases settled without manual intervention by the total number of claim cases in that period.
- (3) Calculated by dividing the number of claim cases submitted to our insurance company clients in which their review resulted in a different conclusion from ours by the total number of claim cases submitted to those clients.
- (4) Based on results from random checks and calculated by dividing the number of cases where our AI system reached the same conclusion as manual review by the total number of cases reviewed by AI system.
- (5) Represents the decrease in an insurance company’s loss ratio in a given year after adopting our solutions, compared with the industry average loss ratio for that year. Loss ratios are calculated by dividing incurred claims (paid and reserved) by total premiums received during the policy term, which is typically one year.

During the Track Record Period, the number of customers that adopted our solutions and the number of claim cases reviewed by us increased steadily, primarily in line with our business expansion. During the Track Record Period, the automatic review rate of our claim solutions increased steadily, primarily due to the continuous development and iteration of our industry-specific models and multi-agent AI system. In addition, our revenue retention rate remained at a relatively high level in 2023, 2024. Our revenue retention rate decreased from 160.2% in 2023 to 134.0% in 2024, primarily reflecting our efforts to diversify our customer base. The decrease of our revenue retention rate from 134.0% in 2024 to 96.5% in 2025 was primarily due to an industry-wide control on telecom service capacity in several months in 2025, which temporarily reduced the efficiency of Daotai’s AI-driven outbound calls and constrained our service capacity. The number of underwriting cases reviewed decreased from 49.0 million in 2023 to 27.6 million in 2024 and further decreased to 23.8 million in 2025, primarily due to our strategic business adjustments where we shifted our focus to offering underwriting solutions for insurance products with higher FYPs, while discontinuing such solutions for products with relatively lower FYPs. This transition has resulted in a lower volume of underwriting cases reviewed, reflecting our emphasis on higher-value

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opportunities and more profitable business segments. The decrease in the number of underwriting cases reviewed in 2025 was also attributable to the industry-wide control on telecom service capacity mentioned above. Please see “—Pricing” for details of the price range of our solutions.

OUR TECHNOLOGY INFRASTRUCTURE

Leveraging our extensive database and core risk analytics technologies, we are driving the transformation of China’s insurance industry. Our AI and data analytics capabilities provide a competitive edge in underwriting and claim analytics, operational efficiency and enhance our ability to offer innovative insurance products. Our proprietary technologies serve as the foundation for all of our solutions, enabling our insurance company clients to enhance their own capabilities throughout the entirety of their business workflow, from underwriting to claim settlement. Below is an overview of our core technology capabilities in the three key areas of data analytics, multi-agent AI systems and cloud-based architecture.

Data Analytics

Our data analytics capabilities are grounded in our proprietary knowledge base covering insurance products, medical concepts and expert decision-making. This foundation is further enriched through ongoing capture of operational insights and systematic collection of practical know-how, both of which are essential for solving complex insurance scenarios. Combined with our ability to extract, process and integrate extensive real-world data, our knowledge and data continually reinforce each other, constantly improving our data analytics capabilities. As our knowledge base and data resources expand and inform one another, our technologies become more adaptive and data-driven, allowing us to deliver increasingly effective solutions across the entire insurance lifecycle. By leveraging our risk assessment capabilities, we enabled our clients to identify and filter out 3.0% to 10.0% high-risk applicants from their total applicants in 2025. In addition, our AI models have effectively helped insurance companies cumulatively identify approximately 1.4 million high-risk applicants as of December 31, 2025, reducing their loss ratios by 12 to 33 percentage points.

Proprietary Knowledge Base

We have one of the largest knowledge bases in China. Leveraging this comprehensive knowledge base, we are capable of distilling comprehensive data insights, formulating logical rules and building AI agents to help insurance companies optimize their risk analytics capabilities across the entire insurance transaction lifecycle.

Our core advantage stems from our knowledge cycle and the data cycle, which work together to create a self-improving cycle within our multi-agent AI systems. This approach enables our solutions to evolve steadily from being expert-driven to becoming fully data-driven.

The self-reinforcing knowledge cycle leverages a multi-agent collaborative framework to achieve a continuous process throughout the entire lifecycle of knowledge creation, assessment and optimization. This approach has enabled us to build a professional knowledge base comprising over 8.0 million declarative knowledge and over 21,000 procedural knowledge. Our declarative knowledge covers facts, concepts and general in insurance and medical fields while our procedural knowledge represents practical know-how that is challenging to codify in text, such as risk analytics rules and standard operating procedures during underwriting process. Serving as an essential component, this knowledge cycle significantly strengthens the professional capabilities of our multi-agent AI systems within insurance scenarios. By harnessing the knowledge cycle, our AI agents can simulate expert reasoning processes. As a result, they can help us generate and enhance insurance business logical rules within our proprietary knowledge base.

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The self-reinforcing data cycle complements the knowledge cycle by continuously extracting and processing authentic operational data each week, including sales conversations and information from claims cases. These data are automatically masked, cleansed, filtered, corrected and aligned using insurance-focused LLMs, distilling tens of thousands of high-quality training data entries that are constantly fed back into model optimization. This ongoing process enables our Alamos system to iterate daily and our Lop Nur system to upgrade weekly, continually enhancing the performance and adaptability of our solutions across insurance use cases.

By applying our knowledge cycle and data cycle, we continuously generate new insights and knowledge, creating a continuous cycle that accelerates our growth and development. This dynamic effect enables ongoing improvement, allowing us to maintain a competitive edge and rapidly advance our risk analytics capabilities.

Multi-agent AI Systems

We incorporate AI capabilities into multi-agent AI systems and insurance companies using these systems have seen sales improvements and reduced loss ratios, demonstrating the effectiveness of AI in improving customer engagement and sales performance and risk management. Our multi-agent AI systems integrate with our insurance company clients’ systems through standard API interfaces, which allow insurance company clients to access our multi-agent systems and send and receive information in a consistent, standardized way. In practice, our AI systems handle end-to-end underwriting and claims functions and exchanges data in real time with the insurer’s core systems. We normally work with both the client’s relevant business teams and its internal technology team. Together, we design how our system will connect with existing systems of the client, define the overall business workflow and agree the system boundaries and responsibilities on each side. During the integration process, we encrypt data transmissions to ensure the security of data transferred between our systems and systems of our clients. We provide ongoing maintenance and upgrade services to ensure seamless operation and optimal performance of our multi-agent AI systems within our clients’ existing infrastructure.

Alamos System

Our Alamos system is a multi-agent AI system purpose-built to enhance our underwriting solutions, and it typically interfaces with insurers’ policy issuance and customer relationship management systems. Built upon data from extensive insurance sales expertise and practical operational insight, this system integrates AI components, combining both external LLMs and proprietary industry-specific models, thereby incentivizing automation in the entire underwriting process. This synergy supports iterative optimization of customer profiling and inquiry screening, overcoming the efficiency constraints of traditional manual approaches and significantly improving customer outreach and conversion rates.

While our Alamos system incorporates external LLMs as base architectures, we conduct extensive proprietary development through our multi-stage R&D process to create specialized solutions tailored to underwriting. Our R&D process includes collecting, cleansing and processing insurance-specific data, optimizing model performance with proprietary parameters and configurations, rigorous evaluation and optimization through offline assessments and manual reviews and integration of optimized models into our multi-agent AI systems with ongoing monitoring mechanisms. The resulting industry-specific models represent our core intellectual property and competitive advantage. Our Alamos system combines these proprietary industry-specific models with base external LLMs to automate the entire underwriting process.

- *Voice agent.* Despite the evolution of digital marketing, telephone outreach remains a critical cross-selling and policy renewal channel for insurance companies seeking to tap into their existing customer base. Our Alamos system analyzes customer profiles and historical communication records to precisely evaluate customer needs and purchasing

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intent. It then generates personalized conversation scripts and automatically guides customers through the entire underwriting process. This approach both improves customer satisfaction and enhances the productivity and efficiency of our marketing personnel.

- *Online agent.* Managing and nurturing existing customer relationships online has become increasingly essential for our insurance company clients. Alamos system supports a range of business scenarios, from underwriting to cross-selling and policy renewals, by efficiently aggregating unstructured and masked customer data such as voice, text and behavioral records. Our online agent swiftly identifies latent customer needs and generates high-quality, bespoke marketing scripts, stimulating demand and driving customer engagement. In addition, our online agent provides a highly realistic, human-like interactive experience, supported by low-latency, real-time feedback — enabling seamless and engaging conversations that closely simulate natural dialogue and ensure timely responses to customer queries.

In addition to providing voice and online agents to insurance company clients, our Alamos system leverages targeted advertising across various public online channels, including social media, short-video platforms and search engines, to generate unique customer leads for different insurance products segments. These leads are then utilized to assist our insurance company clients in promoting their products to a suitable online audience. Such leads generated through our targeted advertising efforts also become part of our data assets.

Furthermore, a core competitive advantage of our Alamos system lies in the extensive marketing data we have accumulated through our underwriting solutions. These data continually refine and improve our AI agents, endowing them with more sophisticated professional insights and sales techniques. The deep integration between our business scenarios and large model capabilities ensures that Alamos system remains precisely aligned to real-world underwriting needs, delivering ongoing enhancements in the effectiveness and efficiency of our underwriting solutions.

Lop Nur System

Our Lop Nur system is a multi-agent AI system that provides claim liability determination and actuarial capabilities covering all insurance types nationwide, and it typically interfaces with the insurers’ core claims systems. Unlike conventional knowledge databases, our Lop Nur system is built on our insurance-specific risk analytics capabilities. We are one of the first movers in applying coordinated collaboration of AI agents across the claim analytics process, from claim reporting and liability determination to fraud detection, which enables fully automated claim assessment. This technology allows insurance companies to benefit from our comprehensive, efficient and effective claim analytics solutions.

- *Clause breakdown agent.* The claims process begins with our clause breakdown agent, which translates complex policy provisions into structured, machine-readable data sets. By converting intricate legal clauses into standardized data, this agent ensures that policy terms are clearly defined, validated, and ready for consistent and automated evaluation throughout the claims lifecycle.
- *Event collation agent.* The event collation agent systematically standardizes and processes all claim materials, including raw medical records, invoices and supporting documents. By transforming unstructured content into accessible, structured data, this agent enables seamless downstream analysis and significantly reduces manual data entry errors.

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- *Claim assessment agent.* With the claim data standardized, our claim assessment agent evaluates each claim event, analyzing its eligibility in strict accordance with the applicable policy provisions. This agent determines which elements of a claim are valid for compensation and which fall outside of coverage, enabling nuanced, case-specific decision-making.
- *Liability determination agent.* Following eligibility analysis, the liability determination agent conducts automated scenario analysis to pinpoint coverage responsibilities and link specific claim events to relevant policy entitlements. This ensures that each claim is adjudicated based on both established liability and the precise terms of the underlying policy.
- *Risk assessment agent.* Throughout the entire workflow, the risk assessment agent operates continuously to audit the evidence chain, apply advanced risk analytics rules, and monitor potential fraud. This agent leverages targeted risk prevention protocols, ensuring robust regulatory compliance and the protection of insurer interests.

This integrated multi-agent AI system enables automatic settlement of up to 85.0% of claims, with a typical end-to-end processing time, from initial submission to settlement, of 30 minutes or less for fully automated cases. This high degree of automation not only delivers significant operational cost savings but also enhances the reliability and consistency of claim outcomes, supporting a more responsive and user-friendly experience for both insurance company clients and their customers. In addition, our Lop Nur system enabled our automatic claim review process to achieve a decision accuracy rate of up to 98.0% in 2025, based on results from random checks and calculated by dividing the number of cases where our AI system reached the same conclusion as manual review by the total number of cases reviewed by our AI system.

Cloud-based Architecture

We designed our cloud-based architecture to be agile and flexible, comprising 275 units tailored to various operational processes of insurance companies' health insurance businesses as of December 31, 2025. This architecture accelerates insurance companies' agility to execute their go-to-market strategies by enabling rapid product launch and providing access to continuously updated software and databases. The modular design ensures that insurance companies can customize and scale their operations efficiently. Key features of our cloud-based infrastructure include:

- *Modularity.* Our solutions are designed to integrate with the existing systems and workflows of insurance companies, allowing for easy add on an as-needed basis.
- *Integrability with insurance companies.* Our cloud-based infrastructure provides easy connectivity with insurance customers through API and is designed to operate in cloud environments.
- *Uninterrupted service.* Our distributed infrastructure ensures high stability and reliability, meaning our services are available 24/7 with minimal risk of interruption. We have strategies in place for quick recovery, including data backups and resilient network resources. This ensures business continuity with all-day availability.
- *Easy adaptability.* Our solutions are designed to be mobile, scalable and quickly adaptable to new compliance requirements.

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RESEARCH AND DEVELOPMENT

We deliver AI-driven solutions by focusing on innovation and continually improving our technology. Developing and enhancing proprietary technologies, including data analytics capabilities, AI technology and cloud-based system, is critical for sustaining our competitive advantage. We have invested heavily and expect to continue to invest in R&D activities. In 2023, 2024 and 2025, our R&D expenses were RMB69.3 million, RMB94.0 million and RMB86.6 million, respectively, representing 10.6%, 10.0% and 8.5% of our revenue in the corresponding periods. We expect to maintain substantial investment in R&D as we further strengthen our technology systems, expand solution offerings and pursue broader product innovation.

We place sustained emphasis on recruiting and developing top-tier technology professionals. As of December 31, 2025, we had a dedicated R&D team consisting of 173 R&D personnel to conduct our core development projects, of which 46 were AI engineers and 24 were software testing engineers. Our personnel bring together strong expertise in AI, big data and insurance sectors, with ongoing access to training programs to remain at the forefront of technological advancements.

We develop multi-agent AI systems specifically for the insurance industry, rather than only training general models on generic data. We have (i) organized underwriting and claim knowledge into a defined format in order to store, search and use such knowledge consistently, which makes it easier for large models and AI agents to use this knowledge effectively in real business scenarios; (ii) used large models and automated workflows to continuously capture, refine and update domain-specific knowledge based on new data and cases; and (iii) embedded our AI agents into clients’ business processes to deliver measurable value to clients, including FYPs paid and reductions in loss ratios relative to predetermined targets. According to Frost and Sullivan, we are one of the first movers in applying coordinated collaboration of AI agents across the claim analytics process and one of the first movers to deploy industry-specific models in the health insurance industry.

The key stages of our research and development process consist of:

- *Data collecting and processing.* Our R&D team begins by collecting raw data from various sources, followed by data cleaning to remove inaccuracies and redundancies. Our R&D team then filters and formats the data to ensure quality and compatibility with our business goals and customer demands.
- *Model training.* Our R&D team selects appropriate model architectures and determines key parameters. We optimize model performance and ensure alignment with safety and ethical standards throughout this stage.
- *Model evaluation and optimization.* We carry out rigorous evaluation of the model using both offline assessments and manual reviews. This allows us to systematically identify flaws and errors and improve the accuracy, efficiency and robustness of our solutions.
- *Model integration.* We focus on model inference optimization to ensure efficient operation. After integrating models into our multi-agent AI systems, we implement ongoing monitoring and maintenance mechanisms to ensure stable performance in live environments.
- *Continuous improvement and iteration.* We regularly update data sources and iterate on model design to address emerging challenges and maintain optimal performance. Our focus on continuous optimization ensures that our solutions evolve in line with customer needs and industry standards.

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Alamos System

Our Alamos system has undergone three major development phases since 2024.

In the first phase, which began in June 2024, we started to leverage external LLM to develop a industry-specific LLM tailored for the insurance industry. This process involved optimizing the external model for insurance applications by integrating our proprietary knowledge base containing health insurance risk analytics knowledge datasets, adding specialized business logic and configuring the model's parameters to align with insurance-specific use cases, rather than conducting traditional model fine-tuning that would modify the underlying model architecture.

In the second phase, from September 2024 to March 2025, we started to develop AI agents, namely voice agents and online agents, to enhance customer engagement. This phase focused on personalizing customer outreach and communication strategies to improve engagement effectiveness.

In the third and current phase, which commenced in March 2025, we have implemented a multi-agent architecture combined with continuous data optimization and specialized industry-specific model training. This advanced iteration enables the Alamos system to provide direct sales support through AI agents that can interact with customers in real-time and continuously improve through ongoing model refinement based on actual sales interactions.

Lop Nur System

Our Lop Nur system has also undergone three major development phases since 2024.

In the first phase, from June 2024 to September 2024, we conducted internal experiments using general-purpose LLMs to handle the entire claim management workflow. This experimental phase allowed us to test the feasibility of applying AI technology to claim management and identify areas for improvement.

In the second phase, from September 2024 to March 2025, we developed a knowledge-driven multi-agent solution to complete claim reviews. This phase involved creating specialized AI agents equipped with health and insurance knowledge and business logic to work collaboratively in processing claims. The multi-agent approach significantly improved automatic review rates by enabling more accurate and efficient claims reviews.

In the third and current phase, which commenced in March 2025, we have implemented a multi-agent architecture combined with our knowledge cycle. This advanced iteration uses an offline knowledge production verification process to continuously update the AI agents' specialized knowledge base, overcoming the bottleneck of knowledge production and ensuring that our claim processing capabilities evolve with new claim patterns, regulatory changes and industry developments. The knowledge cycle enables our AI agents to learn from historical claims data and outcomes, continuously refining their decision-making capabilities.

DATA PRIVACY AND SECURITY

We are dedicated to upholding data privacy laws and safeguarding personal information. We have adopted a strict access control mechanism to ensure the implementation of the least privileged and need-to-know principles and to protect privacy while meeting business requirements. We pledge to manage and use the collected data in accordance with relevant laws and take reasonable measures to prevent unauthorized access, use, loss or leakage of personal and other confidential data.

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Data Collection

We collect data from (i) our enterprise clients and their customers who directly authorize us to do so; (ii) insurance company clients who engage us to process data on their behalf; and (iii) third-party data providers. Such data are primarily used for risk analytics within our solutions, for processing claims and for training our multi-agent AI systems.

Our privacy policies clearly describe how we collect, use, share and process data, and explain how customers of our enterprise clients can exercise their rights regarding their personal information. Before customers of our insurance company clients access our services, we notify them of what data we collect and obtain their consent through our personal information protection policy. When we provide solutions to enterprise clients, we collect basic company information, contact details, customer service records and network logs that clients voluntarily provide. We use this information to enable account registration and login, respond to customer service inquiries and maintain network and service security.

When we provide underwriting solutions and claim solutions through our online platforms, we collect personal information that customers voluntarily provide, including basic personal information, identity information, medical and health records, financial account information, order details, payment information and network logs. We use this information to enable account registration and login, verify identities, process insurance applications, handle payments and refunds, manage policy inquiries and updates, process insurance claims, respond to customer service requests and maintain network and service security. We also retain customer service communications for customer profiling, recordkeeping and dispute resolution.

Furthermore, data used for model training is derived from text transcriptions of voice conversations between customers of insurance company clients and human sales agents. Before such data is used for model training, we implement data desensitization protocols to remove all personal information, including names, ages, addresses and telephone numbers of individuals through automated processes and subsequently, our R&D team conducts manual verification on the processed data to ensure that data used for model training is free of personal information. Personal information is not used for model training and is not used or stored at any stage of the model training process. Specifically, we systematically remove personal information from the original data, converting it into cleansed data. Our team then manually reviews the cleansed data to confirm that all personal identifiers have been successfully removed. Only after this verification is complete do we use the data for model training. This process ensures that personal information is never used in model training, and no personal information is used or stored at any stage of the training process.

Data Processing

We process data only as needed to provide our solutions in the ordinary course of business. We minimize the impact on individuals' privacy rights by processing data only for specific, legitimate purposes and within the narrowest scope necessary. We inform individuals in advance about how we will use their personal information and do not use data for unrelated purposes. When we process data on behalf of insurance company clients, we act strictly according to their instructions and the terms of our agreements. We do not process data beyond the authorized scope or for purposes outside our clients' explicit directions.

Data Storage and Deletion

We have established data and personal information storage and deletion mechanisms and management procedures. We store individuals' personal information for the minimum amount of time necessary to fulfill the purpose for which it was collected. For personal information subject to legally mandated retention periods, we adhere to relevant requirements. For personal information not subject to specific legally mandated retention periods, we follow the "minimum necessary period" principle to ensure that we only keep personal information for the shortest time needed to

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fulfill the specific purpose for which the information was collected or processed. We delete such personal information or cleanse them in a timely manner after the purpose of processing such data has been achieved, when individuals request account deactivation or data deletion, or as otherwise provided by applicable laws and regulations.

During the Track Record Period and up to the Latest Practicable Date, we store all personal data collected and generated during our operations in China. To protect the confidentiality and integrity of our data, we maintain a comprehensive security system with centralized governance over personal information, encryption protocols and access controls that limit data access to authorized personnel on a need-to-know basis subject to formal approval procedures.

Arrangements with Cloud Service Providers and External Data Providers

Cloud Service Providers

We engage a cloud service provider to provide cloud storage services for our business data, including personal data. Under our service agreement, the cloud service provider stores data but does not participate in data processing activities. We rely on the cloud service provider’s professional data security protection services to centrally manage our primary business data in a secure cloud environment.

We implement strict access controls based on the principle of minimum necessary access. Except in cases where special approval has been granted, authorized personnel may only access data with personal identifiers removed, thereby minimizing the risk of data leakage. We maintain data stored in the cloud in accordance with applicable legal retention requirements. For business data related to underwriting solutions, we delete data after the required 10-year retention period as mandated by the Insurance Broker Regulatory Provisions. For business data related to claim investigation solutions, we delete data after the required 15-year retention period as mandated by the Insurance Assessor Regulatory Provisions. For personal information received from clients in data processing arrangements, we delete or cleanse such data within a reasonable period before or after the termination of the processing relationship.

External Data Providers

During the risk assessment phase of our underwriting solutions and claim solutions, we receive basic personal and identification information from insurance company clients who authorize us to receive data on their behalf and we also receive relevant health and medical data of policyholders and claimants from our business partners. For data received from our insurance company clients, we verify the legality of such data by requiring our clients to agree to personal information processing terms and data source compliance clauses, as well as to sign supplemental agreements or provide undertakings to confirm the legality of the data source and data processing. For data received from our business partners, we have established a business partner admission mechanism, which includes reviewing their data compliance and data security capabilities before authorizing them to provide personal information to us. We also enter into contractual agreements with business partners to ensure that data is processed in accordance with applicable laws and regulations.

During the claim management process of our claim solutions, we receive data such as personal identification information, financial account information and health or medical records of claimants from our insurance company clients. We process such data in accordance with the requirements specified by our clients. Similarly, for such data obtained from insurance company clients, we verify the legality of such data by requiring our clients to agree to personal information processing terms and data source compliance clauses, as well as to sign supplemental agreements or provide undertakings to confirm the legality of the data source and data processing.

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Data Protection and Internal Control

We have established comprehensive internal control policies and operating procedures to govern the collection, storage, access, use, provision, transmission and deletion of personal information. These policies include our information security management policy, data security management policy, data classification and grading policy, personal information protection policy and critical data backup and recovery management policy.

We comply with applicable legal requirements for data retention. For our customer engagement, we retain system data for at least 10 years and system logs for at least six months. For underwriting risk management, we retain relevant commercial data and information for at least five years from the termination date of insurance contracts with terms of one year or less, and for at least 15 years for insurance contracts with terms exceeding one year. For our claim investigation solutions, we retain investigation files for at least 15 years, or at least 30 years for legally mandated investigations.

We have established formal data deletion procedures. Electronic and paper documents containing confidential data with no retention value are deleted or destroyed by the departments that handled or held them. We promptly clear residual information from our information systems, completely erase storage space before it is released or reallocated to other users and ensure that cloud service providers thoroughly delete our data stored in their systems upon contract termination in accordance with contractual terms.

We have established a network and data security compliance committee to oversee network security, data security and personal information protection, and have appointed a network security and data protection officer. All employees sign confidentiality agreements that specify their data security and personal information protection obligations, and we conduct regular data security training.

We implement technical security measures including network isolation, network monitoring, logging of network operations and security events, identity authentication, data classification and grading, access controls, data encryption and log management and auditing. We retain network logs for at least six months to protect our networks from interference, disruption or unauthorized access, and to prevent personal information leakage, theft or tampering.

We determine employee data access and operation permissions based on their roles and the principle of minimum necessity. Access to confidential data systems and databases is not granted by default. Instead, employees must submit formal requests and obtain approval. Only system operations personnel may access production databases. Confidential data accessed for analysis must not be stored in application systems and must be deleted immediately after use. We adjust or revoke access permissions promptly when employees change roles or leave the company.

We conduct personal information protection impact assessments in accordance with legal requirements for our underwriting and claim solutions, and implement necessary security measures based on the assessment results. We also conduct compliance audits of our personal information processing activities, which have confirmed our compliance with applicable requirements.

We believe our data privacy and security policies and practices comply with applicable laws and the prevailing industry standards.

Our PRC Data Compliance Advisor is of the view that, during the Track Record Period and up to the Latest Practicable Date, we have complied with the all effective and applicable PRC laws on cybersecurity and data security in all material respects. During the Track Record Period and up to the Latest Practicable Date, we were not subject to any claims by insurance company clients or administrative penalties from regulatory authorities regarding personal information leakage, misuse or any other related matters and we had not received any third-party claim against us on the ground

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of infringement of such party's right to data protection as provided by any applicable laws and regulations. In addition, during the Track Record Period and up to the Latest Practicable Date, we had not been involved in any material criminal, administrative or civil litigation relating to network and data compliance matters and we had not been subject to any administrative investigations, regulatory interviews, penalties or administrative dispute proceedings relating to network and data compliance matters. Our Directors are of the view that we have not experienced any material cyberattacks, service interruptions, improper data use or data loss during the Track Record Period and up to the Latest Practicable Date.

We have also established internal control policies governing the use of open-source software. Our internal control policies include: (i) mandatory preusage license review and approval processes to assess compliance with applicable open-source license terms and conditions; (ii) classification and categorization of open-source software usage scenarios based on license types and deployment contexts; (iii) application of technical tools to scan, identify and monitor open-source software components integrated into our systems; and (iv) ongoing compliance monitoring to ensure adherence to the terms and obligations of applicable open-source licenses. These controls are designed to ensure compliance with relevant licensing terms. Our Directors are of the view that, during the Track Record Period and up to the Latest Practicable Date, open-source software was used in compliance with applicable licensing terms.

SALES AND MARKETING

Our sales and marketing initiatives are specifically designed to resonate with senior executives in the insurance industry. Our sales and marketing teams work together to foster lasting relationships with our existing and prospective insurance company clients throughout the insurance industry.

As of December 31, 2025, we have a dedicated team of 27 sales and marketing personnel, with an average of over eight years of experience in sales and insurance industry. Our sales team acts as a sales channel and account management unit for our products and services targeted at insurance companies. With technical expertise and knowledge of the insurance industry, this team engages with insurance companies to understand their unique business needs and presents our products through customized demonstrations. The sales team conducts comprehensive analysis of potential insurance company clients' operations through targeted engagements that provide business insights prior to a formal vendor bid process. We acquire clients through our experienced direct sales team and industry referrals from conferences, events and third-party partners. Depending on the nature of the engagement, we engage prospective clients either through direct commercial negotiations or through competitive bidding processes. Our bids are distinguished by our superior technical capabilities and knowledge of the insurance industry, as well as our quantitative benchmarks based on comparative data obtained with the consent of our existing insurance company clients.

Our marketing team supports sales with competitive analysis and sales tools, while investing resources to strengthen our brand name and reputation. We regularly participate in industry conferences to increase our exposure within the industry.

PRICING

We price our solutions considering a variety of factors, such as types of solutions, competitive landscape, technologies embedded and R&D and maintenance cost, as well as criteria such as premium facilitated and loss ratio. We are generally not subject to significant pricing pressure from large insurance company clients as our pricing model is primarily outcome-based, with fees tied to measurable value delivered, such as FYPs paid and reductions in loss ratios relative to predetermined targets. This outcome-based approach aligns our commercial interests with our clients' business objectives and delivers tangible value to our clients. In addition, supported by our AI capabilities, we can deliver underwriting and claim solutions at a cost that is lower than the in-house development and operating costs of large insurers, which underpins our bargaining power.

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Our pricing terms generally does not vary by client type, contract size or duration for the same solution provided, and instead, may vary based on the nature of the underlying insurance product, such as (i) the type of insurance product involved, (ii) the complexity of the services required and (iii) the underlying risk involved. We generally do not offer discounts or rebates for our solutions. We closely monitor market trends and adjust our prices based on the competitive landscape in the industry.

Our fee range reflects the specific characteristics, complexity and underlying risks of different types of insurance products. Rather than applying a uniform fee structure, we determine pricing on a case-by-case basis depending on factors such as the type of insurance product, the complexity of the services required, the underlying risks involved and the volume of cases processed. This flexible approach allows us to align our fees with the value delivered and the specific requirements of each insurance product category.

Underwriting Solutions

For our customer engagement, we charge service fees based on a predetermined percentage of FYPs paid by the insured customer based on the terms of the insurance policy. For our underwriting risk management, we charge service fees based on standard unit prices and transaction volume rendered during the period, and bonus service fees based on reductions in loss ratios relative to predetermined targets. However, if loss ratios exceed certain predetermined thresholds, penalties may be deducted from our service fees.

During the Track Record Period, price for our customer engagement typically ranges from 5.0% to 35.0% of FYPs paid by the insured customer and price for our underwriting risk management include a variable service fee ranging from RMB2.0 to RMB20.0 per application reviewed and a bonus variable fee ranging from 20.0% to 50.0% of the amount of reduction achieved in claim payout amount.

Claim Solutions

For our claim solutions, we charge variable service fees based on the number of claim cases processed. If the number of inaccurate cases exceeds certain predetermined thresholds, penalties may be deducted from our service fees.

During the Track Record Period, price for our claim solutions typically include a variable service fee ranging from RMB5.0 to RMB1,200.0 per case, depending on the nature of the insurance policy and the complexity of the investigation required.

COMPETITION

As an AI-driven technology company, we operate in China’s insurance AI technology market. According to the Frost & Sullivan Report, there were approximately 50 market participants operating in China’s insurance AI technology market as of December 31, 2025. We primarily compete with other insurance AI technology companies in China. We may also in the future face competition from new market entrants that will increase competition in the markets were we operate. The rapid development and commercialization of AI technologies may lower barriers to entry and enable both existing competitors to expand their capabilities and new entrants to develop competitive solutions more quickly, potentially intensifying competition in our market. According to the Frost & Sullivan Report, market participants compete primarily based on factors including (i) advancement in AI technologies, (ii) sufficient industry know-how, (iii) access to and analysis of health and medical data, (iv) R&D capability and (v) ecosystem support. Compared with our peers, our AI capabilities are strong in three main respects: (i) we use data accumulated from our own insurance-related business operations to develop and upgrade our multi-agent AI systems, whereas many peers mainly perform simple fine-tuning or prompt engineering on general-purpose large models; (ii) our multi-agent AI systems automatically generate and refine specialized

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knowledge related to underwriting and claims, forming a self-reinforcing knowledge cycle and creating a high knowledge barrier that general-purpose large models and peers find difficult to replicate; and (iii) our AI agents are embedded across the entire underwriting and claims process, making us the only industry participant that can use AI to support end-to-end delivery of full-stack risk analytics solutions in the health insurance industry.

OUR STRATEGIC BUSINESS RELATIONSHIP WITH ZHONGAN ONLINE

We have maintained a strategic business relationship with ZhongAn Online since our inception. Our partnership with ZhongAn Online spans from claim solutions to underwriting solutions, where we provide a variety of business and technical solutions. We consider the close business relationship between our Group and ZhongAn Online to be mutually beneficial and complementary. Through years of cooperation, our Group and ZhongAn Online have developed a mutual and in-depth understanding of each other’s business operations and shares a similar philosophy. Our long-term cooperation with, and proven track record of providing solutions to, ZhongAn Online have led to our familiarity with its standards and requirements, which has enabled us to reduce communication costs and build mutual trust with ZhongAn Online, and constantly provide quality solutions that meet its demands and requirements, in turn adding value to the products and services provided by ZhongAn Online to its customers, reinforcing our existing market position and enhancing our competitiveness in the industry. We also believe our close and long-term relationship with ZhongAn Online is instrumental to its success in establishing a distinguished and well recognized brand image nationally. Our ability to help insurance customer clients maintain high revenue retention rates during the Track Record Period also demonstrated the level of customer satisfaction for our high-quality solutions, which indicates our contribution to the brand image of ZhongAn Online by continuously providing high quality products and services to its customers.

Although ZhongAn Online possesses strong digital capabilities, we can further optimize ZhongAn Online’s efficiency in terms of customer engagement and risk management. Our underwriting solutions can help ZhongAn Online increase its premium conversion rate and policy renewal rates, thereby improving ZhongAn Online’s operational efficiency and enhancing business performance. In particular, ZhongAn Online’s policy renewal rate relating to insurance products supported by our solutions increased from 90.4% in 2023 to 95.6% in 2024. ZhongAn Online’s policy renewal rate relating to insurance products supported by our solutions decreased slightly from 95.6% in 2024 to 92.1% in 2025, primarily because a small number of insurance policies were adversely affected by an industry-wide control on telecom service capacity in several months in 2025, under which multiple outbound calling suppliers reduced the frequency of outbound calls, resulting in lower-than-expected renewals and a slight decrease in the overall policy renewal rate. Leveraging our industry-specific knowledge base, our claim solutions automate claims review processes, helping ZhongAn Online lower its loss ratio and improve operational efficiency. In particular, ZhongAn Online’s automatic review rate relating to insurance products supported by our solutions increased from 43.0% as of December 31, 2023 to 63.6% as of December 31, 2024 and further to 67.6% as of December 31, 2025. In 2023, 2024 and 2025, our revenue generated from ZhongAn Online amounted to RMB404.7 million, RMB427.0 million and RMB443.2 million. The increase in revenue generated from ZhongAn Online was primarily attributable to the fact that our solutions helped ZhongAn Online improve its operational efficiency and enhance its business performance, leading ZhongAn Online to increase its purchases of our underwriting and claim solutions.

In addition, our relationship with ZhongAn Online is not mutually dependent and we cooperate on a market-based commercial basis. Our contractual terms with ZhongAn Online are substantially consistent with those we entered into with other clients. For details of the salient terms with our customers, see “—Our Customers.” We are not the sole service provider to ZhongAn Online for underwriting and claim solutions as ZhongAn Online also procures such solutions from other providers. Similarly, we are not dependent on ZhongAn Online as we serve multiple insurance company clients and the percentage of our revenue generated from ZhongAn Online decreased from 61.8% in 2023 to 45.2% in 2024 and further to 43.3% in 2025.

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Considering our long-standing cooperation with ZhongAn Online and the amount of time and efforts required to identify and engage a new solution provider with comparable experience and ability to provide solutions of comparable standard and scope, our Directors are of the view that our mutually beneficial and complementary relationship with ZhongAn Online will continue to enable us to secure future engagements from ZhongAn Online. In addition, our Directors are of the view that our cooperation with ZhongAn Online is in line with industry practice. We do not anticipate any adverse changes to our strategic business relationship with ZhongAn Online and consider such changes to be unlikely. However, in the unlikely event that our relationship with ZhongAn Online deteriorates, we believe that by leveraging our integration of industry-specific knowledge base and expanding client base, we are able to continue increasing sales and maintaining our market share. For more information, see “Risk Factors—Risks Related to Our Business and Industry—A limited number of insurance company clients contributed to a substantial portion of our revenue, and failure to maintain our business relationship with them or reduce our reliance on them could adversely affect our business, results of operations, financial condition and prospects.” Going forward, we intend to grow our business scale and market share by deepening our collaboration with other leading insurance companies and provide value-added health management services. We believe that the aforesaid strategic cooperation will further solidify our market position, expand our client base and reduce our reliance on ZhongAn Online.

OUR CUSTOMERS

Our customers are primarily insurance companies in China. We had 112, 160 and 245 customers as of December 31, 2023, 2024 and 2025, respectively. We generally enter into written agreements with our enterprise and public sector clients, the major terms and conditions of which are set out below.

- *Service scope.* We primarily provide underwriting solutions and claim solutions as specified by our customer.
- *Payment and credit terms.* We send an invoice to customers every month. We generally grant a credit term of one month to three months to our customers.
- *Confidentiality.* Each party shall maintain confidentiality of information obtained in relation to the relevant agreement and its contractual terms, and not disclose confidential information to third parties.
- *IP rights.* Typically, all IP rights initially owned by us belong to us and all IP rights initially owned by our customers belong to our customers.
- *Term and termination.* The agreement typically has a term of one to three years. The agreement can be terminated upon mutual agreement, or by other means as set forth in the agreement.

In each period during 2023, 2024 and 2025, revenue from our five largest customers in each period amounted to RMB543.1 million, RMB745.5 million and RMB618.6 million, respectively, which accounted for 82.9%, 78.9% and 60.3% of our revenue for the corresponding period, respectively. In each period during 2023, 2024 and 2025, revenue from our largest customer in each period amounted to RMB404.7 million, RMB427.0 million and RMB443.2 million, respectively, which accounted for 61.8%, 45.2% and 43.3% of our revenue for the corresponding period, respectively.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any material complaints or liability claims brought against us by any of our customers.

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The table below sets forth the details of our five largest customers in each period during the Track Record Period. We provided customer engagement to certain technology service providers during the Track Record Period because they offer comprehensive online traffic services to insurance companies. These providers procure our solutions and integrate them into their platforms as part of the overall services they deliver to insurance companies. In addition, we also provided our solutions to certain insurance brokerage companies and other intermediaries, which in turn helped insurance companies optimize their underwriting and claim processes. Revenue generated from Customer A increased significantly from RMB21.0 million in 2023 to RMB189.8 million in 2024, primarily because we established our cooperation relationship with Customer A for our solutions in late 2023, and revenue in that year reflected only the initial phase of deployment. The substantial increase in 2024 was driven by the ramp-up of our solutions and the rapid scaling of our cooperation based on Customer A’s recognition of the quality and effectiveness of our solutions. Revenue generated from Customer A subsequently decreased from RMB189.8 million in 2024 to RMB62.8 million in 2025, primarily we mainly provided customer engagement to Customer A, and an industry-wide control on telecom service capacity in several months in 2025, which temporarily reduced the efficiency of Daotai’s AI-driven outbound calls and constrained our service capacity for Customer A.

Customer	Principal Business	Types of solutions provided	Year of Commencement of Business Relationship	Revenue <i>(RMB in thousands)</i>	% of Total Revenue %	Credit Terms
Year ended December 31, 2025						
ZhongAn Online	A Chinese public company headquartered in Shanghai, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation, software development services and value-added health management services	2019	443,225	43.3	One to two months
Customer A . . .	A Chinese private company headquartered in Wuhan, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation	2021	62,821	6.1	Two to three months
Customer B ⁽¹⁾ .	A Chinese private company headquartered in Xi’an, focusing on providing insurance agency services	Customer engagement	2020	48,515	4.7	One to two months
Customer C . . .	A Chinese private company headquartered in Shanghai, focusing on providing software development services, internet sales and digital technology services	Customer engagement	2022	33,962	3.3	One to two months

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Customer	Principal Business	Types of solutions provided	Year of Commencement of Business Relationship	Revenue <i>(RMB in thousands)</i>	% of Total Revenue %	Credit Terms
Raipeng Information . .	A Chinese private company headquartered in Suzhou, focusing on providing software development services, internet technology services and digital technology services	Customer engagement	2021	30,083	2.9	One to two months
Sub-total				<u>618,606</u>	<u>60.3</u>	
Year ended December 31, 2024						
ZhongAn Online	A Chinese public company headquartered in Shanghai, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation, software development services and value-added health management services	2019	427,046	45.2	One to two months
Customer A . . .	A Chinese private company headquartered in Wuhan, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation	2021	189,835	20.1	Two to three months
Customer C . . .	A Chinese private company headquartered in Shanghai, focusing on providing software development services, internet sales and digital technology services	Customer engagement	2022	68,004	7.2	One to two months
Customer B ⁽¹⁾ .	A Chinese private company headquartered in Xi'an, focusing on providing insurance agency services	Customer engagement	2020	34,987	3.7	One to two months

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Customer	Principal Business	Types of solutions provided	Year of Commencement of Business Relationship	Revenue <i>(RMB in thousands)</i>	% of Total Revenue %	Credit Terms
Customer D . . .	A Chinese private company headquartered in Shenzhen, focusing on providing technology services, data processing services, software development services and healthcare consulting services	Customer engagement	2023	25,628	2.7	One to two months
Sub-total				<u>745,500</u>	<u>78.9</u>	
Year ended December 31, 2023						
ZhongAn Online	A Chinese public company headquartered in Shanghai, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation, software development services and value-added health management services	2019	404,736	61.8	One to two months
Customer E . . .	A Chinese private company headquartered in Shanghai, focusing on providing internet sales, technology services and telecommunication services	Customer engagement, underwriting risk management, claim review and claim investigation	2019	72,776	11.1	One to two months
Customer F . . .	A Chinese private company headquartered in Shanghai, focusing on providing insurance services	Customer engagement, underwriting risk management, claim review and claim investigation, software development services and value-added health management services	2022	27,105	4.1	Two to three months

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Customer	Principal Business	Types of solutions provided	Year of Commencement of Business Relationship	Revenue (RMB in thousands)	% of Total Revenue %	Credit Terms
Customer A . . .	A Chinese private company headquartered in Wuhan, focusing on providing online insurance services	Customer engagement, underwriting risk management, claim review and claim investigation	2021	21,047	3.2	Two to three months
Customer G . . .	A Chinese public company headquartered in Guangzhou, focusing on providing insurance services	Customer engagement, underwriting risk management, claim review and claim investigation and software development services	2022	17,463	2.7	Two to three months
Sub-total				<u>543,127</u>	<u>82.9</u>	

To the best knowledge of our Directors, during the Track Record Period and up to the Latest Practicable Date, save for ZhongAn Online (who was our shareholder and largest customer in each period during the Track Record Period and held 7.1571% equity interest in Customer E), none of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) had any interest in our five largest customers in each year during the Track Record Period that are required to be disclosed under the Listing Rules.

OUR SUPPLIERS

Our suppliers primarily include providers of telecommunication (including voice calls and text messages) services, marketing services and providers of insurance assessment services. We engage telecommunication service providers to deliver voice call and text messaging services that support our customer engagement and we engage insurance assessment service providers to conduct offline investigations, offline interviews and offline negotiations and collect supporting information and materials for our claim solutions. We also engage marketing service providers to deliver targeted advertising across social media, short-video platforms and search engines to generate customer leads for our clients. We generally enter into written agreements with our suppliers, the major terms and conditions of which are set out below.

Service scope. We primarily procure telecommunication services, marketing services and insurance assessment services from our suppliers.

Confidentiality. Each party shall maintain confidentiality of information obtained in relation to the relevant agreement and its contractual terms, and not disclose confidential information to third parties.

Liability and indemnity. For insurance assessment services, if our suppliers’ gross negligence results in materially inaccurate investigation findings that cause economic losses to us or our insurance company clients, we have the right to withhold all fees related to the claim case and claim liquidated damages from such suppliers. If liquidated damages are insufficient to cover the losses, our suppliers shall indemnify us for the full amount of such losses. For telecommunication services and marketing services, our arrangements with suppliers are limited to general breach of contract liability provisions.

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Term and termination. The agreement typically has an initial term of one year and can be automatically renewed for successive one-year periods if neither party objects prior to expiration. The agreement can be terminated upon mutual agreement, or by other means as set forth in the agreement.

In each period during 2023, 2024 and 2025, purchases from our five largest suppliers in each period amounted to RMB119.8 million, RMB198.7 million and RMB197.2 million, respectively, which accounted for 29.2%, 33.8% and 29.3% of our total purchases for the corresponding periods, respectively. In each period during 2023, 2024 and 2025, purchases from our largest supplier in each period amounted to RMB32.6 million, RMB76.2 million and RMB61.7 million, respectively, which accounted for 7.9%, 13.0% and 9.2% of our total purchases for the corresponding periods, respectively.

We have established a set of internal measures on selection of suppliers. We take into account various factors in selecting our suppliers, which primarily include product quality, price, service quality, qualifications and credentials. When engaging suppliers, our legal and financial department is primarily responsible for reviewing the procurement agreements in accordance with our procurement protocols.

The table below sets forth the details of our five largest suppliers in each period during the Track Record Period.

Supplier	Principal Business	Products/Services Procured	Years of Commencement of Business Relationship	Purchase Amount (RMB in thousands)	% of Total Purchases %	Credit Terms
Year ended December 31, 2025						
Supplier A . . .	A Chinese private company headquartered in Suzhou, focusing on providing technology services, internet security services and data processing services	Telecommunication services	2023	61,737	9.2	One to two months
Supplier B . . .	A Chinese private company headquartered in Suzhou, focusing on providing telecommunications services	Telecommunication services	2022	43,082	6.4	One to two months
Supplier C . . .	A Chinese private company headquartered in Tianjin, focusing on providing data processing services, internet information services and telecommunication services	Marketing services	2022	34,804	5.2	One to two months
Supplier D . . .	A Chinese private company headquartered in Kunshan, focusing on providing telecommunication services	Telecommunication services	2021	33,306	4.9	Two to three months

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Supplier	Principal Business	Products/Services Procured	Years of Commencement of Business Relationship	Purchase Amount <i>(RMB in thousands)</i>	% of Total Purchases %	Credit Terms
Supplier E . . .	A Chinese public company headquartered in Shanghai, focusing on providing telecommunication services	Telecommunication services	2020	24,287	3.6	Two to three months
Sub-total				<u>197,216</u>	<u>29.3</u>	
Year ended December 31, 2024						
Supplier F . . .	A Chinese private company headquartered in Hangzhou, focusing on providing internet technology services, internet data services and data processing services	Telecommunication services	2023	76,186	13.0	One to two months
Supplier E . . .	A Chinese public company headquartered in Shanghai, focusing on providing telecommunication services	Telecommunication services	2020	34,514	5.9	Two to three months
Supplier A . . .	A Chinese private company headquartered in Suzhou, focusing on providing technology services, internet security services and data processing services	Telecommunication services	2023	33,626	5.7	One to two months
Supplier C . . .	A Chinese private company headquartered in Tianjin, focusing on providing data processing services, internet information services and telecommunication services	Marketing services	2022	30,317	5.2	One to two months
Supplier D . . .	A Chinese private company headquartered in Kunshan, focusing on providing telecommunication services	Telecommunication services	2021	24,083	4.1	Two to three months
Sub-total				<u>198,726</u>	<u>33.9</u>	

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Supplier	Principal Business	Products/Services Procured	Years of Commencement of Business Relationship	Purchase Amount <i>(RMB in thousands)</i>	% of Total Purchases %	Credit Terms
Year ended December 31, 2023						
Supplier D . . .	A Chinese private company headquartered in Kunshan, focusing on providing telecommunication services	Telecommunication services	2021	32,590	7.9	Two to three months
Supplier E . . .	A Chinese public company headquartered in Shanghai, focusing on providing telecommunication services	Telecommunication services	2020	31,433	7.7	Two to three months
Supplier G . . .	A Chinese private company headquartered in Shenzhen, focusing on providing insurance assessment services	Insurance assessment services	2020	20,315	5.0	Two to three months
Supplier H . . .	A Chinese private company headquartered in Nanjing, focusing on providing insurance assessment services	Insurance assessment services	2020	18,511	4.5	Two to three months
Supplier I . . .	A Chinese private company headquartered in Chengmai County, focusing on providing insurance assessment services	Insurance assessment services	2020	16,944	4.1	Two to three months
Sub-total				<u>119,793</u>	<u>29.2</u>	

To the best knowledge of our Directors, during the Track Record Period and up to the Latest Practicable Date, none of our Directors, their associates or any of our current Shareholders (who, to the knowledge of our Directors, own more than 5% of our share capital) had any interest in our five largest suppliers in each year during the Track Record Period that are required to be disclosed under the Listing Rules.

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OVERLAPPING CUSTOMERS AND SUPPLIERS

During the Track Record Period, certain of our five largest customers were also our supplier and certain of our five largest suppliers were also our customer (collectively, the “Overlapping Customers-Suppliers”).

ZhongAn Online, our largest customer in 2023, 2024 and 2025, was also our supplier in the same years. During the Track Record Period, we procured telecommunication services (including text messaging, voice call and call center services) and technical services from ZhongAn Online and provided full-stack underwriting solutions and claim solutions to ZhongAn Online. In 2023, 2024 and 2025, our purchases from ZhongAn Online amounted to RMB5.4 million, RMB3.9 million and RMB5.2 million, accounting for 1.3%, 0.7% and 0.8% of our total purchases in the same years, respectively, and our sales to ZhongAn Online amounted to RMB404.7 million, RMB427.0 million and RMB443.2 million, accounting for 61.8%, 45.2% and 43.3% of our revenue during the same years, respectively.

Customer B, one of our five largest customers in 2024 and 2025, was also one of our customers in 2023, and the parent company of Customer B, one of our suppliers in each year during the Track Record Period, was our customer in 2024 and 2025. During the Track Record Period, we provided underwriting solutions (primarily customer engagement) and claim solutions (primarily claim review and claim investigation solutions) to Customer B, while we procured telecommunication services from the parent company of Customer B and we provided customer engagement to such supplier. In 2023, 2024 and 2025, our sales to Customer B amounted to RMB14.1 million, RMB35.0 million and RMB48.5 million, accounting for 2.2%, 3.7% and 4.7% of our total revenue during the same years, respectively. In 2023, 2024 and 2025, our purchases from the parent company of Customer B amounted to RMB5.6 million, RMB3.5 million and RMB20.8 million, respectively, accounting for 1.4%, 0.6% and 3.1% of the Company’s total purchases in the same years, respectively, and our sales to such supplier amounted to nil, RMB2.1 million and RMB0.1 million, respectively, accounting for nil, 0.2% and 0.0% of our total revenue during the same years, respectively.

Raipeng Information, one of our five largest customers in 2025, was also our supplier in 2023, 2024 and 2025. During the Track Record Period, we procured software development services, internet technology services and digital technology services from Raipeng Information and provided underwriting solutions (primarily customer engagement) to Raipeng Information. In 2023, 2024 and 2025, our purchases from Raipeng Information amounted to RMB1.3 million, RMB1.9 million and RMB0.4 million, accounting for 0.3%, 0.3% and 0.1% of our total purchases in the same years, respectively, and our sales to Raipeng Information amounted to RMB1.1 million, RMB6.6 million and RMB30.1 million, accounting for 0.2%, 0.7% and 2.9% of our revenue during the same years, respectively.

Customer E, one of our five largest customers in 2023, was also our supplier in 2024 and 2025. During the Track Record Period, we procured internet sales, technology services and telecommunication services from Customer E and provided underwriting solutions (primarily customer engagement) and claim solutions (primarily claim review and claim investigation) to Customer E. In 2023, 2024 and 2025, our purchases from Customer E amounted to nil, RMB2.9 million and RMB2.0 million, accounting for nil, 0.5% and 0.3% of our total purchases in the same years, respectively, and our sales to Customer E amounted to RMB72.8 million, RMB17.8 million and RMB25.1 million, accounting for 11.1%, 1.9% and 2.5% of our revenue during the same years, respectively.

Supplier I, one of our five largest suppliers in 2023, was also our customer in 2023 and 2024. During the Track Record Period, we procured insurance assessment services from Supplier I and provided underwriting risk management and claim investigation to Supplier I. In 2023, 2024 and 2025, our purchases from Supplier I amounted to RMB16.9 million, RMB8.7 million and RMB9.2 million, accounting for 4.1%, 1.5% and 1.4% of our total purchases in the same years, respectively, and our sales to Supplier I amounted to RMB2.0 million, RMB3.8 million and nil, accounting for 0.3%, 0.4% and nil of our revenue during the same years, respectively.

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The following table sets forth our sales to and purchases from the Overlapping Customers-Suppliers during the Track Record Period.

	As of December 31,		
	2023	2024	2025
Sales to the Overlapping Customers-Suppliers			
Revenue ⁽¹⁾ (RMB in thousands)	480,600	455,191	498,394
As a percentage of total revenue ⁽²⁾ (%)	73.4	48.2	48.7
Purchases from the Overlapping Customers-Suppliers			
Purchase amount ⁽¹⁾			
(RMB in thousands)	23,608	17,425	16,788
As a percentage of total purchase amount (%)	5.8	3.0	2.5

Note:

- (1) Revenue and purchase amount are from the Overlapping Customers-Suppliers in the relevant period.
- (2) ZhongAn Online was our largest customer in each year during the Track Record Period and was one of our overlapping customers-suppliers during the same years. In 2023, 2024 and 2025, our revenue from ZhongAn Online accounted for 61.8%, 45.2% and 43.3% of our total revenue in each year, respectively. Excluding the revenue from ZhongAn Online, our revenue from the remaining Overlapping Customers-Suppliers in each year during the Track Record Period accounted for 11.6%, 3.0% and 5.4% of our total revenue in each year, respectively.

Our Directors confirm that our sales to and our purchases from the Overlapping Customers-Suppliers were (i) entered into after due consideration taking into account the prevailing purchase and selling prices at the relevant times and (ii) conducted in the ordinary course of business on an arm’s length basis and under normal commercial terms. To the best knowledge of our Directors, we did not have any other overlap between our other major customers and major suppliers during the Track Record Period and up to the Latest Practicable Date.

INTELLECTUAL PROPERTY

As of the Latest Practicable Date, we had 49 registered trademarks, 1 patent, 143 software copyrights and 32 domain names.

We rely on a combination of copyright and trademark law, trade secret protection and confidentiality agreements with our employees, collaborating with insurance companies to protect our intellectual property rights. In particular, we protect our intellectual properties, including trademarks for their brand names and patents, primarily through the following measures: (i) the timely application or registration of trademarks and patents for our brand and products in jurisdictions where we operate as well as in other targeted markets, (ii) the continuous monitoring of third parties’ infringements of our intellectual property rights, including our brand names, trademarks and patents and (iii) the filing of regulatory claims or intellectual property infringement lawsuits to protect our intellectual property rights when necessary. For details of our material intellectual property rights, see “Appendix IV Statutory and General Information—B. Further Information About Our Business—2. Intellectual property rights.”

During the Track Record Period and up to the Latest Practicable Date, no material claims or disputes were brought against us in relation to any infringement of trademarks, copyrights or other intellectual properties.

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EMPLOYEES

As of December 31, 2025, we had a total of 1,433 employees, all of whom were based in China. The following table sets forth the number of our employees by function as of December 31, 2025.

Function	Number of Employees	Percentage
Sales and marketing	27	1.9%
Research and development	173	12.1%
Product and operations	1,033	72.1%
General, administrative and others	200	14.0%
Total	1,433	100.0%

Our success depends on our ability to attract, motivate, train and retain qualified personnel. We strive to offer our employees competitive compensation packages and to cultivate a working environment that supports professional growth and self-development. As a result, we have generally been successful in attracting and retaining qualified employees. We have established comprehensive training programs, including onboarding training for new employees, customized training and leadership training. Employee performance reviews are conducted quarterly or annually, based on the role and function of each employee. On September 30, 2025, Guangzhou Tianxin was acquired by Guangzhou Baoliandeng Network Technology Co., Ltd. (廣州寶蓮燈網絡科技有限公司) (“Baoliandeng”), which, on the same day, was itself acquired by Nova Wuxi. During the Track Record Period, Guangzhou Tianxin and Baoliandeng had not made social insurance and housing provident fund contributions for some of our employees in full based on their actual salary levels, which occurred primarily before the acquisition, primarily because (i) the applicable PRC laws and regulations governing social insurance and housing provident funds are intricate and vary by region, which added complexity to our compliance efforts; and (ii) certain employees were unwilling to pay the social insurance and housing provident funds in full as it requires additional contributions from our employees. As of December 31, 2025, the aggregate shortfall of social insurance contributions attributable to us amounted to RMB5.5 million, and the aggregate shortfall of housing provident fund contributions attributable to us amounted to RMB2.8 million. In 2025, we made provisions of RMB8.3 million in respect of the estimated shortfall amount of the social insurance and housing provident fund contributions. We plan to gradually make social insurance and housing provident fund contributions to the affected employees in full based on their actual salary levels to the extent feasible.

According to the Social Insurance Law of the PRC, if an employer fails to make social insurance contributions in full, the relevant PRC authorities could order the employer to pay, within a prescribed time limit, the outstanding amount with an additional late payment penalty at the daily rate of 0.05%, and if the employer fails to make the overdue contributions within such time limit, a fine equal to one to three times the outstanding amount may be imposed. According to the Regulations on the Administration of Housing Provident Funds, if an employer fails to make housing provident fund contributions in full, the authorities could order the employer to rectify it within a prescribed time limit, where failure to do so at the expiration of the time limit may result in compulsory enforcement by the court. We have obtained credit reports from the relevant PRC authorities attesting that during the Track Record Period, none of our PRC operating entities received any administrative penalties regarding the payment of social insurance or housing provident funds. In addition, the original shareholders of Guangzhou Tianxin and Baoliandeng have undertaken to, pursuant to the terms and conditions of the acquisition agreement, indemnify us against any penalties which we may suffer as a result of the failure of Guangzhou Tianxin and Baoliandeng to comply with relevant laws and regulations concerning social insurance and housing provident fund contributions. As advised by our PRC Legal Advisor, if the competent social insurance and housing provident fund authorities order Guangzhou Tianxin and Baoliandeng to rectify the relevant non-compliance within a prescribed time limit and to pay any late payment fees, and if Guangzhou Tianxin and Baoliandeng complete such rectification and pays any late payment fees within the prescribed time limit, the risk of us being fined by such authorities is relatively low.

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Based on the above, our Directors believe that the incident described above would not have a material adverse impact on our business, financial condition and results of operations. See “Risk Factors—Risks Related to Our Business and Industry—We may be exposed to potential penalties in relation to PRC labor-related laws.”

We have taken the following internal control measures to ensure future compliance with laws and regulations relating to social insurance and housing provident funds: (i) actively communicate with our employees to ensure compliance with the appropriate contribution base, which may also require them to bear additional social insurance and housing provident fund contributions; (ii) establish an internal control team to monitor our ongoing compliance with the social insurance and housing provident fund contributions regulations and oversee the implementation of any necessary measures; (iii) consult our PRC Legal Advisor on a regular basis for advice on latest developments in PRC laws and regulations relating to social insurance and housing provident funds to keep us abreast of relevant regulatory developments; and (iv) actively communicate with relevant social insurance and housing fund local authorities to ensure we have the most updated information about the relevant laws and regulations concerning social insurance and housing provident funds.

We enter into standard employment agreements, as well as confidentiality and non-compete agreements with our employees in accordance with market practice.

None of our employees are currently represented by labor unions. We believe that we maintain a good working relationship with our employees and we had not experienced any material labor dispute or any difficulty in recruiting staff for our operations during the Track Record Period and up to the Latest Practicable Date.

ENVIRONMENTAL SUSTAINABILITY, SOCIAL RESPONSIBILITY AND CORPORATE GOVERNANCE

As a company driving the intelligent transformation of the insurance industry through technological innovation, we are committed to complying with environmental, social and governance (“ESG”) reporting requirements and we strive to carry out our business in a manner that protects the environment and the health and safety of our employees.

Our ESG Governance Structure

From a governance perspective, we are committed to strengthening ESG governance functions at the strategic level. Our ESG management is structured in three tiers, comprising the Board and the ESG working group, as well as responsible units in relevant departments. The Board, as the highest decision-making body for ESG matters, assumes ultimate responsibility for ESG issues, including formulating ESG strategies, objectives and policies, supervising the effective operation of the ESG management structure, and comprehensively scrutinising the ESG work on an annual basis to ensure compliance with relevant laws and regulations, proactively fulfilling social responsibilities and advancing sustainable development.

To ensure the Board keeps up with the latest trends in climate-related risks and opportunities, we provide the Board with climate-related training, where external subject matter experts are invited to share on climate-related topics.

We have established a dedicated ESG working group that assists the Board in monitoring and evaluating ESG performance. The ESG working group actively evaluates emerging ESG trends, assesses associated risks and opportunities, and ensures that ESG initiatives are effectively implemented and aligned with prevailing regulations and international standards.

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Environmental Protection

Given the nature of our business operations, we are only involved in energy and resource consumption in our routine office work and generate a small amount of waste. We continue to advocate the concept of low-carbon office, actively carry out environmental protection activities, and encourage employees to do their part for environmental protection.

Resource Conservation

We actively promote source reduction through digitised office processes. By upgrading our office automation system and adopting electronic approval workflows and document-sharing platforms, we have fundamentally reduced paper consumption by implementing paperless operations wherever feasible.

- *Paper Conservation.* In instances where paper use is unavoidable, we advocate and enforce double-sided printing and optimize print settings to minimize waste.
- *Water Usage.* We display water-saving reminder labels in all office washrooms to encourage mindful consumption. Additionally, we require all personnel to ensure taps are fully closed after use.
- *Energy Conservation.* We endeavor to conserve energy in response to the government’s initiatives. We save electricity by reasonably controlling indoor air conditioning temperatures. Going forward, we plan to install energy-efficient lighting and ensure lights are switched off when not needed, either manually or through automatic sensors.

Given the significant electricity demands associated with the development of AI systems, we prioritize efficient, low-carbon infrastructure. We exclusively lease data center from providers certified for energy efficiency and renewable energy usage. Our core data centers achieved an average PUE of 1.19, additionally, clean electricity accounted for 64% of total consumption. This enables us to run AI systems and models with reduced environmental impact, in 2023, 2024 and 2025, our cost for green data center was RMB2.3 million, RMB2.2 million, RMB5.8 million and RMB4.3 million, respectively.

Waste Management

We implement strict waste segregation practices. Clear and prominently labelled recycling bins (e.g. for recyclables and other waste) are placed in all office and operational areas to ensure proper separation at the source.

Our operations generate waste toner during printing activities. All our printers are under a leasing model and we require our leasing providers to maintain robust environmental management systems and qualifications for handling hazardous waste (e.g. toner). The leasing providers dispatch professional personnel on a regular basis to collect and recycle waste toner and consumables.

Climate Change

Climate change poses unprecedented challenges to global economic and social development and we proactively identify and assess climate-related risks that climate change may have on our business, supply chain and stakeholders, including:

Physical risk

- *Acute Physical Risk.* Our main workplaces are located in urban areas, where the increased frequency of floods, typhoons, storms, and other extreme weather events may result in damage to office facilities and disruption to networks and services. The climate-related acute physical

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risks also stem from extreme heatwaves, droughts, potentially leading to higher energy demands for cooling. These risks not only pose safety threats to our employees but also impact business continuity, which could trigger higher operating costs and asset impairments across our locations.

- **Chronic Physical Risk.** Chronic risks stem from gradual, long-term climate shifts, including rising temperatures and sea levels. Without relief or adequate fluid intake, rising temperatures increase the likelihood of various types of heat-related illness, such as heat cramps, heat exhaustion, and even life-threatening heat stroke, which impacts our business significantly.

Transition Risk

- As policies and requirements for greenhouse gas (GHG) emissions continue to tighten, we may further increase our investment in promoting green procurement, green retrofitting of our office premises, and enhancing energy efficiency, resulting in an increase in our operating costs. Additionally, evolving regulatory frameworks in Hong Kong and mainland China, such as enhanced ESG disclosure mandates and climate risk integration into financial supervision, could expose us to potential fines or penalties for non-compliance with GHG reporting or sustainability standards, impacting our reputation.
- We have implemented a low-carbon operating concept to enhance the measurement of energy and carbon emission metrics and to track regulatory requirements and stakeholder expectations for more sustainable operations and services. We also plan to respond to the progress of government actions to address climate change by continuing to adopt energy efficiency and emission reduction measures to enhance our climate change resilience.

Environmental and Climate-related Metrics and Targets

We pay close attention to energy and resource consumption, GHG emissions and waste disposal in our operations and we actively seek to optimize our business operations to mitigate environmental and climate-related risks. The table below sets forth our energy and resource consumption, GHG emissions and waste disposal for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
Energy and resource consumption			
Electricity consumption (<i>kWh</i>)	353,171.44	502,324.69	334,147.69
Electricity consumption density (<i>kWh per million RMB in revenue</i>)	539.41	532.22	314.05
Water consumption ¹ (<i>m³</i>)	10.21	10.66	42.94
Water consumption density (<i>m³ per employee</i>)	0.033	0.034	0.030
Paper consumption (<i>thousand sheets</i>) . . .	202.55	179.02	214.26
Paper consumption density (<i>thousand sheets per employee</i>)	0.65	0.58	0.15
GHG emissions			
Scope 1 GHG emissions (<i>tonnes of CO₂e</i>)	0	0	0
Scope 2 GHG emissions (<i>tonnes of CO₂e</i>) ²	189.51	269.55	179.30
Scope 3 GHG emissions (<i>tonnes of CO₂e</i>) ³	108.30	143.97	142.56
Total GHG emissions (<i>tonnes of CO₂e</i>) . .	297.81	413.52	321.87

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	Year ended December 31,		
	2023	2024	2025
GHG total emission density (<i>tons of CO₂e per million RMB in revenue</i>)	0.45	0.44	0.30
Waste disposal			
Total hazardous waste Used cartridges (piece)	10	9	10
Total non-hazardous waste (tonnes)	0.88	0.78	0.94

Notes:

1. The increase in total water consumption in 2025 was mainly attributable to the consolidation of Guangzhou Tianxin in September 2025.
2. Scope 2 emissions originate from purchased electricity, and the emission factor comes from the average CO₂ emission factor of the national power grid published in the “Announcement on the Release of 2022 Electricity Carbon Dioxide Emission Factor” by the Ministry of Ecology and Environment of the PRC.
3. Scope 3 emissions are business travel data from air travel, which are calculated with reference to International Civil Aviation Organization (ICAO) data. The Scope 3 emissions also include the emissions from the operation of data center leased by us.

Targets

- **Greenhouse gas emissions target.** Reduce the density of greenhouse gas emissions (tCO₂ e/per million RMB in revenue) by 5% by 2030, with 2023 as the base year. We will actively practice the concept of energy conservation and emission reduction by adopting more energy-efficient equipment and facilities to implement a green and low-carbon office model, so as to achieve this target.

Social Responsibility

We strictly comply with relevant laws and regulations, including the Labor Law of the PRC, the Labor Contract Law of the PRC and the Regulation on the Implementation of the Employment Contract Law of the PRC.

Training and Career Development

We have allocated resources to support career development and training for employees at all levels, while we provide various forms of training aligned with overall business needs and individual development requirements, such as onboarding training for new employees, customised training and leadership training. We also have comprehensive review systems and promotion pathways in place to clarify the career advancement opportunities for our employees.

Equal Opportunity, Diversity, and Anti-Discrimination

We promote fair employment practices, ensuring decisions on hiring, promotion, and compensation are based on merit, skills, and performance equally, regardless of age, race or sex. Anti-discrimination measures are integrated into our employment practices, with training and oversight to prevent violations. We have not received any complaints or penalties related to discrimination during the Track Record Period and as of the Latest Practicable Date.

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Compensation and Benefits

We also offer a comprehensive compensation and benefits package, with competitive salaries, bonuses, maternity leave, and other allowances, on top of social insurance and housing provident fund contributions. We have also established lactation rooms for breastfeeding employees. Our extra benefits encompass meal and communication subsidies, overtime meal and transportation support, group health insurance, and annual physical examinations.

Occupational Health and Safety

Given our business nature, health and safety risks are inherently low. However, we are committed to delivering comprehensive safety solutions that prioritise the well-being of personnel. The air quality testing is conducted before moving into new workplaces. Our safety management rules include:

- learning necessary first aid knowledge, receiving required safety education and training, enhancing accident prevention and emergency handling capabilities, and promptly reporting safety hazards;
- maintaining a safe and hygienic work environment, closing doors and windows upon leaving, turning off power sources, and implementing fire and theft prevention measures;
- familiarising with fire-extinguishing facilities, prohibiting the placement of items or debris in fire passages or fire facility areas, and ensuring unobstructed fire passages and the proper functioning of fire extinguishing facilities;
- cherishing personal health, we do not encourage work exceeding personal capacity at the expense of health, and employees feeling overwhelmed should communicate with superiors for solutions; and
- evacuating to safe areas promptly during severe weather in work hours.

We comply with the applicable national and local health and safety laws and regulations in all material respects during the Track Record Period and up to the Latest Practicable Date.

Supply Chain Management

We are fully aware of the importance of supply chain management to our long-term development. As such, we actively establish and optimize our supply chain management system to enhance procurement efficiency and quality, effectively reduce procurement costs, and ensure smooth procurement processes.

In terms of supplier selection, we insist on stringent screening to ensure that suppliers possess legal business qualifications, good business reputation and stable product quality, and give priority to suppliers with green product or service certifications. We incorporate environmental compliance as a key evaluation criterion for supplier registration and entry. New suppliers must provide relevant information on their environmental management systems, such as environmental management system certifications.

LEGAL PROCEEDINGS AND COMPLIANCE

During the Track Record Period and up to the Latest Practicable Date, we had not been involved in any actual or pending legal, arbitration or administrative proceedings (including any bankruptcy or receivership proceedings) that we believe would have a material adverse effect on our business, results of operations, financial condition or reputation and compliance.

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According to our PRC Legal Advisor, we had not been and were not involved in any material non-compliance incidents that have led to fines, enforcement actions or other penalties that could, individually or in the aggregate, have a material adverse effect on our business, financial condition and results of operations during the Track Record Period and up to the Latest Practicable Date. In addition, according to our PRC Legal Advisors, during the Track Record Period and up to the Latest Practicable Date, we have complied with relevant regulations promulgated by the NFRA in all material aspects. According to our PRC Data Compliance Advisor, as our solutions and AI agents involve generative AI services, we are subject to certain regulations regarding AI services, and we are in the process of completing certain filings in accordance with relevant regulations. See “Regulations—Regulations on Artificial Intelligent Services” for details.

During the Track Record Period and up to the Latest Practicable Date, we had not been subject to any material complaints or liability claims brought against us by any of our customers.

INSURANCE

We consider our insurance coverage to be adequate as we have in place all the mandatory insurance policies required by PRC laws and regulations and in accordance with the commercial practices in our industry. In line with general market practice, we do not maintain any business interruption insurance or product liability insurance, which are not mandatory under PRC laws. We do not maintain key man life insurance, insurance policies covering damages to our network infrastructures or information technology systems or any insurance policies for our properties. See “Risk Factors—Risks Related to Our Business and Industry—Our insurance coverage may not be sufficient to cover all losses or potential claims by our customers which would affect our business, results of operations, financial condition and prospects.”

PROPERTIES

Our corporate headquarters is located in Wuxi, China. As of the Latest Practicable Date, we leased 47 properties in the PRC, with an aggregate gross floor area of 9,222 m². Our leased properties are primarily used as office space.

As of the Latest Practicable Date, 37 out of our 47 leased properties had not been registered and filed with relevant land and real estate administration bureaus in the PRC. As the registration of a lease agreement requires the cooperation between the lessor and lessee and lessors are typically unwilling to undertake the administrative burden due to the low risk of penalty, we were not able to complete the registration of lease agreements mentioned above. We have adopted internal policies requiring that (i) our employees proactively coordinate with lessors to complete registration for all of our lease agreements; (ii) our employees complete the registration of lease agreements when lessors are willing to cooperate in such procedures; and (iii) all future lease agreements include contractual provisions requiring lessors to cooperate with us in completing the lease registration process and providing for monitoring and enforcement of such registration obligations. As advised by our PRC Legal Advisor, the validity of the lease agreements are not affected by the failure to register or file the lease agreements with the relevant government authorities. According to the relevant PRC regulations, we may be ordered by the relevant government authorities to register the relevant lease agreements within a prescribed period, failing which we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each unregistered lease. The aggregate amount of maximum fine will be RMB370,000, which our Directors believe will not have a material adverse impact on our business, financial condition and results of operations. Based on the foregoing, no provision was made for our failure to register relevant lease agreements. As of the Latest Practicable Date, we have not received any order from the relevant government authorities requiring us to register these lease agreements. For a discussion of relevant risks, see “Risk Factors—Risks Related to Our Business and Industry—The lease agreements of our leased properties have not been registered with the relevant PRC government authorities as required by PRC law, which may expose us to potential fines.”

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As of December 31, 2025, each of our property interests had a carrying amount less than 15% of our consolidated total assets. Therefore, according to Chapter 5 of the Listing Rules and section 6(2) of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong), this document is exempted from compliance with the requirements of section 342(1)(b) of the Companies (Winding Up and Miscellaneous Provisions) Ordinance in relation to paragraph 34(2) of the Third Schedule to the Companies (Winding Up and Miscellaneous Provisions) Ordinance, which require a valuation report with respect to all our interests in land or buildings.

INTERNAL CONTROL AND RISK MANAGEMENT

We are committed to developing and maintaining robust risk management and internal control systems tailored to our business operations. We continually review the implementation of our risk management and internal control policies and procedures to enhance their effectiveness and sufficiency.

Financial Reporting Risk Management

Our financial reporting risk management involves a comprehensive set of accounting policies. We have established procedures to effectively implement these policies and our financial department regularly reviews management accounts based on these procedures. Additionally, we provide ongoing training to our finance department employees to ensure they are well-versed in and can effectively apply our financial management and accounting policies in our daily operations.

Internal Control Risk Management

To ensure compliance with applicable regulations and internal standards, we have instituted stringent internal procedures. Our compliance team collaborates closely with the finance and business departments to: (a) perform risk assessments and advise risk management strategies; (b) improve business process efficiency and monitor internal control effectiveness; and (c) promote risk awareness throughout our Company. We maintain rigorous internal procedures to secure all necessary licenses, permits and approvals for our operations, with regular reviews by our internal control team to monitor the status and effectiveness of these authorizations. Our compliance team also coordinates with relevant departments to secure the necessary governmental approvals or consents for filings with appropriate authorities.

Human Resources Risk Management

We conduct regular and specialized training tailored to the diverse needs of our departments, ensuring that our staff's skills are current and aligned with our client service objectives. We provide our employees with an employee handbook that outlines internal rules and guidelines on best commercial practices, work ethics, fraud prevention, negligence and corruption. Additionally, we have established a code of business conduct and ethics and an anti-bribery and corruption policy. These guidelines outline the best commercial practices and work ethics, providing clear anti-bribery guidance and measures. We maintain an open internal reporting channel for our staff to report any wrongdoing or misconduct, ensuring that all reported incidents and individuals are investigated, with appropriate actions taken based on the findings.

LICENSES AND PERMITS

During the Track Record Period and up to the Latest Practicable Date, we had obtained all requisite licenses, permits, approvals and certificates from the relevant government authorities that are material for our business operations and we have the up-to-date understanding with the applicable requirements. The following table sets forth details of our material licenses and permits.

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License/Permit	Holder	Issuing Authority	Grant Date	Expiration Date
Insurance Intermediary License	Aibang	Shenzhen Supervision Bureau of National Financial Regulatory Administration	December 23, 2024	September 28, 2027
Registration for Insurance Assessment Services	Yadun	China Insurance Regulatory Commission	November 29, 2017	N/A
Registration for Insurance Assessment Services	Guangzhou Tianxin	Financial Regulatory Administration of Guandong Province	November 30, 2017	N/A

AWARDS AND RECOGNITIONS

The following table sets out a summary of the major awards and recognitions we had received as of the Latest Practicable Date.

Award/Recognition	Award Year	Awarding Institution/Authority
Top 50 AI+ Applications in China 2025 (2025中國AI+應用Top50)	2025	Cailian Press and Science and Technology Innovation Board Daily (財聯社與《科創板日 報》)
2025 Top 50 Fintech (2025領先金融科技50企業) . .	2025	KPMG China (畢馬威中國)
2025 Top 100 InsurTech and Services Companies in China (2025年度保險科技與服務100強)	2025	Inslab (分子實驗室)
2025 Insur Annual InsurStar 30 (2025保觀年度 InsurStar30)	2025	Insur View (保觀)
Pisces Award — 2024 Annual Innovation in Technology Award (雙魚獎 — 2024年度創新科技 獎)	2025	Insur View (保觀)
2025 China Insurance Technology and Service Innovation Competition “Lan Yue Award” (2025 中國保險科技與服務創新大賽“攬月獎”)	2025	Inslab (分子實驗室)
2024 Top 100 InsurTech Companies in China (2024 中國保險科技100強)	2025	Inslab (分子實驗室)
China Taiping Fintech Ecosystem Alliance Technology Innovation Award (中國太平金融科 技生態聯盟科技創新獎)	2024	China Taiping Insurance Holdings (中國太平保險)
Xinzhi Award — 2024 Outstanding Innovative Financial Data Intelligent Risk Control Solution (鑫智獎 — 2024金融數據智能風控創新優秀解決 方案)	2024	Fintech Innovation in China (金科創新社)
Innovators List of the “China InsurTech Ten-Year Top 100 Selection” (“中國保險科技十年百人評 選”創新者榜單)	2024	Insur View (保觀)

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Award/Recognition	Award Year	Awarding Institution/Authority
2023 Insur View — InsurStar Insurance Industry Annual Selection List for Outstanding Products and Services (2023年保觀 — InsurStar優秀產品與服務保險行業年度評選榜單)	2024	Insur View (保觀)
2022 Top 100 InsurTech Companies in China (2022 中國保險科技100強)	2023	Inslab (分子實驗室)
2022 Outstanding Health Insurance Technology Enterprise of the Year (2022年度優秀健康險科技企業)	2023	Insur View (保觀)

DIRECTORS AND SENIOR MANAGEMENT

DIRECTORS

Upon Listing, our Board will consist of seven Directors, including two executive Directors, two non-executive Directors and three independent non-executive Directors. The following table provides certain information about our Directors:

Name	Age	Position	Date of joining our Group	Date of appointment as a Director	Roles and responsibilities
Executive Directors					
Mr. LU Min (盧旻)	51	Executive Director, Chairman of the Board, Chief Executive Officer	July 11, 2019	December 20, 2019	Overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board
Mr. CAI Jianwei (蔡建衛)	48	Executive Director, Co-Chief Executive Officer	June 9, 2020	February 2, 2024	Overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board
Non-executive Directors					
Ms. YANG Nan (楊楠)	38	Non-executive Director	March 4, 2019	March 4, 2019	Responsible for providing strategic advice on the overall development of our Group
Mr. OU, Jin Yi Hugo (歐晉羿)	33	Non-executive Director	March 13, 2024	March 13, 2024	Responsible for providing strategic advice on the overall development of our Group
Independent non-executive Directors					
Mr. ZHOU Zheng (周正)	40	Independent non-executive Director	Listing Date ⁽¹⁾	Listing Date ⁽¹⁾	Supervising and offering independent judgment to the Board
Ms. XU Lili (徐黎黎)	44	Independent non-executive Director	Listing Date ⁽¹⁾	Listing Date ⁽¹⁾	Supervising and offering independent judgment to the Board
Mr. XU Xian (許閒)	46	Independent non-executive Director	Listing Date ⁽¹⁾	Listing Date ⁽¹⁾	Supervising and offering independent judgment to the Board

Notes:

- (1) The appointment of our independent non-executive Directors will take effect from the Listing Date.
- (2) Mr. Zhai Jia (翟佳) and Mr. Wang Jiadong (王佳棟) were our Directors as of the Latest Practicable Date but have tendered their respective resignations from the position as a Director with effect from the date of the Listing, which were mainly due to commercial reasons.

Mr. Zhai Jia, aged 43, started to serve as our Director in July 2019. He worked at HongShan from May 2014 to June 2025. Since July 2025, Mr. Zhai Jia serves as a consultant to HongShan.

Mr. Zhai Jia obtained his bachelor’s degree in computer science and technology from Beijing University of Posts and Telecommunications (北京郵電大學) in the PRC in July 2004 and his master’s degree in business administration from University of Southern California in the United States in August 2012.

DIRECTORS AND SENIOR MANAGEMENT

Mr. Wang Jiadong, aged 34, has been serving as our Director since March 2025. He has also been serving as a director of Beijing Wanjie Medical Device Corporation Limited (北京萬潔天元醫療器械股份有限公司) since September 2021, an executive director of Jiaxing Yilue Investment Management Co., Ltd. (嘉興溢略投資管理有限公司) and an executive director of Suzhou Guangzheng Yilian Investment Co., Ltd. (蘇州光證溢聯投資有限公司), both from June 2018, an executive director of Suzhou Lianghong Investment Co., Ltd. (蘇州良鴻投資有限公司) since September 2017 and the legal representative of Shanghai Yilian Investment Management Co., Ltd. (上海溢聯投資管理有限公司) from November 2014 to June 2016, and then since May 2017, and its executive director since February 2017. Earlier in his career, he worked as the marketing director at Shanghai Mingsheng Investment Co., Ltd. (上海名盛投資有限公司) from September 2015 to April 2016, and a marketing manager at Shanghai Elite Strategy Petrochemical Co., Ltd. (上海溢略石油化工有限公司) from September 2013 to August 2015.

Mr. Wang Jiadong graduated from East China Normal University (華東師範大學) majoring in public relations (online education) in the PRC in January 2023.

Ms. Aieming Amy YEH was a Director as of the Latest Practicable Date but has tendered her resignation from the position as a Director with effect immediately before the date of publication of this document, which was mainly due to commercial reasons.

Each of Mr. Zhai Jia, Mr. Wang Jiadong and Ms. Aieming Amy YEH has confirmed to the Board that he or she has no disagreement with the Board and there are no other matters in relation to his or her resignation that need to be brought to the attention of the Shareholders.

None of our Directors and members of senior management are related to other Directors or members of senior management.

Executive Directors

Mr. LU Min (盧旻), aged 51, is an executive Director, the chairman of the Board and the chief executive officer of our Company. He has also been serving in other companies of the Group, including as the chairman of the board, the legal representative and the chief executive officer of Nova Wuxi since July 2019, as the executive director and legal representative of Nova Shanghai since October 2019, as the director and legal representative of Nova Technology (Chengdu) Co., Ltd. (暖哇科技(成都)有限責任公司) (“**Nova Chengdu**”) since March 2020, as the director and legal representative of Nova (Wuxi) Business Information Consulting Co., Ltd. (暖哇(無錫)商務信息諮詢有限公司) since June 2025 and as a director and the chairman of the board of directors of Guangzhou Baoliandeng Network Technology Co., Ltd. (廣州寶蓮燈網絡科技有限公司) (“**Baoliandeng**”) since September 2025. He is primarily responsible for overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board.

Mr. Lu has over 20 years of experience in the insurtech industry. Prior to joining our Group, Mr. Lu worked as a member of the executive committee and general manager of the insurtech information technology business division at Shanghai Insurance Exchange (上海保險交易所) from March 2017 to July 2019. He worked at Alibaba (China) Network Technology Co. Ltd. (阿里巴巴(中國)網絡技術有限公司) from July 2015 to July 2016, and acted as a vice president of business operation at eBaoTech Network Technologies (Shanghai) Co. Ltd. (易保網絡技術(上海)有限公司), a multinational insurance software provider from July 2000 to June 2015. He worked at Jiangnan University (江南大學) in the PRC from September 1996 to February 2000.

Mr. Lu obtained a bachelor’s degree in computer application from the Shanghai Maritime University (上海海事大學) in the PRC in July 1996.

Mr. CAI Jianwei (蔡建衛), aged 48, is an executive Director and the co-chief executive officer of our Company. He has been serving as a Director since February 2024. He has also been holding several positions at various subsidiaries within the Group, including as a director and the co-chief executive officer of Nova Wuxi since June 2020, as the general manager of Nova Chengdu since October 2020, as a director of NOVA TECHNOLOGY INTERNATIONAL INFORMATION SERVICE PTE. LTD. since August 2025, as a director of Baoliandeng since December 2025 and as a director of Guangzhou Tianxin since September 2025. He is primarily responsible for overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board.

DIRECTORS AND SENIOR MANAGEMENT

With over two decades of experience in insurtech and TMT, Mr. CAI Jianwei has held key positions at several prominent companies. He previously worked and supervised local wallet and platform products at Alipay International (螞蟻金服(杭州)網絡技術有限公司) from December 2016 to June 2020. He worked and oversaw e-commerce at AIA Company Limited (友邦保險有限公司) from June 2015 to December 2016, and has also served as a vice president at eBaoTech Network Technologies (Shanghai) Co. Ltd from September 2002 to May 2015. Earlier in his career, he worked at Shanghai Jijia Creative Network Technology Co., Ltd. (上海極佳創意網絡技術有限公司) from September 2000 to September 2001.

Mr. CAI Jianwei obtained his MBA from Fudan University (復旦大學) in the PRC in September 2010 and a bachelor’s degree in information and control engineering from Shanghai Jiao Tong University (上海交通大學) in the PRC in July 1999.

Non-executive Directors

Ms. YANG Nan (楊楠), aged 38, is a non-executive Director. She has been a Director since March 2019. She has also been serving as a director of Nova International since April 2019. She is primarily responsible for providing strategic advice on the overall development of our Group and has not performed any daily operation or management functions of the Group during her tenure as a Director.

Ms. YANG Nan has been serving as the vice general manager of ZhongAn Online, a company listed on the Main Board of the Stock Exchange (stock code: 6060) since April 2021. Before that, from April 2018 to February 2020, she served as the chief strategy officer of ZhongAn Online. She worked as a vice president in Credit Suisse (Hong Kong) Limited from March 2014 to March 2018, an investment manager in CDH Investments from June 2012 to March 2014.

Ms. YANG Nan obtained her bachelor’s degree in economics from Tsinghua University (清華大學) in the PRC in July 2009.

Mr. OU, Jin Yi Hugo (歐晉羿), aged 33, is a non-executive Director. He has been a Director since March 2024. He has also been serving as a director of Nova International and a director of Nova Wuxi since March 2024. He is primarily responsible for providing strategic advice on the overall development of our Group.

Mr. Ou, Jin Yi Hugo has been serving as a non-executive director of Z Fin Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1168) since January 2016, and a non-executive director of ZhongAn Online since November 2022. Before that, he served as an executive director of ZhongAn Online from November 2017 to November 2022.

Mr. Ou, Jin Yi Hugo obtained his bachelor’s degree in East Asian studies from Princeton University in the US in July 2015.

Independent non-executive Directors

Mr. ZHOU Zheng (周正), aged 40, was appointed as our independent non-executive Director with effect from the Listing Date. He is primarily responsible for supervising and offering independent judgment to the Board.

Mr. ZHOU Zheng has over 11 years in the corporate finance and capital markets industry. He has been serving as the chief strategy officer of Zhongsheng Group Holdings Limited (中升集團控股有限公司), a car company listed on the Stock Exchange of Hong Kong (stock code: 881), since February 2023, primarily responsible for financial and strategic planning and capital markets related matters. He has also been an independent non-executive director of Qiniu Limited (七牛智能科技有限公司), a cloud technology company listed on the Stock Exchange of Hong Kong (stock code: 2567), since September 2024.

DIRECTORS AND SENIOR MANAGEMENT

From May 2021 to January 2023, Mr. ZHOU Zheng served as the chief financial officer of Shenzhen Miniwan Technology Co., Ltd. (Shenzhen Miniwan Technology Co., Ltd.). From November 2017 to April 2021, Mr. ZHOU Zheng served as the chief financial officer of VCREDIT Holdings Limited (維信金科控股有限公司), an online consumer financial services provider listed on the Stock Exchange of Hong Kong (stock code: 2003). Prior to that, he worked at Credit Suisse (Hong Kong) Limited (瑞士信貸(香港)有限公司) as a vice president from May 2016 to November 2017. He was an associate at Goldman Sachs Gao Hua Securities Co., Ltd. (高盛高華證券有限公司) from June 2015 to May 2016. He also served as an associate in Blackstone Advisory Partners L.P. (a subsidiary of Blackstone Group) from March 2011 to May 2015.

Mr. ZHOU Zheng obtained a bachelor's degree in business administration from the Hong Kong University of Science and Technology (香港科技大學) in Hong Kong in June 2008 and a master's degree in business administration from the MIT Sloan School of Management in the US in June 2021.

Ms. XU Lili (徐黎黎), aged 44, was appointed as our independent non-executive Director with effect from the Listing Date. She is primarily responsible for supervising and offering independent judgment to the Board.

Ms. Xu has been serving as (i) an independent non-executive director of PATEO CONNECT Technology (Shanghai) Corporation (博泰車聯網科技(上海)股份有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 2889) since September 2025; (ii) an independent non-executive director of WEILONG Delicious Global Holdings Ltd (衛龍美味全球控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 9985) since April 2021; (iii) an independent non-executive director of MINISO Group Holding Limited (名創優品集團控股有限公司), a company listed on the Main Board of the Stock Exchange (stock code: 9896) since October, 2020; and (iv) the chief financial officer of Cloudr Group Limited (智雲健康科技集團), a company listed on the Main Board of the Stock Exchange (stock code: 9955) since October 2020. From March 2014 to September 2020, she served as the chief financial officer of Tongdao Liepin Group (同道獵聘集團), a company listed on the Main Board of the Stock Exchange (stock code: 6100). Prior to that, Ms. Xu held various positions at General Electric Company, a company listed on the New York Stock Exchange (stock code: GE), including as the chief financial officer of GE Power Generation Service China from January 2005 to March 2014.

Ms. Xu is a public accountant certified by the Board of Accountancy of Washington State of the United States since June 2012. Ms. Xu obtained a bachelor's degree in international business from Nanjing University (南京大學) in the PRC in June 2003 and a master's degree in local economic development from the London School of Economics and Political Science in the UK in November 2004. She also obtained an EMBA degree from Tsinghua University in the PRC in June 2023.

Mr. XU Xian (許閒), aged 46, was appointed as our independent non-executive Director with effect from the Listing Date. He is primarily responsible for supervising and offering independent judgment to the Board.

Mr. XU Xian has been serving as an independent director of Tokio Marine Nichido Fire Insurance (China) Co., Ltd. (東京海上日動火災保險(中國)有限公司) since June 2021, an independent director of AIA Life Insurance Company Limited (友邦人壽保險有限公司) since March 2022, and successively a lecturer and a professor at Fudan University (復旦大學) since August 2010. He also served as an independent director of Qitian Technology Group Co., Ltd. (旗天科技集團股份有限公司), a digital marketing technology service provider listed on the Shenzhen Stock Exchange (stock code: 300061) from May 2020 to February 2021, and an independent director of Donghai Fund Management Co., Ltd. (東海基金管理有限責任公司) from December 2019 to December 2025.

DIRECTORS AND SENIOR MANAGEMENT

Mr. XU Xian obtained a bachelor’s degree in economics from Nanjing Audit University (南京審計大學) in the PRC in June 2002, a master’s degree in economics from the University of Göttingen in Germany in September 2005, a master’s degree in law from the University of Osnabrück in Germany in September 2006, and a doctor’s degree in economics from the Karlsruhe Institute of Technology in Germany in May 2010.

Save as disclosed above, none of our Directors held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years immediately preceding the date of this document. Save as disclosed herein, to the best knowledge, information and belief of the Directors having made all reasonable inquiries, there are no other matters with respect to the appointment of the Directors that need to be brought to the attention of our Shareholders and there is no information relating to our Directors that is required to be disclosed pursuant to Rule 13.51(2)(a) to (v) of the Listing Rules.

SENIOR MANAGEMENT

The senior management of our Company is responsible for the day-to-day management of our business. The following table provides information about members of our senior management:

Name	Age	Position	Date of joining our Group	Date of appointment as a senior management	Roles and responsibilities
Mr. LU Min (盧旻)	51	Executive Director, Chief Executive Officer	July 11, 2019	July 11, 2019	Overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board
Mr. CAI Jianwei (蔡建衛)	48	Executive Director, Co-Chief Executive Officer	June 9, 2020	June 9, 2020	Overseeing the overall management, the formulation of business plans, strategies and major decisions of our Group through the Board
Mr. SHEN Heling (沈鶴齡)	43	Chief Marketing Officer	September 24, 2020	September 24, 2020	Responsible for the building up of nationwide direct selling and channel business system of marketing force platform
Mr. CHEN Hong (陳鴻)	48	Chief Data Officer	September 2, 2024	September 2, 2024	Responsible for the research and development of artificial intelligence products based on deep learning, and the formulation and implementation of our Company’s data strategy
Mr. YANG Jianying (陽健穎)	37	Head of Finance and Operation	August 13, 2020	August 13, 2020	Responsible for the financial strategic planning and financial matters overseeing, legal risk prevention and control system construction, and operation compliance and capital market management of our Group

DIRECTORS AND SENIOR MANAGEMENT

Mr. LU Min (盧旻), is an executive Director and the chief executive officer of our Company. See “— Directors” in this section for his biographical details.

Mr. CAI Jianwei (蔡建衛), is an executive Director and the co-chief Executive Officer of our Company. See “— Directors” in this section for his biographical details.

Mr. SHEN Heling (沈鶴齡), aged 43, is the chief marketing officer of our Company. He has been serving as the manager, the chief marketing officer and supervisor of Nova Wuxi since September 2020. He is also now the legal representative, executive director and manager of Beijing Nova Business Information Consulting Co., Ltd. (北京暖哇商務信息諮詢有限公司). He is primarily responsible for the building up of nationwide direct selling and channel business system of marketing force platform.

Mr. SHEN Heling previously worked at SAP (China) Co., Ltd. (思愛普(中國)有限公司) from August 2015 to September 2020, where he managed insurance digitized transformation, industry marketing, and key account management. He also worked at CSC Technology (Beijing) Co., Ltd. Shanghai Branch (CSC科技(北京)有限公司上海分公司) from June 2014 to August 2015, a senior consultant at Deloitte Consulting (SHANGHAI) Company Limited (德勤管理諮詢(上海)有限公司) from September 2012 to June 2014, and a senior presales consultant at eBaoTech Network Technologies (Shanghai) Co. Ltd. (易保網絡技術(上海)有限公司) from August 2005 to August 2012.

Mr. SHEN Heling obtained his bachelor’s degree in software engineering from East China Normal University (華東師範大學) in the PRC in July 2005.

Mr. CHEN Hong (陳鴻), aged 48, is the chief data officer of our Company. He has been serving as the chief data officer of Nova Wuxi since September 2024 and the legal representative and director of Nova (Shanghai) Information Technology since June 2025. He is primarily responsible for the research and development of artificial intelligence products based on deep learning, and the formulation and implementation of our Company’s data strategy.

Prior to joining our Group, Mr. CHEN Hong previously worked as the senior algorithm expert of financial intelligence algorithms in Ant Wealth (Shanghai) Technology Co., Ltd. (螞蟻財富(上海)科技有限公司) from April 2019 to August 2024. From March 2017 to April 2019, he was the chief scientist of Shanghai Yicheng Information Technology Co., Ltd. (上海逸橙信息科技有限公司). From April 2014 to February 2017, he worked at Meritco Technical Services Co., Ltd. (久遠謙長(北京)技術服務有限公司). He was also an algorithm engineer at Beijing Douban Interactive Technology Co., Ltd. (北京豆瓣互動科技有限公司) from May 2009 to March 2014.

Mr. CHEN Hong obtained his bachelor’s degree in computer software and theory from Peking University in the PRC in July 2000.

Mr. YANG Jianying (陽健穎), aged 37, is the head of finance and operation of our Company. He has been serving as the head of finance, legal, project management office and the head of capital market of Nova Shanghai since August 2020. He also served as a director of Nova Wuxi since February 2025 and a director and the financial manager of Guangzhou Tianxin since September 2025.

Mr. YANG Jianying once worked as a senior investment manager at Yuantai Investment Partners Fund, L.P. (元欽長青基金) from September 2017 to August 2020, focusing on investments in hard technology, TMT and insurance. He also worked as an analyst at L.E.K. Consulting Limited (艾意凱諮詢(上海)有限公司) from September 2015 to August 2017, handling strategic consulting projects in healthcare, consumer and technology sectors.

DIRECTORS AND SENIOR MANAGEMENT

Mr. YANG Jianying obtained a bachelor’s degree in mechanical engineering from Huazhong University of Science and Technology (華中科技大學) in the PRC in July 2010 and a master’s degree in public policy from Lee Kuan Yew School of the National University of Singapore in Singapore in July 2015.

JOINT COMPANY SECRETARIES

Mr. YANG Jianying (陽健穎) is the head of finance and operation of our Company and was appointed as the joint company secretary of our Company on September 15, 2025, with effective date being the Listing Date. See “— Senior Management” above for the biographical details of Mr. YANG Jianying.

Ms. WONG Wai Yee, Ella (黃慧兒) was appointed as a joint company secretary of our Company on September 15, 2025, with effective date being the Listing Date. Ms. Wong is a director of Company Secretarial Services of Vistra Group. Ms. Wong has over 20 years of experience in the corporate secretarial field and has been providing professional corporate services to Hong Kong listed companies as well as multinational, private and offshore companies.

Ms. WONG Wai Yee, Ella is a Chartered Secretary, a Chartered Governance Professional and a fellow of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Ms. WONG Wai Yee, Ella obtained her bachelor’s degree of economics from The University of Hong Kong and a postgraduate diploma in corporate administration from the City University of Hong Kong.

REMUNERATION OF THE DIRECTORS AND SENIOR MANAGEMENT

The aggregate amount of total remuneration (including salaries, allowances, benefits in kind, pension scheme contributions and share-based payment compensation) we paid to our Directors in respect of the financial years ended December 31, 2023, 2024 and 2025 was RMB2.4 million, RMB6.6 million and RMB12.4 million, respectively. Further information on the remuneration of each Director during the Track Record Period is set out in Appendix I to this document.

The five highest paid individuals of our Group for the years ended December 31, 2023, 2024 and 2025 included one, two and two Directors, respectively, whose remuneration is included in the aggregate amount of remuneration (including salaries, allowances, benefits in kind, pension scheme contributions, and share-based payment compensation) as set out above. The aggregate amount of salaries, allowances, benefits in kind, pension scheme contributions, and share-based payment compensation paid for the remaining four, three and three individuals for the years ended December 31, 2023, 2024 and 2025 was approximately RMB7.2 million, RMB5.6 million and RMB6.2 million, respectively.

Under the arrangement currently in force, we estimate the total remuneration (before tax) payable to Directors for the year ending December 31, 2026 will be approximately RMB5.2 million.

During the Track Record Period, no remuneration was paid to our Directors or the five highest paid individuals as an inducement to join, or upon joining, our Group. During the Track Record Period, no compensation was paid to, or receivable by, our Directors, former Directors or the five highest paid individuals for the loss of office as director of any member of our Group or of any other office in connection with the management of the affairs of any member of our Group. None of our Directors waived any emoluments during the Track Record Period.

Save as disclosed above, no other payments have been paid or are payable in respect of the Track Record Period to our Directors by our Group.

DIRECTORS AND SENIOR MANAGEMENT

For the details of the service contracts and appointment letters that we have entered into with our Directors, see the section headed “Statutory and General Information — C. Further Information about our Directors — 1. Directors’ service contracts and appointment letters” in Appendix IV to this document.

CONFIRMATION FROM OUR DIRECTORS

Rule 8.10 of the Listing Rules

As of the Latest Practicable Date, none of our Directors had interests in business, which competes or is likely to compete, either directly or indirectly with our business which would otherwise require disclosure under Rule 8.10(1) of the Listing Rules.

Rule 3.09D of the Listing Rules

Each of our Directors confirms that he or she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules in August 27, 2025, and (ii) understands the requirements under the Exchange Listing Rules that are applicable to him or her as a director of a listed issuer under the Listing Rules and the possible consequences of making a false declaration or giving false information to the Exchange.

Rule 3.13 of the Listing Rules

Each of the proposed independent non-executive Directors has confirmed (i) his/her independence as regards each of the factors referred to in Rule 3.13 of the Listing Rules, (ii) he/she has no past or present financial or other interest in the business of our Company or its subsidiaries or any connection with any core connected person of our Company under the Listing Rules as of the Latest Practicable Date, and (iii) that there are no other factors that may affect his/her independence at the time of his/her appointments.

CORPORATE GOVERNANCE

Board Committees

Audit Committee

We have established an audit committee in compliance with Rule 3.21 of the Listing Rules and the Corporate Governance Code set out in Appendix C1 to the Listing Rules (the “**Corporate Governance Code**”), the primary duties of which are to review and supervise the financial reporting process and internal controls system of the Group, review the financial information of the Group and consider issues relating to the external auditors and their appointment. Our audit committee comprises one non-executive Director, namely Ms. YANG Nan (楊楠), and two independent non-executive Directors, namely Ms. XU Lili (徐黎黎) and Mr. ZHOU Zheng (周正). Ms. XU Lili (徐黎黎), being the chairperson of the committee, has appropriate accounting and related financial management expertise as required under Rules 3.10(2) and 3.21 of the Listing Rules.

Remuneration Committee

We have established a remuneration committee in compliance with Rule 3.25 of the Listing Rules and the Corporate Governance Code, the primary duties of which are to make recommendations to the Board on our Group’s policy and structure for all remuneration of directors’ and senior management and on the establishment of a formal and transparent procedure for development remuneration policy. The committee comprises one non-executive Director, namely Ms. YANG Nan (楊楠) and two independent non-executive Directors, namely Mr. XU Xian (許閒) and Mr. ZHOU Zheng (周正). Mr. XU Xian (許閒) is the chairman of the remuneration committee of our Company.

DIRECTORS AND SENIOR MANAGEMENT

Nomination Committee

We have established a nomination committee in compliance with the Corporate Governance Code, the primary duties of which are to review the structure, size and composition of the Board, assess the independence of the independent non-executive directors, and make recommendations to the Board on the appointment or reappointment of directors and succession planning for directors. The committee comprises one executive Director, namely Mr. LU Min (盧旻), and two independent non-executive Directors, namely Ms. XU Lili (徐黎黎) and Mr. XU Xian (許閒). Mr. LU Min (盧旻) is the chairperson of the committee.

Pre-[REDACTED] Share Incentive Schemes

In order to attract and retain the best available personnel, to provide additional incentives to the employees, directors, consultants engaged by our Company or any of its holding company, subsidiary or affiliates, and persons who made special contributions in certain aspects to our Company and to promote the success of our Company’s business, we adopted the Pre-[REDACTED] Share Incentive Schemes. For further details, see the section headed “Appendix IV — Statutory and General Information — E. Pre-[REDACTED] Share Incentive Schemes” in this document.

Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) in order to enhance the effectiveness of our Board and to maintain high standard of corporate governance. The Board Diversity Policy sets out the criteria in selecting candidates to our Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. We aim to maintain at least 20% female representation in the Board and the current composition of the Board, consisting of two female Directors and five male Directors with a balanced mix of knowledge and skills, satisfies this target gender ratio. We will implement policies to ensure gender diversity when recruiting staff to develop a pipeline of female senior management and potential successors to the Board. We will strive to enhance our female representation and achieve appropriate balance of gender diversity with reference to the stakeholders’ expectation and international and local recommended best practices. Furthermore, we will implement comprehensive programs aimed at identifying and training our female staff who display leadership and potential, with the goal of promoting them to the senior management or the Board. The Board is of the view that our current Board composition satisfies the Board Diversity Policy.

The nomination committee of the Board (the “**Nomination Committee**”) is responsible for reviewing the diversity of the Board. After the Listing, the Nomination Committee will monitor and evaluate the implementation of the Board Diversity Policy from time to time to ensure its continued effectiveness. The Nomination Committee will also include in successive annual reports a summary of the Board Diversity Policy, including any measurable objectives set for implementing the Board Diversity Policy and the progress on achieving these objectives.

COMPLIANCE ADVISOR

We have appointed Somerley Capital Limited as our compliance advisor (the “**Compliance Advisor**”) pursuant to Rule 3A.19 of the Listing Rules. Our Compliance Advisor will provide us with guidance and advice as to compliance with the Listing Rules and applicable Hong Kong laws. Pursuant to Rule 3A.23 of the Listing Rules, our Compliance Advisor will advise our Company in certain circumstances including: (i) before the publication of any regulatory announcement, circular or financial report; (ii) where a transaction, which might be a notifiable or connected transaction, is contemplated, including share issues and share buy-backs; (iii) where we propose to use the proceeds of the [REDACTED] in a manner different from that detailed in this document or where

DIRECTORS AND SENIOR MANAGEMENT

the business activities, developments or results of our Group deviate from any forecast, estimate, or other information in the listing document; and (iv) where the Exchange makes an inquiry of our Company concerning unusual movements in the price or trading volume of its listed securities or any other matters under Rule 13.10 of the Listing Rules.

The term of appointment of our Compliance Advisor shall commence on the Listing Date and is expected to end on the date on which we comply with Rule 13.46 of the Listing Rules in respect of our financial results for the first full financial year commencing after the Listing Date.

CORPORATE GOVERNANCE CODE

The Directors recognize the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group to achieve effective accountability. Our Company intends to comply with all code provisions in the Corporate Governance Code as set out in Appendix C1 to the Listing Rules after Listing except for Code Provision C.2.1 of the Corporate Governance Code, which provides that the roles of chairman of the board and chief executive officer should be separate and should not be performed by the same individual.

The role of the chairman of the Board and chief executive officer of our Company are currently performed by Mr. Lu. In view of Mr. Lu's substantial contribution to our Group since our establishment and his extensive experience, we consider that having Mr. Lu acting as both the chairman of the Board and chief executive officer of our Company will provide strong and consistent leadership to our Group and our business development and prospects that Mr. Lu continues to act as both the chairman of the Board and chief executive officer of our Company after the Listing, and therefore currently do not propose to separate the functions of chairman of the Board and chief executive officer of the Company.

While this would constitute a deviation from Code Provision C.2.1 of the Corporate Governance Code, the Board believes that this structure will not impair the balance of power and authority between the Board and the management of our Company, given that: (i) there are sufficient checks and balances in the Board, as a decision to be made by the Board requires approval by at least a majority of the Directors, and the Board comprises three independent non-executive Directors, which is in compliance with the requirement under the Listing Rules; (ii) Mr. Lu and the other Directors are aware of and undertake to fulfill their fiduciary duties as Directors, which require, *inter alia*, that he/she acts for the benefit and in the best interests of our Company and will make decisions for our Group accordingly; and (iii) the balance of power and authority is ensured by the operations of the Board which comprises experienced and high caliber individuals who meet regularly to discuss issues affecting the operations of our Company. Moreover, the overall strategic and other key business, financial, and operational policies of our Group are made collectively after thorough discussion at both Board and senior management levels. The Board will continue to review the effectiveness of the corporate governance structure of our Group in order to assess whether separation of the roles of chairman of the Board and chief executive officer is necessary.

CONNECTED TRANSACTIONS

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

OUR CONNECTED PERSONS

Our Company has entered into agreements with the following connected persons, the transactions contemplated under such agreements will constitute our continuing connected transactions upon Listing:

Name of our connected persons	Connected relationship
ZhongAn Online	As of the Latest Practicable Date, the Company was held by ZhongAn Online as to 31.65%.
Raipeng Information	As of the Latest Practicable Date, Raipeng Information was the holding company of Suzhou Jinzhiqu Information Technology Co., Ltd (蘇州金智渠信息技術有限公司) and Suzhou Ruixiaoyun Information Technology Co., Ltd (蘇州瑞小雲信息科技有限公司), two substantial shareholders of Jiangsu Daotai.

SUMMARY OF OUR CONTINUING CONNECTED TRANSACTIONS

We entered into the following transactions with the above-mentioned connected persons, namely ZhongAn Online and Raipeng Information, that will constitute continuing connected transactions under Rule 14A.31 of the Listing Rules upon Listing:

Nature of transaction	Counterparty	Applicable Listing Rules	Waiver sought
Non-exempt continuing connected transaction (subject to annual reporting, announcement and annual review requirements)			
ZhongAn Services Provision Framework Agreement	ZhongAn Online	14A.35, 14A.49, 14A.55, 14A.56, 14A.71, 14A.105	Requirement as to announcement
Raipeng Services Procurement Framework Agreement	Raipeng Information	14A.35, 14A.49, 14A.55, 14A.56, 14A.71, 14A.105	Requirement as to announcement
Non-exempt continuing connected transactions (subject to annual reporting, announcement, annual review and independent Shareholders’ approval requirements)			
ZhongAn Services Procurement Framework Agreement	ZhongAn Online	14A.35, 14A.36, 14A.49, 14A.55, 14A.56, 14A.71, 14A.105	Requirement as to announcement and independent Shareholders’ approval

CONNECTED TRANSACTIONS

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

We have entered into the following transactions in the ordinary and usual course of our business, which will, upon Listing, constitute continuing connected transactions of the Company subject to the annual reporting, announcement and independent Shareholders’ approval (as the case may be) requirements under Chapter 14A of the Listing Rules (the “**Non-exempt Continuing Connected Transactions**”).

NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS WITH ZHONGAN ONLINE

1. ZhongAn Services Provision Framework Agreement

Principal terms

On [●], 2026, our Company (for itself and on behalf of its subsidiaries) entered into a services provision framework agreement with ZhongAn Online (for itself and on behalf of its associates) (the “**ZhongAn Services Provision Framework Agreement**”), pursuant to which ZhongAn Online and/or its associates will provide services to us, including but not limited to technical services within the category of tools such as system development, testing, operation and maintenance for both our underwriting solutions and claim solutions, as well as medical-related health management services for our claim solutions.

The initial term of the ZhongAn Services Provision Framework Agreement will commence on the Listing Date and end on December 31, 2028, subject to renewal through mutual consent by the parties and compliance with all applicable laws and regulations including the Listing Rules.

The parties will enter into separate agreements setting out the specific terms and conditions (including the precise scope of services, service fee calculation, payment methods and other details) in respect of the relevant services provision arrangements based on the principles under the ZhongAn Services Provision Framework Agreement.

Reasons for the transaction

- (i) **Specialized Expertise in the Internet Insurance Industry:** ZhongAn Online is a property and casualty insurance company focusing on internet-based insurance products. Its core business primarily covers insurance directly related to online transactions, including corporate and household property insurance, cargo insurance and liability insurance, among others. Through years of operating in the internet insurance industry, ZhongAn Online and its subsidiaries have accumulated substantial experience and professional resources in areas such as underwriting, claims handling, system development and online operations;
- (ii) **Established Collaboration Relationship:** ZhongAn Online and its associates have historically provided a variety of services to us to satisfy our business and operational needs. Through this long-term cooperation, they have developed a comprehensive understanding of our business model, product offerings, operating processes and compliance requirements, and we have established a solid foundation of mutual trust. This enables ZhongAn Online and its associates to provide services that are closely aligned with, and responsive to, our evolving business needs; and
- (iii) **Business Rationale for Our Procurement of Services:** Leveraging its experience in internet insurance and related technology, ZhongAn Online, through its technology subsidiary, provides cost-effective development, testing and operation and maintenance services for insurance systems and tools that support our end-to-end underwriting and claims processes, enabling efficient online policy issuance, risk and claims management and related data processing without the need to maintain equivalent in-house headcount and infrastructure. In

CONNECTED TRANSACTIONS

addition, through its internet hospital subsidiary, ZhongAn Online provides competitively priced medical health management products and services that complement and enhance our own health-related offerings, and we therefore procure such health management services from it to broaden and improve our portfolio of health management products.

Taking into consideration our previous purchasing experience with ZhongAn Online and/or its associates, we believe that ZhongAn Online and/or its associates is capable of fulfilling our demands efficiently and reliably with a stable and high-quality supply of services, and entering into the ZhongAn Services Provision Framework Agreement would minimize disruption to our operation and internal procedures.

Pricing policies

The services fees payable by us to ZhongAn Online and/or its associates under the ZhongAn Services Provision Framework Agreement shall be determined (1) through bidding procedures according to the internal rules and procedures of the Company. The Company will compare the fee rates offered by other Independent Third Parties as well as assessing its business needs and the relevant qualifications/experience of the bidders in providing such services before determining the service fee rates for the transactions under the ZhongAn Services Provision Framework Agreement; and (2) if no tendering and bidding process is required under our internal rules, through arm’s length negotiations between the parties based on the historical fees of such services, the nature of the services, the frequency for purchasing such services from ZhongAn Online and/or its associates and comparable market rates. The pricing terms under the ZhongAn Services Provision Framework Agreement will be no less favorable to our Group than terms of services available to Independent Third Parties (if applicable), and the services fees are in line with market rates and in the best interests of our Company and our Shareholders as a whole.

Historical amounts

The transaction amounts paid by us to ZhongAn Online and/or its associates in respect of the above services for the years ended December 31, 2023, 2024 and 2025 were approximately RMB5.38 million, RMB3.92 million and RMB5.18 million, respectively.

Annual caps and basis of determination

The maximum aggregate annual amounts of the transaction amounts payable by us to ZhongAn Online and/or its associates under the ZhongAn Services Provision Framework Agreement for each of the three years ending December 31, 2028 are not expected to exceed RMB7.70 million, RMB8.47 million and RMB9.32 million, respectively.

The above annual caps were determined based on the following factors:

- (i) the historical transaction amount of the year ending December 31, 2025 under the existing services provision arrangements between the parties;
- (ii) the potential procurement of basic technology services and expert advisory services under the ZhongAn Services Provision Framework Agreement for the year ending December 31, 2026, based on the current negotiations between the Group and ZhongAn Online, with (a) the estimated annual service fee ranging from RMB800,000 to RMB1.00 million and (b) for the potential procurement of expert advisory services for the year ending December 31, 2026, with the estimated annual service fee ranging from RMB1.20 million to RMB1.50 million; and
- (iii) the estimated annual growth in our procurement of relevant services at an annual increase rate of 10% for the two years ending December 31, 2028, taking into account (a) the trend of accelerating technological iteration in the insurtech sector, (b) the Group’s demand of services based on our continued operation and business expansion, and (c) our ongoing cooperation with ZhongAn Online.

CONNECTED TRANSACTIONS

Listing Rules implications

In respect of the transactions as described above under the ZhongAn Services Provision Framework Agreement, the highest applicable percentage ratio (other than profits ratio) is expected to exceed 0.1%, but all applicable percentage ratios are less than 5%, on an annual basis. Such transactions will, upon Listing, constitute continuing connected transactions of the Company subject to the annual reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but will be exempted from the independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

2. ZhongAn Services Procurement Framework Agreement

Principal terms

On [●], 2026, our Company (for itself and on behalf of its subsidiaries) entered into a services procurement framework agreement with ZhongAn Online (for itself and on behalf of its associates) (the “**ZhongAn Services Procurement Framework Agreement**”), pursuant to which ZhongAn Online will procure from us various types of services corresponding to the insurance products designated by ZhongAn Online and/or its associates, including but not limited to: (i) in respect of our underwriting solutions, user operation services, insurance brokerage services, underwriting comprehensive services and customer services; (ii) in respect of our claim solutions, insurance adjustment services, claims comprehensive services and health management services; and (iii) in respect of both our underwriting solutions and claim solutions, insurance risk management services and technical services related to the insurance business, such as system development and testing.

The initial term of the ZhongAn Services Procurement Framework Agreement will commence on the Listing Date and end on December 31, 2028, subject to renewal through mutual consent by the parties and compliance with all applicable laws and regulations including the Listing Rules.

The parties will enter into separate agreements setting out the specific terms and conditions (including the precise scope of services, service fee calculation, payment methods and other details) in respect of the relevant services procurement arrangements based on the principles under the ZhongAn Services Procurement Framework Agreement.

Reasons for the transaction

- (i) ***ZhongAn Online’s Commercial Needs:*** Given the nature of ZhongAn Online’s insurance business, it has a strong commercial need for our services. With its extensive portfolio of internet-based property insurance products, ZhongAn Online needs to handle a large volume of fragmented, small-ticket and scenario-based policies in an efficient, automated and data-driven manner across both underwriting and claims management. Leveraging our strengths in customer acquisition and channel development for underwriting, together with our recognized expertise in risk management and insurance adjustment services for claims, we provide scalable, technology-enabled underwriting and claims solutions, including user operation, insurance risk control, insurance brokerage and comprehensive underwriting and claims support services, that align with ZhongAn Online’s requirements at fair and reasonable prices. Our AI-driven underwriting tools and related technical services help ZhongAn Online improve risk selection and pricing accuracy in its online underwriting process, while our AI-enabled claims solutions, loss assessment capabilities and health management-related services support the ongoing optimization of claims efficiency, user experience and cost control;
- (ii) ***Growth of Our User Base and Revenue:*** In addition, ZhongAn Online has established a substantial user base through its leading position in the internet insurance industry and cooperates with a wide range of third-party service providers across its insurance, technology and online hospital businesses. By cooperating with ZhongAn Online, we can increase our exposure within its ecosystem, reach a broader base of potential users and leverage its online traffic scenarios to further optimize our products and services, thereby expanding our user base and enhancing our business volume and revenue; and

CONNECTED TRANSACTIONS

- (iii) ***Synergies and Mutual Growth:*** Since our core business and ZhongAn Online’s insurance business are inextricably linked in multiple aspects, our businesses are highly complementary and mutually beneficial. Both parties have distinct advantages in different business areas, and our collaboration enables us to fully realize synergies and share development outcomes. We believe that the ZhongAn Services Procurement Framework Agreement can maximize collaborative benefits and support the mutual growth of both our Company and ZhongAn Online, based on commercial terms and pricing determined with reference to market principles.

Pricing policies

The services fees payable by ZhongAn Online and/or its associates to us under the ZhongAn Services Procurement Framework Agreement shall be determined taking into account various commercial factors (including but not limited to the historical profit margins of such services, the nature of the services, market competitiveness and profitability, substitutability of the services in the market, the frequency for providing such services by us, service standards and the commercial potential of such services) and shall be no less favorable to our Group than terms of services available to Independent Third Parties (if applicable), and the services fees are in line with market rates and in the best interests of our Company and our Shareholders as a whole.

Historical amounts

The transaction amounts paid by ZhongAn Online and/or its associates to our Group in respect of the above services for the years ended December 31, 2023, 2024 and 2025 were approximately RMB404.74 million, RMB427.05 million and RMB443.23 million, respectively.

Annual caps and basis of determination

The maximum aggregate annual amounts of the transaction amounts payable by ZhongAn Online and/or its associates to us under the ZhongAn Services Procurement Framework Agreement for each of the three years ending December 31, 2028 are not expected to exceed RMB460 million, RMB465 million and RMB470 million, respectively.

The above annual caps were determined based on the following factors:

- (i) the historical transaction amounts and the steadily increasing historical trend of the three years ended December 31, 2023, 2024 and 2025 under the existing services procurement arrangements between the parties;
- (ii) the expected increase in the parties’ cooperation in relation to the claims-related services for the year ending December 31, 2026, taking into account the potential cooperation in the relevant services under the ZhongAn Services Procurement Framework Agreement for the same year, based on the current negotiations between the Group and ZhongAn Online, with the estimated annual fee ranging from RMB17.00 million to RMB21.00 million, depending on the quantity and requirements of the services; and
- (iii) based on the growth of the total premium volume of ZhongAn Online during the Track Record Period and the expected growth trend of the business demands in both underwriting-related and claims-related services of ZhongAn Online, the expected annual growth of the estimated scale of the relevant services for the two years ending December 31, 2028.

Listing Rules implications

In respect of the transactions as described above under the ZhongAn Services Procurement Framework Agreement, the highest applicable percentage ratio (other than profits ratio) is expected to exceed 5% on an annual basis. Such transactions will, upon Listing, constitute continuing connected transactions of the Company subject to the annual reporting, announcement, annual review and independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

CONNECTED TRANSACTIONS

NON-EXEMPT CONTINUING CONNECTED TRANSACTION WITH RAIPENG INFORMATION

1. Raipeng Services Procurement Framework Agreement

Principal terms

On [●], 2026, our Company (for itself and on behalf of its subsidiaries) entered into a services procurement framework agreement with Raipeng Information (for itself and on behalf of its associates) (the “**Raipeng Services Procurement Framework Agreement**”), pursuant to which we will provide Raipeng Information with information and technology services including but not limited to customer acquisition and channel development services for underwriting, corresponding to the business products designated by Raipeng Information and/or its associates.

The initial term of the Raipeng Services Procurement Framework Agreement will commence on the Listing Date and end on December 31, 2028, subject to renewal through mutual consent by the parties and compliance with all applicable laws and regulations including the Listing Rules.

The parties will enter into separate agreements setting out the specific terms and conditions (including the precise scope of services, service fee calculation, payment methods and other details) in respect of the relevant services procurement arrangement based on the principles under the Raipeng Services Procurement Framework Agreement.

Reasons for the transaction

Raipeng Information and/or its associates are principally engaged in the provision of customer acquisition and channel development services for designated services and products, as commissioned by their business partners in order to promote the sales of such targeted offerings. Leveraging the information technology service platform developed by the Group which consolidates communication line resources of high quality, Raipeng Information can satisfy the requirements of its business partners with effective delivery of marketing and distribution solutions.

During the Track Record Period, in the course of business dealings between the Group and Raipeng Information, Raipeng Information was able to reach a substantial number of potential consumers by leveraging the information technology services provided by Jiangsu Daotai. In addition, Raipeng Information has recently entered into collaborations with certain financial institutions to jointly undertake customer acquisition and channel development initiatives. In view of the increasing demand from consumers for a broader spectrum of financial services, and having duly considered Raipeng Information’s operational requirements in these initiatives, the Group and Raipeng Information agreed to cooperate through Raipeng Information’s procurement of information technology services from us. Through the cooperation, Raipeng Information can leverage the Group’s efficient and reliable information technology services platform, while the Group can enhance the utilization and commercialization of its telecommunication resources, fostering mutual development and business growth for both parties.

Pricing policies

The services fees payable by Raipeng Information and/or its associates to us under the Raipeng Services Procurement Framework Agreement shall be determined taking into account various commercial factors (including but not limited to the historical profit margins of such services, the nature of the services, market competitiveness and profitability, substitutability of the services in the market, the frequency for providing such services, service standards and the commercial potential of such services) and the corresponding transaction details shall be no less favorable to our Group than terms of services available to Independent Third Parties (if applicable), and the services fees are in line with market rates and in the best interests of our Company and our Shareholders as a whole.

CONNECTED TRANSACTIONS

Historical amounts

The transaction amounts paid by Raipeng Information and/or its associates to our Group in respect of the above services for the years ended December 31, 2023, 2024 and 2025 were approximately RMB1.07 million, RMB6.56 million and RMB30.08 million, respectively.

Annual caps and basis of determination

The maximum aggregate annual amounts of the transaction amounts payable by Raipeng Information and/or its associates to us under the Raipeng Services Procurement Framework Agreement for each of the three years ending December 31, 2028 are not expected to exceed RMB35.00 million, RMB38.50 million and RMB42.35 million, respectively.

The above annual caps were determined based on the following factors:

- (i) the historical transaction amount of the year ending December 31, 2025 under the existing services procurement arrangements between the parties;
- (ii) the estimated increase rate of 16% from the year ending December 31, 2025 to the year ending December 31, 2026 in Raipeng Information’s procurement of information and technology services, taking into account that its business remains in a rapid growth phase; and
- (iii) the estimated annual growth rate of 10% in Raipeng Information’s procurement of information and technology services for each of the two years ending December 31, 2028, taking into account the steady and ongoing growth and expansion of Raipeng Information’s business.

Listing Rules implications

In respect of the transactions as described above under the Raipeng Services Procurement Framework Agreement, the highest applicable percentage ratio (other than profits ratio) is expected to exceed 0.1%, but all applicable percentage ratios are less than 5%, on an annual basis. Such transactions will, upon Listing, constitute continuing connected transactions of the Company subject to the annual reporting, announcement and annual review requirements under Chapter 14A of the Listing Rules but will be exempted from the independent Shareholders’ approval requirement under Chapter 14A of the Listing Rules.

WAIVER APPLICATION FOR NON-EXEMPT CONTINUING CONNECTED TRANSACTIONS

In respect of the continuing connected transactions as described above under the ZhongAn Services Provision Framework Agreement and the Raipeng Services Procurement Framework Agreement, the highest applicable percentage ratio calculated for the purpose of Chapter 14A of the Listing Rules for the three years ending December 31, 2028 is expected to be more than 0.1% but less than 5% on an annual basis. Accordingly, the continuing connected transactions under the ZhongAn Services Provision Framework Agreement and the Raipeng Services Procurement Framework Agreement are subject to the annual reporting requirement under Rules 14A.49 and 14A.71 of the Listing Rules, the announcement requirement under Rule 14A.35 of the Listing Rules and the annual review requirement under Rules 14A.55 and 14A.56 of the Listing Rules.

In respect of the continuing connected transactions as described above under the ZhongAn Services Procurement Framework Agreement, the highest applicable percentage ratio for each of the aforementioned framework agreements calculated for the purpose of Chapter 14A of the Listing Rules for the three years ending December 31, 2028 is expected to be more than 5% on an annual basis. Accordingly, the continuing connected transactions under the ZhongAn Services Procurement Framework Agreement are subject to the annual reporting requirement under Rules 14A.49 and 14A.71 of the Listing Rules, the announcement requirement under Rule 14A.35 of the Listing Rules, the annual review requirement under Rules 14A.55 and 14A.56 of the Listing Rules and the independent Shareholders’ approval requirement under Rule 14A.36 of the Listing Rules.

CONNECTED TRANSACTIONS

As the above Non-exempt Continuing Connected Transactions are expected to continue on a recurring and continuing basis and have been fully disclosed in this document, our Directors consider that strict compliance with the aforesaid announcement and independent Shareholders’ approval requirements would be impractical, and such requirements would lead to unnecessary administrative costs and would be unduly burdensome to us. Accordingly, we have applied to the Stock Exchange for, and the Stock Exchange [has granted] us, pursuant to Rule 14A.105 of the Listing Rules, waivers from strict compliance with: (i) the announcement requirement under Rule 14A.35 of the Listing Rules, in respect of continuing connected transactions under the ZhongAn Services Provision Framework Agreement and the Raipeng Services Procurement Framework Agreement; and (ii) the announcement and independent Shareholders’ approval requirements under Rules 14A.35 and 14A.36 of the Listing Rules in respect of continuing connected transactions under the ZhongAn Services Procurement Framework Agreement, provided that the respective aggregate transaction amounts of the Non-exempt Continuing Connected Transactions for each of the three years ending December 31, 2028 of the aforesaid framework agreements will not exceed the relevant annual caps as set out in this section.

Apart from the announcement and independent Shareholders’ approval requirements from which waivers are sought, the Company will comply with the other applicable requirements under Chapter 14A of the Rules. In the event of any future amendments to the Listing Rules imposing more stringent requirements than those applicable as of the Latest Practicable Date on the continuing connected transactions referred to in this document, we will take immediate steps to ensure compliance with such new requirements within reasonable time.

CONFIRMATION FROM OUR DIRECTORS

Our Directors (including our independent non-executive Directors) are of the view that the Non-exempt Continuing Connected Transactions (including their respective annual caps for the three years ending December 31, 2028) have been, and will continue to be, carried out in the ordinary and usual course of business of our Group and are on normal commercial terms, fair and reasonable and in the interest of our Company and Shareholders as a whole.

CONFIRMATION FROM THE JOINT SPONSORS

The Joint Sponsors are of the view that (i) the aforesaid Non-exempt Continuing Connected Transactions, for which waivers have been sought, have been entered into in the ordinary and usual course of the Group’s business on normal commercial terms that are fair and reasonable and in the interest of the Company and the Shareholders as a whole; and (ii) the proposed respective annual caps of the Non-exempt Continuing Connected Transactions are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

INTERNAL CONTROL MEASURES TO SAFEGUARD SHAREHOLDERS’ INTERESTS

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

- we have approved and adopted internal procedures and internal guidelines, which provide that, among others, if the value of any proposed connected transaction is expected to exceed certain thresholds, the relevant staff must report the proposed transactions to the head of the relevant business unit in order for our Company to commence the necessary additional assessment and approval procedures and ensure that we will comply with the applicable requirements under Chapter 14A of the Listing Rules. The Board and other internal departments of our Company will be jointly responsible for evaluating the terms under the framework agreements for our Group’s continuing connected transactions, in particular, the fairness of the pricing policies and annual caps under each agreement;

CONNECTED TRANSACTIONS

- our Company will provide information and supporting documents to the independent non-executive Directors and the auditors in order for them to conduct an annual review of the continuing connected transaction entered into by our Company. In accordance with the requirements under the Listing Rules, the independent non-executive Directors will provide an annual confirmation to the Board as to whether the continuing connected transaction has been entered into in the ordinary and usual course of business of our Group, is on normal commercial terms and is in accordance with the agreement governing it on terms that are fair and reasonable and in the interests of the Shareholders as a whole, and the auditors will provide an annual confirmation to the Board as to whether anything has come to their attention that causes them to believe that the continuing connected transaction has not been approved by the Board, is not in accordance with the pricing policies of our Group in all material respects, is not entered into in accordance with the relevant agreement governing the transactions in all material respects or has exceeded the cap;
- when considering the fees and transaction amounts arising under the connected transactions between our connected persons and us, we will regularly review and consider the prevailing market conditions and practices, and make reference to the pricing and terms between us and Independent Third Parties for comparable services or similar transactions (if available), to make sure that the terms and conditions offered by/to our connected persons based on commercial negotiations are fair and reasonable and are based on normal commercial terms or no less favorable terms to our Group; and
- when considering any renewal or revision to the agreements after Listing, the interested Directors and Shareholders shall abstain from voting on the resolutions to approve such transactions at Board meetings or Shareholders' general meetings (as the case may be). If the independent Directors' or independent Shareholders' approvals cannot be obtained, we will not continue the transactions under the framework agreement(s) to the extent that they constitute non-exempt continuing connected transactions under Rule 14A.35 of the Listing Rules.

RELATIONSHIP WITH OUR LARGEST SHAREHOLDERS

OVERVIEW

As at the Latest Practicable Date, each of Mr. Lu and ZhongAn Online was deemed to be interested in 70,654,598 Shares, representing 31.65% of the equity interest in our Company. None of the other Shareholders hold more than 16.00% of the equity interest in our Company. See “Substantial Shareholders” for further details.

Immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), each of Mr. Lu and ZhongAn Online will be deemed to be interested in [REDACTED]% of the equity interest in our Company. Therefore, Mr. Lu and ZhongAn Online will remain as the Largest Shareholders of our Company upon Listing.

DELINEATION OF BUSINESS

The Group is principally engaged in providing AI-driven solutions with full-stack risk analytics in the insurance industry. Aibang is one of the Company’s wholly-owned subsidiaries as at the date of this submission. The Company, through Aibang, engaged in the business of insurance brokerage.

ZhongAn Online, one of the Largest Shareholders, is an internet-based insurtech company listed on the main board of the Stock Exchange (stock code: 6060). ZhongAn Online Insurance Brokerage Co., Ltd (眾安在綫保險經紀有限公司, “**ZA Insurance Brokerage**”) is one of ZhongAn Online’s wholly-owned subsidiaries as at the date of this submission, which is primarily engaged in insurance brokerage.

Notwithstanding that ZA Insurance Brokerage engages in insurance brokerage, the Company does not believe that any potential competition with ZhongAn Online in this regard is likely to be materially adverse to the Group primarily due to the following reasons:

- (a) **Customer bases:** The Group’s insurance brokerage business primarily operates on a business-to-business (“**B2B**”) model, whereas ZA Insurance Brokerage primarily operates on a business-to-consumer (“**B2C**”) model. The Group’s brokerage services are directed at institutional clients, namely insurance companies, and are embedded within a broader suite of AI-driven risk analytics solutions designed to serve insurers’ operational and underwriting needs. The Group does not market or distribute insurance products directly to individual retail consumers. ZA Insurance Brokerage, by contrast, primarily offers traditional internet insurance brokerage services targeting individual retail consumers, acting as an intermediary between insurers and end-consumers in a conventional B2C distribution capacity;
- (b) **Business Models:** The Group operates a fundamentally different, technology-driven business model. Since its establishment, the Group’s core business has been providing AI-driven risk analytics solutions — specifically underwriting solutions and claims solutions — to assist insurance companies in automating and optimising their underwriting and claims processes. Through these underwriting solutions, the Group is able to screen and provide higher quality customer bases for insurers, thereby enhancing the efficiency and effectiveness of customer acquisition. The Group subsequently expanded its business scope by acquiring Aibang in 2020 to incorporate customer engagement and underwriting risk management, which are complementary to and integrated within its core AI-driven offerings, forming a comprehensive insurtech platform. As such, whilst the Group provides brokerage services, such services represent only one component of a broader, integrated, technology-driven risk management platform, and are materially different in nature, scope, and function from the traditional internet insurance brokerage services offered by ZA Insurance Brokerage;

RELATIONSHIP WITH OUR LARGEST SHAREHOLDERS

- (c) **Industry Practice:** Due to the inherent characteristics of the insurance industry, it is common for an insurance company to work with several insurance brokerage companies simultaneously rather than exclusively partnering with a single insurance brokerage company. This diversified industry practice enables insurance companies to access a wider range of clients and channels;
- (d) **Scale of Business:** The Group’s insurance brokerage business (conducted through Aibang) has accounted for less than 10% of the Group’s total revenue for the year ended December 31, 2025, representing an immaterial portion of the Group’s overall business. The Group does not anticipate that its insurance brokerage business will exceed this threshold in the foreseeable future, as the Group’s strategic focus and primary revenue drivers remain its underwriting and claims solutions. The revenue of insurance brokerage services of ZhongAn Online accounted for approximately 1.5% of ZhongAn Online’s total revenue for the financial year 2025, confirming that even within ZhongAn Online’s broader operations, the brokerage business is a peripheral rather than core activity; and
- (e) **Market Fragmentation:** Given the highly fragmented nature of the insurance brokerage market in China, neither the Group (through Aibang) nor ZhongAn Online (through ZA Insurance Brokerage) holds a significant market share.

INDEPENDENCE FROM LARGEST SHAREHOLDERS

The Directors consider that the Group is capable of carrying on its business independently from each of the Largest Shareholders and their respective close associates after Listing, taking into consideration the factors below.

Management Independence

The business of the Group is managed and conducted by the Board and senior management. Upon Listing, the Board consists of seven Directors, including two executive Directors, two non-executive Directors and three independent non-executive Directors.

Mr. Lu, who is the Largest Shareholder, serves as the chairman of the Board and an executive Director. Ms. YANG Nan (楊楠) and Mr. OU Jin Yi Hugo (歐晉羿) (collectively, the “**Overlapping Directors**”), both being non-executive Director, respectively serve as a vice general manager and non-executive director of ZhongAn Online. Save as disclosed above, none of Directors or members of senior management of the Company holds or will hold positions in any of Largest Shareholders and their respective close associates.

The Directors consider that the Group able to carry on its business independently from each of the Largest Shareholders and their close associates from a management perspective for the following reasons:

- (a) Ms. YANG Nan and Mr. OU Jin Yi Hugo are non-executive Directors of the Company, both of whom will be mainly responsible for providing strategic advice to the Board on the overall management and development of the Group and will not be involved in the day-to-day operation and management of the Company. The day-to-day management and operations of the Company will be dealt with by a team of full-time management members who have been serving the Group for a long time and are familiar with the business of the Group;
- (b) the daily management and operations of the Group are carried out by a senior management team, all of whom have substantial experience in the industry in which the Company is engaged, and will therefore be able to make business decisions that are in the best interests of the Group;

RELATIONSHIP WITH OUR LARGEST SHAREHOLDERS

- (c) each Director is aware of his/her fiduciary duties as a director, which require, among other things, that he/she acts for the benefit and in the interest of the Company and does not allow any conflict between his/her duties as the Director and his/her personal interests. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between the Group and a Director and/or his/her associate, he/she is required to declare the nature of such interest before voting at the relevant Board meetings of the Company in respect of such transactions and the interested Director shall abstain from voting and shall not be counted towards the quorum for the voting;
- (d) the Company has three independent non-executive Directors forming over one-third of the Board, and certain matters of the Company, including connected transactions, must always be referred to the independent non-executive Directors for review and approval as required by the Listing Rules and other applicable laws, rules and regulations; and
- (e) the Company has adopted a series of corporate governance measures to manage conflicts of interest, including conflicts of interest, if any, between the Group and any of the Largest Shareholders or Overlapping Directors which would support the Group’s independent management.

Based on the above, the Directors believe that the Board as a whole and together with the senior management of the Group are able to perform the managerial role in the Group independently from each of the Largest Shareholders and their respective close associates after Listing.

Operational Independence

The Group does not rely on the Largest Shareholders and their respective close associates for the Group’s business development, research and development, sales and marketing, financing, logistics, administration, human resources, legal and compliance, internal audit, information technology or company secretarial functions. The Group has its own departments specializing in these respective areas which have been in operation and are expected to continue to operate separately and independently from the Largest Shareholders and their respective close associates. In addition, the Group has its own headcount of employees for the Group’s operations and management for human resources.

The Group has independent access to suppliers and customers and an independent management team to handle its day-to-day operations. The Group also has sufficient capital, facilities, equipment and employees, administrative and corporate governance infrastructure to operate its business independently. The Group is also in possession of all relevant licenses, certificates, facilities and intellectual property rights necessary to carry on and operate its principal businesses and the Group have sufficient operational capacity in terms of capital and employees to operate independently.

The Company has, through its subsidiary, entered into a number of transactions with ZhongAn Online. See “Connected Transactions” in the Application Proof for further details of, and the reasons for entering into, these transactions. Considering that the transactions with ZhongAn Online are negotiated on an arm’s length basis and the Group’s stable and long-standing business relationship with ZhongAn Online historically, the Directors believe that such transactions will not have any impact on the operational independence of the Group.

Based on the above, the Directors believe that the Group is able to operate independently of the Largest Shareholders and their respective close associates.

RELATIONSHIP WITH OUR LARGEST SHAREHOLDERS

Financial Independence

The Group has an independent financial system and make financial decisions according to its own business needs. The Group has internal control and accounting systems and an independent finance department in charge of the its treasury function. The Company maintains bank accounts independently and does not share any bank account with Largest Shareholders. The Group makes tax registration and pays tax independently with its own funds. As such, the Group’s financial functions, such as cash management, financial reporting, accounting management, invoicing and billing, are operated independently of Largest Shareholders and their respective close associates. The Company does not expect to rely on the Largest Shareholders or their respective close associates for financing after Listing as the Company expects that its working capital will be funded by the cash, cash equivalent on hand as well as the net proceeds from the [REDACTED].

In addition, the Group is capable of obtaining financing from independent third parties, without relying on any guarantee or security provided by Largest Shareholders or their respective close associates. As of the Latest Practicable Date, Mr. Lu provided the Group with the guarantee for a bank loan credit facility of RMB10 million, which will be settled prior to the Listing. Save for the loan mentioned above, there is no subsisting loans, guarantees or pledges provided by any of Largest Shareholders and/or their respective close associates to the Group. During the Track Record Period and as of the Latest Practicable Date, the Company had also received a series of Pre-[REDACTED] Investments from third party investors independently. See “History, Development and Corporate Structure” in the Application Proof for details of the Pre-[REDACTED] Investments.

Based on the above, Directors believe that the Group is capable of carrying on its business independently of, and do not place undue reliance on the Largest Shareholders or their respective close associates after Listing.

CORPORATE GOVERNANCE MEASURES

Our Directors recognize the importance of sound corporate governance in protection of our Shareholders’ interests. Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules, which sets out principles of good corporate governance, upon Listing.

In order to further avoid potential conflicts of interest, we have implemented or will implement the following measures to strengthen the protection of our Shareholders’ interests:

- (a) as part of our preparation for the [REDACTED], we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provide that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her close associates have a material interest;
- (b) our Company has established internal control mechanisms to identify connected transactions. Upon Listing, if our Company enters into any connected transaction with any of our Largest Shareholders or their respective associates, our Company will comply with the applicable requirements under the Listing Rules;
- (c) we are committed that our Board shall include a balanced composition of executive Directors and independent non-executive Directors. We appointed three independent non-executive Directors as of the Latest Practicable Date, and believe our independent non-executive Directors (i) possess sufficient experience; (ii) are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment; and (iii) will be able to provide impartial and independent opinion to protect the interests of our Shareholders as a whole. In the event that our

RELATIONSHIP WITH OUR LARGEST SHAREHOLDERS

independent non-executive Directors are requested to consider or review any conflict of interest circumstances involving our Largest Shareholders, the independent non-executive Directors will be provided with all necessary information for consideration and will be allowed to seek advice from independent professionals (such as financial advisors or legal advisors) at the expense of our Company;

- (d) we have appointed Somerley Capital Limited as our Compliance Advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws in Hong Kong and the Listing Rules, including various requirements relating to directors' duties and corporate governance, upon Listing; and
- (e) as required by the Listing Rules, if there exists any continuing connected transaction with the Largest Shareholders, our independent non-executive Directors shall review any such continuing connected transaction annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole.

SUBSTANTIAL SHAREHOLDERS

SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, immediately following the completion of the [REDACTED] (assuming the [REDACTED] is not exercised), the following persons are expected to have an interest and/or short positions in the Shares or underlying Shares of our Company which would fall to be disclosed to us pursuant to the provisions of Divisions 2 and 3 of Part XV of the SFO, or, who are, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in all circumstances at general meetings of our Company:

Name of Shareholder	Nature of Interest	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] ⁽¹⁾	
		Number of Shares ⁽²⁾	Approximate percentage of shareholding in our Company	Number of Shares ⁽²⁾	Approximate percentage of shareholding in our Company
Mr. Lu.	Founder of a discretionary trust, interest in controlled corporation and administrator	70,654,598	31.65%	[REDACTED]	[[REDACTED] %]
ZhongAn Online	Interest in controlled corporation ⁽⁵⁾	70,654,598	31.65%	[REDACTED]	[[REDACTED] %]
ZA Technology	Beneficial owner ⁽⁵⁾	64,186,598	28.75%	[REDACTED]	[[REDACTED] %]
ZhongAn Information Technology	Interest in controlled corporation ⁽⁵⁾	64,186,598	28.75%	[REDACTED]	[[REDACTED] %]
HSG	Beneficial owner ⁽⁶⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
HongShan Capital Venture Fund VII, L.P.	Interest in controlled corporation ⁽⁶⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
HSG Venture VII Management, L.P.	Interest in controlled corporation ⁽⁶⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
HSG Holding Limited	Interest in controlled corporation ⁽⁶⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
SNP China Enterprises Limited	Interest in controlled corporation ⁽⁶⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
Mr. Neil Nanpeng Shen (沈南鹏)	Interest in controlled corporation ⁽⁵⁾	35,497,000	15.90%	[REDACTED]	[[REDACTED] %]
Nova Flower Ltd.	Beneficial owner ⁽³⁾	30,800,000	13.80%	[REDACTED]	[[REDACTED] %]
Nova Peak Ltd.	Interest in controlled corporation ⁽³⁾	30,800,000	13.80%	[REDACTED]	[[REDACTED] %]
Nova Peak Trust	Interest in controlled corporation ⁽³⁾	30,800,000	13.80%	[REDACTED]	[[REDACTED] %]
Nova Seed Limited	Beneficial owner ⁽³⁾	22,546,598	10.10%	[REDACTED]	[[REDACTED] %]

SUBSTANTIAL SHAREHOLDERS

Name of Shareholder	Nature of Interest	As of the Latest Practicable Date		Immediately following the completion of the [REDACTED] ⁽¹⁾	
		Number of Shares ⁽²⁾	Approximate percentage of shareholding in our Company	Number of Shares ⁽²⁾	Approximate percentage of shareholding in our Company
Nova Seed Trust	Interest in controlled corporation ⁽³⁾	22,546,598	10.10%	[REDACTED]	[[REDACTED] %]

Notes:

- (1) The calculation is based on the total number of [REDACTED] Shares in issue immediately following the completion of the [REDACTED].
- (2) All interests stated are long positions, and upon the Listing and the completion of the [REDACTED], all the Preferred Shares will be automatically converted into Ordinary Shares.
- (3) As of the Latest Practicable Date:

Mr. Lu was deemed to be interested in 70,654,598 Shares comprising: (i) the 30,800,000 Shares held by Nova Flower Ltd., which was wholly owned by Nova Peak Ltd., which was in turn wholly owned by Nova Peak Trust, a discretionary trust established by Mr. Lu as the settlor. Therefore, under the SFO, each of Mr. Lu, Nova Peak Trust and Nova Peak Ltd. was deemed to be interested in the Shares held by Nova Flower Ltd.; (ii) the 22,546,598 Shares held by Nova Seed Limited, which was wholly owned by Nova Seed Trust. GIL Trust Limited (“GIL”) is the trustee of Nova Seed Limited, which was established by our Company. According to the trust deed, notwithstanding that Nova Seed Limited is the legal registered holder of the Shares, the GIL shall procure Nova Seed Limited to abstain from exercising the voting rights attached to such Shares unless as otherwise directed by the administrative committee (comprising Mr. Lu, “Administrative Committee”) through the authorized representative namely Mr. Lu. Therefore, under the SFO, each of Nova Seed Trust and Mr. Lu was deemed to be interested in the Shares held by Nova Seed Limited; (iii) the 6,468,000 Shares (“Common Control Shares”) held by ZA Technology. Pursuant to a deed of voting right arrangement dated February 2, 2024 executed by ZA Technology and Mr. Lu, ZA Technology shall exercise the voting rights attached to the Common Control Shares in accordance with the instructions of Mr. Lu and itself and shall exercise the voting rights to the extent that their instructions are not inconsistent with each other. Therefore, under the SFO, Mr. Lu was deemed to be interested in the Common Control Shares; (iv) the 5,420,000 Shares held by LongHao Ltd., which was wholly owned by ManLian Limited, which was in turn wholly owned by Mr. Lu. Therefore, under the SFO, Mr. Lu was deemed to be interested in the Shares held by LongHao Ltd.; and (v) the 5,420,000 Shares held by Nova Mountain Ltd., which was wholly owned by Nova Tree Ltd., which was in turn wholly owned by Nova Tree Trust, a discretionary established by Mr. Lu as the settlor. Therefore, under the SFO, each of Mr. Lu and Nova Tree Ltd. was deemed to be interested in the Shares held by Nova Mountain Ltd.

- (4) ZhongAn Online was deemed to be interested in 70,654,598 Shares comprising: (i) the 64,186,598 Shares held by ZA Technology, which was wholly owned by ZhongAn Information and Technology Services Co., Ltd., which was in turn wholly owned by ZhongAn Online. Therefore, under the SFO, each of ZhongAn Online and ZhongAn Information and Technology Services Co., Ltd. was deemed to be interested in the Shares held by ZA Technology; and (ii) the 6,468,000 Shares directly held by Absolute Capital, which was wholly owned by Shanghai Delian, which was in turn held by its general partner Guangzhou Detong and its limited partner Shanghai Dexu as to 0.01% and 99.99%, respectively. Shanghai Dexu was held by its general partner Guangzhou Detong and ZhongAn Online P&C Insurance Co., Ltd. as to 1.00% and 99.00%. Therefore, under the SFO, ZhongAn Online was deemed to be interested in the Shares held by ZA Technology.
- (5) Mr. SHEN Nanpeng was deemed to be interested in the 35,497,000 Shares held by HSG Venture VII Holdco, Ltd., which was wholly owned by HongShan Capital Venture Fund VII, L.P., whose general partner was HSG Venture VII Management, L.P., the general partner of which was HSG Holding Limited, which was wholly owned by SNP China Enterprises Limited and in turn wholly owned by Mr. SHEN Nanpeng. Therefore, under the SFO, each of Mr. SHEN Nanpeng, HongShan Capital Venture Fund VII, L.P., HSG Venture VII Management, L.P., HSG Holding Limited and SNP China Enterprises Limited was also deemed to be interested in the Shares directly held by HSG Venture VII Holdco, Ltd.

Save as disclosed above, our Directors are not aware of any person who will, immediately prior to and following the completion of the [REDACTED], have interests or short positions in any Shares or underlying Shares, which would fall to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or be, directly or indirectly, interested in 10% or more of the nominal value of any class of our share capital carrying rights to vote in the circumstances at general meetings of our Company. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

SHARE CAPITAL

AUTHORIZED AND ISSUED SHARE CAPITAL

The following is a description of the authorized and issued share capital of our Company as of the date of this Document and immediately following the completion of the [REDACTED]

(1) Authorized Share Capital

Number of Shares	Description of Shares	Aggregate nominal value of Shares (US\$)
389,350,907	Ordinary Shares of par value US\$0.0001 each	38,935.0907
44,000,000	Series Angel Preferred Shares of par value US\$0.0001 each	4,400
30,800,000	Series A Preferred Shares of par value US\$0.0001 each	3,080
26,796,000	Series A+ Preferred Shares of par value US\$0.0001 each	2,679.6
9,053,093	Series B Preferred Shares of par value US\$0.0001 each	905.3093
<u>500,000,000</u>	<u>Total</u>	<u>50,000.00</u>

(2) Issued and outstanding as of the Latest Practicable Date

Number of Shares	Description of Shares	Aggregate nominal value of Shares	Approximate percentage of the issued share Capital (US\$)
112,586,598	Ordinary Shares of par value US\$0.0001 each	11,258.6598	50.43%
44,000,000	Series Angel Preferred Shares of par value US\$0.0001 each	4,400	19.71%
30,800,000	Series A Preferred Shares of par value US\$0.0001 each	3,080	13.80%
26,796,000	Series A+ Preferred Shares of par value US\$0.0001 each	2,679.6	12.00%
9,053,093	Series B Preferred Shares of par value US\$0.0001 each	905.3093	4.06%
<u>223,235,691</u>	<u>Total</u>	<u>22,323.5691</u>	<u>100%</u>

(3) Issued and outstanding immediately prior to the [REDACTED]

Number of Shares	Description of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of the issued share Capital
112,586,598	Ordinary Shares of par value US\$0.0001 each	11,258.6598	50.43%
44,000,000	Series Angel Preferred Shares of par value US\$0.0001 each	4,400	19.71%
30,800,000	Series A Preferred Shares of par value US\$0.0001 each	3,080	13.80%

SHARE CAPITAL

Number of Shares	Description of Shares	Aggregate nominal value of Shares (US\$)	Approximate percentage of the issued share Capital
26,796,000	Series A+ Preferred Shares of par value US\$0.0001 each	2,679.6	12.00%
9,053,093	Series B Preferred Shares of par value US\$0.0001 each	905.3093	4.06%
<u>223,235,691</u>	Total	<u>22,323.5691</u>	<u>100%</u>

Issued and outstanding following the completion of the [REDACTED]

The issued share capital of our Company immediately following the completion of the [REDACTED] (assuming that each Preferred Share will automatically convert into one ordinary share of US\$0.0001 each upon the [REDACTED] becoming unconditional and the [REDACTED] is not exercised) will be as follows:

Number of Shares	Description of Shares	Approximate aggregate nominal value of shares (US\$)
<i>Authorized Share Capital:</i>		
<u>500,000,000</u>	Ordinary Shares of par value US\$0.0001 each	<u>50,000</u>
<i>Issued Share Capital:</i>		
<u>223,235,691</u>	Ordinary Shares of par value US\$0.0001 each	<u>22,323.5691</u>
<i>Shares to be issued under the [REDACTED]</i>		
<u>[REDACTED]</u>	Ordinary Shares of par value US\$0.0001 each	<u>[REDACTED]</u>
<i>Total issued Shares immediately after completion of the [REDACTED]:</i>		
<u>[REDACTED]</u>	Ordinary Shares of par value US\$0.0001 each	<u>[REDACTED]</u>

The issued share capital of our Company immediately following the completion of the [REDACTED] (assuming that each Preferred Share will automatically convert into one ordinary share of US\$0.0001 each upon the [REDACTED] becoming unconditional and the [REDACTED] is exercised in full) will be as follows:

Number of Shares	Description of Shares	Approximate aggregate nominal value of shares (US\$)
<i>Authorized Share Capital:</i>		
<u>500,000,000</u>	Ordinary Shares of par value US\$0.0001 each	<u>50,000</u>
<i>Issued Share Capital:</i>		
<u>223,235,691</u>	Ordinary Shares of par value US\$0.0001 each	<u>22,323.5691</u>
<i>Shares to be issued under the [REDACTED]</i>		
<u>[REDACTED]</u>	Ordinary Shares of par value US\$0.0001 each	<u>[REDACTED]</u>
<i>Total issued Shares immediately after completion of the [REDACTED]:</i>		
<u>[REDACTED]</u>	Ordinary Shares of par value US\$0.0001 each	<u>[REDACTED]</u>

SHARE CAPITAL

ASSUMPTIONS

The above tables assume that the [REDACTED] becomes unconditional and the Shares are issued pursuant to the [REDACTED]. The above tables also do not take into account any Shares which may be issued or brought back by us under the general mandates granted to our Directors as referred to below.

RANKING

The [REDACTED] will rank pari passu in all respects with all Shares in issue or to be issued as mentioned in this document, and will qualify and rank equally for all dividends or other distributions declared, made or paid on the Shares on a [REDACTED] which falls after the date of this document.

CIRCUMSTANCES WHERE GENERAL MEETINGS ARE REQUIRED

Our Company has only one class of Shares, namely ordinary shares, and each ranks pari passu with the other Shares.

Pursuant to the Cayman Companies Act and the terms of the Memorandum of Association and Articles of Association, our Company may from time to time by ordinary resolution of shareholders (i) increase its capital; (ii) consolidate and divide its capital into shares of larger amount; (iii) divide its shares into several classes; (iv) subdivide its shares into shares of smaller amount; and (v) cancel any shares which have not been taken. In addition, our Company may subject to the provisions of the Cayman Companies Act reduce its share capital or capital redemption reserve by its shareholders passing a special resolution. See the section headed “Summary of the Constitution of the Company and Cayman Islands Company Law — Summary of the Constitution of the Company — 2 Articles of Association — 2.4 Alteration of capital” for further details.

GENERAL MANDATE TO ISSUE SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general unconditional mandate to allot, issue and deal with Shares with an aggregate nominal value of not more than the sum of:

- (i) 20% of the aggregate nominal value of the share capital of our Company in issue immediately following the completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the [REDACTED]); and
- (ii) the aggregate nominal value of share capital of our Company brought back by our Company (if any) under the authority referred to in the paragraph headed “— General Mandate to Buy Back Shares” in this section.

The general mandate to issue Shares will remain in effect until the earliest of:

- (i) the conclusion of our Company’s next annual general meeting unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of period within which our Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) the time when the mandate is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

SHARE CAPITAL

Further details of this general mandate are set out in the section headed “Appendix IV — Statutory and General Information — A. Further Information about our Group — 4. Written resolutions of the shareholders of our Company passed on [●]” in this document.

GENERAL MANDATE TO BUY BACK SHARES

Subject to the [REDACTED] becoming unconditional, our Directors have been granted a general mandate to exercise all the powers of our Company to buy back shares with a total nominal value of not more than 10% of the aggregate nominal amount of the share capital of our Company in issue or to be issued immediately following the completion of the [REDACTED] (excluding any Shares which may be issued pursuant to the exercise of the [REDACTED]).

This buy-back mandate only relates to purchases made on the Stock Exchange, or any other approved stock exchange(s) on which the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are made in accordance with all applicable laws and/or requirements under the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Appendix IV — Statutory and General Information — A. Further Information about our Group — 5. Buy-back of our Shares” in this document.

The general mandate to buy back Shares will remain in effect until the earliest of:

- (i) the conclusion of our Company’s next annual general meeting unless otherwise renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; or
- (ii) the expiration of period within which our Company is required by any applicable laws or the Articles of Association to hold its next annual general meeting; or
- (iii) the time when the mandate is varied or revoked by an ordinary resolution of our Shareholders in a general meeting.

Further details of this Share buy-back mandate are set out in the section headed “Appendix IV — Statutory and General Information — A. Further Information about our Group — 5. Buy-back of our Shares” in this document.

Pre-[REDACTED] Share Incentive Schemes

In order to attract and retain the best available personnel, to provide additional incentives to the employees, directors, consultants engaged by our Company or any of its holding company, subsidiary or affiliates, and persons who made special contributions in certain aspects to our Company and to promote the success of our Company’s business, we adopted the Pre-[REDACTED] Share Incentive Schemes. For further details, see the section headed “Appendix IV — Statutory and General Information — E. Pre-[REDACTED] Share Incentive Schemes” in this document.

FINANCIAL INFORMATION

You should read the following discussion and analysis in conjunction with our consolidated financial statements and the accompanying notes included in the Accountants’ Report set forth in Appendix I to this document. Our consolidated financial statements have been prepared in accordance with IFRS, which may differ in material aspects from generally accepted accounting principles in other jurisdictions. You should read the entire Accountants’ Report and not merely rely on the information contained in this section.

The following discussion and analysis contain forward-looking statements that reflect the current views with respect to future events and financial performance. These statements are based on assumptions and analyses made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors that we believe are appropriate under the circumstances. However, whether the actual outcome and developments will meet our expectations and predictions depends on a number of risks and uncertainties over which we do not have control. In evaluating our business, you should carefully consider all of the information provided in this document, including the sections headed “Forward-Looking Statements,” “Risk Factors” and “Business” in this document.

Unless the context otherwise requires, financial information described in this section is described on a consolidated basis.

You should note that the acquisition of Jiangsu Daotai was completed in October, 2023. As a result, the consolidated financial statements of our Group for the periods ended December 31, 2023, 2024 and 2025 include the financial information of Jiangsu Daotai for the period from October 31, 2023 to December 31, 2025. Please refer to the section headed “—Acquisition of Jiangsu Daotai” in this document for more information. To follow applicable regulations and disclosure requirements and for the purpose of presenting necessary key data to assess the financial impacts of the acquisition of Jiangsu Daotai, this document includes the audited pre-acquisition financial information of Jiangsu Daotai for the ten months ended October 31, 2023 (see the section headed Section III of the Accountants’ Report included in Appendix I to this document) and the discussion and analysis on the pre-acquisition financial information of Jiangsu Daotai for the ten months ended October 31, 2023 in this section.

OVERVIEW

We are an independent AI-driven technology company in the insurance industry, which processed the largest number of insurance cases in China in 2024, according to the Frost & Sullivan Report, with full-stack risk analytics capabilities, enhancing underwriting capabilities and improving claims efficiency of insurance companies.

The insurance transaction lifecycle typically comprises four key stages, namely product design, underwriting, claim management and policy servicing. As an AI-driven technology company in the insurance industry with full-stack risk analytics capabilities, we are dedicated to offering AI-driven technologies to facilitate the entire operational lifecycle of insurance companies with a specific focus on two key segments — the underwriting process and the claim management process. Using risk analytics technologies, our solutions enable faster and more accurate assessments, enhance operational efficiency and streamline the decision-making process. Our solutions are accessible via modular packages hosted on our cloud-based infrastructure that can be easily integrated with our clients through an application programming interface, or API layer.

FINANCIAL INFORMATION

As of December 31, 2025, our solutions had been cumulatively adopted by 115 insurance companies, including nine of the top ten insurance companies in China in terms of insurance premiums in 2025, according to the Frost & Sullivan Report. In 2025, our revenue generated from nine of the top ten insurance companies in China amounted to RMB162.6 million, representing 15.9% of our revenue in the same year. As of December 31, 2025, we had cumulatively performed 221.4 million cases of underwriting reviews and claim investigations and served more than 44.0 million underwriting and claim customers of insurance companies since our inception. We also facilitated a cumulative first-year premium (“FYP”) of over RMB13.0 billion as of December 31, 2025 since our inception.

We achieved rapid revenue growth during the Track Record Period. Our revenue increased from RMB654.7 million in 2023 to RMB943.8 million in 2024, and further increased to RMB1,023.9 million in 2025, representing a CAGR of 25.1% from 2023 to 2025. We had net losses of RMB239.9 million, RMB155.2 million and RMB269.8 million in 2023, 2024 and 2025, respectively.

In 2023, 2024 and 2025, our adjusted net profit (non-IFRS measure) amounted to RMB18.5 million, RMB57.5 million and RMB60.6 million, respectively.

BASIS OF PRESENTATION

Our historical financial information has been prepared in accordance with IFRS, issued by the International Accounting Standards Board. The historical financial information has been prepared under the historical cost convention, as modified by the revaluation of financial assets and financial liabilities at fair value, which are carried at fair value.

The preparation of the historical financial information in conformity with IFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying our accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the historical financial information are disclosed in Note 2 to the Accountant’s Report included in Appendix I to this document.

ACQUISITION OF JIANGSU DAOTAI

In October 2023, we completed the acquisition and obtained control of Jiangsu Daotai. Upon completion of the acquisition, Jiangsu Daotai became an indirect subsidiary of our Company and its results have consolidated into ours since then.

Jiangsu Daotai primarily engages in customers engagement services through telephone calls with voice agents. By acquiring and integrating with Jiangsu Daotai, we expect to benefit in the long-term from its customer engagement capabilities and existing client base and customer relationship, as well as business synergies from cross-selling and up-selling with our clients, products and solutions.

The acquisition of Jiangsu Daotai affected our financial condition and results of operation. Our revenue from customer engagement increased from RMB209.9 million in 2023 to RMB483.6 million in 2024, and gross profit from customer engagement increased from RMB87.4 million in 2023 to RMB172.1 million in 2024. The gross profit margin of our customer engagement decreased from 41.7% in 2023 to 35.6% in 2024. The decrease in gross profit margin of our customer engagement was primarily attributable to the increase in the telecommunication costs from RMB27.0 million in 2023 to RMB203.9 million in 2024. While the Group’s customer engagement are primarily offered as a part of full stack underwriting solutions holistically, Jiangsu Daotai focuses on AI outbound calls and text messages for customer engagement, leading to a different cost structure compared to our Group’s customer engagement.

FINANCIAL INFORMATION

In several months of 2025, an industry-wide control on telecom service capacity temporarily reduced the efficiency of Jiangsu Daotai’s AI-driven outbound calls, which constrained our service capacity. Our revenue from customer engagement decreased from RMB483.6 million in 2024 to RMB436.5 million in 2025, and gross profit from customer engagement decreased from RMB172.1 million in 2024 to RMB141.3 million in 2025. The gross profit margin of our customer engagement decreased from 35.6% in 2024 to 32.4% in 2025.

To comply with the requirements of Rule 4.05A of the Listing Rules, the pre-acquisition consolidated financial information of Jiangsu Daotai for the period from January 1, 2023 to October 31, 2023, which was drawn up in conformity with accounting policies adopted by our Group, has been disclosed (see the section headed Section III of the Accountants’ Report included in Appendix I to this document).

KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

The success and growth of our business depend on many factors. While each of these factors presents significant opportunities for our business, they also pose important challenges that we must successfully address to optimize our results of operations and sustain our growth.

Our Ability to Deepen Relationships with Existing Customers

We primarily adopt an outcome-based revenue model, which allows us to grow with our insurance company clients as their businesses utilize and benefit from our solutions. To drive the growth of our customers’ transaction volume or usage of solutions, we have been focused on deepening engagement with insurance company clients by up-selling and cross-selling our solutions. For instance, we provide our insurance company clients with the full stack AI risk analytics solutions that leverage data insights from both the underwriting and claim analytics processes to significantly improve overall operational efficiency for our insurance company clients. Our cross-selling capabilities is testified by our high revenue retention rate and extended customer base. With a revenue retention rate of 96.5% in 2025, we had cumulatively engaged with 115 insurance companies as of December 31, 2025, including nine out of the top ten insurance companies in China in terms of insurance premiums in 2025, according to the Frost & Sullivan Report.

In addition, we maintained close and sustainable business relationships with our major customers during the Track Record Period. Leveraging our AI agents and risk management models, we believe we will be able to continue to provide competitive solutions to our insurance company clients and further reinforce our cooperation with them.

We need to keep improving our solutions, brand influence, value-added technology service capabilities and risk analytics capabilities so as to strengthen and deepen cooperation with our existing insurance company clients.

Our Ability to Promote Our Solutions

Our success depends on the willingness of insurance company clients to adopt our solutions. Any acceleration or deceleration in insurance company clients’ adoption of our solutions could affect our operating result and financial performance. In addition, fluctuations in macroeconomic conditions could affect the overall demand for our solutions. While the impacts to our business of a macroeconomic downturn are uncertain, we believe such a downturn may, in certain circumstances, increase the demand for our insurance company clients and accordingly the demand for our solutions.

FINANCIAL INFORMATION

We aim to provide effective solutions to more insurance company clients and expand our insurance exposure. We plan to boost our revenue through continuous product improvement and technological advancements. Leveraging our deep insights and strong R&D capabilities in AI-driven solutions, we are committed to attracting new insurance company clients with our innovative solutions catering to end customers’ evolving needs. As we continue to optimize our solutions and expand our sales network, we expect to attract more insurance company clients in the future.

Our Ability to Attract Talent and Develop Technology

Our financial performance is dependent on our ability to maintain our market position through constant technological advancements and innovation. We focus on investing in our people and technology, which are crucial for us to enrich our offerings and further grow our customer base and achieve long-term profitability. We recruit, retain and motivate talented employees to support our growth. In particular, our research and development expenses amounted to RMB69.3 million, RMB94.0 million and RMB86.6 million in 2023, 2024 and 2025, respectively. In addition, we will continue to develop and apply state-of-the-art technologies to keep pace with the growth of our business, scale our offerings and improve operating efficiency. For example, we are expanding the adoption of AI technologies such as AI agents to further improve the efficiency of traditionally time-consuming processes such as application review, claim review and claim investigation.

Our Ability to Continuously Develop Our Service and Solution Mix

Our ability to develop new services and solutions affects our results of operations, especially our overall revenue and profit margin. We have continued to expand our services and solutions offering. In 2019, we launched our underwriting solutions to help insurance companies introduce new products, conduct efficient underwriting and expand customer outreach through multifaceted channels. We also introduced value-added health management services to address the unmet needs of our insurance company clients through pulling resources in upstream and downstream markets. These expansions of our solution offerings have diversified our source of revenue and expanded our profit margin. Furthermore, since 2023, we have integrated LLMs and successfully developed an AI agent featuring “real-person interactive experience” in the customer engagement process. We also adopted vertical models to enhance the efficiency of underwriting risk management. We believe the integration of AI will add value to our offerings.

Seasonality

Our results of operations are affected by seasonal fluctuations in demand for our solutions, reflecting traditional insurance seasonality patterns. For example, we generally experience less order volume during national holidays in China, particularly during the Chinese New Year holiday season in the first half of each year. Such fluctuations are seasonal in nature and thus our half-year results may not be indicative of our results of operations for the full year. For relevant risks, see “Risk Factors—Risks Relating to Our Financial Condition—Our financial results may vary significantly from period to period.”

CRITICAL ACCOUNTING POLICIES, ESTIMATES AND JUDGMENTS

The preparation of the historical financial information requires the use of accounting estimates which, by definition, will seldom equal the actual results. Our management also needs to exercise judgment in applying our accounting policies. Estimates and judgments are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on us and that are believed to be reasonable under the circumstances. For details on such estimates and judgments, see note 3 in Section II to the Accountants’ Report included in Appendix I to this document. Our management has identified below the accounting policies, estimates and judgments that they believe are critical to the preparation of our financial statements.

FINANCIAL INFORMATION

Revenue Recognition

We recognize revenue from contracts with customers when control of goods or services is transferred to the customers at an amount that reflects the consideration of our expected entitlement in exchange for those goods or services.

When such consideration in a contract includes a variable amount, the variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognized will not occur and, if the associated with uncertainty, when such uncertainty is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, we measure revenue at the present value of the amount receivable, and discounted by using the discount rate that would be reflected in a separate financing transaction between us and the customer at contract inception. When the contract contains a financing component which provides us with a significant financial benefit for more than one year, revenue recognized under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

Underwriting Solutions

Customer Engagement Services

We provide customer engagement services by means of public domain or private domain for insurance carriers to help them with, for instance, customer engagement services. We earn service fees from insurance carriers upon completing customer engagement services. The services fees are determined as a predetermined percentage of premiums paid by the insured over the term of the insurance policy. Our obligation to insurance company clients is to identify promise to sell insurance policies on behalf of such insurance company clients. When such obligation is satisfied, we recognize revenue at the point in time when an insurance policy becomes effective.

The terms of our contracts can result in variable considerations, such as the estimated premium paid over the policy term for specific periods. We estimate the service fees mainly based on historical experience and customer behavior assumptions using the expected value method. The estimated amounts are included in the transaction price only if it is probable that there will be no significant reversal of revenue recognized for such transactions.

Underwriting Risk Management

We provide online risk assessment services by obtaining access to the potential insured's information and providing risk assessment results to help insurance carriers optimize their risk analytics. Consideration is primarily based on standard unit prices and service volumes rendered during the period, or a predetermined percentage of premiums paid by the insured over the term of the insurance policy. Revenue is recognized at a point in time upon the service delivery and acceptance by the customers. Related services fees are generally billed to insurance carriers monthly.

The contracts may also involve variable considerations, such as performance bonuses if the loss ratio is below a predetermined threshold for a given period. Fees are estimated using the expected value method based on historical experience and assumptions about future customer behavior. These estimates are only included in the transaction price if it is probable that there will be no significant reversal of revenue.

FINANCIAL INFORMATION

Underwriting-Related Software Development Services

We generate revenue from software development services, which are mainly provided to insurance companies, including the design and development of interfaces and digital infrastructure and other value-added services related to underwriting processes.

We recognize revenue from customer engagement solutions and other support services over time if one of the following criteria is met: (i) the customer simultaneously receives and consumes the benefits as our Group performs; (ii) our Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (iii) the asset delivered has no alternative use and our Group has an enforceable right to payment for performance completed to date. For performance obligations satisfied over time, we recognize revenue over time by measuring the progress toward complete satisfaction of a performance obligation usually using an input measure. Otherwise, revenues are recognized at a point in time when customers obtain control of the software solutions and we satisfy our performance obligation.

Specialty Health Insurance Products Services

We generate revenue through agreements with insurance company clients by facilitating insurance coverage for patients with pre-existing conditions. Service fees consist of either fixed service fees for distribution infrastructure set-up or variable fees determined by applying fixed unit prices to the service volumes rendered during the period. Revenue is recognized at a point in time when the relevant services are delivered.

Claim Solutions

Claim Assistance and Investigation Services

We generate revenue from service fees of claim review and investigation services to the insurance company clients. Consideration is primarily based on predetermined unit prices and service volumes rendered during the period. We recognize revenue at a point in time upon the service delivery and acceptance by the customers. Related services fees are generally billed to insurance carriers monthly.

Claim-Related Software Development Services

We generate revenue from software development services offered to insurance companies, including the design and development of interfaces and digital infrastructure, consulting and other value-added services and other support services helping insurance companies to better manage their claim processes. We recognize revenue from claim related solutions and other support services over time if the criteria is met. Otherwise, we recognize revenue at a point in time when customers obtain control of promised software solutions and we satisfy our performance obligation.

Value-added Healthcare Management Services

We provide value-added healthcare management services to customers, including health screening services, health management activity services, Patient Assistance Programs (“PAP”) and integrated health management services. Service fees are generally determined based on standard unit pricing applied to the volume or usage of services rendered. Revenue is recognized either at a point in time when the relevant services are delivered or, for certain stand-ready service components of integrated health management services, over time over the relevant service period.

FINANCIAL INFORMATION

Business Combinations and Goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at fair value on the acquisition date which is the sum of fair values of assets transferred by our Group on the acquisition date, liabilities assumed by our Group from the former owners of the acquiree and the equity interests issued by our Group in exchange for control of the acquiree. For each business combination, we elect whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

We determine that we have acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When we acquire a business, we assess the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

Any contingent consideration to be transferred by the acquirer is recognized at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognized in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognized for non-controlling interests and any fair value of our previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognized in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. We perform our annual impairment test of goodwill as of December 31 of the relevant year. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of our Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognized. An impairment loss recognized for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

FINANCIAL INFORMATION

RESULTS OF OPERATIONS

The following table summarizes our results of operations for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Amount	% of revenue	Amount	% of revenue	Amount	% of revenue
	<i>(RMB in thousands, except for percentages)</i>					
Revenue	654,732	100.0	943,836	100.0	1,023,886	100.0
Cost of services	(273,078)	(41.7)	(473,414)	(50.2)	(540,890)	(52.8)
GROSS PROFIT	381,654	58.3	470,422	49.8	482,996	47.2
Other income and gains	4,200	0.6	4,572	0.5	5,050	0.5
Selling and distribution expenses	(163,393)	(25.0)	(146,555)	(15.5)	(165,599)	(16.2)
Administrative expenses	(134,423)	(20.5)	(182,708)	(19.4)	(199,413)	(19.5)
Research and development expenses	(69,298)	(10.6)	(93,988)	(10.0)	(86,583)	(8.5)
Loss on changes in fair value of financial liabilities at FVTPL	(256,735)	(39.2)	(205,535)	(21.8)	(303,550)	(29.6)
Other expenses	(101)	(0.0)	(54)	(0.0)	(49)	(0.0)
Impairment for financial assets and contract assets	(1,060)	(0.2)	(57)	(0.0)	(1,862)	(0.2)
Finance costs	(767)	(0.1)	(1,374)	(0.1)	(1,038)	(0.1)
LOSS BEFORE TAX	(239,923)	(36.6)	(155,277)	(16.5)	(270,048)	(26.4)
Income tax credits	20	0.0	39	0.0	276	0.0
LOSS FOR THE YEAR/PERIOD	(239,903)	(36.6)	(155,238)	(16.4)	(269,772)	(26.3)

NON-IFRS MEASURES

To supplement our consolidated financial statements, which are presented in accordance with IFRS, we also use adjusted net profit (non-IFRS measure) and adjusted net profit margin (non-IFRS measure) as additional financial measures, which are not required by, or presented in accordance with IFRS. We believe these non-IFRS measures, when shown in conjunction with the corresponding IFRS measures, facilitate comparisons of operating performance from period to period and company to company by eliminating potential impacts of items.

We believe these measures provide useful information to investors and others in understanding and evaluating our consolidated results of operations in the same manner as they help our management. However, our presentation of adjusted net profit (non-IFRS measure) may not be comparable to similarly titled measures presented by other companies. The use of these non-IFRS measures has limitations as an analytical tool, and you should not consider them in isolation from, or as a substitute for an analysis of, our results of operations or financial condition as reported under IFRS. We define adjusted net profit (non-IFRS measure) as net loss or profit for the period adjusted by adding back equity-settled share-based payment expenses, loss on changes in fair value of financial liabilities at fair value through profit or loss and listing expenses, and we define adjusted net profit margin (non-IFRS measure) as adjusted net profit (non-IFRS measure) divided by revenue. The adjustments have been consistently made during the Track Record Period.

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The following table reconciles our adjusted net profit (non-IFRS measure) for the periods indicated with our loss for the year or period presented in accordance with IFRS:

	Year ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Loss for the year	(239,903)	(155,238)	(269,772)
Add:			
Equity-settled share-based payment expenses ⁽¹⁾	1,683	2,436	14,045
Losses on changes in fair value of financial liabilities ⁽²⁾	256,735	205,535	303,550
Listing expenses ⁽³⁾	[REDACTED]	[REDACTED]	[REDACTED]
Adjusted net profit (non-IFRS measure)	18,515	57,500	60,554
Adjusted net profit margin (non-IFRS measure)⁽⁴⁾	2.8%	6.1%	5.9%

Notes:

- Equity-settled share-based payment expenses are non-cash expenses arising from granting share-based compensation to selected employees. It mainly represents the arrangement that we receive services from employees as consideration for our equity instruments. Equity-settled share-based payment is not expected to result in future cash payments. Share-based payment is recorded under our selling and marketing expenses, administrative expenses and research and development expenses, and equity-settled share-based payment expenses in the above table represents the sum of that recorded under each type of such expenses.
- Losses on changes in fair value of financial liabilities are non-cash in nature arising from the convertible redeemable shares and convertible instruments issued to investors of Pre-[REDACTED] Investments. The convertible redeemable preferred shares will be automatically converted into Ordinary Shares upon completion of the [REDACTED], and we do not expect to further record this item after the Listing.
- Listing expenses are primarily related to our [REDACTED].
- Adjusted net profit margin (non-IFRS measure) equals adjusted net profit (non-IFRS measure) for the year/period divided by revenue for the year/period and multiplied by 100%.

DESCRIPTION OF KEY COMPONENTS OF OUR RESULTS OF OPERATIONS

Revenue

We had revenue of RMB654.7 million, RMB943.8 million and RMB1,023.9 million in 2023, 2024 and 2025, respectively, which reflects revenue generated from the provision of our underwriting and claim solutions.

Revenue by Business Line

During the Track Record Period, we generated revenue from the sales of (i) underwriting, including customer engagement, underwriting risk management, specialty health insurance products and underwriting-related software development services, and (ii) claim solutions, including claim review and claim investigation, value-added health management services and claim-related software development services. The following table sets forth a breakdown of our revenue by business line for the periods indicated.

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	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Underwriting solutions						
Customer engagement	209,891	32.1	483,645	51.2	436,463	42.6
Underwriting risk management	212,994	32.5	217,950	23.1	235,440	23.0
Specialty health insurance products	3,547	0.5	3,348	0.4	4,594	0.5
Underwriting-related software development services	36,016	5.5	27,459	2.9	30,133	2.9
Subtotal	462,448	70.6	732,402	77.6	706,630	69.0
Claims solutions						
Claim review and claim investigation	144,376	22.1	139,175	14.7	218,705	21.4
Value-added health management services	12,690	1.9	42,914	4.5	66,403	6.5
Claim-related software development services	35,218	5.4	29,345	3.1	32,148	3.1
Subtotal	192,284	29.4	211,434	22.4	317,256	31.0
Total	654,732	100.0	943,836	100.0	1,023,886	100.0

Cost of Services

Our cost of services during the Track Record Period primarily consisted of (i) data and investigation expenses in relation to our online underwriting data verification, claim review and investigations, (ii) telecommunication expenses in relation to our underwriting solutions, (iii) customer support expenses incurred for customer services and customer engagement in relation to our underwriting solutions, (iv) consultation costs in relation to our health management services, and (v) others, primarily include insurance brokerage fees and technical service fees. The following table sets forth a breakdown of our cost of services by nature for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Data and investigation expense	132,179	48.4	116,147	24.5	155,162	28.7
Telecommunication expense	27,016	9.9	203,942	43.1	136,996	25.3
Customer support expense	79,505	29.1	91,856	19.4	121,276	22.4
Health management costs	1,840	0.7	27,387	5.8	37,476	6.9
Labor costs	14,203	5.2	5,229	1.1	39,733	7.3
Rental cost	392	0.1	310	0.1	977	0.2
Depreciation and Amortization	106	0.0	32	0.0	242	0.0
Others	17,837	6.5	28,511	6.0	49,028	9.1
Total	273,078	100.0	473,414	100.0	540,890	100.0

Our cost of services accounted for 41.7%, 50.2% and 52.8% of our revenue in 2023, 2024 and 2025, respectively.

FINANCIAL INFORMATION

Gross Profit and Gross Profit Margin

The following table sets forth our gross profit and gross profit margin by business line for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Gross profit	Gross profit margin	Gross profit	Gross profit margin	Gross profit	Gross profit margin
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Underwriting Solutions						
Customer engagement	87,427	41.7	172,147	35.6	141,262	32.4
Underwriting risk management	189,684	89.1	196,796	90.3	202,207	85.9
Specialty health insurance products	3,355	94.6	3,154	94.2	4,570	99.5
Underwriting-related software development services	26,108	72.5	18,300	66.6	21,273	70.6
Subtotal	306,574	66.3	390,397	53.3	369,312	52.3
Claims Solutions						
Claim review and claim investigation	38,097	26.4	43,611	31.3	62,325	28.5
Value-added health management services	11,766	92.7	15,283	35.6	25,468	38.4
Claim-related software development services	25,217	71.6	21,131	72.0	25,891	80.5
Subtotal	75,080	39.0	80,025	37.8	113,684	35.8
Total	381,654	58.3	470,422	49.8	482,996	47.2

Other Income and Gains

Our other income and gains primarily consists of (i) government grants, representing the financial subsidies from the local government, (ii) bank interest income, (iii) additional deductible input VAT, (iv) fair value changes of financial assets at fair value through profit or loss (“FVTPL”), (v) investment income, (vi) foreign currency exchange loss and (vii) others, primarily include tax refunds. The following table sets forth a breakdown of our other income and gains for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
<i>(RMB in thousands)</i>			
Government grants	923	3,321	2,607
Bank interest income	1,676	575	659
Additional deductible input VAT	1,273	86	11
Investment income	—	—	641
Fair value changes of financial assets at fair value through profit or loss	—	—	726
Foreign currency exchange gains	—	—	181
Gains on lease termination	—	—	1
Others	328	590	224
Total	4,200	4,572	5,050

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Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of (i) marketing expenses to promote our brand and platform, (ii) salaries and employment benefits for our sales personnel, (iii) depreciation and amortization, (iv) share-based payments for our sales personnel, and (v) other sales and distribution expenses such as rental, travel and hospitality expenses. The following table sets forth a breakdown of our selling and distribution expenses for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Marketing expenses	137,179	84.0	113,890	77.7	132,926	80.3
Salaries and employment benefits	22,052	13.5	22,743	15.5	23,261	14.0
Depreciation and amortization	551	0.3	2,436	1.7	2,789	1.7
Share-based payments	145	0.1	52	0.0	364	0.2
Others	3,466	2.1	7,434	5.1	6,259	3.8
Total	163,393	100.0	146,555	100.0	165,599	100.0

Administrative Expenses

Our administrative expenses primarily consist of (i) salaries and employment benefits for employees involved in general corporate functions, (ii) professional services expenses in relation to our general and administrative activities, (iii) listing expenses, (iv) share-based payments, and (v) depreciation and amortization. The following table sets forth a breakdown of our administrative expenses for the periods indicated.

	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Salaries and employment benefits	114,994	85.5	146,164	80.0	140,924	70.7
Professional services expenses	17,803	13.2	25,118	13.7	28,438	14.3
Listing expenses	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Share-based payments	1,429	1.1	2,286	1.3	13,316	6.7
Depreciation and amortization	197	0.2	4,373	2.4	4,004	2.0
Total	134,423	100.0	182,708	100.0	199,413	100.0

Research and Development Expenses

Our research and development expenses primarily consist of (i) salaries and employment benefits for R&D personnel, (ii) professional service expenses to support our research, design and development activities and operations and software developments, (iii) depreciation and amortization and (iv) share-based payments. The following table sets forth a breakdown of our research and development expenses for the periods indicated.

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	Year ended December 31,					
	2023		2024		2025	
	Amount	%	Amount	%	Amount	%
<i>(RMB in thousands, except for percentages)</i>						
Salaries and employment benefits	51,457	74.2	48,288	51.4	53,230	61.5
Professional service expenses	17,185	24.8	43,779	46.6	30,459	35.2
Depreciation and amortization	549	0.8	1,823	1.9	2,528	2.9
Share-based payments	107	0.2	98	0.1	366	0.4
Total	69,298	100.0	93,988	100.0	86,583	100.0

Losses on Changes in Fair Value of Financial Liabilities at FVTPL

The financial liabilities measured at FVTPL primarily represent convertible redeemable preferred share and convertible instruments issued by us that are not traded in an active market and the respective fair value is determined by using valuation techniques. Based on our Group’s underlying equity value determined by an independent professionally qualified valuer using the back-solve method and discounted cash flow method, we used (i) the back-solve method to determine the fair value of financial liabilities as of December 31, 2024 and (ii) the discounted cash flow method to determine the fair value of financial liabilities as of December 31, 2023 and 2025. See note 2.3 in Section II to the Accountant’s Report in Appendix I to this document.

We recorded losses on changes in fair value of financial liabilities at FVTPL of RMB256.7 million, RMB205.5 million and RMB303.6 million in 2023, 2024 and 2025, respectively.

Other Expenses

Our other expenses primarily represent net foreign exchange losses in relation to asset disposal losses. We recorded other expenses of RMB0.1 million, RMB54,000 and RMB49,000 in 2023, 2024 and 2025, respectively.

Impairment Losses on Financial and Contract Assets

We recorded net impairment losses for financial assets and contract assets of RMB1.1 million, RMB57,000 and RMB1.9 million in 2023, 2024 and 2025, respectively.

Finance Costs

Our finance costs consist of interest expenses on bank borrowings and other borrowings and lease liabilities. We recorded finance costs of RMB0.8 million, RMB1.4 million and RMB1.0 million in 2023, 2024 and 2025, respectively.

Income Tax Credit

We recorded income tax credit of RMB20,000, RMB39,000 and RMB0.3 million in 2023 and 2024 and 2025, respectively.

We are a limited liability company incorporated in the Cayman Islands, which are not subject to tax on income or capital gains under the current laws of the Cayman Islands. Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of our PRC subsidiaries is 25% unless subject to preferential tax treatments as set out below. Our PRC subsidiaries that were recognized as a national High and New Technology Enterprise (“HNTE”) in during the Track Record Period have been entitled to a preferential income tax rate of 15%. Our PRC subsidiaries that were qualified as a Double Soft Enterprise (“DSE”) were

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exempted from CIT for two years, followed by a 50% reduction in the applicable tax rates for the next three years if the criteria of DSE are met each year. Our subsidiaries incorporated in Hong Kong are subject to income tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the Track Record Period. For details, see note 12 in Section II to the Accountant’s Report in Appendix I to this document.

PERIOD-TO-PERIOD COMPARISON OF RESULTS OF OPERATIONS

Year Ended December 31, 2025 Compared to Year Ended December 31, 2024

Revenue

Our revenue increased by 8.5% from RMB943.8 million in 2024 to RMB1,023.9 million in 2025. Specifically:

- Revenue from our underwriting solutions remained relatively stable at RMB732.4 million and RMB706.6 million in 2024 and 2025, respectively. Specifically, our underwriting risk management increased from RMB218.0 million in 2024 to RMB235.4 million in 2025, primarily due to (i) increased purchases from our existing customers, and (ii) increased revenue from variable portion in relation to enhanced efficiency of loss reduction results. The increase was partially offset by a decrease in customers engagement services due to the industry-wide control in several months in 2025. See “— Acquisition of Jiangsu Daotai.”
- Revenue from our claim solutions increased by 50.1% from RMB211.4 million in 2024 to RMB317.3 million in 2025, primarily driven by the expansion of (i) our claim review and claim investigation from RMB139.2 million in 2024 to RMB218.7 million in 2025 primarily due to our up-selling efforts and the consolidation of Guangzhou Tianxin since September 2025, and (ii) our health management services from RMB42.9 million in 2024 to RMB66.4 million in 2025 primarily due to the acquisition of new customers.

Cost of services

Our cost of services increased by 14.3% from RMB473.4 million in 2024 to RMB540.9 million in 2025, primarily in relation to our business growth, which is partially offset by a decrease in telecommunication expenses in relation to decreased revenue from Jiangsu Daotai.

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit increased by 2.7% from RMB470.4 million in 2024 to RMB483.0 million in 2025.

Our gross profit margin decreased from 49.8% in 2024 to 47.2% in 2025.

- Gross profit margin of our sales of underwriting solutions remained stable at 53.3% and 52.3% in 2024 and 2025, respectively. Specifically, we experienced a decrease in gross profit margin of customer engagement due to the temporary industry-wide control on telecommunication service capacity. See “— Acquisition of Jiangsu Daotai.”
- Gross profit margin of our sales of claim solutions decreased from 37.8% in 2024 to 35.8% in 2025, primarily due to the changes in our service mix driven by (i) the growth of our claim review and investigation services as a result of the consolidation of Guangzhou Tianxin since September 2025; and (ii) the growth of service offerings under our health management services, both of which had relatively lower gross profit margins compared to those of our other claim solutions.

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Other Income and Gains

Our other income and gains increased by 10.5% from RMB4.6 million in 2024 to RMB5.1 million in 2025, primarily due to an increase in fair value changes of financial assets at FVTPL of RMB0.7 million.

Selling and Distribution Expenses

Our selling and distribution expenses increased by 13.0% from RMB146.6 million in 2024 to RMB165.6 million in 2025, primarily due to an increase in our marketing expenses of RMB19.0 million to drive business growth.

Administrative Expenses

Our administrative expenses increased by 9.1% from RMB182.7 million in 2024 to RMB199.4 million in 2025, primarily due to (i) an increase in listing expenses of [REDACTED] in relation to the [REDACTED]; and (ii) an increase in our share-based payment expenses in relation to the new share options granted.

Research and Development Expenses

Our research and development expenses decreased by 7.9% from RMB94.0 million in 2024 to RMB86.6 million in 2025, primarily due to a decrease in professional services fees of RMB13.3 million mainly as a result of reduced utilization of third-party professional services driven by the continuous integration of AI technologies in our R&D processes.

Loss on Changes in Fair Value of Financial Liabilities at FVTPL

We recorded loss on changes in fair value of financial liabilities of RMB205.5 million and RMB303.6 million in 2024 and 2025, respectively. The loss was primarily driven by changes in our Group’s valuation. See note 2.3 in Section II to the Accountants’ Report in Appendix I to this document.

Other Expenses

We recorded other expenses of RMB54,000 and RMB49,000 in 2024 and 2025, respectively.

Impairment Losses on Financial and Contract Assets

Our impairment losses on financial and contract assets increased from RMB57,000 in 2024 to RMB1.9 million in 2025, primarily due to the increase in expected credit losses resulting from the increase in trade receivables.

Finance Costs

Our finance costs decreased from RMB1.4 million in 2024 to RMB1.0 million in 2025, primarily due to a decrease in interest on interest-bearing bank and other borrowings mainly as a result of the decreased bank borrowings in 2025.

Loss and Adjusted Net Profit (Non-IFRS Measure) for the Period

As a result of the foregoing, our loss for the period increased by 74.0% from RMB155.3 million in 2024 to RMB269.8 million in 2025.

Our adjusted net profit (non-IFRS) amounted to RMB57.5 million and RMB60.6 million in 2024 and 2025, respectively.

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Year Ended December 31, 2024 Compared to Year Ended December 31, 2023

Revenue

Our revenue increased by 44.2% from RMB654.7 million in 2023 to RMB943.8 million in 2024. The increase was primarily driven by the following:

- Revenue from our underwriting solutions increased by 58.4% from RMB462.4 million in 2023 to RMB732.4 million in 2024, primarily driven by (i) increasing demand from our existing customers as well as expansion of client base and (ii) the consolidation of Jiangsu Daotai for the full year of 2024, while we only consolidated Jiangsu Daotai since October 2023.
- Revenue from our claim solutions increased by 10.0% from RMB192.3 million in 2023 to RMB211.4 million in 2024, primarily driven by the engagement of new insurance company clients for our value-added health management services partially offset by decrease in other claim solutions.

Cost of Services

Our cost of services increased by 73.4% from RMB273.1 million in 2023 to RMB473.4 million in 2024 primarily due to (i) an increase in telecommunication expenses by RMB176.9 million driven by the consolidation of Daotai since October 2023 and the expansion of our underwriting solutions and (ii) an increase in consultation costs by RMB25.5 million due to increase in health management services, partially offset by a decrease by RMB16.0 million in data and investigation expenses as a result of reduced investigation services.

Gross Profit and Gross Profit Margin

As a result of the foregoing, our gross profit increased by 23.3% from RMB381.7 million in 2023 to RMB470.4 million in 2024.

Our gross profit margin decreased from 58.3% in 2023 to 49.8% in 2024, primarily attributable to our acquisition of Jiangsu Daotai in October 2023 and the consolidation of its results of operation in the Group since then.

- Gross profit margin of our sales of underwriting solutions decreased from 66.3% in 2023 to 53.3% in 2024, primarily due to the higher telecommunication costs that arose from our acquisition of Jiangsu Daotai since October 2023. This gross profit margin compression is attributable to the telephone sales channel, Jiangsu Daotai’s primary channel to engage customers. In particular, the gross profit margin of our customers engagement services decreased from 41.7% in 2023 to 35.6% in 2024.
- Gross profit margin of our sales of claim solutions remained stable at 39.0% in 2023 and 37.8% in 2024.

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Other Income and Gains

Our other income and gains increased by 8.9% from RMB4.2 million in 2023 to RMB4.6 million in 2024, primarily due to an increase in government grants of RMB2.4 million, partially offset by (i) a decrease in additional deductible input VAT of RMB1.2 million due to the cancellation of relevant favorable tax policies and (ii) a decrease in bank interest income of RMB1.1 million due to the decreased interest rate.

Selling and Distribution Expenses

Our selling and distribution expenses decreased by 10.3% from RMB163.4 million in 2023 to RMB146.6 million in 2024, primarily due to a decrease in our marketing expenses of RMB23.3 million because (i) we have achieved greater efficiency in utilizing our promotion expenses leveraging the enhanced recognition of our brand, and (ii) the synergies in our sales and marketing activities through acquisition of Jiangsu Daotai.

Administrative expenses

Our administrative expenses increased by 35.9% from RMB134.4 million in 2023 to RMB182.7 million in 2024, primarily due to an increase in salaries and employment benefits of RMB31.2 million as a result of increased number of staffs in relation to the consolidation of Jiangsu Daotai.

Research and Development Expenses

Our research and development expenses increased by 35.6% from RMB69.3 million in 2023 to RMB94.0 million in 2024, primarily due to an increase in professional service fees of RMB26.6 million in relation to model testing and cloud server services procured by Jiangsu Daotai.

Loss on Changes in Fair Value of Financial Liabilities at FVTPL

We recorded loss on changes in fair value of financial liabilities at FVTPL of RMB256.7 million in 2023 and RMB205.5 million in 2024. The changes in the fair value of our financial liabilities at FVTPL were primarily attributable to the change in our Group’s equity valuation. See note 2.3 in Section II to the Accountants’ Report in Appendix I to this document.

Other Expenses

Our other expenses decreased from RMB0.1 million in 2023 to RMB54,000 in 2024.

Impairment Losses on Financial and Contract Assets

Our impairment loss on financial and contract assets decreased from RMB1.1 million in 2023 to RMB57,000 in 2024.

Finance Costs

Our finance costs increased by 79.1% from RMB0.8 million in 2023 to RMB1.4 million in 2024, primarily due to an increase in our interests on bank and other borrowings as a result of (i) the consolidation of finance costs incurred by Jiangsu Daotai and (ii) an increase in our interest-bearing borrowings to support our business expansion.

Loss and Adjusted Net Profit (Non-IFRS Measure) for the Period

As a result of the foregoing, our loss for the period decreased by 35.3% from RMB239.9 million in 2023 to RMB155.2 million in 2024.

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Our adjusted net profit (non-IFRS) amounted to RMB18.5 million and RMB57.5 million in 2023 and 2024.

DISCUSSION OF CERTAIN KEY BALANCE SHEET ITEMS

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

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Non-current assets			
Property, plant and equipment	5,634	5,945	5,602
Right-of-use assets	3,876	15,232	12,254
Goodwill	3,957	3,957	6,615
Intangible assets	31,100	30,414	37,869
Prepayments, other receivables and other assets	284	1,957	1,716
Deferred tax assets	17	57	124
Pledged deposits	5,202	5,202	5,202
Contract assets	27,321	22,981	7,321
Total non-current assets	77,391	85,745	76,703
Current assets			
Trade receivables	119,212	177,966	223,037
Prepayments, other receivables and other assets	64,798	121,295	67,757
Financial assets at FVTPL	—	—	25,727
Contract assets	39,032	23,725	20,604
Amounts due from related parties	111,524	157,349	195,997
Restricted cash	—	—	—
Cash held on behalf of other parties	16,226	11,181	7,137
Cash and cash equivalents	137,170	166,964	247,109
Total current assets	487,962	658,480	787,368
Current liabilities			
Trade payables	143,635	214,152	253,114
Other payables and accruals	115,644	76,917	102,213
Financial liabilities at FVTPL	881,660	1,228,655	1,502,059
Interest-bearing bank and other borrowings	8,000	38,171	29,900
Lease liabilities	3,620	6,607	6,639
Contract liabilities	44,393	26,529	38,780
Amounts due to related parties	70,498	24,603	29,877
Total current liabilities	1,267,450	1,615,634	1,962,582
Net current liabilities	(779,488)	(957,154)	(1,175,214)
Total assets less current liabilities	(702,097)	(871,409)	(1,098,511)
Non-current liabilities			
Lease liabilities	163	8,974	6,058
Deferred tax liabilities	1,698	1,699	3,989
Total non-current liabilities	1,861	10,673	10,047
Net Liabilities	(703,958)	(882,082)	(1,108,558)

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	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Equity			
Equity attributable to owners of the parent			
Share capital	79	79	79
Other reserves	(735,791)	(932,951)	(1,166,533)
	(735,712)	(932,872)	(1,166,454)
Non-controlling interests	31,754	50,790	57,896
Deficiency in assets	(703,958)	(882,082)	(1,108,558)

In the opinion of our Directors, no provision for impairment was required for non-financial assets as of December 31, 2023, 2024 and 2025.

Prepayments, Other Receivables and Other Assets

Our prepayments, other receivables and other assets primarily consist of (i) deposits and other receivables, (ii) prepayments for listing expenses, (iii) impairment allowance, (iv) receivables from convertible instruments, (v) prepayments to suppliers, (vi) deductible input VAT, (vii) insurance premium received on behalf of other third parties, (viii) contract fulfillment cost. The following table sets forth a breakdown of our prepayments, other receivables and other assets as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Non-current			
Deposits	285	1,174	1,725
Prepayments for listing expenses	[REDACTED]	[REDACTED]	[REDACTED]
Impairment allowance	(1)	(7)	(9)
	284	1,957	1,716
Current			
Receivables from convertible instruments	–	75,000	–
Prepayments to suppliers	50,096	36,867	37,335
Deductible input VAT	4,200	2,587	5,876
Insurance premium received on behalf of other third parties	6,345	2,964	19,010
Contract fulfillment costs	3,502	2,620	772
Deposits and other receivables	764	1,905	2,090
Prepayments for listing expense	[REDACTED]	[REDACTED]	[REDACTED]
Impairment allowance	(109)	(648)	(90)
	64,798	121,295	67,757
Total	65,082	123,252	69,473

Our prepayments, other receivables and other assets increased from RMB65.1 million as of December 31, 2023 to RMB123.3 million as of December 31, 2024, primarily due to an increase in receivables from convertible instruments from nil as of December 31, 2023 to RMB75.0 million as of December 31, 2024 in relation to our Pre-[REDACTED] Investments. Our prepayments, other

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receivables and other assets decreased from RMB123.3 million as of December 31, 2024 to RMB69.5 million as of December 31, 2025, primarily due to a decrease in receivables from convertible instruments from RMB75.0 million as of December 31, 2024 to nil as of December 31, 2025.

As of February 28, 2026, RMB36.7 million, or approximately 54.1%, of the current portion of our prepayments, other receivables and other assets as of December 31, 2025 had been subsequently settled.

Trade Receivables

Our trade receivables represent amounts due from customers for solutions sold or services performed in our ordinary course of business. The following table sets forth a breakdown of our trade receivables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Trade receivables	119,737	178,337	225,600
Impairment	(525)	(371)	(2,563)
Total	<u>119,212</u>	<u>177,966</u>	<u>223,037</u>

Our trade receivables increased from RMB178.0 million as of December 31, 2024 to RMB223.0 million as of December 31, 2025, primarily due to our business growth.

The credit period that we granted to customers during the Track Record Period was generally one month, extending up to three months for major customers. Our trade receivables are generally settled in line with the terms of relevant contracts. The following table sets forth an aging analysis of our trade receivables, including related provision for impairment, based on recognition date as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Within 3 months	72,508	112,722	154,036
3 months to 6 months	9,682	24,358	19,557
6 months to 12 months	32,558	38,298	29,756
Over 12 months	4,464	2,588	19,688
Total	<u>119,212</u>	<u>177,966</u>	<u>223,037</u>

The following table sets forth the turnover days of our trade receivables and contract assets for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
Trade receivables and contract assets turnover days ⁽¹⁾	70	79	85

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Note:

- (1) Trade receivables and contract assets turnover days equal the average of opening balance and closing balance of trade receivables and contract assets for relevant period divided by total revenue for the same period and multiplied by the number of days during such period, which is 365 days for one fiscal year.

Our trade receivables and contract assets turnover days increased from 70 days in 2023 to 79 days in 2024, primarily due to temporary extension of settlement schedule for certain customers of Jiangsu Daotai. Our trade receivables and contract assets turnover days increased to 85 days in 2025, primarily due to the growth in our performance in the fourth quarter of 2025, which led to an increase in the trade receivables and contract assets by the end of 2025. In addition, during the Track Record Period, most of our trade receivables were outstanding for less than one year. Thus, our Director considers that there are no issues regarding the recoverability of trade receivables.

As of December 31, 2023, 2024 and 2025, our loss allowance for impairment of trade receivables were RMB0.5 million, RMB0.4 million and RMB2.6 million, respectively. The increase in impairment of trade receivables in 2025 was primarily due to delayed payments from one of our customers.

As of February 28, 2026, RMB93.3 million, or approximately 41.4%, of our trade receivables as of December 31, 2025 had been subsequently settled.

Intangible Assets

Our intangible assets consist of customer relationships, licenses and software and system. Our intangible assets remained relatively stable at RMB31.1 million as of December 31, 2023 and RMB30.4 million as of December 31, 2024. Our intangible assets increased to RMB37.9 million as of December 31, 2025, primarily due to the acquisition of Guangzhou Tianxin.

Impairment of our Operating License

We provide customer engagement primarily through Aibang, which holds the requisite insurance intermediary license and online investigation primarily through Yadun and Guangzhou Tianxin, who holds insurance assessment license (collectively, “Operating Licenses”). We evaluate the Operating Licenses each financial year end to determine whether events and circumstances continue to support the indefinite useful lives. Impairment test on the Operating Licenses has been conducted by the management as at the end of each year during the Track Record Period. For the purposes of the impairment test, each of the Operating Licenses were allocated to Aibang, Yadun and Guangzhou Tianxin respectively, which were considered as separate CGU. The carrying amounts of Operating Licences allocated to each CGU at the end of each year during the Track Record Period were as follow:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang			
Carrying amount	14,963	14,963	14,963
Yadun			
Carrying amount	1,651	1,651	1,651
Guangzhou Tianxin			
Carrying amount	—	—	5,100
Total	16,614	16,614	21,714

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The recoverable amounts of the CGUs are determined based on the VIU calculations using the discounted cash flow method. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The key assumptions used in the estimation of VIU calculations were as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang			
Pre-tax discount rate	15.0%	15.0%	20.8%
Revenue growth rate	2.2%-5.0%	2.0%-3.0%	2.0%-7.0%
Terminal value growth rate	2.2%	2.0%	2.0%
Yadun			
Pre-tax discount rate	14.0%	14.0%	20.9%
Revenue growth rate	2.2%-5.0%	2.0%-3.0%	2.0%-5.0%
Terminal value growth rate	2.2%	2.0%	2.0%
Guangzhou Tianxin			
Pre-tax discount rate	NA	NA	18.7%
Revenue growth rate	NA	NA	2.0%-14.8%
Terminal value growth rate	NA	NA	2.0%

Details of the headroom calculated based on the recoverable amounts deducting the carrying amount allocated for the significant CGUs as at the end of each of the Relevant Periods are set out as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang	6,092	2,771	1,406
Yadun	1,039	1,029	144
Guangzhou Tianxin	NA	NA	4,314

Cash Held on Behalf of Other Parties

Our cash held on behalf of other parties represent insurance premiums received on behalf of insurance companies but not yet remitted as of the end of each of the reporting periods. We recorded cash held on behalf of other parties of RMB16.2 million, RMB11.2 million and RMB7.1 million as of December 31, 2023, 2024 and 2025, respectively, mainly due to fluctuations in the volume of related projects.

As part of our customer acquisition solutions, we collect insurance premiums from certain policyholders on behalf of the relevant insurance carriers. Any unremitted amounts are held in a custodial capacity. Premiums received via bank transfer are recorded as cash held on behalf of other parties under assets and premiums received and held in third-party payment platforms are recorded as insurance premiums received on behalf of third parties under prepayments, other receivables and other assets. Corresponding obligations are recognized as insurance premium payables under other payables and accruals or amounts due to related parties as liabilities.

Trade Payables

Our trade payables primarily represent amounts owed to our suppliers for services purchased. The following table sets forth our trade payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Trade payables	143,635	214,152	253,114

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Our trade payables increased from RMB143.6 million as of December 31, 2023 to RMB214.2 million as of December 31, 2024, primarily due to an increased in our purchases of services in line with our business expansion. Our trade payables further increased from RMB214.2 million as of December 31, 2024 to RMB253.1 million as of December 31, 2025, primarily due to our business growth which resulted in respective increases in procurement from suppliers.

During the Track Record Period, our suppliers typically granted us a credit period of one to three months. The following table sets forth an aging analysis of our trade payables as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Within one year	116,603	159,875	203,417
Over one year	27,032	54,277	49,697
Total	143,635	214,152	253,114

The following table sets forth the turnover days of our trade payables for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
Trade payables turnover days ⁽¹⁾	174	138	158

Note:

- (1) Trade payables turnover days equal the average of the opening and closing balances of trade payables for relevant period divided by total cost of services for the same period and multiplied by the number of days during such period, which is 365 days for one fiscal year.

Our trade payables turnover days decreased from 174 days in 2023 to 138 days in 2024, primarily due to our improved liquidity driven by our working capital enhancement. Our trade payable turnover days increased from 138 days in 2024 to 158 days in 2025, primarily due to our increased sales in the fourth quarter of 2025, which resulted in a respective increase in trade payables as of December 31, 2025.

As of February 28, 2026, RMB130.3 million, or approximately 51.5%, of our trade payables as of December 31, 2025 had been subsequently settled.

Contract Liabilities

Our contract liabilities arise from advances received from customers. We receive payments from customers based on the billing schedule as established in contracts during the customization and implementation stage of our solutions. Our contract liabilities decreased from RMB44.4 million as of December 31, 2023 to RMB26.5 million as of December 31, 2024, primarily due to more acceptance and delivered projects by the end of 2024 as compared to the same period in 2023. Our contract liabilities increased from RMB26.5 million as of December 31, 2024 to RMB38.8 million as of December 31, 2025, primarily due to the increased number of new projects we received in 2025 in line with our business growth.

As of February 28, 2026, RMB9.9 million, or approximately 25.4%, of our contract liabilities as of December 31, 2025 had been subsequently recognized as revenue.

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Other Payables and Accruals

Our other payables and accruals primarily consist of payroll and welfare payables, other tax payables, insurance premium payables, payables for acquisition of subsidiaries, accrued listing expenses, deposits, dividend payables and other payables. The following table sets forth a breakdown of our other payables and accruals as of the dates indicated.

	As of December 31,		
	2023	2024	2025
	(RMB in thousands)		
Payroll and welfare payables	30,358	27,771	49,062
Medication payments received on behalf of other parties	18,753	3,330	–
Other tax payables	13,741	16,620	26,985
Insurance premium payables	11,431	7,440	8,741
Payable for acquisition of subsidiaries . . .	4,900	4,900	–
Accrued listing expenses	[REDACTED]	[REDACTED]	[REDACTED]
Deposits	4,815	2,194	2,392
Dividend payable	25,000	–	–
Other payables	6,646	10,191	13,036
Total	115,644	76,917	102,213

Our other payables and accruals decreased from RMB115.6 million as of December 31, 2023 to RMB76.9 million as of December 31, 2024, mainly as a result of a decrease in dividend payables from RMB25.0 million as of December 31, 2023 to nil as of December 31, 2024 following the settlement of relevant dividends. Our other payables and accruals increased to RMB102.2 million as of December 31, 2025, primarily due to an increase in payroll and welfare payables from (i) costs of corporate restructuring, (ii) recruitment of new talents, and (iii) the consolidation of Guangzhou Tianxin.

As of February 28, 2026, RMB15.0 million, or approximately 14.7%, of our other payables and accruals as of December 31, 2025 had been subsequently settled.

Financial Assets at FVTPL

Our financial assets at FVTPL represent wealth management products purchased by us pursuant to certain asset management agreements, pursuant to which we participated in asset management plans operated by corresponding asset managers and to deposit investments to the designated accounts maintained by the asset managers. As of December 31, 2025, we recorded financial assets at FVTPL of RMB25.7 million arising from such wealth management products.

We managed and evaluated the performance of investments on a fair value basis in accordance with our business needs and investment strategy. We endeavor to increase the return of idle cash and bank balances by [REDACTED] investments in wealth management products with high liquidity and low risk such that our risk exposure arising from such investments is controlled. Our investment strategy related to such products focuses on minimizing the financial risks by reasonably and conservatively matching the maturities of the portfolio to anticipated operating cash needs, while generating desirable investment returns. In addition, in order to monitor and control the investment risks associated with our portfolio of low-risk wealth management products, we have adopted a comprehensive set of internal policies and guidelines to manage our investments. Our treasury managers are responsible for proposing, analyzing and evaluating potential investment in such products. Our management, including chief financial officer, has extensive experience in managing

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the financial aspects of an enterprise’s operations. Prior to making any material investments in wealth management products or modifying our existing investment portfolio, the proposal shall be reviewed by our chief financial officer and submitted to our chief executive officer for approval.

Financial Liabilities at FVTPL

Our financial liabilities measured at FVTPL primarily represent preferred share and convertible instruments issued by us that are not traded in an active market, and the respective fair value is determined by using valuation techniques. See “— Description of Key Components of Our Results of Operations — Losses on Changes in Fair Value of Financial Liabilities at FVTPL.” We recorded financial liabilities at FVTPL of RMB881.7 million, RMB1,228.7 million and RMB1,502.1 million as of December 31, 2023, 2024 and 2025, respectively. Among our financial liabilities at FVTPL, we had convertible instruments of RMB66.6 million, RMB139.2 million and nil as of the same dates, and convertible redeemable preferred shares of RMB803.2 million, RMB1,089.5 million and RMB1,502.1 million as of the same dates, respectively. We also recorded contingent consideration payable of RMB11.9 million as of December 31, 2023. During the Track Record Period, the general increase of our convertible instruments and convertible redeemable preferred shares was primarily driven by the changes in our Group’s valuation.

Amounts Due from Related Parties

As of December 31, 2023, 2024 and 2025, we recorded amounts due from related parties of RMB111.5 million, RMB157.3 million and RMB196.0 million. The amounts due from related parties increased from RMB111.5 million as of December 31, 2023 to RMB157.3 million as of December 31, 2024, primarily due to the increase in trade receivables from ZhongAn Online as it procured more solutions from us in 2024. The amounts due from related parties further increase from RMB157.3 million as December 31, 2024 to RMB196.0 million as of December 31, 2025, primarily due to the increase in contract assets from ZhongAn Online as it procured more solutions from us in 2025. As of December 31, 2023, 2024 and 2025, RMB25.8 million, RMB38.2 million and RMB25.6 million of our amounts due from related parties were non-trade in nature, primarily related to exercising of share options and financing activities. Our Directors confirm that all other related party balances which are non-trade in nature and did not occur in our ordinary course of business will be settled before Listing. We do not expect to enter into similar arrangements going forward.

Amounts Due to Related Parties

Our amounts due to related parties primarily represent outsourced procedural and insurance premium collected on behalf of our related parties and historical business advances made by ZhongAn Online. Our amounts due to related parties decreased from RMB70.5 million as of December 31, 2023 to RMB24.6 million as of December 31, 2024, primarily due to (i) the repayment of the advances made by Zhongan Online and (ii) the settlement of the insurance premiums. Our amounts due to related parties increased from RMB24.6 million as of December 31, 2024 to RMB29.9 million as of December 31, 2025, primarily due to the increased premiums collected on behalf of our related parties driven by the growth in our business.

As of December 31, 2023, 2024 and 2025, RMB47.6 million, RMB4.8 million and RMB1.2 million of our amounts due to related parties were non-trade in nature, primarily related to salaries and rental expenses paid by the related parties on our behalf. Our Directors confirm that RMB1.2 million of the related party balances which are non-trade in nature and did not occur in our ordinary course of business has been settled as of the Latest Practicable Date and the remaining of which will be settled upon Listing. We do not expect to enter into similar arrangements going forward.

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NET CURRENT ASSETS

The following table sets forth our current assets and current liabilities as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	February 28, 2026
				(unaudited)
	(RMB in thousands)			
Current assets				
Trade receivables	119,212	177,966	223,037	325,188
Prepayments, other receivables and other assets	64,798	121,295	67,757	69,529
Financial assets at FVTPL . .	—	—	25,727	56,056
Contract assets	39,032	23,725	20,604	27,685
Amounts due from related parties	111,524	157,349	195,997	205,515
Cash held on behalf of other parties	16,226	11,181	7,137	57,566
Cash and cash equivalents . .	137,170	166,964	247,109	143,396
Total current assets	487,962	658,480	787,368	884,935
Current liabilities				
Trade payables	143,635	214,152	253,114	313,268
Other payables and accruals .	115,644	76,917	102,213	124,221
Financial liabilities at FVTPL	881,660	1,228,655	1,502,059	1,480,863
Interest-bearing bank and other borrowings	8,000	38,171	29,900	29,900
Lease liabilities	3,620	6,607	6,639	6,638
Contract liabilities	44,393	26,529	38,780	39,711
Amounts due to related parties	70,498	24,603	29,877	30,017
Total current liabilities . . .	1,267,450	1,615,634	1,962,582	2,024,618
NET CURRENT LIABILITIES	(779,488)	(957,154)	(1,175,214)	(1,139,683)

Our net current liabilities remained relatively stable at RMB1,175.2 million and RMB1,139.7 million as of December 31, 2025 and February 28, 2026 , respectively.

Our net current liabilities increased from RMB957.2 million as of December 31, 2024 to RMB1,175.2 million as of December 31, 2025, primarily due to an increase of RMB273.4 million in the financial liabilities at FVTPL mainly as a result of the fair value change of our convertible redeemable preferred shares. Our convertible redeemable preferred shares will be re-designated from liabilities to equity as a result of the automatic conversion into Ordinary Shares upon the Listing, after which we do not expect to recognize any further loss or gain on changes in fair value of convertible instruments and will return to a net assets position from a net liabilities position.

Our net current liabilities increased from RMB779.5 million as of December 31, 2023 to RMB957.2 million as of December 31, 2024, primarily due to (i) an increase of RMB347.0 million in financial liabilities at FVTPL, (ii) an increase of RMB70.5 million in trade payables and (iii) an

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increase of RMB30.2 million in interest-bearing bank and other borrowings, partially offset by (i) an increase of RMB58.8 million in trade receivables, (ii) an increase of RMB56.5 million in prepayments, other receivables and other assets and (iii) an increase of RMB29.8 million in cash and cash equivalents.

LIQUIDITY AND CAPITAL RESOURCES

Working Capital Sufficiency

Our Directors are of the view that taking into account our available resources including cash and cash equivalents on hand, the operating cash flows, the available banking facilities and the net estimated proceeds from the [REDACTED], we have sufficient working capital for our present requirements and for at least the next 12 months from the date of this document.

During the Track Record Period and up to the Latest Practicable Date, we primarily funded our cash requirements from cash from operations, bank borrowings and proceeds we received from Pre-[REDACTED] Investments. As of February 28, 2026, we had cash and cash equivalents of RMB143.4 million, financial assets at FVTPL of RMB56.1 million and unutilized credit facilities of RMB20.1 million.

Cash Flows

The following table sets forth selected cash flow statements for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
	(RMB in thousands)		
Net cash (used in)/ generated from operating activities	4,642	7,039	51,720
Net cash (used in)/ generated from investing activities	27,256	(16,591)	(40,390)
Net cash (used in)/ generated from financing activities	3,101	39,471	69,535
Net increase/(decrease) in cash and cash equivalents	34,999	29,919	80,865
Cash and cash equivalents at the beginning of the period	102,294	137,170	166,964
Effect of foreign exchange rate changes, net	(123)	(125)	(720)
Cash and cash equivalents at the end of the period	137,170	166,964	247,109

Net Cash Generated from Operating Activities

For the year ended December 31, 2025, we had net cash generated from operating activities of RMB51.7 million, which represents our loss before tax of RMB270.1 million, primarily adjusted for (i) fair value changes of financial liabilities at FVTPL of RMB303.6 million and (ii) an increase in other payables and accruals of RMB7.3 million, partially offset by increase in amounts due from related parties of RMB60.1 million.

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For the year ended December 31, 2024, we had net cash generated from operating activities of RMB7.0 million, which represents our loss before tax of RMB155.3 million, primarily adjusted for (i) fair value changes of financial liabilities at FVTPL of RMB205.5 million, and (ii) an increase in trade payables of RMB70.5 million, partially offset by (i) an increase in trade receivables of RMB58.6 million, (ii) a decrease in amounts due to related parties of RMB45.7 million, and (iii) an increase in amounts due from related parties of RMB34.0 million.

For the year ended December 31, 2023, we had net cash generated from operating activities of RMB4.6 million, which represents our loss before tax of RMB239.9 million, primarily adjusted for (i) fair value changes of financial liabilities at FVTPL of RMB256.7 million, (ii) a decrease in cash held on behalf of other parties of RMB36.0 million, and (iii) a decrease in amounts due from related parties of RMB54.7 million. The amount was partially offset by (i) an increase in trade receivables of RMB24.2 million, (ii) a decrease in amounts due to related parties of RMB35.4 million, and (iii) an increase in contract assets of RMB53.9 million.

Net Cash (Used in)/Generated from Investing Activities

For the year ended December 31, 2025, we had net cash used in investing activities of RMB40.4 million, primarily due to (i) acquisition of financial assets at FVTPL of RMB80.0 million and (ii) acquisition of subsidiaries of RMB13.5 million, partially offset by withdraw in financial assets designated as at fair value of RMB55.6 million.

For the year ended December 31, 2024, we had net cash used in investing activities of RMB16.6 million, primarily due to (i) acquisition of subsidiaries of RMB12.3 million and (ii) purchases of items of property, plant and equipment of RMB3.5 million.

For the year ended December 31, 2023, we had net cash generated from investing activities of RMB27.3 million, primarily due to acquisition of subsidiaries of RMB25.8 million, partially offset by (i) purchases of items of property, plant and equipment of RMB1.6 million and (ii) purchase of intangible assets of RMB0.5 million.

Net Cash (Used in)/Generated from Financing Activities

For the year ended December 31, 2025, we had net cash generated from financing activities of RMB69.5 million, attributable to proceeds from convertible instruments of RMB87.0 million, partially offset by a repayment of interest-bearing bank borrowings of RMB38.9 million.

For the year ended December 31, 2024, we had net cash generated from financing activities of RMB39.5 million, attributable to (i) proceeds from interest-bearing bank and other borrowings of RMB70.5 million, (ii) proceeds from convertible instruments of RMB53.0 million, and (iii) proceeds from issue of convertible redeemable preferred shares of RMB50.9 million, partially offset by (i) payments of convertible instruments of RMB50.9 million, and (ii) repayment of interest-bearing bank and other borrowings of RMB40.7 million.

For the year ended December 31, 2023, we had net cash generated from financing activities of RMB3.1 million, attributable to proceeds from interest-bearing bank and other borrowings of RMB21.0 million, partially offset by (i) repayment of interest-bearing bank and other borrowings of RMB13.0 million and (ii) lease payments of RMB4.5 million.

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INDEBTEDNESS

The table below sets forth a breakdown of our indebtedness as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	February 28, 2026
				(unaudited)
	(RMB in thousands)			
Current				
Interest-bearing bank borrowings	8,000	38,171	29,900	29,900
Lease liabilities	3,620	6,607	6,639	6,638
Financial liabilities at FVTPL	881,660	1,228,655	1,502,059	1,480,863
Non-trade related amounts due to related parties	47,569	4,827	1,218	1,178
Non-current				
Lease liabilities	163	8,974	6,058	4,831
Total	<u>941,012</u>	<u>1,287,234</u>	<u>1,545,874</u>	<u>1,523,410</u>

Interest-bearing Bank Borrowings

The table below sets forth a breakdown of our interest-bearing bank borrowings as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	February 28, 2026
				(unaudited)
	(RMB in thousands)			
Bank loans – unsecured	3,000	19,271	19,900	19,900
Bank loans – guaranteed	<u>5,000</u>	<u>18,900</u>	<u>10,000</u>	<u>10,000</u>
Total	<u>8,000</u>	<u>38,171</u>	<u>29,900</u>	<u>29,900</u>

As of December 31, 2023, 2024 and 2025 and February 28, 2026, we had borrowings of RMB8.0 million, RMB38.2 million, RMB29.9 million and RMB29.9 million, respectively, mainly representing bank loans to supplement our working capital. The increase in our total borrowings from 2023 to 2024 were primarily due to our business expansion. The decrease in our total borrowings from 2024 to 2025 were primarily due to our repayment of bank loans by the end of 2025. During the Track Record Period, our borrowings were obtained from commercial banks. The effective interest rate on our bank loans ranged from 2.75% to 3.90%, 2.75% to 2.90% and 2.30% to 2.40% during the Track Record Period.

As of February 28, 2026, our committed unutilized banking facilities amounted to RMB20.1 million.

The following table sets forth the maturity analysis of our bank borrowings as of the dates indicated.

	As of December 31,			As of
	2023	2024	2025	February 28, 2026
				(unaudited)
	(RMB in thousands)			
Within one year	8,000	38,171	29,900	29,900

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Lease Liabilities

Our lease liabilities are in relation to properties that we lease for our offices. As of December 31, 2023, 2024 and 2025 and February 28, 2026, we recognized total lease liabilities of RMB3.8 million, RMB15.6 million, RMB12.7 million and RMB11.5 million. The fluctuation in our lease liabilities was primarily due to (i) new leaseholds in relation to the relocation of our offices in 2024 and (ii) depreciation recognized during the lease term.

Save as disclosed above, as of February 28, 2026, being the latest practicable date for determining our indebtedness, we did not have any outstanding mortgages, charges, debentures, other issued debt capital, bank overdrafts, borrowings, liabilities under acceptance or other similar indebtedness, hire purchase commitments, guarantees or other material contingent liabilities. Our Directors have confirmed that there had been no material change in our indebtedness since February 28, 2026 and up to the date of this document.

CAPITAL EXPENDITURES

Our capital expenditures were RMB2.2 million, RMB4.3 million and RMB2.6 million in 2023, 2024 and 2025, respectively. The following table sets forth our capital expenditures for the periods indicated.

	Year ended December 31,		
	2023	2024	2025
	<i>(RMB in thousands)</i>		
Purchase of property, plant and equipment	1,618	3,516	2,571
Purchase of intangible assets	546	764	–
Total	<u>2,164</u>	<u>4,280</u>	<u>2,571</u>

During the Track Record Period, our capital expenditures were primarily in relation to purchase of property, plant and equipment and intangible assets used in our operation. We expect that our capital expenditures in 2026 will primarily consist of purchase of property, plant and equipment. We expect to finance our capital expenditures through existing cash on hand, bank loans and the net proceeds from the [REDACTED]. We may adjust our capital expenditures for any given year according to our development plans or in light of market conditions and other factors we believe to be appropriate.

CAPITAL COMMITMENTS

As of December 31, 2023, 2024 and 2025, we did not have any capital commitments contracted for but not yet provided. Our Directors confirm that there had been no material change in our capital commitments since December 31, 2025 and up to the Latest Practicable Date.

CONTINGENT LIABILITIES

As of December 31, 2023, 2024 and 2025, we did not have any significant contingent liabilities. Our Directors confirmed that there had not been any material change in the contingent liabilities of our Company since December 31, 2025 and up to the Latest Practicable Date.

FINANCIAL INFORMATION

KEY FINANCIAL RATIOS

The following table sets forth our key financial ratios as of the dates or for the periods indicated.

	As of/Year ended December 31,		
	2023	2024	2025
Gross profit margin ⁽¹⁾	58.3%	49.8%	47.2%
Adjusted net profit margin (non-IFRS) ⁽²⁾ .	2.8%	6.1%	5.9%

Notes:

- (1) Gross profit margin is calculated using gross profit divided by revenue as of the dates indicated.
- (2) Adjusted net profit margin (non-IFRS measure) equals adjusted net profit (non-IFRS measure) for the year/period divided by revenue for the year/period and multiplied by 100%.

OFF-BALANCE SHEET ARRANGEMENTS

As of the Latest Practicable Date, we did not have any outstanding off-balance sheet arrangements.

FINANCIAL RISK MANAGEMENT

Our principal financial instruments include cash and cash equivalents, interest-bearing bank and other borrowings and convertible redeemable preferred shares. The primary purpose of these financial instruments is to support our operations by raising financing. We also have other financial assets and liabilities, such as trade receivables, financial assets included in prepayments, other receivables and other assets, trade payables and financial liabilities included in other payables and accruals, which arise directly from our business activities.

The key risks associated with our financial instruments include foreign currency risk, credit risk and liquidity risk. Our Directors regularly review these risks and establish policies to manage and mitigate their impact effectively. For details, see note 39 in Section II to the Accountant’s Report included in Appendix I to this document.

FINANCIAL INFORMATION OF JIANGSU DAOTAI

In October 2023, we completed the acquisition and obtained control of Jiangsu Daotai, which mainly provide customer engagement services. The acquisition is expected to further enhance our underwriting solutions. The total purchase consideration was RMB21.7 million, including a contingent consideration of RMB11.9 million based on Jiangsu Daotai’s operating result and dividends distribution subsequent to the acquisition date. See Section III to the Accountant’s Report included in Appendix I to this document.

Set out below is selected pre-acquisition financial information of Jiangsu Daotai for the period from January 1, 2023 to October 31, 2023 in accordance with IFRS Accounting Standards.

FINANCIAL INFORMATION

Principal Components of Statement of Comprehensive Income

The following table summarizes the statement of comprehensive income of Jiangsu Daotai for the periods indicated:

	For the ten months ended October 31, 2023
	<i>(RMB in thousands)</i>
Revenue	241,200
Cost of services	(163,285)
Gross profit	77,915
Other income and gains	1,720
Selling and distribution expenses	(3,375)
Administrative expenses	(9,844)
Research and development expenses	(19,955)
Impairment for financial assets	3
Profit before tax	46,464
Income tax credit/(expense)	—
Profit for the year/period	46,464

Revenue

Leveraging its experience in insurtech business, Jiangsu Daotai primarily offers customer engagement services, which are categorized under our underwriting solutions after our acquisition of Jiangsu Daotai. Jiangsu Daotai generally charges its customers service fees based on performance completion. In the ten months ended October 31, 2023, Jiangsu Daotai recorded revenue of RMB241.2 million.

Cost of services

Jiangsu Daotai’s cost of services primarily represents telecommunication costs incurred to provide customer engagement services. In the ten months ended October 31, 2023, Jiangsu Daotai recorded cost of services of RMB163.3 million.

Other income and gains

Jiangsu Daotai’s other income and gains primarily represents government grants. Jiangsu Daotai recorded other income and gains of RMB1.7 million in the ten months ended October 31, 2023.

Selling and distribution expenses

Jiangsu Daotai’s selling and distribution expenses primarily represent staff expenses, including salaries, commissions, bonuses and benefits paid to sales and marketing personnel, share-based compensation, and miscellaneous expenses related to sales and marketing activities. In the ten months ended October 31, 2023, Jiangsu Daotai recorded selling and distribution expenses of RMB3.4 million.

Administrative expenses

Jiangsu Daotai’s administrative expenses primarily represent staff expenses, including salaries, commissions, bonuses and benefits paid to administrative personnel, share-based compensation, and miscellaneous expenses related to administrative activities. In the ten months ended October 31, 2023, Jiangsu Daotai recorded administrative expenses of RMB9.8 million.

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Research and development expenses

Jiangsu Daotai’s research and development expenses primarily represent staff expenses, including salaries, commissions, bonuses and benefits paid to research and development personnel, share-based compensation, and miscellaneous expenses related to research and development activities. In the ten months ended October 31, 2023, Jiangsu Daotai recorded research and development expenses of RMB20.0 million, respectively.

Impairment for financial assets

Jiangsu Daotai’s impairment for financial assets primarily represent provision for trade receivables. Jiangsu Daotai recorded a reversal of impairment for financial assets of RMB3,000 in the ten months ended October 31, 2023.

Profit for the Period

As a result of foregoing, Jiangsu Daotai had a net profit of RMB46.5 million in the ten months ended October 31, 2023.

Discussion of Certain Key Balance Sheet Items

The following table sets forth a summary of Jiangsu Daotai’s consolidated statement of financial position as of the dates indicated.

	As of October 31, 2023
	<i>(RMB in thousands)</i>
Non-current assets	
Property, plant and equipment	4,595
Right-of-use assets	292
Total non-current assets	4,887
Current assets	
Trade receivables	51,942
Prepayments, other receivables and other assets	9,158
Cash and cash equivalents	30,746
Total current assets	91,846
Current liabilities	
Trade payables	29,427
Other payables and accruals	33,208
Lease liabilities	72
Contract liabilities	290
Amounts due to related parties	1,166
Total current liabilities	64,163
Net Current Assets	27,683
Total Assets Less Current Liabilities	32,570
Net Assets	32,570

FINANCIAL INFORMATION

Trade Receivables

Trade receivables of Jiangsu Daotai primarily represent receivables from provision of customer engagement services. The following table sets forth a breakdown of Jiangsu Daotai’s trade receivables:

	As of October 31, 2023
	<i>(RMB in thousands)</i>
Trade receivables	51,958
Impairment	(16)
Total	<u><u>51,942</u></u>

For the ten months ended October 31, 2023, average trade receivable turnover days of Jiangsu Daotai were 72 days.

Trade payables

Trade payables of Jiangsu Daotai represent the amounts owed to its suppliers for services purchased. Trade payables of Jiangsu Daotai were RMB29.4 million as of October 31, 2023, all of which were aged within one year.

For the ten months ended October 31, 2023, average trade and payable turnover days of Jiangsu Daotai were 41 days.

Other Payables and Accruals

Other payables and accruals of Jiangsu Daotai consist primarily of (i) payroll and welfare payables, (ii) other tax payables, (iii) dividend payables and (iv) other payables.

The table below set forth the components of Jiangsu Daotai’s other payables and accruals as of the date indicated.

	As of October 31, 2023
	<i>(RMB in thousands)</i>
Payroll and welfare payables	7,279
Other tax payables	495
Dividend payables.	25,000
Other payables	434
Total	<u><u>33,208</u></u>

Other payables and accruals of Jiangsu Daotai were RMB33.2 million as of October 31, 2023. The dividend payables was primarily in relation to dividend announced but not yet settled in 2023.

Liquidity and Capital Resources

In the ten months ended October 31, 2023, Jiangsu Daotai had funded its working capital primarily from cash generated from its business operations. As of October 31, 2023, Jiangsu Daotai’s cash and cash equivalents were RMB30.7 million.

FINANCIAL INFORMATION

Cash Flow

The following table sets forth selected cash flow statement information of Jiangsu Daotai for the periods indicated.

	For the ten months ended October 31, 2023
	(RMB in thousands)
Net cash generated from operating activities	57,753
Net cash used in investing activities	(2,025)
Net cash used in financing activities	(41,200)
Net increase/(decrease) in cash and cash equivalents	14,528
Cash and cash equivalents at the beginning of the period	16,218
Cash and cash equivalents at the end of the period	30,746

Net cash generated from operating activities

For the ten months ended October 31, 2023, Jiangsu Daotai had net cash generated from operating activities of RMB57.8 million, which represents Jiangsu Daotai’s profit before tax of RMB46.5 million, adjusted for a decrease in trade receivables of RMB10.8 million. The amount was further adjusted by (i) an decrease in other payables and accruals of RMB19.0 million and (ii) an increase in trade payables of RMB15.0 million.

Net cash used in investing activities

For the ten months ended October 31, 2023, Jiangsu Daotai had net cash used in investing activities of RMB2.0 million, primarily due to purchases of items of property, plant and equipment.

Net cash used in financing activities

For the ten months ended October 31, 2023, Jiangsu Daotai had net cash used in financing activities of RMB41.2 million, attributable to payments for dividends of RMB45.7 million, partially offset by capital contributions by shareholders of RMB5.0 million.

Capital Expenditures

For the ten months ended October 31, 2023, Jiangsu Daotai did not have any material capital expenditures.

Capital Commitments

As of October 31, 2023, Jiangsu Daotai did not have any capital commitments contracted for but not yet provided.

Contingent Liabilities

As of October 31, 2023, Jiangsu Daotai did not have any significant contingent liabilities.

Off-Balance Sheet Commitments and Arrangements

As of October 31, 2023, Jiangsu Daotai did not have any off-balance sheet commitments and arrangements.

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RELATED PARTY TRANSACTIONS

For details of our Group’s related party transactions during the Track Record Period, see Note 38 of Section II to Appendix I to this document. For details of Jiangsu Daotai’s related party transactions during the Track Record Period, see Note 11 of Section III to Appendix I to this document.

Our Directors are of the view that each of the related party transactions set out in Appendix I to this document was conducted on an arm’s length basis and would not distort our track record results or cause our historical results to be not reflective of our future performance.

DIVIDENDS

We are a holding company incorporated under the laws of the Cayman Islands. During the Track Record Period, we did not make any dividend payment. As of the Latest Practicable Date, we did not have a formal dividend policy or a fixed dividend distribution ratio. Any dividends we pay will be at the discretion of our Directors and will depend on our future operations and earnings, capital requirements and surplus, general financial condition, contractual restriction and other factors our Directors consider relevant. Any declaration and payment as well as the amount of dividends will be subject to our Memorandum of Association and Articles of Association and the Cayman Companies Act. As advised by our Cayman Islands legal advisor, under Cayman Islands law, a position of net liabilities or accumulated losses does not necessarily restrict us from declaring and paying dividends to our Shareholders, as dividends may still be declared and paid out of our share premium account notwithstanding our profitability, provided that in no circumstances may a dividend be paid if this would result in the company being unable to pay its debts as they fall due in the ordinary course of business.

DISTRIBUTABLE RESERVES

As of December 31, 2025, we did not have any distributable reserves.

LISTING EXPENSES

Listing expenses represent professional fees, [REDACTED] commission and other fees incurred in connection with the [REDACTED]. Listing expenses to be borne by us are estimated to be approximately [REDACTED] ([REDACTED]), comprising: (i) [REDACTED] fees of [REDACTED] ([REDACTED]); and (ii) non-[REDACTED]-related expenses of [REDACTED] ([REDACTED]), which are further categorized into: (a) fees and expenses of legal advisors and accountants of [REDACTED] ([REDACTED]); and (b) other fees and expenses of [REDACTED] ([REDACTED]), assuming the [REDACTED] is not exercised and based on the [REDACTED] of [REDACTED] per [REDACTED] (being the mid-point of the [REDACTED] range), approximately [REDACTED] ([REDACTED]) of which was charged or is expected to be charged to our consolidated statements of profit or loss, and approximately [REDACTED] ([REDACTED]) of which is expected to be deducted from equity upon the completion of the [REDACTED]. The listing expenses are expected to represent approximately [REDACTED]% of the gross proceeds of the [REDACTED], assuming an [REDACTED] of [REDACTED] per [REDACTED] (being the mid-point of the indicative [REDACTED] range) and that the [REDACTED] is not exercised. The listing expenses above are the latest practicable estimate for reference only, and the actual amount may differ from this estimate.

UNAUDITED [REDACTED] ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

For more information, please see Unaudited [REDACTED] Financial Information in Appendix II to this document for details.

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NO MATERIAL ADVERSE CHANGE

After performing sufficient due diligence work that our Directors consider appropriate and after due and careful consideration, our Directors confirm that, up to the date of this document, there has been no material adverse change in our financial or trading position or prospects since December 31, 2025 (being the end date of the period reported on in the Accountant's Report in Appendix I to this document) and there has been no event since December 31, 2025 that would materially affect the information as set out in the Accountant's Report in Appendix I to this document.

DISCLOSURE REQUIRED UNDER THE LISTING RULES

Our Directors confirm that as of the Latest Practicable Date, there was no circumstance that would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.

FUTURE PLANS AND [REDACTED]

FUTURE PLANS

For details of our future plans, see “Business—Our Strategies.”

[REDACTED]

Assuming that the [REDACTED] is not exercised, after deducting the [REDACTED] commissions and other estimated offering expenses payable by us in connection with the [REDACTED], and assuming an [REDACTED] of [REDACTED] per Share (being the mid-point of the indicative [REDACTED] range of [REDACTED] to [REDACTED]), we estimate that we will receive net proceeds of approximately [REDACTED] from the [REDACTED]. We intend to use the proceeds from the [REDACTED] for the purposes and in the amounts set forth below:

- (i) Approximately [30.0]% (or [REDACTED]) will be allocated to improve our operating efficiency and analytical capabilities through the enhancement of R&D and technology infrastructure. We expect these investments to enhance our gross profit margin over time as we achieve greater automation and operational efficiency. While these R&D investments will initially increase cash outflows from investing activities, we anticipate that the resulting improvements in profitability and operational efficiency will generate stronger operating cash flows in subsequent periods. Specifically,
 - a. Approximately [20.0]% (or [REDACTED]) will be allocated to invest in AI technologies, upgrade and iterate our multi-agent AI systems, integrate AI capabilities with data and analytics to further improve efficiency, accuracy and productivity of our underwriting solution and claim solution. Specifically, we plan to utilize these proceeds over the next five years and allocate:
 - approximately [6.0]% (or [REDACTED]) will be used to enhance our AI infrastructure and strengthen data compliance and security systems to support the scalability and regulatory compliance of our solutions;
 - approximately [10.0]% (or [REDACTED]) will be used to upgrade and iterate our multi-agent AI systems at the application level, including enhancing interactive capabilities in the customer engagement process and improving reasoning capabilities in the claim review and investigation process to deliver more effective and responsive AI-driven customer experiences. For underwriting solutions, we will further integrate and iterate our data sources to build a comprehensive nationwide data network and leverage AI to continuously refine our Alamos model, enabling more precise risk assessment and stable risk management. For claim solutions, we will utilize AI technologies to optimize our claims review processes and develop our digital claim review agent for local deployment within insurance companies’ systems, enabling deeper integration with our clients’ operations. These enhancements will improve efficiency by automating complex assessments and reducing processing times, improve accuracy through more sophisticated risk evaluation and claims decision-making capabilities and enhance productivity; and
 - approximately [4.0]% (or [REDACTED]) will be used to develop our enterprise-level AI brain, which will utilize our knowledge base to connect vertical-specific knowledge with decision-making process, enabling more intelligent and context-aware underwriting and claims decisions.

FUTURE PLANS AND [REDACTED]

- b. Approximately [5.0]% (or [REDACTED]) will be allocated over the next five years to promote synchronization among underwriting review and claim management processes, as well as the underlying risk analytics capabilities and operational systems to improve the experience of our insurance company clients. We plan to promote synchronization among underwriting review and claim management processes by establishing integrated data infrastructure that connects our underwriting and claims systems, enabling risk insights generated during underwriting to inform claims management decisions and vice versa. Our nationwide data network will serve as a unified risk analytics foundation for both our underwriting solutions and claim solutions. This synchronization will create a continuous feedback cycle where our multi-agent AI systems are continuously improved, ultimately improving our insurance company clients' experience through reduced processing time, enhanced decision accuracy rate, and more effective risk management across their operations; and
 - c. Approximately [5.0]% (or [REDACTED]) will be allocated over the next five years to purchase servers, cloud service, broadband infrastructure and software to support the computational power required for our R&D development;
- (ii) Approximately [30.0]% (or [REDACTED]) will be used in expansion of our geographical coverage, diversification of our insurance coverage and enhancement of our product offerings. We expect these initiatives to diversify our revenue sources and enhance our overall profit margin as we access new markets and client segments with stronger willingness to pay for our solutions. While these expansion efforts will increase our capital and operating expenditures in the near term, we anticipate that the resulting revenue growth and improved profitability will generate scalable and diversified cash inflows over the long term. Specifically, we plan to utilize these proceeds over the next five years and allocate:
- a. Approximately [15.0]% (or [REDACTED]) will be used in our expansion into overseas markets, particularly into Southeast Asia and the Middle East. These funds will be used primarily for (i) product localization to meet regional market requirements and regulatory standards; (ii) establishment of local sales, technology and operations teams; and (iii) integration with local data resources and infrastructure to support our service delivery in these markets. These markets share similar characteristics with China, including rapidly growing economies, large population bases, rising healthcare costs and increasing demand for digital insurance solutions, while facing common challenges and limitations such as underdeveloped technology infrastructure, underutilization of data and heavy reliance on manual processes for underwriting and claim process. Regulatory authorities in these jurisdictions have introduced policies encouraging insurance industry development and supporting technological innovation, creating a feasible environment for us to replicate our business model in these markets. We have established a Hong Kong branch and a Singapore subsidiary to serve as operational hubs for our overseas expansion plans. We plan to build localized commercial and operational teams in target markets that will work in coordination with our PRC-based teams to solicit and service customers in these regions, leveraging its established technology platform while adapting to local market requirements. Specifically,
 - approximately [10.0]% (or [REDACTED]) will be allocated to Southeast Asian market expansion, including but not limited to Vietnam, Indonesia and Malaysia; and

FUTURE PLANS AND [REDACTED]

- approximately [5.0]% (or [REDACTED]) will be allocated to Middle Eastern market expansion, including but not limited to Saudi Arabia and the United Arab Emirates.
 - b. Approximately [5.0]% (or [REDACTED]) will be allocated to promote our brand reputation and product offerings among other insurance carriers in China and overseas markets such as Southeast Asia and the Middle East; and
 - c. Approximately [5.0]% (or [REDACTED]) will be used in the diversification of our coverage into other insurance lines, such as life insurance, auto insurance and other property & casualty insurance;
 - d. Approximately [5.0]% (or [REDACTED]) will be allocated to improve our compatibility with various insurance companies in the integration of our multi-AI agent systems.
- (iii) Approximately [30.0]% (or [REDACTED]) will be used over the next five years in potential strategic investment in insurtech related businesses. We plan to search for acquisition and investment opportunities that match our strategic goals. We expect these strategic investments to expand our revenue base and enhance profitability through operational synergies, as we leverage our technology capabilities to improve the efficiency and cost structure of target companies. While these investments will increase cash outflows from investing activities in the near term, we anticipate that the successful integration and realization of synergies will generate positive operating cash inflows over time. We consider factors including the target company’s market position, management experience, valuation, track record and financial performance. We plan to select targeting companies with a strong market presence and established customer relationships in our key expansion geographies, particularly China and potentially Southeast Asia, to facilitate a smoother and more effective market entry. Additionally, we seek to leverage their existing local customer relationship and technology infrastructure. We may consider acquisitions or minority investments when appropriate opportunities arise.

Our selection criteria for potential target companies include but are not limited to third-party administrator companies and insurtech companies that (i) have at least five years of stable operations; (ii) are led by senior management with substantial industry experience and supported by professional R&D personnel; (iii) demonstrate solid profitability in their respective fields; and (iv) have strong growth potential and synergies with our existing business operations. We intend to make aforementioned investments and acquisitions mainly through equity, both controlling and non-controlling, evaluated on the case-by-case basis.

According to the Frost & Sullivan Report, as of December 31, 2025, there were over 40 potential targets in the market that met our criteria. As such, our Directors are of the opinion that there is a sufficient number of suitable target companies available in the market for our investment and acquisition plans. The criteria are subject to adjustment based on changes in the market conditions and our strategic needs. However, there is no guarantee that we will be able to invest in or acquire the targets that we desire. As of the Latest Practicable Date, we had not identified any potential acquisition or investment targets and had not entered into any letters of intent or definitive agreement for the acquisition of any company.

- (iv) Approximately [10.0]% (or [REDACTED]) will be used for working capital and general corporate purposes.

FUTURE PLANS AND [REDACTED]

In the event that the [REDACTED] is set at the [REDACTED] or the minimum [REDACTED] of the indicative [REDACTED] range, the net proceeds of the [REDACTED] will increase or decrease by approximately [REDACTED].

The additional net proceeds that we would receive if the [REDACTED] were exercised in full would be: (i) [REDACTED] (assuming an [REDACTED] of [REDACTED] per Share, being the [REDACTED] of the indicative [REDACTED] range); (ii) [REDACTED] (assuming an [REDACTED] of [REDACTED] per Share, being the mid-point of the indicative [REDACTED] range); and (iii) [REDACTED] (assuming an [REDACTED] of [REDACTED] per Share, being the minimum [REDACTED] of the indicative [REDACTED] range).

To the extent that the net proceeds from the [REDACTED] are either more or less than expected, we will adjust our allocation of the net proceeds for the above purposes on a pro rata basis. To the extent that the net proceeds of the [REDACTED] are not immediately used for the above purposes, we will only deposit such funds into short-term interest-bearing accounts at licensed commercial banks and/or other authorized financial institutions (as defined under the Securities and Futures Ordinance or applicable laws and regulations in other jurisdictions). In such event, we will comply with the appropriate disclosure requirements under the Listing Rules. We will issue an appropriate announcement if there is any material change to the above proposed [REDACTED] in accordance with the Listing Rules.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

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STRUCTURE OF THE [REDACTED]

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STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

STRUCTURE OF THE [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

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HOW TO APPLY FOR [REDACTED]

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HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

HOW TO APPLY FOR [REDACTED]

[REDACTED]

APPENDIX I

ACCOUNTANTS’ REPORT

[To insert the firm’s letterhead]

ACCOUNTANTS REPORT ON HISTORICAL FINANCIAL INFORMATION TO THE DIRECTORS OF NOVA INSIGHT TECHNOLOGY LIMITED, J.P. MORGAN SECURITIES (FAR EAST) LIMITED AND HSBC CORPORATE FINANCE (HONG KONG) LIMITED

Introduction

We report on the historical financial information of Nova Insight Technology Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-[●] to I-[●], which comprises the consolidated statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2023, 2024 and 2025 (the “Relevant Periods”), and the consolidated statements of financial position of the Group and the statements of financial position of the Company as at 31 December 2023, 2024 and 2025 and material accounting policy information and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-[●] to I-[●] forms an integral part of this report, which has been prepared for inclusion in the document of the Company dated [REDACTED] (the “Document”) in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

Directors’ responsibility for the Historical Financial Information

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

Reporting accountants’ responsibility

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants’ Reports on Historical Financial Information in Investment Circulars* as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants’ judgement, including the assessment of risks of material misstatement of the Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity’s preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity’s internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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ACCOUNTANTS’ REPORT

Opinion

In our opinion, the Historical Financial Information gives, for the purposes of the accountants’ report, a true and fair view of the financial position of the Group and the Company as at 31 December 2023, 2024 and 2025 and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of preparation set out in note 2.1 to the Historical Financial Information.

Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance

Adjustments

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-[●] have been made.

Dividends

We refer to note [13] to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

No historical financial statements for the Company

As at the date of this report, no statutory financial statements have been prepared for the Company since its date of incorporation.

[●]

Certified Public Accountants

Hong Kong

[Date]

APPENDIX I

ACCOUNTANTS’ REPORT

I. HISTORICAL FINANCIAL INFORMATION

Preparation of Historical Financial Information

Set out below is the Historical Financial Information which forms an integral part of this accountants’ report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing as issued by the HKICPA (the “Underlying Financial Statements”).

The Historical Financial Information is presented in Renminbi (“RMB”) and all values are rounded to the nearest thousand (RMB’000) except when otherwise indicated.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Revenue	5	654,732	943,836	1,023,886
Cost of services		(273,078)	(473,414)	(540,890)
GROSS PROFIT		381,654	470,422	482,996
Other income and gains	6	4,200	4,572	5,050
Selling and distribution expenses		(163,393)	(146,555)	(165,599)
Administrative expenses		(134,423)	(182,708)	(199,413)
Research and development expenses		(69,298)	(93,988)	(86,583)
Loss on changes in fair value of financial liabilities at fair value through profit or loss (FVTPL)	29	(256,735)	(205,535)	(303,550)
Other expenses	9	(101)	(54)	(49)
Impairment for financial assets and contract assets .		(1,060)	(57)	(1,862)
Finance costs	8	(767)	(1,374)	(1,038)
LOSS BEFORE TAX	7	(239,923)	(155,277)	(270,048)
Income tax credits	12	20	39	276
LOSS FOR THE YEAR		(239,903)	(155,238)	(269,772)
Attributable to:				
Owners of the parent		(244,095)	(185,754)	(276,872)
Non-controlling interests		4,192	30,516	7,100
		(239,903)	(155,238)	(269,772)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT				
Basic and diluted (RMB)	14	(2.22)	(1.69)	(2.51)

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

	Note	Year ended 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
LOSS FOR THE YEAR		(239,903)	(155,238)	(269,772)
OTHER COMPREHENSIVE (LOSS)/INCOME				
Other comprehensive income/(loss) that may be reclassified to profit or loss in subsequent periods				
– Exchange differences on translation of foreign operations	22	(16)	(265)	
Other comprehensive (loss)/income that will not be reclassified to profit or loss in subsequent periods				
– Exchange differences on translation of the Company		(10,891)	(13,826)	29,510
OTHER COMPREHENSIVE (LOSS)/INCOME FOR THE YEAR		(10,869)	(13,842)	29,245
TOTAL COMPREHENSIVE LOSS FOR THE YEAR		(250,772)	(169,080)	(240,527)
Attributable to:				
Owners of the parent.		(254,964)	(199,596)	(247,627)
Non-controlling interests		4,192	30,516	7,100
		(250,772)	(169,080)	(240,527)

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

		As at 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Property, plant and equipment	15	5,634	5,945	5,602
Right-of-use assets	17	3,876	15,232	12,254
Goodwill	16	3,957	3,957	6,615
Intangible assets	18	31,100	30,414	37,869
Prepayments, other receivables and other assets	23	284	1,957	1,716
Deferred tax assets	20	17	57	124
Pledged deposits	25	5,202	5,202	5,202
Contract assets	21	27,321	22,981	7,321
Total non-current assets		77,391	85,745	76,703
CURRENT ASSETS				
Trade receivables	22	119,212	177,966	223,037
Prepayments, other receivables and other assets	23	64,798	121,295	67,757
Financial assets at FVTPL	24	—	—	25,727
Contract assets	21	39,032	23,725	20,604
Amounts due from related parties	37	111,524	157,349	195,997
Cash held on behalf of other parties	25	16,226	11,181	7,137
Cash and cash equivalents	25	137,170	166,964	247,109
Total current assets		487,962	658,480	787,368
CURRENT LIABILITIES				
Trade payables	26	143,635	214,152	253,114
Other payables and accruals	27	115,644	76,917	102,213
Financial liabilities at FVTPL	29	881,660	1,228,655	1,502,059
Interest-bearing bank and other borrowings	28	8,000	38,171	29,900
Lease liabilities	17	3,620	6,607	6,639
Contract liabilities	5	44,393	26,529	38,780
Amounts due to related parties	37	70,498	24,603	29,877
Total current liabilities		1,267,450	1,615,634	1,962,582
NET CURRENT LIABILITIES		(779,488)	(957,154)	(1,175,214)
TOTAL ASSETS LESS CURRENT LIABILITIES				
		(702,097)	(871,409)	(1,098,511)
NON-CURRENT LIABILITIES				
Lease liabilities	17	163	8,974	6,058
Deferred tax liabilities	20	1,698	1,699	3,989
Total non-current liabilities		1,861	10,673	10,047
Net liabilities		(703,958)	(882,082)	(1,108,558)
EQUITY				
Equity attributable to owners of the parent				
Share capital	30	79	79	79
Other reserves	31	(735,791)	(932,951)	(1,166,533)
		(735,712)	(932,872)	(1,166,454)
Non-controlling interests		31,754	50,790	57,896
Deficiency in assets		(703,958)	(882,082)	(1,108,558)

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

	<i>Notes</i>	Attributable to owners of the parent					
		Share capital	Capital reserve*	Share-based payment reserve*	Statutory reserve*	Foreign currency translation reserve*	Accumulated losses*
		<i>RMB'000</i> <i>(Note 30)</i>	<i>RMB'000</i> <i>(Note 31)</i>	<i>RMB'000</i> <i>(Note 31)</i>	<i>RMB'000</i> <i>(Note 31)</i>	<i>RMB'000</i> <i>(Note 31)</i>	<i>RMB'000</i> <i>(Note 31)</i>
As at 1 January 2023	79	54,017	21,967	3,122	(18,342)	(563,047)	(502,204)
Loss for the year	–	–	–	–	–	(244,095)	(239,903)
Other comprehensive loss for the year:							
Exchange differences on translation	–	–	–	–	(10,869)	–	(10,869)
Total comprehensive loss for the year	–	–	–	–	(10,869)	(244,095)	(254,964)
Equity-settled share option arrangements	32	–	1,683	–	–	–	1,683
Exercise of share options	–	39,732	(19,959)	–	–	–	19,773
Acquisition of subsidiaries	33	–	–	–	–	–	27,522
Transfer to statutory reserve	–	–	–	1,670	–	(1,670)	–
As at 31 December 2023	79	93,749	3,691	4,792	(29,211)	(808,812)	(703,958)

Non-controlling interests
RMB'000

Total
RMB'000

Accumulated losses*
RMB'000
(Note 31)

Foreign currency translation reserve*
RMB'000
(Note 31)

Statutory reserve*
RMB'000
(Note 31)

Share-based payment reserve*
RMB'000
(Note 31)

Capital reserve*
RMB'000
(Note 31)

Share capital
RMB'000
(Note 30)

Total equity
RMB'000

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ACCOUNTANTS’ REPORT

Attributable to owners of the parent									
Notes	Share capital	Capital reserve*	Share-based payment reserve*	Statutory reserve*	Foreign currency translation reserve*	Accumulated losses*	Total	Non-controlling interests	Total equity
	RMB'000 (Note 30)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000	RMB'000	RMB'000
As at 1 January 2024	79	93,749	3,691	4,792	(29,211)	(808,812)	(735,712)	31,754	(703,958)
Loss for the year	–	–	–	–	–	(185,754)	(185,754)	30,516	(155,238)
Other comprehensive loss for the year:									
Exchange differences on translation	–	–	–	–	(13,842)	–	(13,842)	–	(13,842)
Total comprehensive loss for the year	–	–	–	–	(13,842)	(185,754)	(199,596)	30,516	(169,080)
Equity-settled share option arrangements	32	–	2,436	–	–	–	2,436	–	2,436
Dividends payable to non-controlling interest holders	–	–	–	–	–	–	–	(11,480)	(11,480)
Transfer to statutory reserve	–	–	–	10,666	–	(10,666)	–	–	–
As at 31 December 2024	79	93,749	6,127	15,458	(43,053)	(1,005,232)	(932,872)	50,790	(882,082)

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ACCOUNTANTS’ REPORT

	Attributable to owners of the parent						
	Share capital	Capital reserve*	Share-based payment reserve*	Statutory reserve*	Foreign currency translation reserve*	Accumulated losses*	Total
	RMB'000 (Note 30)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000 (Note 31)	RMB'000
Notes							
							Non-controlling interests RMB'000
							Total equity RMB'000
As at 1 January 2025	79	93,749	6,127	15,458	(43,053)	(1,005,232)	(932,872)
Loss for the year	–	–	–	–	–	(276,872)	(276,872)
Other comprehensive income for the year:							
Exchange differences on translation	–	–	–	–	29,245	–	29,245
Total comprehensive loss for the year	–	–	–	–	29,245	(276,872)	(247,627)
Equity-settled share option arrangements	–	–	14,045	–	–	–	14,045
Acquisition of subsidiaries	–	–	–	–	–	–	6
Transfer to statutory reserve	–	–	–	224	–	(224)	–
As at 31 December 2025	79	93,749	20,172	15,682	(13,808)	(1,282,328)	(1,166,454)
							57,896
							(1,108,558)

* These reserve accounts comprise the other reserves of RMB(735,791,000), RMB(932,951,000), and RMB(1,166,533,000) in the consolidated statements of financial position as at 31 December 2023, 2024, 2025, respectively.

APPENDIX I

ACCOUNTANTS’ REPORT

CONSOLIDATED STATEMENTS OF CASH FLOWS

		Year ended 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
CASH FLOWS FROM OPERATING ACTIVITIES				
Loss before tax		(239,923)	(155,277)	(270,048)
Adjustments for:				
Finance costs	8	767	1,374	1,038
Net foreign exchange losses/(gains)	6 and 9	44	53	(181)
Depreciation of items of property, plant and equipment	15	953	3,205	3,609
Losses on disposal of items of property, plant and equipment	9	—	—	16
Gains on lease termination	6	—	—	(1)
Bank interest income	6	(1,676)	(575)	(659)
Investment income	6	—	—	(641)
Amortization of intangible assets	18	450	2,244	2,684
Depreciation of right-of-use assets	17	4,302	5,498	5,503
Recognition of equity-settled share-based payments		1,683	2,436	14,045
Impairment of financial assets and contract assets	7	1,060	57	1,862
Fair value changes of financial assets at FVTPL	6	—	—	(726)
Fair value changes of financial liabilities at FVTPL	7	256,735	205,535	303,550
		24,395	64,550	60,051
Decrease/(increase) in due from related parties .		54,670	(33,982)	(49,930)
Decrease in cash held on behalf of other parties		35,962	5,045	4,044
Decrease in restricted cash		260	—	—
Increase in trade receivables		(24,177)	(58,599)	(1,426)
(Increase)/decrease in prepayments, other receivables and other assets		(4,184)	16,285	(18,346)
(Increase)/decrease in contract assets		(53,937)	19,982	18,730
(Decrease)/increase in trade payables		(3,346)	70,517	22,924
(Decrease)/increase in other payables and accruals		(15,327)	(13,729)	7,289
Increase/(decrease) in contract liabilities		24,036	(17,864)	2,629
(Decrease)/increase in due to related parties . . .		(35,386)	(45,741)	5,120
Cash generated from operations		2,966	6,464	51,085
Interest received		1,676	575	659
Income tax paid		—	—	(24)
Net cash flows from operating activities		4,642	7,039	51,720
CASH FLOWS FROM INVESTING ACTIVITIES				
Acquisition of subsidiaries	33	25,846	(12,311)	(13,459)
Purchase of intangible assets		(546)	(764)	—
Proceeds from settlement of financial assets at FVTPL		—	—	55,640

APPENDIX I

ACCOUNTANTS’ REPORT

	<i>Notes</i>	Year ended 31 December		
		2023	2024	2025
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Purchases of items of property, plant and equipment		(1,618)	(3,516)	(2,571)
Acquisition of financial assets at FVTPL		–	–	(80,000)
Disposal of a subsidiary		3,574	–	–
Net cash flows from/(used) in investing		<u>27,256</u>	<u>(16,591)</u>	<u>(40,390)</u>
CASH FLOWS FROM FINANCING ACTIVITIES				
Lease payments	17	(4,505)	(5,305)	(5,926)
Interest paid		(394)	(800)	(321)
Payments for dividends and dividend equivalents		–	(36,480)	–
Proceeds from interest-bearing bank and other borrowings		21,000	70,528	29,900
Repayment of interest-bearing bank borrowings		(13,000)	(40,682)	(38,871)
Payments of listing expense		[REDACTED]	[REDACTED]	[REDACTED]
Proceeds from issue of convertible redeemable preferred shares		–	50,863	140,000
Payments of convertible instrument		–	(50,863)	(140,000)
Proceeds from convertible instruments		–	53,000	87,000
Net cash flows from financing activities		<u>3,101</u>	<u>39,471</u>	<u>69,535</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS				
Cash and cash equivalents at beginning of year		102,294	137,170	166,964
Effect of foreign exchange rate changes, net. . .		(123)	(125)	(720)
CASH AND CASH EQUIVAPLENTS AT END OF YEAR.		<u>137,170</u>	<u>166,964</u>	<u>247,109</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS				
Cash and bank balances		158,598	183,347	259,448
Less: Cash held on behalf of other parties and restricted cash		16,226	11,181	7,137
Less: Pledged deposits		<u>5,202</u>	<u>5,202</u>	<u>5,202</u>
CASH AND CASH EQUIVALENTS AS STATED IN THE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION AND CONSOLIDATED STATEMENTS OF CASH FLOWS				
	25	<u>137,170</u>	<u>166,964</u>	<u>247,109</u>

APPENDIX I

ACCOUNTANTS’ REPORT

STATEMENTS OF FINANCIAL POSITION OF THE COMPANY

		As at 31 December		
	Notes	2023	2024	2025
		RMB'000	RMB'000	RMB'000
NON-CURRENT ASSETS				
Investments in subsidiaries	19	380,360	433,205	587,252
Total non-current assets		380,360	433,205	587,252
CURRENT ASSETS				
Amounts due from related parties	37	25,815	26,200	25,618
Cash and cash equivalents	25	270	279	268
Total current assets		26,085	26,479	25,886
CURRENT LIABILITIES				
Financial liabilities at FVTPL	29	820,448	1,106,205	1,502,059
Total current liabilities		820,448	1,106,205	1,502,059
NET CURRENT LIABILITIES		(794,363)	(1,079,726)	(1,476,173)
TOTAL ASSETS LESS CURRENT				
LIABILITIES		(414,003)	(646,521)	(888,921)
Net liabilities		(414,003)	(646,521)	(888,921)
EQUITY				
Share capital	30	79	79	79
Other reserves	31	(414,082)	(646,600)	(889,000)
DEFICIENCY IN ASSETS		(414,003)	(646,521)	(888,921)

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II. NOTES TO THE HISTORICAL FINANCIAL INFORMATION

1. CORPORATE INFORMATION

The Company is a limited liability company incorporated in the Cayman Islands on 4 March 2019. The registered office address of the Company is at O Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.

The Company is an investment holding company, through its consolidated subsidiary, the former variable interest entity (Nuanwa Technology (Wuxi) Co., LTD, “Nova Wuxi”, or the “former VIE”) and the subsidiaries of the former VIE (collectively, the “Group”), provides solutions to insurance carriers and insurance agencies to facilitate their business requirement such as customer acquisition, claim management and software development etc. in the People’s Republic of China (the “PRC” or “China”). In November 2024, the Group unwound the VIE structure as further described herein.

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

Name	Notes	Place and date of incorporation/ establishment and place of operations	Nominal value of registered share capital/issued ordinary shares	Percentage of equity interest attributable to the Company		Principal activities
				Direct	Indirect	
暖哇科技國際有限公司 Nova Technology International Limited (“Nova International”)	<i>f</i>	Hong Kong April 15, 2019	HKD1	100%	–	Investment holding
暖哇(上海)商務信息諮詢有限公司 Nova (Shanghai) Business Information Consulting Co., Ltd. (“Nova Shanghai”) *	<i>a</i>	PRC/Chinese mainland June 24, 2019	USD50,000,000	–	100%	Underwriting solutions and Claim solutions
暖哇科技(無錫)有限公司 Nova Technology (Wuxi) Co., LTD*, (曾用名:上海暖哇科技有限公司) (Former name: Shanghai Nova Technology Co., Ltd.*) (“Nova wuxi”)	<i>b</i>	PRC/Chinese mainland October 18, 2018	RMB45,000,000	–	100%	Underwriting solutions and Claim solutions
北京暖哇商務信息諮詢有限公司 Beijing Nova Business Information Consulting Co., Ltd. (“Nova Beijing”) *	<i>f</i>	PRC/Chinese mainland June 29, 2023	RMB1,000,000	–	100%	Underwriting solutions and Claim solutions
江蘇道泰信息技術有限公司 Jiangsu Daotai Information Technology Co., Ltd. (“Daotai”) *	<i>d</i>	PRC/Chinese mainland July 30, 2021	RMB25,000,000	–	39.2%**	Underwriting solutions
蘇州保泰信息科技有限公司 Suzhou Baotai Information Technology Co., Ltd. (“Baotai”) *	<i>d</i>	PRC/Chinese mainland April 10, 2020	RMB10,000,000	–	39.2%**	Underwriting solutions
江蘇道泰數字科技有限公司 Jiangsu Daotai Digital Technology Co., Ltd. (“Daotai Digital Technology”) *	<i>e</i>	PRC/Chinese mainland April 12, 2024	RMB10,000,000	–	39.2%**	Underwriting solutions
暖哇科技(成都)有限責任公司 Nova Technology (Chengdu) Co., Ltd. (“Nova Chengdu”) *	<i>f</i>	PRC/Chinese mainland March 23, 2020	RMB12,000,000	–	100%	Underwriting solutions
愛邦保險經紀有限公司 Aibang Insurance Brokers Co., Ltd. (“Aibang Brokers”) *	<i>c</i>	PRC/Chinese mainland May 27, 2004	RMB50,000,000	–	100%	Underwriting solutions
上海雅盾保險公估有限公司 Shanghai Yadun Insurance Adjusting Co., Ltd. (“Yadun Insurance Adjustment”) *	<i>c</i>	PRC/Chinese mainland February 4, 2005	RMB2,000,000	–	98%	Claim solutions

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Name	Notes	Place and date of incorporation/ establishment and place of operations	Nominal value of registered share capital/issued ordinary shares	Percentage of equity interest attributable to the Company		Principal activities
				Direct	Indirect	
暖哇(無錫)商務信息諮詢有限公司 Nova Wuxi Business Information Consulting Co., Ltd. (“Nova Wuxi Business”)*	<i>f</i>	PRC/Chinese mainland June 6, 2025	RMB140,000,000	–	100%	Underwriting solutions and Claim solutions
暖哇(上海)信息技術有限公司 Nova Shanghai Information Technology Co., Ltd. (“Nova Shanghai Information”)*	<i>f</i>	PRC/Chinese mainland June 13, 2025	RMB10,000,000	–	100%	Underwriting solutions and Claim solutions
廣州天信保險公估有限公司 Guangzhou Tianxin Insurance Assessor Co., Ltd. (“Guangzhou Tianxin”)*	<i>f</i>	PRC/Chinese mainland August 30, 2003	RMB11,000,000	–	99.98%	Claim solutions
廣州寶蓮燈網路科技有限公司 Guangzhou Baoliandeng Network Technology Co., Ltd., (“Baoliandeng”)*	<i>f</i>	PRC/Chinese mainland October 12, 2015	RMB32,256,708	–	100%	Claim solutions

Notes:

- (a) The statutory financial statements of Nova (Shanghai) Business Information Consulting Co., Ltd. for the year ended 31 December 2024 prepared in accordance with PRC Generally Accepted Accounting Principles (the “PRC GAAP”) were audited by Reanda Certified Public Accountants LLP (利安達會計師事務所). No audited statutory financial statements have been prepared for the year ended 31 December 2023 and 2025.
- (b) The statutory financial statements of Nova Technology (Wuxi) Co., Ltd for the year ended 31 December 2023 prepared in accordance with PRC GAAP were audited by Shanghai Ambition Certified Public Accountants Co., Ltd. (上海安信信會計師事務所), and the statutory financial statements of Shanghai Nova Technology Co., Ltd. for the year ended 31 December 2024 prepared in accordance with PRC GAAP were audited by Beijing Ruiying Certified Public Accountants Co., Ltd. (北京睿英會計師事務所). No audited statutory financial statements have been prepared for the year ended 31 December 2025.
- (c) The statutory financial statements of these entities for the year ended 31 December 2023 prepared in accordance with PRC GAAP were audited by Shanghai Ambition Certified Public Accountants Co., Ltd. (上海安信信會計師事務所), and the statutory financial statements of these entities for the year ended 31 December 2024 prepared in accordance with PRC GAAP were audited by Reanda Certified Public Accountants LLP (利安達會計師事務所).
- (d) The statutory financial statements of these entities for the years ended 31 December 2023 and 2024 prepared in accordance with PRC GAAP were audited by Suzhou Deheng Certified Public Accountants Co., Ltd. (蘇州德衡會計師事務所). No audited statutory financial statements have been prepared for the year ended 31 December 2025.
- (e) The statutory financial statements of Daotai Digital Technology Information and Technology Co., Ltd. for the year ended 31 December 2024 prepared in accordance with PRC GAAP were audited by Suzhou Deheng Certified Public Accountants Co., Ltd. (蘇州德衡會計師事務所). No audited statutory financial statements have been prepared for the year ended 31 December 2025.
- (f) There were no audited financial statements prepared for these entities.
- * The English names of these companies represent the best effort made by management of the Company to directly translate the Chinese names as they do not register any official English names.
- ** The Group considers that it controls Jiangsu Daotai and its subsidiaries even though it owns less than 50% of the voting rights. This is because the remaining shareholders of Jiangsu Daotai jointly, severally and irrevocably commit to act in accordance with Nova Wuxi for the matters related to Jiangsu Daotai, without any time limitations.

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Former contractual arrangements

Nova Shanghai” (the “WFOE”), a wholly-owned operating subsidiary of the Company, had historically entered into a series of contraction arrangements with the former VIE and nominee shareholders of the former VIE. These contractual arrangements included the equity pledge agreements, exclusive business cooperation agreement, exclusive option agreements, shareholding entrustment agreements and power of attorneys (“Former contractual Agreements”).

As a result of the Former Contractual Arrangements, the former VIE has since been effectively controlled by the Company notwithstanding that the Company does not have any direct or indirect equity interest in the former VIE before November 2024.

In November 2024, the Group unwound the VIE structure by terminating the above-mentioned Contractual Arrangements among the former VIE, the nominee shareholders of the former VIE and WFOE. The Group then acquired the equity interests of the former VIE at nominal value. Consequently, there is no VIE structure within the Group’s corporate structure since November 2024, and Nova Wuxi became a wholly-owned subsidiary of WFOE after WFOE obtaining direct ownership of Nova Wuxi.

Further details of the Contractual Arrangements are set out in the section headed “History, Development and Corporate Structure — Former Contractual Arrangements” in the Document.

2.1 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with IFRS Accounting Standards, which comprise all standards and interpretations approved by the International Accounting Standards Board (“IASB”). All IFRS Accounting Standards effective for the accounting period commencing from 1 January 2025, together with the relevant transitional provisions, have been consistently adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods.

The Historical Financial Information has been prepared under the historical cost convention, except for financial assets and liabilities at FVTPL which have been measured at fair value.

The Historical Financial Information has been prepared under the going concern basis notwithstanding the fact that, as at 31 December 2025, the Group recorded of net current liabilities amounting to RMB1,175,214,000 and deficiency in assets amounting to RMB1,108,558,000. The net current liabilities and deficiency in assets primarily arose from the convertible redeemable preferred shares (the “Preferred Shares”) included in financial liabilities at FVTPL amounting to RMB1,502,059,000 as at 31 December 2025. As disclosed in note 29 to the Historical Financial Information, since the redemption date of the Preferred Shares is on 1 April 2027, the directors of the Company do not expect the Preferred Shares to be redeemed within twelve months since 31 December 2025. In addition, the directors of the Company have reviewed the Group’s cash flow projection prepared by management, which covered a period of not less than twelve months from 31 December 2025. In the opinion of the directors of the Company, taking into account (i) the conversion of the Preferred Shares into ordinary shares of the Company in connection with the planned initial listing of the shares of the Company expected to complete within one year from 31 December 2025, and (ii) the anticipated cash flows to be generated from the Group’s operations, the Group will have sufficient working capital to meet its financial obligations as and when they fall due in the coming twelve months from 31 December 2025. Accordingly, the directors of the Company consider it is appropriate to prepare the Historical Financial Information on a going concern basis.

Basis of consolidation

The Historical Financial Information includes the financial statements of the Company and its subsidiaries. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group’s voting rights and potential voting rights.

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the foreign currency translation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group’s share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.2 ISSUED BUT NOT YET EFFECTIVE IFRS ACCOUNTING STANDARDS

The Group has not applied the following new and amended IFRS Accounting Standards, that have been issued but are not yet effective, in the Historical Financial Information. The Group intends to apply these new and revised IFRS Accounting Standards, if applicable, when they become effective.

IFRS 18	<i>Presentation and Disclosure in Financial Statements²</i>
IFRS 19 and its amendments	<i>Subsidiaries without Public Accountability: Disclosures²</i>
Amendments to IFRS 9 and IFRS 7	<i>Amendments to the Classification and Measurement of Financial Instruments¹</i>
Amendments to IFRS 9 and IFRS 7	<i>Contracts Referencing Nature-dependent Electricity¹</i>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture³</i>
Amendments to IAS 21	<i>Translation to a Hyperinflationary Presentation Currency²</i>
Annual improvements to IFRS	<i>Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7¹</i>
<i>Accounting Standards – Volume 11</i>	

1 Effective for annual periods beginning on or after 1 January 2026.

2 Effective for annual/reporting periods beginning on or after 1 January 2027.

3 No mandatory effective date yet determined but available for adoption.

The Group is in the process of making an assessment of the impact of these new and revised IFRS Accounting Standards upon initial application. IFRS 18 replaces IAS 1 *Presentation of Financial Statements*. While a number of sections have been brought forward from IAS 1 with limited changes, IFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals. Entities are required to classify all income and expenses within the statement of profit or loss into one of the five categories: operating, investing, financing, income taxes and discontinued operations and to present two new defined subtotals. It also requires disclosures about management-defined performance measures in a single note and introduces enhanced requirements on the grouping (aggregation and disaggregation) and the location of information in both the primary financial statements and the notes. Some requirements previously included in IAS 1 are moved to IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*, which is renamed as IAS 8 *Basis of Preparation of Financial Statements*. As a consequence of the issuance of IFRS 18, limited, but widely applicable, amendments are made to IAS 7 *Statement of Cash Flows*, IAS 33 *Earnings per Share and IAS 34 Interim Financial Reporting*. In addition, there are minor consequential amendments to other IFRSs. The application of IFRS 18 will have impact on the presentation of the consolidated statement of profit or loss, it will have no impact on the Group’s financial position.

Other than IFRS 18, so far, the Group considers that IFRS 19 and the amended IFRS Accounting Standards are unlikely to have a significant impact on the Group’s results of operations and financial position.

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION

Business combinations and goodwill

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree’s identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets includes an input and a substantive process that together significantly contribute to the ability to create outputs.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

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Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group’s previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group’s cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

Fair value measurement

The Group measures certain of its financial instruments at fair value at the end of each reporting periods. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant’s ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Historical Financial Information are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1	–	based on quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
Level 3	–	based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the Historical Financial Information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for a non-financial asset is required (other than deferred tax assets), the asset’s recoverable amount is estimated. An asset’s recoverable amount is the higher of the asset’s or cash-generating unit’s value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises, unless the asset is carried at a revalued amount, in which case the impairment loss is accounted for in accordance with the relevant accounting policy for that revalued asset.

An assessment is made at the end of each of the reporting periods, as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person’s family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;
- or
- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment, other than construction in progress, are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalized in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Computer and electronic equipment	19%-34%
Furniture and fixtures	20%
Motor vehicles	24%
Leasehold improvements	Over the shorter of the lease terms and 20%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

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An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The following intangible assets with finite useful lives are amortised from the date they are available for use and their estimated useful lives are as follows:

Customer relationship	3.20-6.25 years
Software and technology	3-10 years

The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Licences with indefinite useful lives are tested for impairment annually either individually or at the cash-generating unit level. Such intangible assets are not amortised. The useful life of an intangible asset with an indefinite life is reviewed annually to determine whether the indefinite life assessment continues to be supportable. If not, the change in the useful life assessment from indefinite to finite is accounted for on a prospective basis. The insurance brokers licence and claims adjusting licence purchased by the Group were assessed to have indefinite lives during the Relevant Periods.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalized and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

At inception or on reassessment of a contract that contains a lease component and non-lease components, the Group adopts the practical expedient not to separate non-lease components and to account for the lease component and the associated non-lease components (e.g., property management services for leases of properties) as a single lease component.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	1 to 5 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

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In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

(c) Leases of low-value assets

The Group applies the recognition exemption for leases of low-value assets to leases of office equipment and electronic equipment that are considered to be of low value.

Lease payments on leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and the Group’s business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under IFRS 15 in accordance with the policies set out for “Revenue recognition” below.

In order for a financial asset to be classified and measured at amortized cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest (“SPPI”) on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group’s business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortized cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortized cost (debt instruments)

Financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognised in the statement of profit or loss.

This category includes derivative instruments and equity investments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on the equity investments are also recognised as other income in the statement of profit or loss when the right of payment has been established.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group’s consolidated statement of financial position) when:

- The rights to receive cash flows from the asset have expired; or
- The Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a “pass-through” arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset but has transferred control of the asset.

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Impairment of financial assets

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

General approach

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 60 days past due.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables and contract assets which apply the simplified approach as detailed below.

Stage 1	–	Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
Stage 2	–	Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
Stage 3	–	Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

Simplified approach

For trade receivables and contract assets that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group’s financial liabilities include trade payables, other payables and accruals, financial liabilities at FVTPL, interest-bearing bank and other borrowings and lease liabilities.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include contingent consideration of an acquirer in a business combination to which IFRS 3 *Business Combinations* applies, financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

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Preferred Shares (as defined in Note 2.1) and convertible instruments, which contain redemption features and other embedded derivatives are designated as financial liabilities at FVTPL. The amount of changes in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. The remaining amount of change in the fair value of Preferred Shares, convertible instruments and contingent consideration payable is recognised in profit or loss. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortized cost (trade and other payables, and borrowings)

After initial recognition, trade and other payables, and interest-bearing borrowings are subsequently measured at amortized cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortization process.

Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortization is included in finance costs in the statement of profit or loss.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realize the assets and settle the liabilities simultaneously.

Cash and cash equivalents

Cash and cash equivalents in the consolidated statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value and held for the purpose of meeting short-term cash commitments.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the year, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of taxable temporary differences associated with investments in subsidiaries, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

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Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilized, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

Revenue recognition

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

(a) Underwriting Solutions

Customer Engagement

The Group provides customer engagement services by means of public domain or private domain for insurance carriers to help them with, for instance, consumer identification and customer engagement services. The Group earns service fees from insurance carriers upon completing customer engagement services. The service fees are determined as a predetermined percentage of premiums paid by the insured over the term of the insurance policy. The Group identified its promise to sell insurance policies on behalf of an insurance company as the performance obligation to the insurance carrier, which is satisfied, and revenue is recognised at the point in time when an insurance policy becomes effective.

The terms of the Group's contracts can result in variable considerations, such as the estimated premium paid over the policy term for specific periods. The Group estimates the service fees mainly based on historical experience and consumer behavior assumptions using the expected value method. The estimated amounts are included in the transaction price only if it is probable that there will be no significant reversal of revenue recognised for such transactions.

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Underwriting Risk Management

The Group provides online underwriting risk management services by obtaining access to the potential insured’s information and providing risk assessment results to help insurance carriers optimize their risk analytics. Consideration is primarily based on standard unit prices and service volumes rendered during the period, or a predetermined percentage of premiums paid by the insured over the term of the insurance policy. Revenue is recognised at a point in time upon the service delivery and acceptance by the customers. Related services fees are generally billed to insurance carriers monthly.

The contracts may also involve variable considerations, such as performance bonuses if the loss ratio is below a predetermined threshold for a given period. Fees are estimated using the expected value method based on historical experience and assumptions about future consumer behavior. These estimates are only included in the transaction price if it is probable that there will be no significant reversal of revenue.

Underwriting-Related Software development Services

The Group generates revenue from software development services mainly provided to insurance companies, including the design and development of interfaces and digital infrastructure, and other value-added services related to underwriting processes.

The Group recognise revenue from customer engagement solutions and other support services over time if one of the following criteria is met: (i) the customer simultaneously receives and consumes the benefits as the Group performs; (ii) the Group’s performance creates or enhances an asset that the customer controls as the asset is created or enhanced; or (iii) the asset delivered has no alternative use and the Group has an enforceable right to payment for performance completed to date. For performance obligations satisfied over time, the Group recognises revenue over time by measuring the progress toward complete satisfaction of a performance obligation usually using an input measure. Otherwise, revenues are recognised at a point in time when customers obtain control of promised software solutions and the Group satisfies its performance obligation.

Specialty Health Insurance Products Services

The Group generates revenue through agreements with customers by facilitating insurance coverage for targeted patients with pre-existing conditions, thereby driving medication sales for customers. Service fees consist of either fixed service fees for distribution infrastructure set-up or variable fees determined by applying fixed unit prices to the service volumes rendered during the period. Revenue is recognized at a point in time when the relevant services are delivered.

(b) Claim Solutions

Claims Assistance and Investigation Services

The Group generates claims revenue from service fees of providing claim review and investigation services to the customers. Consideration is primarily based on predetermined unit prices and service volumes rendered during the period. Revenue is recognised at a point in time upon the service delivery and acceptance by the customers. Related services fees are generally billed to insurance carriers monthly.

Claim-Related Software Development Services

The Group generates revenue from software development services mainly provided to insurance companies, including the design and development of interfaces and digital infrastructure, and other value-added services including consulting and other support service to insurance companies to help them better manage their claim processes. The Group recognise revenue from customer engagement solutions and other support services over time if the criteria is met. Otherwise, revenues are recognised at a point in time when customers obtain control of promised software solutions and the Group satisfies its performance obligation.

Value-added Healthcare Management Services

The Group provides value-added healthcare management services to help the Group’s insurance company clients offer various value-added health management services to their customers to improve the overall health conditions of their policyholders and ultimately reduce loss ratios for the Group’s clients. The value-added healthcare management services mainly including health screening services, health management activity services, patient assistance programs (“PAP”) and integrated health management services. These services are designed to enhance policyholders’ health outcomes through, among others, the provision of health screenings, the organisation and execution of health management activities, the replacement of conventional claim payouts with drug subsidies and the provision of bundled standardised healthcare services over a specified service period. Depending on the nature of the service arrangement, each contract generally contains one or more separately identifiable performance obligations, and service fees are determined on the predetermined unit prices and service volumes rendered.

Revenue is recognised in an amount that reflects the consideration to which the Group expects to be entitled in exchange for transferring the promised services to the customer. For health screening services, health management activity services and PAP services, revenue is generally recognised at a point in time when the relevant services are rendered and accepted by the customer, as applicable. Integrated health management services provided through electronic membership cards comprise a bundle of distinct healthcare services, some of which provide customers with stand-ready access to healthcare services over a contractual service period, while others entitle customers to one-off

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or limited-use services. The transaction price is allocated to the distinct services based on their relative standalone selling prices. Revenue attributable to stand-ready services is recognised over time, generally on a straight-line basis over the relevant service period, as customers simultaneously receive and consume the benefits of having access to such services. Revenue attributable to one-off or limited-use services is recognised at a point in time when the relevant service is rendered, or when the related entitlement expires unused, as applicable.

In assessing whether the Group acts as principal or agent, management considers whether the Group controls the specified services before they are transferred to the customer, including whether the Group is primarily responsible for fulfilling the promise to provide the services, bears inventory risk before or after the specified service has been transferred to the customer, and has discretion in establishing the prices for the specified services. Based on this assessment, the Group acts as principal in these healthcare management service arrangements and therefore recognises revenue on a gross basis.

Other income

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument to the net carrying amount of the financial asset.

Contract liabilities

A contract liability is recognised when a payment is received, or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

Contract assets

If the Group performs by transferring goods or services to a customer before being unconditionally entitled to the consideration under the contract terms, a contract asset is recognised for the earned consideration that is conditional. Contract assets are subject to impairment assessment, details of which are included in the accounting policies for impairment of financial assets. They are reclassified to trade receivables when the right to the consideration becomes unconditional.

Share-based payments

The Company operates a share incentive plan. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“equity-settled transactions”).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using discounted cash flow method and back-solve method, further details of which are given in note 32 to the Historical Financial Information.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each of the reporting periods until the vesting date reflects the extent to which the vesting period has expired and the Group’s best estimate of the number of equity instruments that will ultimately vest. The charge or credit to profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group’s best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments or is otherwise beneficial to the employee as measured at the date of modification. Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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Other Employee benefits

Pension scheme

The employees of the Group’s subsidiaries which operate in the Chinese mainland are required to participate in a central pension scheme operated by the local municipal government. These subsidiaries are required to contribute a certain percentage of their payroll costs to the central pension scheme. The contributions are charged to the statement of profit or loss as they become payable in accordance with the rules of the central pension scheme.

Dividends

Dividends are recognised as a liability when they are approved by the shareholders in a general meeting.

Foreign currencies

The Historical Financial Information is presented in RMB, which is different from the Company’s functional currency, the United States dollar (“USD”). As the major revenues and assets of the Group are derived from operations in the Chinese mainland, RMB is chosen as the presentation currency to present the Historical Financial Information.

Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currencies of the Company and certain overseas subsidiaries are currencies other than the RMB. As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into RMB at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the foreign currency translation reserve. On disposal of a foreign operation, the cumulative amount in the reserve relating to that particular foreign operation is recognised in the statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries and the Company are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into RMB at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group’s accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the Historical Financial Information:

Accounting for companies governed under contractual arrangements as subsidiaries

The Company and some of its subsidiaries do not hold any equity interests in certain of their subsidiaries.

Nevertheless, under the contractual agreements entered into between the Group and the shareholders/shareholding companies who are the registered owners of those subsidiaries, as disclosed in note 1 to the Historical Financial Information, the directors of the Company determine that the Group has the power to govern the financial and operating policies of those subsidiaries so as to obtain benefits from their activities. As such, those subsidiaries are accounted for as subsidiaries of the Group for accounting purpose.

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Consolidation of entities in which the Group holds less than a majority of voting rights

The Group considers that it controls Jiangsu Daotai even though it owns less than 50% of the voting rights. This is because the remaining shareholders of Jiangsu Daotai jointly, severally and irrevocably commit to act in accordance with Nova Wuxi for the matters related to Jiangsu Daotai, without any time limitations. Nova Wuxi then obtained the actual control of Jiangsu Daotai. Since the date of acquisition, there has been no history of the other shareholders collaborating to exercise their votes collectively or to outvote the Group.

Deferred tax assets

Deferred tax assets are recognised for all accumulated tax losses and deductible temporary differences. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 20 to the Historical Financial Information.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below:

Revenue recognition — variable consideration

The Group estimates variable consideration to be included in the transaction price for the customer engagement services and Underwriting Risk Management Services based on the premiums paid by the insured over the term of the insurance policy or involve the performance bonuses contingent upon achieving predetermined claim ratios for a given period.

The Group has developed a statistical model for forecasting the premiums paid by the insured over the term of the insurance policy and the loss ratio for a given period, based on the historical data and experiences, which are subject to uncertainty and might materially differ from the actual results.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when it needs to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary’s functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary’s stand-alone credit rating).

Financial liabilities measured at FVTPL

The instruments issued to investors are not traded in an active market and the respective fair value is determined by using valuation techniques, including the discounted cash flow method and the back-solve method. Such valuation is based on key parameters about risk-free interest rate and volatility, which are subject to uncertainty and might materially differ from the actual results. Further details are included in note 39 to the Historical Financial Information.

Impairment of intangible assets with indefinite lives

The Group determines whether intangible assets with indefinite lives are impaired at least on an annual basis. This requires an estimation of the value in use of the intangible assets with indefinite lives. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The carrying amount of intangible assets with indefinite lives at 31 December 2023, 2024 and 2025 was RMB16,614,000, RMB16,614,000 and RMB21,714,000, respectively.

Provision for expected credit losses on receivables and contract assets

The Group uses a provision matrix to calculate ECLs for trade receivables and contract assets. The provision rates are based on days past due for groupings of various debtors that have similar loss patterns.

The provision matrix is initially based on the Group’s historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions (i.e., gross domestic product) are expected to deteriorate over the next year which can lead to an increased number of defaults in the customer industry, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group’s historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future. The information about the ECLs on the Group’s receivables and contract assets is disclosed in note 21 and note 22 to the Historical Financial Information.

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4. SEGMENT INFORMATION

Operating segment information

The Group is principally engaged in the provision of underwriting and claim solutions, including customer engagement services, underwriting risk management services, software development services, specialty health insurance products services, value-added healthcare management services, claims assistance and investigation services.

IFRS 8 *Operating Segments* requires operating segments to be identified on the basis of internal reporting about components of the Group that are regularly reviewed by the chief operating decision-maker in order to allocate resources to segments and to assess their performance. The information reported to the directors of the Company, who are the chief operating decision-makers, for the purpose of resource allocation and assessment of performance, does not contain discrete operating segment financial information and the directors reviewed the financial results of the Group as a whole. Therefore, no further information about the operating segment is presented.

Geographical information

All external customers and significant non-current assets of the Group are located in the Chinese mainland. Accordingly, no geographical information of revenue from external customers and non-current assets is presented.

Information about major customers

The revenue generated from sales to customers which individually contributed more than 10% of the Group’s total revenue during each of the Relevant Periods are set out below:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
ZhongAn Group.	404,736	427,046	443,225

5. REVENUE

An analysis of revenue is as follows:

(a) Disaggregated revenue information

Types of services

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Underwriting Solutions.	462,448	732,402	706,630
Claim Solutions.	192,284	211,434	317,256
Total	654,732	943,836	1,023,886

Timing of revenue recognition

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Underwriting Solutions			
At a point in time.	447,881	718,754	683,815
Over time	14,567	13,648	22,815
Claim Solutions			
At a point in time.	161,433	190,250	310,918
Over time	30,851	21,184	6,338
Total	654,732	943,836	1,023,886

(b) Performance obligations

Information about the Group’s performance obligations are summarized below:

Underwriting Solutions

For customer engagement services, the performance obligation is recognised at the point in time when an insurance policy becomes effective.

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For underwriting risk management services, the performance obligation is recognised at a point in time upon the service delivery and acceptance by the customers.

For underwriting-related software development services, the performance obligation is mainly recognised over time if the criteria are met, otherwise, at a point in time when customers obtain control of promised software solutions and the Group satisfies its performance obligation.

For specialty health insurance products services, the performance obligation is recognised at a point in time upon service delivery and customer acceptance.

Claim Solutions

For claims assistance and investigation services, the performance obligation is recognised at a point in time upon the service delivery and acceptance by the customers.

For claim-related software development services, the performance obligation is recognised over time if the criteria are met, otherwise, at a point in time when customers obtain control of promised software solutions and the Group satisfies its performance obligation.

For value-added healthcare management services, the performance obligation is mainly recognised at the point in time when the service is delivered and accepted by the insurer the performance obligation is recognised at the point in time when the service is delivered and accepted by the insurer. For services that are recognised at the point in time, they are recognised when the services are completed except for the stand-ready healthcare services where revenue is recognised on a straight-line basis over the relevant service period.

(c) Revenue recognised in relation to contract liabilities

The Group recognised the following revenue-related contract liabilities:

	As at 31 December			
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Contract liabilities	20,068	44,393	26,529	38,780

The acquisition of Guangzhou Tianxin contributes to the increase of contract liabilities in 2025. Whereas there is a decrease in 2024 mainly for the growth of revenue recognition. The Group tightens the advance payments policy requiring the customers to pay upfront as a result of the business growth, which contributes to the corresponding increase of contract liabilities in 2023.

The following table shows the amounts of revenue recognised during the Relevant Periods that were included in the contract liabilities at the beginning of the reporting periods.

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Revenue recognised that was included in the contract liability balance at the beginning of the reporting period:			
Underwriting Solutions	14,960	30,559	20,295
Claim Solutions	5,108	13,834	6,234
Total	20,068	44,393	26,529

No disclosure for the aggregate amount of the transaction price allocated to the performance obligation that are unsatisfied or partially unsatisfied as of the end of each of the Relevant Periods is made as the Group’s performance obligation is part of a contract that has an original expected duration of one year or less.

(d) Assets recognised from incremental costs to fulfil a contract

The Group has also recognised the following assets in relation to costs to fulfil its contract. This is presented within “Prepayments, other receivables and other assets” in the consolidated statements of financial position.

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Contract fulfilment costs	3,502	2,620	772

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6. OTHER INCOME AND GAINS

An analysis of other income and gains is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Additional deductible input value-added tax (“VAT”)*	1,273	86	11
Government grants**	923	3,321	2,607
Bank interest income	1,676	575	659
Investment income	—	—	641
Fair value changes of financial assets at FVTPL	—	—	726
Foreign currency exchange gain	—	—	181
Gains on lease termination	—	—	1
Others	328	590	224
Total	<u>4,200</u>	<u>4,572</u>	<u>5,050</u>

* Amount represents additional VAT deduction allowed under the PRC tax law, generated from Underwriting solutions, Claim solutions and other revenues. There are no unfulfilled conditions or contingencies relating to these grants.

** Government grants received during the Relevant Periods primarily comprised the financial subsidies received from various local government authorities in the Chinese mainland. There are no unfulfilled conditions or contingencies relating to these incomes.

7. LOSS BEFORE TAX

The Group’s loss before tax is arrived at after charging/(crediting):

	Notes	Year ended 31 December		
		2023	2024	2025
		RMB'000	RMB'000	RMB'000
Cost of services rendered (excluding those included in employee benefit expense and depreciation)		258,770	468,153	500,915
Depreciation of items of property, plant and equipment.	15	953	3,205	3,609
Depreciation of right-of-use assets	17	4,302	5,498	5,503
Amortization of intangible assets	18	450	2,244	2,684
Research and development expenses (excluding amortization, depreciation and employee benefit expense)		18,924	48,130	35,190
Lease expenses not included in the measurement of lease liabilities	17	1,140	776	1,451
Auditor’s remuneration		—	3,552	4,237
Fair value changes of financial liabilities at FVTPL	29	256,735	205,535	303,550
Fair value changes of financial assets at FVTPL		—	—	(726)
Investment income		—	—	(641)
Loss on disposal of property, plant and equipment		—	—	16
Listing expenses		[REDACTED]	[REDACTED]	[REDACTED]
Foreign exchange differences, net	6 and 9	44	53	(181)
Impairment of financial assets and contract assets		1,060	57	1,862
Additional deductible input VAT	6	(1,273)	(86)	(11)
Government grants	6	(923)	(3,321)	(2,607)
Bank interest income	6	(1,676)	(575)	(659)
Employee benefit expense (including directors’ remuneration (note 10)):				
– Salaries, allowances and benefits in kind		134,268	199,971	144,492
– Pension scheme contributions (defined contribution scheme)*		13,881	13,289	12,771
– Share-based payment compensation		1,683	2,436	14,045
Subtotal		<u>149,832</u>	<u>215,696</u>	<u>171,308</u>

* There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

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8. FINANCE COSTS

An analysis of finance costs is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Interest on interest-bearing bank and other borrowings	394	1,125	321
Interest on lease liabilities	373	249	717
Total	<u>767</u>	<u>1,374</u>	<u>1,038</u>

9. OTHER EXPENSES

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Foreign exchange losses	44	53	–
Loss on disposal of property, plant and equipment	–	–	16
Others	57	1	33
Total	<u>101</u>	<u>54</u>	<u>49</u>

10. DIRECTORS’ AND CHIEF EXECUTIVE’S REMUNERATION

The remuneration paid or payable to the directors and chief executive of the Company during the Relevant Periods are as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Fees	–	–	–
Other emoluments:			
Salaries, allowances and benefits in kind	1,995	5,150	5,198
Pension scheme contributions	68	142	142
Share-based payment compensation	376	1,341	7,331
Total directors’ remuneration	<u>2,439</u>	<u>6,633</u>	<u>12,671</u>

During the Relevant Periods, share option incentives were granted to directors of the Company in respect of their services to the Group, further details of which are set out in note 32 to the Historical Financial Information. The fair value of such share incentive awards, which has been recognised in profit or loss immediately upon the date of grant or over the vesting period, was determined as at the date of grant and the amounts included in the Historical Financial Information for the Relevant Periods is set out in the above directors’ remuneration disclosures.

	Fee	Salaries, allowances and benefits in kind	Pension scheme contributions	Share-based payment compensation	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2023					
Executive directors					
Mr. Lu Min (a)	–	1,995	68	376	2,439
	–	<u>1,995</u>	<u>68</u>	<u>376</u>	<u>2,439</u>
Non-executive directors					
Ms. Wang hui (b)	–	–	–	–	–
Ms. Yi Duoduo (c)	–	–	–	–	–
Mr. Zhai Jia (d)	–	–	–	–	–
Mr. Song Xuanbi (e)	–	–	–	–	–
Ms. Yang Nan (f)	–	–	–	–	–
Ms. Aieming Amy YEH (g)	–	–	–	–	–
	–	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	–	<u>1,995</u>	<u>68</u>	<u>376</u>	<u>2,439</u>

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	Fee	Salaries, allowances and benefits in kind	Pension scheme contributions	Share-based payment compensation	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2024					
Executive directors					
Mr. Lu Min (a)	–	2,435	71	1,127	3,633
Mr. CAI Jianwei (h)	–	2,715	71	214	3,000
	–	<u>5,150</u>	<u>142</u>	<u>1,341</u>	<u>6,633</u>
Non-executive directors					
Ms. Wang Hui (b)	–	–	–	–	–
Ms. Yi Duoduo (c)	–	–	–	–	–
Mr. Zhai Jia (d)	–	–	–	–	–
Mr. Song Xuanbi (e)	–	–	–	–	–
Ms. Yang Nan (f)	–	–	–	–	–
Ms. Aieming Amy YEH (g)	–	–	–	–	–
Mr. OU, Jin Yi Hugo (i)	–	–	–	–	–
	–	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	–	<u>5,150</u>	<u>142</u>	<u>1,341</u>	<u>6,633</u>

	Fee	Salaries, allowances and benefits in kind	Pension scheme contributions	Share-based payment compensation	Total remuneration
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Year ended 31 December 2025					
Executive directors					
Mr. Lu Min (a)	–	2,675	71	1,218	3,964
Mr. Cai Jianwei (h)	–	2,523	71	6,113	8,707
	–	<u>5,198</u>	<u>142</u>	<u>7,331</u>	<u>12,671</u>
Non-executive directors					
Mr. Ou, Jin Yi Hugo (i)	–	–	–	–	–
Ms. Yi Duoduo (c)	–	–	–	–	–
Mr. Zhai Jia (d)	–	–	–	–	–
Ms. Yang Nan (f)	–	–	–	–	–
Ms. Aieming Amy YEH (g)	–	–	–	–	–
Mr. Wang Jiadong (j)	–	–	–	–	–
	–	<u>–</u>	<u>–</u>	<u>–</u>	<u>–</u>
Total	–	<u>5,198</u>	<u>142</u>	<u>7,331</u>	<u>12,671</u>

- (a) Mr. Lu Min was appointed as the chief executive officer, executive director and general manager of the Company in December 2019.
- (b) Ms. Wang Hui was a non-executive director of the Company between May 2019 and February 2024.
- (c) Ms. Yi Duoduo was a non-executive director of the Company between February 2020 and May 2025.
- (d) Mr. Zhai Jia was appointed as the non-executive director of the Company in July 2019.
- (e) Mr. Song Xuanbi was a non-executive director of the Company between March 2019 and March 2024.
- (f) Ms. Yang Nan was appointed as the non-executive of the Company in March 2019.
- (g) Ms. Aieming Amy YEH was appointed as the non-executive director of the Company in August 2021.
- (h) Mr. Cai Jianwei was appointed as an executive director of the Company in February 2024.
- (i) Mr. Ou, Jin Yi Hugo was appointed as a non-executive director of the Company in March 2024.
- (j) Mr. Wang Jiadong was appointed as a non-executive director of the Company in March 2025.

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11. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the years ended 31 December 2023, 2024 and 2025 included 1, 2 and 2 directors, respectively, details of whose remuneration are set out in note 10 above. Details of the remaining 4, 3 and 3 highest paid employees who are not directors nor the chief executive of the Company are as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Salaries, allowances and benefits in kind	6,196	4,985	5,211
Pension scheme contributions	267	207	211
Share-based payment compensation	772	417	1,458
Total	<u>7,235</u>	<u>5,609</u>	<u>6,880</u>

The number of the non-director highest paid employees whose remuneration fell within the following band is as follows:

	Year ended 31 December		
	2023	2024	2025
Nil to HK\$1,000,000	—	—	—
HK\$1,000,001 to HK\$1,500,000	—	—	—
HK\$1,500,001 to HK\$2,000,000	3	1	—
HK\$2,000,001 to HK\$2,500,000	—	2	1
HK\$2,500,001 to HK\$3,000,000	1	—	2
	<u>4</u>	<u>3</u>	<u>3</u>

Certain non-director and non-chief executive highest paid employees were granted share options under a share incentive scheme, in respect of their services to the Group, further details of which are included in the disclosures in note 32 to the Historical Financial Information. The fair value of such options, which has been recognised in the statement of profit or loss over the vesting period, was determined as at the date of grant and the amount included in the Historical Financial Information for each of the Relevant Periods is included in the above non-director and non-chief executive highest paid employees’ remuneration disclosures.

12. INCOME TAX (CREDIT)/EXPENSE

Cayman Islands

The Company is a limited liability company incorporated in the Cayman Islands. Under the current laws of the Cayman Islands, the Company is not subject to tax on income or capital gains. In addition, upon payments of dividends by the Company to its shareholders, no Cayman Islands withholding tax is imposed.

Hong Kong

The subsidiary incorporated in Hong Kong is subject to income tax at the rate of 16.5% on the estimated assessable profits arising in Hong Kong during the Relevant Periods.

Mainland China

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the EIT rate of the Group’s PRC subsidiaries is 25% unless subject to preferential tax as set out below.

Certain of the Group’s PRC subsidiaries are accredited as a “High and New Technology Enterprise” and were therefore entitled to a preferential income tax rate of 15% during the Relevant Periods and the six months ended 30 June 2024 and 2025. Such qualifications are subject to review by the relevant tax authority in the PRC for every three years.

Certain of the Group’s PRC subsidiaries are qualified as a “Double Soft Enterprise” (“DSE”) under the EIT Law during the Relevant Periods and the six months ended 30 June 2024 and 2025. According to the relevant tax regulations, the qualified subsidiary was exempted from CIT for two years, followed by a 50% reduction in the applicable tax rates for the next three years if the criteria of DSE are met each year.

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The major components of income tax expense/(credit) of the Group are as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Current income tax	—	—	—
Deferred income tax (<i>note 20</i>)	(20)	(39)	(276)
Total tax credit for the year	<u>(20)</u>	<u>(39)</u>	<u>(276)</u>

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Loss before tax	(239,923)	(155,277)	(270,048)
Tax at the statutory tax rate of 25%	(59,981)	(38,819)	(67,512)
Effects of preferential tax rates applicable to eligible subsidiaries	60,646	43,597	71,781
Lower tax rate for specific provinces or enacted by local authority	42	407	968
Expenses not deductible for tax	2,001	1,565	3,747
Temporary differences and tax losses for which no deferred income tax asset was recognised.	10,972	11,147	7,221
Accelerated research and development deductible expenses.	(13,700)	(17,936)	(16,481)
Tax at the effective tax rates	<u>(20)</u>	<u>(39)</u>	<u>(276)</u>

13. DIVIDENDS

During the Relevant Periods, no dividends have been declared or paid by the Company.

14. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

The calculation of the basic loss per share amounts is based on the loss attributable to ordinary equity holders of the parent and the weighted average number of ordinary shares outstanding during the Relevant Periods.

Diluted loss per share for the Relevant Periods, did not consider potential ordinary shares, as their inclusion would be anti-dilutive. Accordingly, diluted loss per share for the Relevant Periods are the same as basic loss per share of the respective year.

The calculations of basic and diluted loss per share are based on:

	Year ended 31 December		
	2023	2024	2025
Loss			
Loss attributable to ordinary equity holders of the parent, used in the basic and diluted loss per share calculation (RMB'000)	<u>(244,095)</u>	<u>(185,754)</u>	<u>(276,872)</u>
Shares			
Weighted average number of ordinary shares outstanding during the year used in the basic and diluted loss per share calculation	<u>110,000,000</u>	<u>110,000,000</u>	<u>110,235,145</u>
Loss per share (basic and diluted) (RMB).	<u>(2.22)</u>	<u>(1.69)</u>	<u>(2.51)</u>

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15. PROPERTY, PLANT AND EQUIPMENT

31 December 2023

	Computer and electronic equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023:				
Cost	1,797	–	1,623	3,420
Accumulated depreciation	(443)	–	(1,552)	(1,995)
Net carrying amount	<u>1,354</u>	<u>–</u>	<u>71</u>	<u>1,425</u>
At 1 January 2023, net of accumulated depreciation	1,354	–	71	1,425
Additions	411	–	156	567
Additions from business combinations	3,947	321	327	4,595
Depreciation provided during the year	<u>(710)</u>	<u>(13)</u>	<u>(230)</u>	<u>(953)</u>
At 31 December 2023, net of accumulated depreciation	<u>5,002</u>	<u>308</u>	<u>324</u>	<u>5,634</u>
At 31 December 2023:				
Cost	6,155	321	2,106	8,582
Accumulated depreciation	<u>(1,153)</u>	<u>(13)</u>	<u>(1,782)</u>	<u>(2,948)</u>
Net carrying amount	<u>5,002</u>	<u>308</u>	<u>324</u>	<u>5,634</u>

31 December 2024

	Computer and electronic equipment	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024:				
Cost	6,155	321	2,106	8,582
Accumulated depreciation	<u>(1,153)</u>	<u>(13)</u>	<u>(1,782)</u>	<u>(2,948)</u>
Net carrying amount	<u>5,002</u>	<u>308</u>	<u>324</u>	<u>5,634</u>
At 1 January 2024, net of accumulated depreciation	5,002	308	324	5,634
Additions	3,087	–	429	3,516
Depreciation provided during the year	<u>(2,805)</u>	<u>(76)</u>	<u>(324)</u>	<u>(3,205)</u>
At 31 December 2024, net of accumulated depreciation	<u>5,284</u>	<u>232</u>	<u>429</u>	<u>5,945</u>
At 31 December 2024:				
Cost	9,242	321	2,535	12,098
Accumulated depreciation	<u>(3,958)</u>	<u>(89)</u>	<u>(2,106)</u>	<u>(6,153)</u>
Net carrying amount	<u>5,284</u>	<u>232</u>	<u>429</u>	<u>5,945</u>

31 December 2025

	Computer and electronic equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2025:					
Cost	9,242	–	321	2,535	12,098
Accumulated depreciation	<u>(3,958)</u>	<u>–</u>	<u>(89)</u>	<u>(2,106)</u>	<u>(6,153)</u>
Net carrying amount	<u>5,284</u>	<u>–</u>	<u>232</u>	<u>429</u>	<u>5,945</u>
At 1 January 2025, net of accumulated depreciation	5,284	–	232	429	5,945
Additions	876	305	–	1,442	2,623

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	Computer and electronic equipment	Furniture and fixtures	Motor vehicles	Leasehold improvements	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Additions from business combinations	432	106	13	108	659
Disposals	(8)	(8)	—	—	(16)
Depreciation provided during the year	(3,164)	(60)	(80)	(305)	(3,609)
At 31 December 2025, net of accumulated depreciation.	<u>3,420</u>	<u>343</u>	<u>165</u>	<u>1,674</u>	<u>5,602</u>
At 31 December 2025:					
Cost	10,542	403	334	4,085	15,364
Accumulated depreciation	(7,122)	(60)	(169)	(2,411)	(9,762)
Net carrying amount.	<u>3,420</u>	<u>343</u>	<u>165</u>	<u>1,674</u>	<u>5,602</u>

In the opinion of the directors, no impairment indicator is identified for property, plant and equipment as at the end of each of the Relevant Periods.

16. GOODWILL

	RMB'000
At 1 January 2023:	
Cost at 1 January 2023, net of accumulated impairment.	—
Acquisition of a subsidiary (<i>note 33</i>)	3,957
Impairment during the year	—
At 31 December 2023	<u>3,957</u>
At 31 December 2023:	
Cost	3,957
Accumulated impairment.	—
Net carrying amount	<u>3,957</u>
Cost at 1 January 2024, net of accumulated impairment.	3,957
Impairment during the year	—
At 31 December 2024	<u>3,957</u>
At 31 December 2024:	
Cost	3,957
Accumulated impairment.	—
Net carrying amount	<u>3,957</u>
Cost at 1 January 2025, net of accumulated impairment.	3,957
Acquisition of a subsidiary (<i>note 33</i>)	2,658
Impairment during the year	—
Cost and net carrying amount at 31 December 2025	<u>6,615</u>
At 31 December 2025:	
Cost	6,615
Accumulated impairment.	—
Net carrying amount	<u>6,615</u>

The goodwill comprises the fair value of expected business synergies arising from the acquisition, which is not separately recognised.

Goodwill of RMB3,957,000 was resulted from the acquisition of Jiangsu Daotai in October 2023.

Goodwill of RMB2,658,000 was resulted from the acquisition of Guangzhou Tianxin in September 2025.

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Impairment testing of goodwill

The amounts of goodwill allocated to the cash-generating units (“CGU”) are as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Jiangsu Daotai	3,957	3,957	3,957
Guangzhou Tianxin	—	—	2,658
Total	3,957	3,957	6,615

Goodwill is tested by management for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired.

Jiangsu Daotai CGU

The recoverable amount of the Jiangsu Daotai CGU has been determined based on a value in use (“VIU”) calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. The key parameters used for VIU calculations are as follows: The pre-tax discount rate applied to the cash flow projections is 17% (2023: 13%, 2024: 13%) for the year ended 31 December 2025. The revenue growth rate used to determine the cash flows during the five-year period ranged from 2% to 9% (2023: -27% to 5%, 2024: -28% to 5%) for the year ended 31 December 2025. The terminal growth rate used to extrapolate the cash flows beyond the period is 2% (2023: 2%, 2024: 2%) for the year ended 31 December 2025. Such estimation is based on management’s expectations for the market development.

Guangzhou Tianxin CGU

The recoverable amount of the Guangzhou Tianxin CGU has been determined based on a VIU calculation. That calculation uses cash flow projections based on financial budgets approved by management covering a five-year period. The key parameters used for VIU calculations are as follows: The pre-tax discount rate applied to the cash flow projections is 19% for the year ended 31 December 2025. The revenue growth rate used to determine the cash flows during the five-year period ranged from 2% to 14.8% for the year ended 31 December 2025. The terminal growth rate used to extrapolate the cash flows beyond the period is 2% for the year ended 31 December 2025. Such estimation is based on management’s expectations for the market development.

The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill for the Relevant Periods:

Revenue — The basis used to determine the budgeted revenue is based on the management’s expectation of market development.

Terminal growth rate — The forecasted terminal growth rate is based on management’s expectations and does not exceed the long-term average growth rate for the industry relevant to each CGU.

The pre-tax discount rate used is before tax and reflects specific risks relating to each CGU.

Sensitivity to changes in key assumptions:

The management of the Company has performed sensitivity test by decreasing 5% of expected revenue, decreasing 5% of terminal growth rate or increasing 5% of pre-tax discount rate, with all other assumptions held constant. The impacts on the amount by which the CGU’s recoverable amount above its carrying amount (headroom) are as below:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Jiangsu Daotai			
Headroom	12,073	16,719	28,563
Impact by decreasing expected revenue	(1,534)	(1,779)	(2,245)
Impact by decreasing terminal growth rate	(80)	(334)	(307)
Impact by increasing pre-tax discount rate	(2,349)	(3,867)	(4,533)
			As at 31 December
			2025
			RMB’000
Guangzhou Tianxin			
Headroom			4,314
Impact by decreasing expected revenue			(876)
Impact by decreasing terminal growth rate			(111)
Impact by increasing pre-tax discount rate			(2,500)

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Except for these, any reasonably possible changes in the other assumptions used in the value in use calculation would not affect management’s view on impairment as at the end of each of the Relevant Periods.

The values assigned to the key assumptions on discount rate are consistent with external information sources.

17. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

During the Relevant Periods, the Group entered into certain long-term lease contracts for buildings which generally have lease terms between one and three years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

(a) Right-of-use assets

The carrying amounts of the Group’s right-of-use assets and the movements during the Relevant Periods are as follow:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Carrying amount at the beginning of the year.	5,940	3,876	15,232
Additions	1,946	16,854	2,432
Additions from business combinations	292	–	2,435
Lease termination	–	–	(2,342)
Depreciation provided during the year	(4,302)	(5,498)	(5,503)
Carrying amount at the end of the year	<u>3,876</u>	<u>15,232</u>	<u>12,254</u>

(b) Lease Liabilities

The carrying amounts of lease liabilities and the movements during the Relevant Periods are as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Carrying amount at the beginning of the year.	5,897	3,783	15,581
Additions	1,946	16,854	2,432
Interest during the year	373	249	717
Additions from business combinations	72	–	2,236
Lease termination	–	–	(2,343)
Payments during the year	(4,505)	(5,305)	(5,926)
Carrying amount at the end of the year	<u>3,783</u>	<u>15,581</u>	<u>12,697</u>
Analyzed into:			
Current portion	3,620	6,607	6,639
Non-current portion.	<u>163</u>	<u>8,974</u>	<u>6,058</u>

At the end of each of the Relevant Periods, the lease liabilities were repayable as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Within 1 year	3,620	6,607	6,639
After 1 year but within 2 years	163	4,461	5,276
After 2 years but within 5 years	–	4,513	782
Total	<u>3,783</u>	<u>15,581</u>	<u>12,697</u>

The maturity analysis of lease liabilities is disclosed in note 40 to the Historical Financial Information.

(c) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Interest on lease liabilities.	373	249	717

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	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Gains on disposal of right-of-use assets and lease liabilities	–	–	1
Depreciation charge of right-of-use assets	4,302	5,498	5,503
Expense relating to low value leases	1,140	776	1,451
Total amount recognised in profit or loss	<u>5,815</u>	<u>6,523</u>	<u>7,672</u>

(d) The total cash outflow for leases is disclosed in note 35 to the Historical Financial Information.

18. INTANGIBLE ASSETS

31 December 2023

	Customer relationship	Licences	Software and technology	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2023				
Cost	–	32,996	–	32,996
Accumulated amortization and impairment	–	(16,382)	–	(16,382)
Net carrying amount	<u>–</u>	<u>16,614</u>	<u>–</u>	<u>16,614</u>
Cost at 1 January 2023, net of accumulated amortization and impairment	–	16,614	–	16,614
Additions	–	–	546	546
Additions from business combinations	2,330	–	12,060	14,390
Amortization provided during the year	(121)	–	(329)	(450)
At 31 December 2023	<u>2,209</u>	<u>16,614</u>	<u>12,277</u>	<u>31,100</u>
At 31 December 2023				
Cost	2,330	32,996	12,606	47,932
Accumulated amortization and impairment	(121)	(16,382)	(329)	(16,832)
Net carrying amount	<u>2,209</u>	<u>16,614</u>	<u>12,277</u>	<u>31,100</u>

31 December 2024

	Customer relationship	Licences	Software and technology	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2024				
Cost	2,330	32,996	12,606	47,932
Accumulated amortization and impairment	(121)	(16,382)	(329)	(16,832)
Net carrying amount	<u>2,209</u>	<u>16,614</u>	<u>12,277</u>	<u>31,100</u>
Cost at 1 January 2024, net of accumulated amortization and impairment	2,209	16,614	12,277	31,100
Additions	–	–	1,558	1,558
Amortization provided during the year	(728)	–	(1,516)	(2,244)
At 31 December 2024	<u>1,481</u>	<u>16,614</u>	<u>12,319</u>	<u>30,414</u>
At 31 December 2024				
Cost	2,330	32,996	14,164	49,490
Accumulated amortization and impairment	(849)	(16,382)	(1,845)	(19,076)

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	Customer relationship	Licences	Software and technology	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Net carrying amount	1,481	16,614	12,319	30,414

31 December 2025

	Customer relationship	Licences	Software and technology	Total
	RMB'000	RMB'000	RMB'000	RMB'000
At 1 January 2025				
Cost	2,330	32,996	14,164	49,490
Accumulated amortization and impairment	(849)	(16,382)	(1,845)	(19,076)
Net carrying amount	1,481	16,614	12,319	30,414
Cost at 1 January 2025, net of accumulated amortization and impairment	1,481	16,614	12,319	30,414
Additions from business combinations . Amortization provided during the year	4,900 (924)	5,100 –	139 (1,760)	10,139 (2,684)
At 31 December 2025	5,457	21,714	10,698	37,869
At 31 December 2025				
Cost	7,230	21,714	14,303	43,247
Accumulated amortization and impairment	(1,773)	–	(3,605)	(5,378)
Net carrying amount	5,457	21,714	10,698	37,869

On 10 January 2020 and 3 January 2020, the Group acquired 100% the equity interest of Aibang Brokers and 98% of Yadun Insurance Assessment respectively under shares purchase agreements. The principal activity of Aibang Brokers is customer engagement service, and the principal activity of Yadun Insurance Assessment is Claims Investigation Services. The transactions were accounted for as asset acquisitions rather than business combinations, given that substantially all of the fair value of the gross assets was concentrated in their regulatory licences, specifically the insurance brokers licence and insurance claims adjusting licence.

On 29 September 2025, the Group acquired 99.98% of the equity interest of Guangzhou Tianxin under share purchase agreement, further details of which are included in the disclosures in note 33 to the Historical Financial Information. The principal activity of Guangzhou Tianxin is Claims Investigation Services.

Pursuant to Regulatory Provisions on Regulatory Provisions on Insurance Public Adjusters (保險公估人監管規定) which became effective on 1 May 2018, there are no definite expiration dates for the claims adjusting licences.

Pursuant to the Regulatory Provisions on Insurance Brokerages (保險經紀人監管規定) which became effective on 1 May 2018, the legal term of the insurance brokers licence is 3 years. During the Relevant Periods, management concluded that the insurance Brokers licence has indefinite useful lives because the licence can be easily renewed upon expiry at an insignificant cost.

The Group evaluates the operating licences each financial year end to determine whether events and circumstances continue to support the indefinite useful lives.

In the opinion of the directors, no provision for impairment is required for the Group’s intangible assets as at the end of each of the Relevant Periods.

Impairment test on the operating licences of the Group has been conducted by the management as at the end of each of the Relevant Periods. For the purposes of the impairment test, each of the operating licences were allocated to Aibang Brokers, Yadun Insurance and Guangzhou Tianxin respectively, which were considered as separate CGU. The carrying amounts of operating licences allocated to each CGU at the end of each of the Relevant Periods were as follow:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang Brokers			
Carrying amount	14,963	14,963	14,963

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	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Yadun Insurance			
Carrying amount	1,651	1,651	1,651
Guangzhou Tianxin			
Carrying amount	—	—	5,100
Total	16,614	16,614	21,714

The recoverable amounts of the CGU are determined based on the VIU calculations using the discounted cash flow method. These calculations use cash flow projections based on financial budgets approved by management covering a five-year period. The key assumptions used in the estimation of VIU calculations were as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang Brokers			
Pre-tax discount rate	15.0%	15.0%	20.8%
Revenue growth rate	2.2%-5.0%	2.0%-3.0%	2.0%-7.0%
Terminal value growth rate	2.2%	2.0%	2.0%
Yadun Insurance			
Pre-tax discount rate	14.0%	14.0%	20.9%
Revenue growth rate	2.2%-5.0%	2.0%-3.0%	2.0%-5.0%
Terminal value growth rate	2.2%	2.0%	2.0%
Guangzhou Tianxin			
Pre-tax discount rate	—	—	18.7%
Revenue growth rate	—	—	2.0%-14.8%
Terminal value growth rate	—	—	2.0%

Details of the headroom calculated based on the recoverable amounts deducting the carrying amount allocated for the significant CGUs as at the end of each of the Relevant Periods are set out as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang Brokers	6,092	2,771	1,406
Yadun Insurance	1,039	1,029	144
Guangzhou Tianxin	—	—	4,314

The Group performed the sensitivity analysis based on the assumption that pre-tax discount rate, revenue growth rate and terminal value growth rate have been changed. Had the estimated key assumption during the forecast period been changed as below, the headroom would have decreased to the following:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Aibang Brokers			
Pre-tax discount rate increase by 5%	5,693	2,254	461
Revenue growth rate decrease by 5%	4,948	1,725	573
Terminal value growth rate decrease by 5%	6,089	2,726	1,324
Yadun Insurance			
Pre-tax discount rate increase by 5%	904	939	55
Revenue growth rate decrease by 5%	901	892	13
Terminal value growth rate decrease by 5%	1,033	1,025	140
Guangzhou Tianxin			
Pre-tax discount rate increase by 5%	—	—	1,814
Revenue growth rate decrease by 5%	—	—	3,438
Terminal value growth rate decrease by 5%	—	—	4,203

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19. INVESTMENTS IN SUBSIDIARIES

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Investments, at cost.	354,564	404,973	546,125
Deemed investments arising from share-based payments	25,796	28,232	41,127
Total	<u>380,360</u>	<u>433,205</u>	<u>587,252</u>

20. DEFERRED TAX

The movements in deferred tax during the Relevant Periods are as follows:

Deferred tax assets

	Lease liabilities	Total
	RMB'000	RMB'000
31 December 2023		
At 1 January 2023.	1,037	1,037
Deferred tax charged to profit or loss during the year	(315)	(315)
At 31 December 2023.	<u>722</u>	<u>722</u>
31 December 2024		
At 1 January 2024.	722	722
Deferred tax credited to profit or loss during the year	1,689	1,689
At 31 December 2024.	<u>2,411</u>	<u>2,411</u>
31 December 2025		
At 1 January 2025.	2,411	2,411
Deferred tax charged to profit or loss during the year	(127)	(127)
At 31 December 2025.	<u>2,284</u>	<u>2,284</u>

Deferred tax liabilities

	Fair value adjustment arising from acquisition of subsidiaries	Right-of-use assets	Total
	RMB'000	RMB'000	RMB'000
31 December 2023			
At 1 January 2023	–	1,045	1,045
Additions from business combinations	1,693	–	1,693
Deferred tax credited to profit or loss during the year	–	(335)	(335)
At 31 December 2023	<u>1,693</u>	<u>710</u>	<u>2,403</u>
31 December 2024			
At 1 January 2024	1,693	710	2,403
Deferred tax charged to profit or loss during the year	–	1,650	1,650
At 31 December 2024	<u>1,693</u>	<u>2,360</u>	<u>4,053</u>
31 December 2025			
At 1 January 2025	1,693	2,360	4,053
Additions from business combinations	2,499	–	2,499
Deferred tax credited to profit or loss during the year	(290)	(113)	(403)
At 31 December 2025	<u>3,902</u>	<u>2,247</u>	<u>6,149</u>

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For presentation purposes, certain deferred tax assets and liabilities have been offset in the statement of financial position. The following is an analysis of the deferred tax balances of the Group for financial reporting purposes:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Net deferred tax assets recognised in the consolidated statements of financial position	17	57	124
Net deferred tax liabilities recognised in the consolidated statements of financial position	1,698	1,699	3,989

The Group has accumulated tax losses arising in the Chinese mainland of RMB444,629,000, RMB494,729,000 and RMB525,112,000 at the end of each of the Relevant Periods, respectively, that will expire in one to ten years for offsetting against future taxable profits of the companies in which the losses arose.

The Group also has accumulated tax losses arising in Hong Kong of RMB764,000, RMB5,558,000 and RMB16,956,000 at the end of each of the Relevant Periods, respectively, that will be carried forward indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

The Group has unrecognised deductible temporary differences of RMB13,567,000, RMB12,508,000 and RMB20,156,000 at the end of each of the Relevant Periods, respectively.

Deferred tax assets have not been recognised in respect of these losses and deductible temporary differences as they have arisen in subsidiaries that have been loss-making for some time, it is not considered probable that taxable profits in foreseeable future will be available against which the tax losses and the deductible temporary differences can be utilized.

As at the end of each of the Relevant Periods, there was no significant unrecognised deferred tax liability for taxes that would be payable on the unremitted earnings of the Group’s subsidiaries.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

21. CONTRACT ASSETS

	As at 31 December			
	2022	2023	2024	2025
	RMB'000	RMB'000	RMB'000	RMB'000
Non-current contract assets:	1,082	27,662	23,005	7,374
Impairment	(12)	(341)	(24)	(53)
Total	<u>1,070</u>	<u>27,321</u>	<u>22,981</u>	<u>7,321</u>
Current contract assets:	11,702	39,060	23,733	20,635
Impairment	(4)	(28)	(8)	(31)
Total	<u>11,698</u>	<u>39,032</u>	<u>23,725</u>	<u>20,604</u>

Contract assets are initially recognised for revenue earned from the underwriting solutions services and claim solutions services as the receipt of consideration is conditional on successful completion of the services.

The expected timing of recovery or settlement for contract assets at the end of each of the Relevant Periods is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within one year	39,032	23,725	20,604
After one year	27,321	22,981	7,321
Total contract assets	<u>66,353</u>	<u>46,706</u>	<u>27,925</u>

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The movements in the loss allowance for impairment of contract assets are as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Balance at beginning of year	16	369	32
Impairment	353	(337)	52
Balance at end of year	<u>369</u>	<u>32</u>	<u>84</u>

An impairment analysis was made based on expected credit loss model on the recoverability of contract assets. The identification of impairment requires management’s judgements and estimates by considering the age of the balance, existence of disputes, recent historical payment patterns, any other available information concerning the creditworthiness of counterparties and influence from macro economy.

Set out below is the information about the credit risk exposure on the Group’s contract assets using a provision matrix:

	As at 31 December		
	2023	2024	2025
Expected credit loss rate	0.55%	0.07%	0.30%
Gross carrying amount (RMB'000)	66,722	46,738	28,009
Expected credit losses (RMB'000)	369	32	84

22. TRADE RECEIVABLES

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade receivables	119,737	178,337	225,600
Impairment	(525)	(371)	(2,563)
Total	<u>119,212</u>	<u>177,966</u>	<u>223,037</u>

The Group’s trading terms with its customers are mainly on credit. The credit period is generally one month, extending up to three months for major customers. Each customer has a maximum credit limit. The Group seeks to maintain strict control over its outstanding receivables and has a credit control department to minimize credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

An ageing analysis of trade receivables as at the end of each of the Relevant Periods, based on the date of recognition and net of allowance, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 3 months	72,508	112,722	154,036
3 months to 6 months	9,682	24,358	19,557
6 months to 12 months	32,558	38,298	29,756
Over 12 months	4,464	2,588	19,688
Total	<u>119,212</u>	<u>177,966</u>	<u>223,037</u>

The movements in loss allowance for impairment of trade receivables are as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Balance at beginning of year	26	525	371
Impairment/(reversal of impairment)	499	(154)	2,192
Balance at end of year	<u>525</u>	<u>371</u>	<u>2,563</u>

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Impairment under IFRS 9 for the Relevant Periods

An impairment analysis was made based on expected credit loss model on the recoverability of trade receivables. The identification of impairment requires management’s judgements and estimates by considering the age of the balance, existence of disputes, recent historical payment patterns, any other available information concerning the creditworthiness of counterparties and influence from macro economy.

Set out below is the information about the credit risk exposure on the Group’s trade receivables using a provision matrix:

As at 31 December 2023

	Individual basis	Collective basis				Subtotal	Total
		Within 90 days	91-180 days	181 days-1 year	Over 1 year		
Expected credit loss rate. . .	0.00%	0.11%	0.14%	0.14%	8.00%	0.44%	0.44%
Gross carrying amount (RMB’000)	–	72,586	9,696	32,603	4,852	119,737	119,737
Expected credit losses (RMB’000)	–	78	14	45	388	525	525

As at 31 December 2024

	Individual basis	Collective basis				Subtotal	Total
		Within 90 days	91-180 days	181 days-1 year	Over 1 year		
Expected credit loss rate. . .	0.00%	0.03%	0.03%	0.03%	10.79%	0.21%	0.21%
Gross carrying amount (RMB’000)	–	112,759	24,366	38,311	2,901	178,337	178,337
Expected credit losses (RMB’000)	–	37	8	13	313	371	371

As at 31 December 2025

	Individual basis	Collective basis				Subtotal	Total
		Within 90 days	91-180 days	181 days-1 year	Over 1 year		
Expected credit loss rate. . .	0.00%	0.25%	0.25%	0.25%	9.47%	1.14%	1.14%
Gross carrying amount (RMB’000)	–	154,415	19,606	29,832	21,747	225,600	225,600
Expected credit losses (RMB’000)	–	379	49	76	2,059	2,563	2,563

23. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Non-current:			
Deposits	285	1,174	1,725
Prepayments for listing expenses	[REDACTED]	[REDACTED]	[REDACTED]
Impairment allowance	(1)	(7)	(9)
Total	284	1,957	1,716
Current:			
Receivables from convertible instrument investment (i)	–	75,000	–
Prepayments to suppliers	50,096	36,867	37,335
Deductible input value-added tax	4,200	2,587	5,876
Insurance premium received on behalf of other third parties (ii)	6,345	2,964	19,010
Contract fulfillment cost	3,502	2,620	772
Deposits and other receivables	764	1,905	2,090

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	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Non-current:			
Prepayments for listing expenses	[REDACTED]	[REDACTED]	[REDACTED]
Impairment allowance	(109)	(648)	(90)
Total	64,798	121,295	67,757

(i) The balance as of 31 December 2024 represented receivable for Series B Convertible instruments subscription amount. During the year ended 31 December 2024, the subscription amount of RMB53,000,000 had been settled and RMB87,000,000 remained outstanding. This outstanding balance includes RMB12,000,000 due from related party ZhongAn Online P&C Insurance Company Limited and its affiliates, which has been classified as “Amounts due from related parties”. Details of the amounts due from related parties are disclosed in Note 37 to the Historical Financial Information.

(ii) Insurance premiums received on behalf of insurance company held in third-party payment platforms.

As at the end of each of the Relevant Periods, other receivables of the Group are considered to be of low credit risk and thus the Group has assessed that the ECL for other receivables under the 12-month expected credit loss method.

The movements in the loss allowance for impairment of other receivables are as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Balance at beginning of year	39	110	655
Impairment	71	545	(556)
Balance at end of year	110	655	99

24. FINANCIAL ASSETS AT FVTPL

	As at 31 December	
	2025	
	RMB'000	
Wealth management products, at fair value	25,727	

The financial assets at FVTPL as at 31 December 2025 represented wealth management products with underlying assets mainly consisted of inter-bank deposits, bonds and equity investments. They were mandatorily classified as financial assets at FVTPL as their contractual cash flows are not solely payments of principal and interest.

25. CASH AND CASH EQUIVALENTS

The Group

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash at banks	158,598	183,347	259,448
Less: Pledged deposits*			
non-current	(5,202)	(5,202)	(5,202)
Less: Cash held on behalf of other parties**	(16,226)	(11,181)	(7,137)
Cash and cash equivalents	137,170	166,964	247,109
Cash at banks are denominated in:			
RMB	158,236	183,013	253,296
JPY	362	333	323
USD	—	1	5,024
HKD	—	—	805
Total cash at banks	158,598	183,347	259,448

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The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Cash at banks	270	279	268
Cash and cash equivalents	270	279	268
Cash at banks are denominated in:			
RMB	270	278	267
USD	–	1	1
Total cash at banks	270	279	268

The RMB is not freely convertible into other currencies, however, under the Chinese mainland’s Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default.

* Pledged deposits mainly present the guaranteed deposits for the reserves of the registered capital placed as deposits in PRC commercial banks, as the Group is insurance intermediary with licence.

** Cash held on behalf of other parties mainly includes insurance premiums received on behalf of insurance companies but not yet remitted as of the end of each of the reporting periods.

26. TRADE PAYABLES

An ageing analysis of trade payables at the end of each of the Relevant Periods, based on the date of recognition, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	116,603	159,875	203,417
Over 1 year	27,032	54,277	49,697
Total	143,635	214,152	253,114

The trade payables are non-interest-bearing and are normally settled on 30-day to 1 year terms.

27. OTHER PAYABLES AND ACCRUALS

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Payroll and welfare payables	30,358	27,771	49,062
Medication payment received on behalf of other parties	18,753	3,330	–
Other tax payables	13,741	16,620	26,985
Insurance premium payables (i)	11,431	7,440	8,741
Payable for acquisition of subsidiaries	4,900	4,900	–
Accrued listing expense	[REDACTED]	[REDACTED]	[REDACTED]
Deposits	4,815	2,194	2,392
Dividend payable to the then shareholder of Jiangsu Daotai	25,000	–	–
Other payables	6,646	10,191	13,036
Total	115,644	76,917	102,213

(i) Insurance premium payables mainly include insurance premiums received on behalf of insurance companies but not yet remitted as of the end of each of the reporting periods.

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28. INTEREST-BEARING BANK AND OTHER BORROWINGS

As at 31 December									
2023				2024			2025		
Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000	Effective interest rate (%)	Maturity	RMB'000	
Bank loans – unsecured . . .	3.90%	2024	3,000	2.75%-3.90%	2025	19,271	2.40%	2026	19,900
Bank loans – guaranteed (a)	3.15%	2024	5,000	3.00%-3.10%	2025	18,900	2.30%	2026	10,000
Total		8,000			38,171				29,900

As at 31 December			
2023	2024	2025	
RMB'000	RMB'000	RMB'000	
Analyzed into:			
Bank loans repayable:			
Within one year	8,000	38,171	29,900
Total	8,000	38,171	29,900

- (a) As at 31 December 2023 and 31 December 2024, bank loans amounting to RMB5,000,000 and RMB8,900,000 were guaranteed by the Company’s executive director, Lu Min. As at 31 December 2024, bank loans amounting to RMB10,000,000 were guaranteed by Jiangsu Daotai’s senior management, Sheng Sen. As at 31 December 2025, bank loans amounting to RMB10,000,000 were guaranteed by the Company’s executive director, Lu Min.

29. FINANCIAL LIABILITIES AT FVTPL

The Group

The Group entered into share subscription agreements with investors and issued four series (the Series Angel Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares, Series B Preferred Shares, respectively) of preferred shares, and two series (“Series A+ convertible instruments” and “Series B convertible instruments”) of convertible instruments from year 2019 to 2025.

The Group entered into a subsidiary purchase agreement in 2023, resulting in a contingent consideration payable.

The fair values of Preferred Shares, convertible bonds and contingent consideration payable at the end of each reporting period are as follows:

As at 31 December			
2023	2024	2025	
RMB'000	RMB'000	RMB'000	
Series Angel preferred shares	340,188	433,440	555,506
Series A preferred shares	253,649	322,202	403,569
Series A+ preferred shares	209,321	333,813	388,794
Series B preferred shares	–	–	154,190
Convertible Instruments	66,602	139,200	–
Contingent consideration payable (note 33)	11,900	–	–
Total	881,660	1,228,655	1,502,059

The Company

The Company entered into share subscription agreements with investors and issued four series (the Series Angel Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares, Series B Preferred Shares, respectively) of preferred shares, and preferred shares warrants (“Warrants”) from year 2019 to 2025.

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The fair values of the Company’s Preferred Shares and Warrants at the end of each reporting period are as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Series Angel preferred shares	340,188	433,440	555,506
Series A preferred shares	253,649	322,201	403,569
Series A+ preferred shares	209,321	333,813	388,794
Series B preferred shares	—	—	154,190
Warrant	17,290	16,751	—
Total	<u>820,448</u>	<u>1,106,205</u>	<u>1,502,059</u>

Preferred Shares, Convertible Instruments and Warrants

Series Angel financing

In July 2019, the Company issued 44,000,000 Series Angel Preferred Shares with a par value of USD0.0001 per share to investors for a cash consideration of RMB100,000,000 or RMB2.27 per share.

Series A financing

In February 2020, the Company issued 30,800,000 Series A Preferred Shares with a par value of USD0.0001 per share to investors for a total cash consideration of USD16,000,000 or USD0.52 per share.

Series A+ financing

In August 2021, the Company entered into Series A+ Preferred Shares purchase agreements with certain investors to issue 26,796,000 series A+ Preferred Shares with a par value of USD0.0001 per share for a total cash consideration of USD29,000,000 or USD1.08 per share.

In August 2021, Nova Wuxi executed interest-free loan agreements (“Series A+ Domestic Loans”) with an investor in the aggregate principal amount of equivalent of USD7,000,000. Concurrently, the Company issued Series A+ Warrants to an investor pursuant to warrant purchase agreements, whereby these Series A+ Domestic Loans and Series A+ Warrants collectively constitute Series A+ convertible instruments and grant the right to the holder of the Series A+ Warrants to convert the Series A+ Domestic Loans into 6,468,000 Series A+ Preferred Shares of the Company at USD 1.08 per share upon ODI completion. The conversion of the convertible instruments was completed in February 2024 and 6,468,000 Series A+ preferred shares were issued to this investor accordingly.

Series B financing

In October 2024, Nova Wuxi executed interest-free loan agreements (“Series B Domestic Loans”) with certain investors in the aggregate principal amount of RMB140,000,000. Concurrently, the Company issued Series B Warrants to these investors pursuant to warrant purchase agreements, whereby these Series B Domestic Loans and Series B Warrants collectively constitute Series B convertible instruments and grant the right to the holders of the Series B warrants to convert the Series B Domestic Loans into 9,053,093 Series B Preferred Shares of the company at RMB15.46 per share upon ODI completion. The conversion of the convertible instruments was completed in November 2025 and 9,053,093 Series B Preferred Shares were issued to these investors accordingly.

Series Angel Preferred Shares, Series A Preferred Shares, Series A+ Preferred Shares and Series B Preferred Shares are collectively referred as Preferred Shares. The holders of the Preferred Shares are collectively referred to as Preferred Shareholders. Series A+ convertible instruments and Series B convertible instruments are collectively referred to as Convertible Instruments. The conversion right of the Series A+ convertible instruments and Series B Warrants are collectively referred to as Warrants.

The key terms of the Preferred Shares are summarized below:

Conversion Rights

Each holder of the Preferred Shares has the right, at the sole discretion of the holder, to convert at any time and from time to time, all or any portion of the Preferred Shares into ordinary shares based on the then-effective conversion price. The initial conversion ratio shall be on a one for one basis, subject to certain anti-dilution adjustments, as adjusted for certain anti-dilution adjustments. The Preferred Shares are converted automatically into ordinary shares at the then effective applicable conversion price upon the earlier of i) a qualified [REDACTED]; ii) the date specified by written consent or agreement of all the preferred shareholders.

Voting Right

Each preferred shareholder is entitled to the number of votes equal to the number of ordinary shares into which such preferred shares could be converted at the voting date. Preferred shareholders will vote together with ordinary shareholders, and not as a separate class or series, on all matters put before the shareholders.

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Redemption

Upon occurrence of the following events which cannot be controlled by the Company, the Preferred Shares shall be redeemable by the Company at the option of the Preferred Shareholders:

- (i) the Company fails to complete the Qualified [REDACTED] or trade sale as approved on 30 July 2024

Upon issuance of Series B Warrants, the redemption date of the Preferred Shares has been extended to 30 June 2026, and will be terminated immediately prior to the successful listing and completion of [REDACTED].

In September 2025, the redemption date of the Preferred Shares has been extended to 1 April 2027, and will be terminated immediately prior to the successful listing and completion of [REDACTED].

- (ii) any material adverse change in the regulatory environment that will cause the arrangement under the share purchase agreements invalid or unenforceable, and the Company fails to devise a feasible alternative legal structure reasonably satisfactory to the Preferred Shareholders;
- (iii) any material breach or violation of the transaction documents by the Company and its subsidiaries;

The redemption amount of Series Angel, Series A, Series A+ Preferred Shares is calculated as the higher of (i) the original investment principal from investors with an annual simple interest rate of 10% from the issue date, plus all accrued but unpaid dividends; on each redeeming preferred share in cash, and (ii) the fair market value of Preferred Shares held by investors.

The redemption amount of Series B Preferred Shares is calculated as the higher of (i) the original investment principal from investors with an annual simple interest rate of 8% from the issue date, plus all accrued but unpaid dividends; on each redeeming preferred share in cash, and (ii) the fair market value of Preferred Shares held by investors.

Liquidation preference

In the event of any liquidation, dissolution or winding up of the Company, or deemed liquidation event, whether voluntary or involuntary, holders of the shares shall be entitled to be paid out of the funds and assets available for distribution to the shareholders of the Company, an amount per share equal to the higher of original issue price for each series preferred share with an annual simple interest rate of 8% plus any dividends declared but unpaid or the liquidation assets available to the investors in proportion to its equity interest at that time thereon in the sequence as follows:

- (1) Series B Preferred Shares
- (2) Series A+ Preferred Shares
- (3) Series A Preferred Shares
- (4) Series Angel Preferred Shares

Presentation and classification

The Group has designated Preferred Shares and Convertible Instruments as financial liabilities carried at FVTPL. The change in fair value of the Preferred Shares and Convertible Instruments is charged to profit or loss except for the portion attributable to credit risk change that shall be charged to other comprehensive income. Management considered that there is no credit risk of the financial liabilities that drives the change of the fair value of the financial liabilities.

The Warrants of the Company should be accounted as derivatives and were recognised at fair value upon initial recognition. Any changes of their fair value in subsequent reporting dates are recognised in profit or loss.

The movements of the Preferred Shares and Convertible Instruments of the Group are set out as follows:

The Group	Series Angel preferred shares	Series A preferred shares	Series A+ preferred shares	Series B preferred shares	Series A+ convertible instruments	Series B convertible instruments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
1 January 2023	201,931	171,432	174,478	–	54,394	–	602,235
Change in fair value . . .	134,148	78,907	31,722	–	11,958	–	256,735
Translation exchange adjustments	4,109	3,310	3,121	–	250	–	10,790
31 December 2023	<u>340,188</u>	<u>253,649</u>	<u>209,321</u>	<u>–</u>	<u>66,602</u>	<u>–</u>	<u>869,760</u>
Issuance of Series B convertible instruments	–	–	–	–	–	140,000	140,000
Change in fair value . . .	87,357	64,166	54,557	–	–	(956)	205,124
Translation exchange adjustments	5,895	4,387	2,793	–	540	156	13,771

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The Group	Series Angel preferred shares	Series A preferred shares	Series A+ preferred shares	Series B preferred shares	Series A+ convertible instruments	Series B convertible instruments	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Conversion of Series A+ convertible instruments	–	–	67,142	–	(67,142)	–	–
31 December 2024	433,440	322,202	333,813	–	–	139,200	1,228,655
Change in fair value	133,827	89,957	63,405	16,361	–	–	303,550
Translation exchange adjustments	(11,761)	(8,590)	(8,424)	(1,371)	–	–	(30,146)
Conversion of Series B convertible instruments	–	–	–	139,200	–	(139,200)	–
31 December 2025	555,506	403,569	388,794	154,190	–	–	1,502,059

The movements of the Preferred Shares and Warrants of the Company are set out as follows:

The Company	Series Angel preferred shares	Series A preferred shares	Series A+ preferred shares	Series B preferred shares	Series A+ Warrant	Series B Warrant	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
1 January 2023	201,931	171,432	174,478	–	13,793	–	561,634
Change in fair value	134,148	78,907	31,722	–	3,246	–	248,023
Translation exchange adjustments	4,109	3,310	3,121	–	251	–	10,791
31 December 2023	340,188	253,649	209,321	–	17,290	–	820,448
Change in fair value	87,357	64,166	54,557	–	–	16,595	222,675
Translation exchange adjustments	5,895	4,387	2,793	–	–	155	13,230
Issuance of Series A+	–	–	49,852	–	–	–	49,852
Conversion of Series A+ Warrant	–	–	17,290	–	(17,290)	–	–
31 December 2024	433,440	322,202	333,813	–	–	16,750	1,106,205
Change in fair value	133,827	89,957	63,405	16,361	–	–	303,550
Translation exchange adjustments	(11,761)	(8,590)	(8,424)	(18,921)	–	–	(47,696)
Issuance of Series B	–	–	–	140,000	–	–	140,000
Conversion of Series B Warrant	–	–	–	16,750	–	(16,750)	–
31 December 2025	555,506	403,569	388,794	154,190	–	–	1,502,059

30. SHARE CAPITAL

The Company was incorporated with an authorized share capital of the Company of US\$50,000 divided into 500,000,000 shares with a par value of US\$0.0001 each, of which (i) 389,350,907 shares are designated as Ordinary Shares of par value US\$0.0001 each, (ii) 44,000,000 shares are designated as Series Angel Preferred Shares of par value US\$0.0001 each, (iii) 30,800,000 shares are designated as Series A Preferred Shares of par value US\$0.0001 each, (iv) 26,796,000 shares are designated as Series A+ Preferred Shares of par value US\$0.0001 each, (v) 9,053,093 shares are designated as Series B Preferred Shares of par value US\$0.0001 each. A summary of the Company’s issued and fully paid Ordinary Shares during the Relevant Periods is as follows:

Ordinary Shares

	As at 31 December					
	2023		2024		2025	
	Number of shares in issue	Share capital	Number of shares in issue	Share capital	Number of shares in issue	Share capital
		RMB'000		RMB'000		RMB'000
At beginning and end of year	110,000,000	79	110,000,000	79	110,000,000	79
Issue of shares (i)	–	–	–	–	2,586,598	–
At end of year	110,000,000	79	110,000,000	79	112,586,598	79

(i) In November 2025, the Company issued 2,586,598 shares at a par value of US\$0.0001 for a new share option plan.

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The details of the Preferred Shares are set out in note 29 to the Historical Financial Information.

31. RESERVES

The Group

The amounts of the Group’s reserves and the movements therein for the Relevant Periods are presented in the consolidated statements of changes in equity.

(a) Capital reserve

The capital reserve/share premium of the Group mainly represents the difference between the par value of the shares issued and the consideration received.

(b) Share-based payment reserve

The share-based payment reserve represents the equity-settled share awards as set out in note 32 to the Historical Financial Information.

(c) Statutory reserve

In accordance with the Company Law of the PRC, subsidiaries of the Group which are domestic enterprises are required to allocate 10% of their profit after tax, as determined in accordance with the relevant PRC GAAP, to their statutory reserve until the reserve reaches 50% of their registered capital. Subject to certain restrictions set out in the Company Law of the PRC, part of the statutory reserve may be converted to share capital, provided that the remaining balance after the capitalization is not less than 25% of the registered capital.

(d) Foreign currency translation reserve

The exchange fluctuation reserve comprises all foreign exchange differences arising from the translation of the financial statements of companies in the Group of which the functional currency is not RMB. The reserve is dealt with in accordance with the accounting policy set out in note 2.3 to the Historical Financial Information.

The Company

The amounts of the Company’s reserve and the movements therein for the Relevant Periods are presented as follows:

	Capital reserve	Share-based payment reserve	Foreign currency translation reserve	Accumulated losses	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 31 December 2022 and 1 January					
2023	8,336	21,967	(17,105)	(189,818)	(176,620)
Loss for the year	—	—	—	(248,027)	(248,027)
Exchange differences on translation	—	—	(10,891)	—	(10,891)
Total comprehensive loss for the year	—	—	(10,891)	(248,027)	(258,918)
Equity-settled share option arrangements	—	1,683	—	—	1,683
Exercise of share options	39,732	(19,959)	—	—	19,773
As at 31 December 2023 and 1 January					
2024	48,068	3,691	(27,996)	(437,845)	(414,082)
Loss for the year	—	—	—	(221,128)	(221,128)
Exchange differences on translation	—	—	(13,826)	—	(13,826)
Total comprehensive loss for the year	—	—	(13,826)	(221,128)	(234,954)
Equity-settled share option arrangements	—	2,436	—	—	2,436
As at 31 December 2024 and 1 January					
2025	48,068	6,127	(41,822)	(658,973)	(646,600)
Loss for the year	—	—	—	(285,955)	(285,955)
Exchange differences on translation	—	—	29,510	—	29,510
Total comprehensive loss for the year	—	—	29,510	(285,955)	(256,445)
Equity-settled share option arrangements	—	14,045	—	—	14,045
As at 31 December 2025	48,068	20,172	(12,312)	(944,928)	(889,000)

32. SHARE-BASED PAYMENTS

Share incentive plan

The Company operates a share incentive plan (the “2019 Share Incentive Plan”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the 2019 Share Incentive Plan include directors and employees of the Group. The 2019 Share Incentive Plan became effective on 1 January 2020 and, unless otherwise cancelled or amended, will remain in force for 6 years from that date.

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The maximum aggregate number of shares which may be issued pursuant to the grant of share options, share appreciation rights, dividend equivalent rights, restricted shares, restricted share units or other rights or benefits under the 2019 Share Incentive Plan (collectively, the “Plan Award”) is 19,960,000 shares of the Company (proportionally adjusted to reflect any share dividends, share splits, or similar transactions). The 2019 Share Incentive Plan is administered by the Lu Min the shareholder and Chief Executive Officer of the Company (the “2019 Plan Administrator”), who has the authority, in his discretion, to select the employees and directors to whom the Plan Awards may be granted from time to time hereunder, to determine whether and to what extent the Plan Awards are granted hereunder, and to determine the number of shares or the amount of other consideration to be covered by each of the Plan Award granted hereunder. The underlying incentive Shares under the 2019 Share Incentive Plan have been issued and allotted to a share incentive platform in full, which is not controlled by the Group.

Subject to the terms and conditions as set out in the 2019 Share Incentive Plan, the share options are generally vested in the portions of 25%, 25%, 25% and 25% on the first, second, third and fourth anniversaries of the grant date, respectively, unless otherwise approved and determined by the 2019 Plan Administrator, who has the right to determine the vesting period for each grant. The granted share options will expire in 6 years from the grant date.

On 7 March 2023, the Group adopted the 2022 Stock Incentive Plan (“2022 Plan”) to replace 2019 Plan while all of the key terms under the 2019 Plan remain unchanged. This replacement does not constitute a modification. The 2022 Plan became effective on 7 March 2023 and, unless otherwise cancelled or amended, will remain in force for 6 years from that date.

On 15 September 2025, the Group had passed a resolution to approve and adopt a new share option plan (the “2025 Share Option Scheme”). for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the 2025 Plan include directors and employees of the Group.

The maximum aggregate number of shares which may be issued pursuant to the grant of share options under the 2025 Share Option Scheme (the “2025 Plan Award”) is 2,586,598 shares of the Company (proportionally adjusted to reflect any share dividends, share splits, or similar transactions). The 2025 Share Option Scheme is administered by the Lu Min (the “2025 Plan Authorized Representative”), who has the authority, in his discretion, to select the directors and employees to whom the 2025 Plan Awards may be granted from time to time hereunder, to determine whether and to what extent the 2025 Plan Awards are granted hereunder, and to determine the number of options or the amount of other consideration to be covered by each of the 2025 Plan Award granted hereunder. The underlying incentive shares under the 2025 Share Option Scheme have been issued and allotted to a share incentive platform in full in November 2025, which is not controlled by the Group.

Subject to the terms and conditions as set out in the 2025 Share Option Scheme, the share options are generally vested in the schedule approved and determined by the 2025 Plan Authorized Representative, who has the right to determine the vesting period for each grant. In addition to meeting the time-based vesting condition, the options which shall vest also depends on the completion of [REDACTED]. The granted share options will expire in 6 years from the grant date.

During the Relevant Period, the Group granted total of 8,666,750 share options to certain directors and employees under the 2022 Plan and the 2025 Share Option Scheme. Among these, 1,308,000 options granted to certain management personnel are with a vesting schedule of 50% on the first anniversary of the grant date and the remaining 50% are subject to a performance-based vesting schedule over a three-year period from the grant date, with an annual vesting cap of one-third of the remaining 50% option pool. The actual number of options vesting each year is determined by a weighted formula combining the achievement of annual revenue and profit targets, each weighted at 50%. 1,850,000 options granted to certain management personnel with a vesting period of one year, and 180,000 options granted to a management personnel with one-third vesting each year. Except for these grants, all other 5,328,750 options granted historically were subject to a vesting schedule of 25%, 25%, 25% and 25% on the first, second, third and fourth anniversaries of the respective grant dates, respectively. All of the aforementioned grants were approved by the Administrator and the 2025 Plan Authorized Representative.

The fair value of services received in return for share options granted to employees and directors was measured by reference to the fair value of the shares granted and the subscription price paid by employees and directors. Details of the granted share options are as follows:

The following share options were outstanding under the share incentive plan during the Relevant Periods:

	Year ended 31 December					
	2023		2024		2025	
	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options	Weighted average exercise price	Number of options
	<i>US\$ per share</i>		<i>US\$ per share</i>		<i>US\$ per share</i>	
At the beginning of the year	0.19	44,043,750	0.20	14,185,000	0.23	15,695,000
Granted during the year	0.36	1,020,000	0.54	1,670,000	0.38	5,976,750
Exercised during the year	0.11	(30,800,000)	—	—	—	—
Forfeited during the year	0.17	(78,750)	0.33	(160,000)	0.39	(491,250)
At the end of the year	0.20	14,185,000	0.23	15,695,000	0.27	21,180,500

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During the Relevant Periods, the Group recognised share-based compensation expenses of RMB1,683,000, RMB2,436,000 and RMB14,045,000, respectively.

Key valuation assumptions used to determine the fair value of options granted are as follows:

	Year ended 31 December		
	2023	2024	2025
Dividend yield (%)	—	—	—
Expected volatility (%)	34%-36%	35%-36%	35%-37%
Risk-free interest rate (%)	3.50%-4.52%	3.69%-4.21%	3.57%-4.43%
Expected life of options (year)	6	6	6
Exercise multiples	2.2-2.8	2.2-2.8	2.2-2.8
Fair value of underlying ordinary shares	\$0.70-\$1.35	\$1.23-\$1.35	\$1.23-\$1.67

The expected life of share options is based on the contract terms. The expected volatility is determined by using the average of historical volatilities of the share prices of the comparable companies, which may also not necessarily be the actual outcome. The risk-free interest rate is based on the yield of the United States treasury bills. No other feature of the share options granted was incorporated into the measurement of fair value.

33. BUSINESS COMBINATION

(a) Acquisition of Jiangsu Daotai

In October 2023, the Group entered into a purchase agreement with one of the shareholders of Jiangsu Daotai Information and Technology Co., Ltd. (“Jiangsu Daotai”), an entity provides underwriting solution services, to acquire 39.2% of Jiangsu Daotai’s equity interest for a total consideration of RMB21,700,000 including a contingent consideration of RMB11,900,000 based on the Jiangsu Daotai’s operating result and dividends distribution subsequent to the acquisition date. The purchase consideration for the acquisition was in the form of cash, with RMB4,900,000 paid at the acquisition date, RMB12,312,000 paid on 30 November 2024 and the remaining RMB4,900,000 paid on 7 January 2025. The Group and all other shareholders of Jiangsu Daotai further entered into an irrevocable act-in-concert agreement, under which all other shareholders agreed to vote based on the decision made by the Group in relation to all matters that requires the approval by the shareholders’ meeting and the board of directors of Jiangsu Daotai. As such, through the 39.2% equity interests acquired by the Company and the acting-in-concert agreement, the Group effectively obtain control of Jiangsu Daotai and consolidated Jiangsu Daotai since October 2023.

The fair values of the identifiable assets and liabilities of Jiangsu Daotai as at the date of acquisition were as follows:

	31 October 2023
	RMB’000
Property, plant and equipment	4,595
Intangible assets	14,390
Right-of-use assets	292
Prepayments, deposits and other receivables	9,158
Trade receivables	51,942
Cash and cash equivalents	30,746
Trade payables	(29,427)
Other payables and accruals	(33,208)
Amounts due to related parties	(1,166)
Lease liabilities	(72)
Contract liabilities	(290)
Deferred tax liability	(1,695)
Total identifiable net assets at fair value	45,265
Non-controlling interest	27,522
Goodwill on acquisition	3,957
Satisfied by:	
Cash	21,700

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB51,942,000 and RMB238,000, respectively. The gross contractual amounts of trade receivables and other receivables were RMB51,958,000 and RMB238,000, respectively, of which trade receivables of RMB16,000 are expected to be uncollectible.

As part of the purchase agreement, contingent consideration is payable, which is dependent on the amount of profit before tax of Jiangsu Daotai during the 12-month period subsequent to the acquisition. The initial amount recognised was RMB11,900,000 which was determined using the discounted cash flow model and is within Level 3 fair value measurement. The consideration is due for final measurement and payment to the former shareholders on the date of approval of the Jiangsu

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Daotai’s financial statements for the year ended 31 December 2023. The fair value of the contingent consideration payable remained unchanged at RMB11,900,000 as of 31 December 2023 from initial recognition. The final settlement amount of RMB12,311,000 was paid to former shareholders on 30 November 2024 following completion of the post-acquisition performance assessment.

Significant unobservable valuation inputs for the fair value measurement of the contingent consideration are as follows:

Projected profit before tax of Jiangsu Daotai	RMB30,000,000 to RMB60,000,000
Discount rate	13%

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Cash consideration	(4,900)	(12,311)	(4,900)
Cash and bank balances acquired	30,746	—	—
Net inflow/(outflow) of cash and cash equivalents included in cash flows from investing activities . .	25,846	(12,311)	(4,900)

Since the acquisition, Jiangsu Daotai contributed RMB33,510,000 to the Group’s revenue and contributed profit of RMB6,894,000 to the consolidated loss for the year ended 31 December 2023.

Had the combination taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year ended 31 December 2023 would have been RMB895,932,000 and RMB193,439,000 respectively.

(b) Acquisition of Guangzhou Tianxin

In September 2025, the Group entered into an acquisition framework agreement and a supplemental agreement in connection with the acquisition of the business of Guangzhou Tianxin. The acquisition of Guangzhou Tianxin was undertaken to enhance the Group’s end-to-end insurance risk control service capabilities by integrating Guangzhou Tianxin’s nationwide offline investigation services network, expanding the Group’s coverage across insurance lines, broadening its access to strategic insurer customers, and creating operational synergies through technology digitalisation. The transaction was effected through the acquisition of 100% of the equity interests in Baoliandeng for a cash consideration of RMB1,800,000, together with a capital contribution of RMB30,000,000 made by the Group to Baoliandeng. In accordance with the transaction documents, Baoliandeng applied the funds contributed by the Group to acquire 99.98% of the equity interests in Guangzhou Tianxin.

Upon completion of the transaction, the Group held 100% of the equity interests in Baoliandeng, and Baoliandeng in turn held 99.98% of the equity interests in Guangzhou Tianxin. The Group also has the right to appoint all the directors of both Baoliandeng and Guangzhou Tianxin (collectively, the “Guangzhou Tianxin Group”). Accordingly, the Group obtained control over Guangzhou Tianxin through Baoliandeng and consolidated the financial results, assets and liabilities of the Guangzhou Tianxin Group from 29 September 2025. The acquisition was financed entirely by cash. The remaining 0.02% equity interests in Guangzhou Tianxin, which were held by third parties, were recognised as non-controlling interests.

The fair values of the identifiable assets and liabilities of Guangzhou Tianxin Group as at the date of acquisition were as follows:

	29 September 2025
	RMB’000
Property, plant and equipment	659
Intangible assets	10,139
Right-of-use assets	2,435
Prepayments, deposits and other receivables	2,681
Trade receivables	46,419
Cash and cash equivalents	23,241
Trade payables	(16,193)
Other payables and accruals	(25,176)
Interest-bearing bank and other borrowings	(700)
Contract liabilities	(9,622)
Lease liabilities	(2,236)
Deferred tax liabilities	(2,499)
Total identifiable net assets at fair value	29,148
Non-controlling interest	6
Goodwill on acquisition	2,658

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	29 September 2025
	RMB'000
Satisfied by:	
Cash	31,800

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB46,419,000 and RMB1,392,000, respectively. The gross contractual amounts of trade receivables and other receivables were RMB49,064,000 and RMB1,974,000, respectively, of which RMB2,645,000 and RMB582,000 are expected to be uncollectible, respectively.

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

	As at 31 December
	2025
	RMB'000
Cash consideration	(31,800)
Cash and bank balances acquired	23,241
Net inflow/(outflow) of cash and cash equivalents included in cash flows from investing activities	(8,559)

Since the acquisition, Guangzhou Tianxin contributed RMB47,215,000 to the Group’s revenue and contributed loss of RMB717,000 to the consolidated loss for the year ended 31 December 2025.

Had the combination taken place at the beginning of the year, the revenue of the Group and the loss of the Group for the year ended 31 December 2025 would have been RMB1,212,658,000 and RMB255,642,000 respectively.

34. PARTLY-OWNED SUBSIDIARIES WITH MATERIAL NON-CONTROLLING INTERESTS

Details of the Group’s subsidiaries that have material non-controlling interests are set out below:

	As at 31 December		
	2023	2024	2025
Percentage of equity interest held by non-controlling interests:			
Jiangsu Daotai and its subsidiaries	60.8%	60.8%	60.8%

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Profit or loss for the year allocated to non-controlling interests:			
Jiangsu Daotai and its subsidiaries	4,192	30,516	7,100
Dividends paid to non-controlling interests of Jiangsu Daotai	–	11,480	–
Accumulated balances of non-controlling interests at the reporting date:			
Jiangsu Daotai and its subsidiaries	31,754	50,790	57,890

The following tables illustrate the summarised financial information of the above subsidiaries. The amounts disclosed are before any inter-company eliminations:

	Jiangsu Daotai and its subsidiaries
	RMB'000
31 December 2023	
Revenue	42,625
Total expenses	(35,731)
Profit for the year	6,894
Total comprehensive income for the year	6,894
Current assets	113,464
Non-current assets	19,053
Current liabilities	(78,597)

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	Jiangsu Daotai and its subsidiaries
	RMB'000
Non-current liabilities	(1,693)
Net cash flows from operating activities	1,653
Net cash flows used in investing activities	(544)
Net cash flows used in financing activities	—
Net increase in cash and cash equivalents	1,109

	Jiangsu Daotai and its subsidiaries
	RMB'000
As at 31 December 2024	
Revenue	363,470
Total expenses	(313,279)
Profit for the year	50,191
Total comprehensive income for the year	50,191
Current assets	126,246
Non-current assets	6,664
Current liabilities	(46,827)
Non-current liabilities	(2,547)
Net cash flows from operating activities	47,186
Net cash flows used in investing activities	(3,087)
Net cash flows used in financing activities	(42,337)
Net increase in cash and cash equivalents	1,762

	Jiangsu Daotai and its subsidiaries
	RMB'000
As at 31 December 2025	
Revenue	209,955
Total expenses	(198,277)
Profit for the year	11,678
Total comprehensive income for the year	11,678
Current assets	125,997
Non-current assets	13,814
Current liabilities	(44,421)
Non-current liabilities	(175)
Net cash flows from operating activities	13,209
Net cash flows used in investing activities	(380)
Net cash flows used in financing activities	(18,271)
Net decrease in cash and cash equivalents	(5,442)

35. NOTES TO THE CONSOLIDATED STATEMENTS OF CASH FLOWS

(a) Major non-cash transactions

During the Relevant Periods, the Group had non-cash additions to right-of-use assets of RMB1,946,000, RMB16,854,000 and RMB2,432,000, non-cash termination of right-of-use assets of nil, nil and RMB2,342,000, non-cash additions to lease liabilities of RMB1,946,000, RMB16,854,000 and RMB2,432,000, in respect of lease arrangements for properties.

(b) Changes in liabilities arising from financing activities

	Interest-bearing bank and other borrowings	Dividends Payable	Lease liabilities	Financial liabilities at FVTPL	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 1 January 2023.	—	—	5,897	602,235	608,132
Cash flows from/(used in) financing activities	7,606	—	(4,505)	—	3,101
New leases	—	—	1,946	—	1,946
Additions from business combinations	—	25,000	72	11,900	36,972
Accrual of interest	394	—	373	—	767
Change in fair value	—	—	—	256,735	256,735
Translation exchange adjustments	—	—	—	10,790	10,790

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	Interest-bearing bank and other borrowings	Dividends Payable	Lease liabilities	Financial liabilities at FVTPL	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
As at 31 December 2023 and 1 January 2024	8,000	25,000	3,783	881,660	918,443
Cash flows from/(used in) financing activities	29,046	(36,480)	(5,305)	53,000	40,261
Cash flows used in investing activities	–	–	–	(12,311)	(12,311)
New leases	–	–	16,854	–	16,854
Dividends declared	–	11,480	–	–	11,480
Accrual of interest	1,125	–	249	–	1,374
Issued but not received	–	–	–	87,000	87,000
Change in fair value	–	–	–	205,535	205,535
Translation exchange adjustments	–	–	–	13,771	13,771
As at 31 December 2024 and 1 January 2025	38,171	–	15,581	1,228,655	1,282,407
Cash flows from/(used in) financing activities	(9,292)	–	(5,926)	87,000	71,782
New leases	–	–	2,432	–	2,432
Additions from business combinations	700	–	2,236	–	2,936
Accrual of interest	321	–	717	–	1,038
Lease termination	–	–	(2,343)	–	(2,343)
Settlement with other receivables and amount due from a related party for convertible instruments issued last year	–	–	–	(87,000)	(87,000)
Change in fair value	–	–	–	303,550	303,550
Translation exchange adjustments	–	–	–	(30,146)	(30,146)
As at 31 December 2025	29,900	–	12,697	1,502,059	1,544,656

(c) **Total cash outflow for leases**

The total cash outflow for leases included in the consolidated statements of cash flows is as follows:

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within operating activities	1,140	776	1,451
Within financing activities	4,505	5,305	5,926
Total	5,645	6,081	7,377

36. COMMITMENTS

At the end of each of the Relevant Periods, the Group and the Company did not have any significant commitment.

37. RELATED PARTY TRANSACTIONS AND BALANCES

The directors of the Company are of the view that the following parties/companies are related parties that had transactions or balances with the Group during the Relevant Periods.

(a) **Name and relationship**

Name of related parties	Relationship with the Group and the Company
ZhongAn Online P & C Insurance Co., Ltd. (“Zhongan Group”)	Investors exercising significant influence over the Company

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Name of related parties	Relationship with the Group and the Company
Suzhou Raipeng Information Technology Co., Ltd. (“Raipeng Group”)	Investors exercising significant influence over the Jiangsu Daotai
Shanghai Nuanxin Health Technology Co., Ltd (“Shanghai Nuanxin”)	Entity controlled by the chief product officer of the Company
Lu Min	Chief Executive Officer
Shen Heling	Chief Marketing Officer
Mo Zihao	Prior Chief Product Officer

(b) Transactions with related parties

	Year ended 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Provision of services to related parties			
Raipeng Group (i)	1,066	6,557	30,083
ZhongAn Group (i)	404,736	427,046	443,225
	<u>405,802</u>	<u>433,603</u>	<u>473,308</u>
Purchases of services from related parties			
Raipeng Group (i)	1,286	1,901	385
Shanghai Nuanxin (i)	2,549	2,549	6,988
ZhongAn Group (i)	5,378	3,917	5,181
	<u>9,213</u>	<u>8,367</u>	<u>12,554</u>

- (i) The transactions with the related parties were made in accordance with the terms and conditions mutually agreed by the parties involved.

(c) Other transactions with related parties

Certain of the Group’s directors and senior management have guaranteed certain bank loans made to the Group as disclosed in note 28 to the Historical Financial Information.

(d) Outstanding balance with related parties

The Group

Amounts due from related parties

	As at 31 December		
	2023	2024	2025
	RMB’000	RMB’000	RMB’000
Trade related: (i)			
Contract assets – non-current			
– ZhongAn Group	13,818	36,710	60,873
– Impairment allowance	(208)	(38)	(441)
Trade receivables			
– ZhongAn Group	27,644	35,710	51,526
– Raipeng Group	1,049	2,744	1,386
– Impairment allowance	(23)	(17)	(42)
Prepayments, other receivables and other assets			
– Shanghai Nuanxin	2,195	2,725	–
– ZhongAn Group	691	–	893
– Impairment allowance	(91)	(284)	–
Contract assets – current			
– ZhongAn Group	40,662	41,612	56,228
– Impairment allowance	(28)	(14)	(44)
	<u>85,709</u>	<u>119,148</u>	<u>170,379</u>
Non-trade related:			
Prepayments, other receivables and other assets			
Lu Min (ii)	25,815	26,201	25,618
ZhongAn Group (iii)	–	12,000	–
	<u>25,815</u>	<u>38,201</u>	<u>25,618</u>

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	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Total	111,524	157,349	195,997

An ageing analysis of trade receivables of related parties as at the end of each of the Relevant Periods, based on the date of recognition and net of allowance, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 3 months	16,079	25,573	41,624
3 months to 6 months	12,305	6,350	5,331
6 months to 12 months	210	6,466	5,745
Over 12 months	76	48	170
Total	28,670	38,437	52,870

Amounts due to related parties

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Trade related: (i)			
Trade payables			
– ZhongAn Group	3,465	4,684	3,763
– Raipeng Group	38	355	85
– Shanghai Nuanxin	2,958	1,446	–
Other payables and accruals			
– ZhongAn Group	16,468	13,291	22,359
– Shanghai Nuanxin	–	–	2,452
	22,929	19,776	28,659
Non-trade related:			
– ZhongAn Group (iv)	47,541	4,815	1,156
– Shen Heling	28	12	62
	47,569	4,827	1,218
Total	70,498	24,603	29,877

- (i) The outstanding balances are trade in nature, unsecured and interest-free and normally settled on 30-day to 1 year terms.
- (ii) The outstanding balance with Lu Min is non-trade in nature, unsecured, interest-free and associated with the exercising of share options. The directors of the Group confirm that all outstanding balance will be settled upon Listing.
- (iii) The outstanding balance with ZhongAn is non-trade in nature, unsecured, interest-free and associated with the Series B financing.
- (iv) The outstanding balance with ZhongAn is non-trade in nature, unsecured, interest-free and repayable on demand. The directors of the Group confirm that all outstanding balance will be settled upon Listing.

An ageing analysis of trade payables at the end of each of the Relevant Periods and at 30 June 2025, based on the date of recognition, is as follows:

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Within 1 year	4,973	5,330	3,391
Over 1 year	1,488	1,155	457

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	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Total	6,461	6,485	3,848

The Company

	As at 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Amounts due from subsidiaries	25,815	26,200	25,618
Total	25,815	26,200	25,618

Amounts due from subsidiaries are unsecured and non-interest-bearing and repayable on demand.

The Company has assessed the expected loss rate for amounts due from the related parties by considering the financial position and credit history of the related party and assessed that the expected credit loss is minimal.

(e) Compensation of key management personnel of the Group

	Year ended 31 December		
	2023	2024	2025
	RMB'000	RMB'000	RMB'000
Short-term employee benefits	7,850	9,787	10,487
Contributions to the pension scheme	340	353	361
Share-based payment compensation	1,162	2,042	17,031
Total	9,352	12,182	27,879

Further details of directors’ and the chief executives’ emoluments are included in note 10 to the Historical Financial Information.

38. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods were as follows:

As at 31 December 2023

Financial assets

	At amortized cost
	RMB'000
Financial assets included in prepayments, other receivables and other assets (note 23) . . .	7,284
Financial assets included in amounts due from related parties (note 37)	54,999
Trade receivables (note 22)	119,212
Pledged deposits, non-current (note 25)	5,202
Cash held on behalf of other parties (note 25)	16,226
Cash and cash equivalents (note 25)	137,170
Total	340,093

Financial liabilities

	At amortized cost	At FVTPL designated as such upon initial recognition	At FVTPL	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables (note 26).	143,635	—	—	143,635
Convertible redeemable preferred shares (note 29)	—	803,158	—	803,158
Convertible Instruments (note 29)	—	66,602	—	66,602
Contingent consideration payable (note 29)	—	—	11,900	11,900

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	At amortized cost	At FVTPL designated as such upon initial recognition	At FVTPL	Total
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities included in other payables and accruals (<i>note 27</i>)	71,545	—	—	71,545
Financial liabilities included in amounts due to related parties (<i>note 37</i>)	70,498	—	—	70,498
Interest-bearing bank and other borrowings (<i>note 28</i>)	8,000	—	—	8,000
Total	<u>293,678</u>	<u>869,760</u>	<u>11,900</u>	<u>1,175,338</u>

As at 31 December 2024

Financial assets

	At amortized cost
	RMB'000
Financial assets included in prepayments, other receivables and other assets (<i>note 23</i>)	80,388
Financial assets included in amounts due from related parties (<i>note 37</i>)	76,959
Trade receivables (<i>note 22</i>)	177,966
Pledged deposits, non-current (<i>note 25</i>)	5,202
Cash held on behalf of other parties (<i>note 25</i>)	11,181
Cash and cash equivalents (<i>note 25</i>)	166,964
Total	<u>518,660</u>

Financial liabilities

	At amortized cost	At FVTPL designated as such upon initial recognition	Total
	RMB'000	RMB'000	RMB'000
Trade payables (<i>note 26</i>)	214,152	—	214,152
Convertible redeemable preferred shares (<i>note 29</i>)	—	1,089,455	1,089,455
Convertible Instruments (<i>note 29</i>)	—	139,200	139,200
Financial liabilities included in other payables and accruals (<i>note 27</i>)	32,526	—	32,526
Financial liabilities included in amounts due to related parties (<i>note 37</i>)	24,333	—	24,333
Interest-bearing bank and other borrowings (<i>note 28</i>)	38,171	—	38,171
Total	<u>309,182</u>	<u>1,228,655</u>	<u>1,537,837</u>

As at 31 December 2025

Financial assets

	At amortized cost	At FVTPL	Total
	RMB'000	RMB'000	RMB'000
Financial assets at FVTPL (<i>note 24</i>)	—	25,727	25,727
Financial assets included in prepayments, other receivables and other assets (<i>note 23</i>)	22,726	—	22,726
Financial assets included in amounts due from related parties (<i>note 37</i>)	195,105	—	195,105
Trade receivables (<i>note 22</i>)	223,037	—	223,037
Pledged deposits, non-current (<i>note 25</i>)	5,202	—	5,202
Cash held on behalf of other parties (<i>note 25</i>)	7,137	—	7,137
Cash and cash equivalents (<i>note 25</i>)	247,109	—	247,109
Total	<u>700,316</u>	<u>25,727</u>	<u>726,043</u>

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Financial liabilities

	At amortized cost	At FVTPL designated as such upon initial recognition	Total
	RMB’000	RMB’000	RMB’000
Trade payables (<i>note 26</i>)	253,114	—	253,114
Convertible redeemable preferred shares (<i>note 29</i>)	—	1,502,059	1,502,059
Financial liabilities included in other payables and accruals (<i>note 27</i>)	26,166	—	26,166
Financial liabilities included in amounts due to related parties (<i>note 37</i>)	29,877	—	29,877
Interest-bearing bank and other borrowings (<i>note 28</i>)	29,900	—	29,900
Total	<u>339,057</u>	<u>1,502,059</u>	<u>1,841,116</u>

39. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, cash held on behalf of other parties, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, financial liabilities included in other payables and accruals, and interest-bearing bank and other borrowings approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group’s finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The finance manager reports directly to the chief financial officer. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair value of financial assets at fair value through profit or loss was based on the net asset value of the wealth management products provided by the financial institution.

The fair values of the convertible redeemable preferred shares and convertible instruments measured at FVTPL are determined by using the back-solve method and the discounted cash flow method. The fair value of contingent consideration is determined by using the discounted cash flow method.

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group’s financial instruments.

Assets measured at fair value

As at 31 December 2025

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(<i>Level 1</i>) RMB’000	(<i>Level 2</i>) RMB’000	(<i>Level 3</i>) RMB’000	RMB’000
Financial assets at FVTPL	—	25,727	—	25,727
	—	—	—	—

Liabilities measured at fair value

As at 31 December 2023

	Fair value measurement using			Total
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	
	(<i>Level 1</i>) RMB’000	(<i>Level 2</i>) RMB’000	(<i>Level 3</i>) RMB’000	RMB’000
Financial liabilities at FVTPL	—	—	881,660	881,660
	—	—	—	—

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As at 31 December 2024

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at FVTPL	—	—	1,228,655	1,228,655
	=	=		

As at 31 December 2025

	Fair value measurement using			
	Quoted prices in active markets	Significant observable inputs	Significant unobservable inputs	Total
	(Level 1)	(Level 2)	(Level 3)	
	RMB'000	RMB'000	RMB'000	RMB'000
Financial liabilities at FVTPL	—	—	1,502,059	1,502,059
	=	=		

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a quantitative sensitivity analysis as at 31 December 2023, 2024 and 2025.

	Valuation technique	Significant unobservable input	Year	Range	Sensitivity of fair value to the input
Financial liabilities at FVTPL	Discounted Cash Flow	Risk-free interest rate	2023	4.51%-5.18%	5% increase/decrease in risk-free interest rate would result in decrease/increase in fair value by USD22,285/USD22,243
	Discounted Cash Flow	Volatility	2023	34%-40%	5% increase/decrease in volatility would result in decrease/increase in fair value by USD381,127/USD386,469
	Back solve	Risk-free interest rate	2024	4.21%	5% increase/decrease in risk-free interest rate would result in decrease/increase in fair value by USD75,423/USD75,810
	Back solve	Volatility	2024	35.00%	5% increase/decrease in volatility would result in decrease/increase in fair value by USD634,047/USD637,773
	Discounted Cash Flow	Risk-free interest rate	2025	3.59%	5% increase/decrease in risk-free interest rate would result in decrease/increase in fair value by USD16,392/USD16,418
	Discounted Cash Flow	Volatility	2025	33.00%	5% increase/decrease in volatility would result in decrease/increase in fair value by USD510,475/USD512,778

40. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group’s principal financial instruments comprise cash and cash equivalents, interest-bearing bank and other borrowings, and convertible redeemable preferred shares. The main purpose of these financial instruments is to raise finance for the Group’s operations. The Group has various other financial assets and liabilities such as trade receivables, financial assets included in prepayments, other receivables and other assets, trade payables and financial liabilities included in other payables and accruals which arise directly from its operations.

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The main risks arising from the Group’s financial instruments are foreign currency risk, credit risk and liquidity risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Foreign currency risk

The Group mainly operates in the Chinese mainland and Hong Kong with most of the Group’s monetary assets, liabilities and transactions principally denominated in Renminbi and United States dollars. The Group has not used any derivative to hedge its exposure to foreign currency risk.

The following table indicates the approximate change in the Group’s loss before tax and the Group’s equity in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of each of the Relevant Periods with all other variables held constant:

	Increase/(decrease) in rate of foreign currency	Increase/(decrease) in loss before tax	Increase/(decrease) in equity
	%	RMB’000	RMB’000
Year ended 31 December 2023			
If RMB weakens against US\$	5	18	18
If RMB strengthens against US\$	(5)	(18)	(18)
Year ended 31 December 2024			
If RMB weakens against US\$	5	17	17
If RMB strengthens against US\$	(5)	(17)	(17)
Year ended 31 December 2025			
If RMB weakens against US\$	5	291	291
If RMB strengthens against US\$	(5)	(291)	(291)

Credit risk

The Group trades only with recognised and creditworthy third parties. It is the Group’s policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group’s exposure to bad debts is not significant. For transactions that are not denominated in the functional currency of the relevant operating unit, the Group does not offer credit terms without the specific approval of the head of credit control.

The credit risk of the Group’s financial assets, which comprise cash and cash equivalents, pledged deposits, cash held on behalf of other parties, trade receivables and other receivables, arises from default of the counterparty, with a maximum exposure equal to the carrying amounts of these instruments.

Maximum exposure and staging as at 31 December 2023, 2024 and 2025

The table below shows the credit quality and the maximum exposure to credit risk based on the Group’s credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification at the end of each of the Relevant Periods. The amounts presented are gross carrying amounts for financial assets.

31 December 2023

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB’000	RMB’000	RMB’000	RMB’000	RMB’000
Trade receivables*	–	–	–	119,737	119,737
Contract assets.	–	–	–	66,722	66,722
Amounts due from related parties.	29,298	–	–	80,294	109,592
Financial assets included in prepayments, other receivables and other assets.	–	–	–	–	–
–Normal**	7,394	–	–	–	7,394
Cash held on behalf of other parties	16,226	–	–	–	16,226
Pledged deposits.	5,202	–	–	–	5,202
Cash and cash equivalents	137,170	–	–	–	137,170
Total	195,290	–	–	266,753	462,043

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31 December 2024

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	178,337	178,337
Contract assets.	–	–	–	46,738	46,738
Amounts due from related parties.	39,213	–	–	116,522	155,735
Financial assets included in prepayments, other receivables and other assets.	–	–	–	–	–
–Normal**	81,043	–	–	–	81,043
Cash held on behalf of other parties.	11,181	–	–	–	11,181
Pledged deposits.	5,202	–	–	–	5,202
Cash and cash equivalents.	166,964	–	–	–	166,964
Total	303,603	–	–	341,597	645,200

31 December 2025

	12-month ECLs	Lifetime ECLs			
	Stage 1	Stage 2	Stage 3	Simplified approach	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade receivables*	–	–	–	225,600	225,600
Contract assets.	–	–	–	28,009	28,009
Amounts due from related parties.	52,912	–	–	142,721	195,633
Financial assets included in prepayments, other receivables and other assets	–	–	–	–	–
–Normal**	22,825	–	–	–	22,825
Cash held on behalf of other parties.	7,137	–	–	–	7,137
Pledged deposits.	5,202	–	–	–	5,202
Cash and cash equivalents.	247,109	–	–	–	247,109
Total	335,185	–	–	396,330	731,515

* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 22.

** The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligations due to shortage of funds. The Group’s exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group monitors its risk to a shortage of funds by considering the maturities of both its financial liabilities and financial assets.

The Group’s objective is to maintain a balance between continuity of funding and flexibility. The Group aims to maintain sufficient cash and cash equivalents to meet its liquidity requirements.

The maturity profile of the Group’s financial liabilities and lease liabilities as at the end of each of the Relevant Periods, based on the contractual undiscounted payments, is as follows:

31 December 2023

	Within 1 year or on demand	1 year to 2 years	2 years to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables.	143,635	–	–	–	143,635
Other payables and accruals.	71,545	–	–	–	71,545

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	Within 1 year or on demand	1 year to 2 years	2 years to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Interest-bearing bank and other borrowings	8,085	—	—	—	8,085
Financial liabilities at FVTPL	881,660	—	—	—	881,660
Lease liabilities	3,753	168	—	—	3,921
Amounts due to related parties	70,498	—	—	—	70,498
Total	<u>1,179,176</u>	<u>168</u>	<u>—</u>	<u>—</u>	<u>1,179,344</u>

31 December 2024

	Within 1 year or on demand	1 year to 2 years	2 years to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables.	214,152	—	—	—	214,152
Other payables and accruals	32,526	—	—	—	32,526
Interest-bearing bank and other borrowings	38,617	—	—	—	38,617
Financial liabilities at FVTPL	—	1,228,655	—	—	1,228,655
Lease liabilities	7,258	4,812	4,646	—	16,716
Amounts due to related parties	24,603	—	—	—	24,603
Total	<u>317,156</u>	<u>1,233,467</u>	<u>4,646</u>	<u>—</u>	<u>1,555,269</u>

31 December 2025

	Within 1 year or on demand	1 year to 2 years	2 years to 5 years	Over 5 years	Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Trade payables.	253,114	—	—	—	253,114
Other payables and accruals	102,213	—	—	—	102,213
Interest-bearing bank and other borrowings	29,900	—	—	—	29,900
Financial liabilities at FVTPL	—	1,502,059	—	—	1,502,059
Lease liabilities	7,335	5,290	806	—	13,431
Amounts due to related parties	29,877	—	—	—	29,877
Total	<u>422,439</u>	<u>1,507,349</u>	<u>806</u>	<u>—</u>	<u>1,930,594</u>

Capital management

The primary objective of the Group’s capital management is to ensure that it maintains a strong credit profile and healthy capital ratios in order to support its business and maximize shareholders’ value.

The Group regards net assets as capital and manages its capital structure and makes adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes during the Relevant Periods.

41. EVENTS AFTER 31 DECEMBER 2025

There has been no material subsequent event undertaken by the Group.

42. SUBSEQUENT FINANCIAL STATEMENTS

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 31 December 2025.

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ACCOUNTANTS’ REPORT

III. SUPPLEMENTARY PRE-ACQUISITION FINANCIAL INFORMATION OF JIANGSU DAOTAI

Financial information of Jiangsu Daotai for the period from 1 January 2023 to 31 October 2023 (the date prior to the date of acquisition of Jiangsu Daotai Group) (the “Pre-acquisition Period”) has been prepared by the directors of Jiangsu Daotai in accordance with the accounting policies as set out in Section II Note 2.3 above. This information is hereafter referred to as the “Financial Information of Jiangsu Daotai”.

1. FINANCIAL INFORMATION OF JIANGSU DAOTAI

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	<i>Notes</i>	Ten months ended 31 October 2023
		<i>RMB'000</i>
REVENUE		241,200
Cost of services		(163,285)
GROSS PROFIT		77,915
Other income and gains		1,720
Selling and distribution expenses		(3,375)
Administrative expenses		(9,844)
Research and development expenses		(19,955)
Impairment for financial assets		3
Finance costs		—
PROFIT BEFORE TAX	4	46,464
Income tax expense	5	—
PROFIT AND TOTAL COMPREHENSIVE INCOME FOR THE PERIOD AND ATTRIBUTABLE TO OWNERS OF THE PARENT		46,464

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CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	<i>Notes</i>	As at 31 October 2023
		<i>RMB'000</i>
NON-CURRENT ASSETS		
Property, plant and equipment		4,595
Right-of-use assets		292
Total non-current assets		<u>4,887</u>
CURRENT ASSETS		
Trade receivables	6	51,942
Prepayments, other receivables and other assets	7	9,158
Cash and cash equivalents	8	30,746
Total current assets		<u>91,846</u>
CURRENT LIABILITIES		
Trade payables	9	29,427
Other payables and accruals	10	33,208
Lease liabilities		72
Contract liabilities		290
Amounts due to related parties	11	1,166
Total current liabilities		<u>64,163</u>
NET CURRENT ASSETS		<u>27,683</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>32,570</u>
Net assets		<u>32,570</u>
EQUITY		
Equity attributable to owners of the Company		
Paid-in capital		25,000
Other reserves		7,570
Total equity		<u>32,570</u>

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CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Attribute to owners of the parent				
	Paid-in capital	Share-based payment reserve	Statutory reserve	Retained earnings/ (accumulated losses)	Total equity
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
As at 1 January 2023	20,000	–	3,753	22,851	46,604
Profit for the period	–	–	–	46,464	46,464
Total profit and comprehensive income for the period	–	–	–	46,464	46,464
Dividends payable	–	–	–	(70,690)	(70,690)
Equity-settled share awards arrangements	–	5,192	–	–	5,192
Capital contributions by shareholders	5,000	–	–	–	5,000
Transfer to statutory reserve	–	–	15,440	(15,440)	–
As at 31 October 2023	<u>25,000</u>	<u>5,192</u>	<u>19,193</u>	<u>(16,815)</u>	<u>32,570</u>

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CONSOLIDATED STATEMENT OF CASH FLOWS

	Ten months ended 31 October
	2023
	<i>RMB'000</i>
CASH FLOWS FROM OPERATING ACTIVITIES	
Profit before tax	46,464
Adjustments for:	
Depreciation of items of property, plant and equipment	1,585
Depreciation of right-of-use assets	333
Recognition of equity-settled share-based payments	5,192
Impairment for financial assets	(3)
Finance costs	–
Bank interest income	(196)
	<u>53,375</u>
Decrease in trade receivables	10,847
Increase in prepayments, other receivables and other assets	(3,965)
Increase in trade payables	15,009
Decrease in other payables and accruals	(19,035)
Increase in contract liabilities	290
Increase in due to related parties	1,122
	<u>57,643</u>
Cash generated from operations	57,643
Interest received	196
Income tax paid	(86)
Net cash flows from operating activities	<u>57,753</u>
CASH FLOWS FROM INVESTING ACTIVITIES	
Purchases of items of property, plant and equipment	(2,025)
Acquisition of subsidiaries	–
Net cash flows used in investing activities	<u>(2,025)</u>
CASH FLOWS FROM FINANCING ACTIVITIES	
Lease payments	(510)
Payments for dividends	(45,690)
Capital contributions by shareholders	5,000
Net cash flows used in financing activities	(41,200)
NET INCREASE IN CASH AND CASH EQUIVALENTS	14,528
Cash and cash equivalents at beginning of period	<u>16,218</u>
CASH AND CASH EQUIVALENTS AT END OF PERIOD	<u>30,746</u>
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	
Cash and bank balances	<u>30,746</u>
Cash and cash equivalents as stated in the statement of cash flows	<u>30,746</u>

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ACCOUNTANTS’ REPORT

STATEMENT OF FINANCIAL POSITION OF THE COMPANY

	As at 31 October 2023
	<i>RMB'000</i>
NON-CURRENT ASSETS	
Property, plant and equipment	3,428
Right-of-use assets	292
Total non-current assets	<u>3,720</u>
CURRENT ASSETS	
Trade receivables	54,415
Prepayments, other receivables and other assets	14,643
Cash and cash equivalents	23,068
Total current assets	<u>92,126</u>
CURRENT LIABILITIES	
Trade payables	9,826
Other payables and accruals	52,908
Lease liabilities	72
Amounts due to related parties	1,166
Total current liabilities	<u>63,972</u>
NET CURRENT ASSETS	<u>28,154</u>
TOTAL ASSETS LESS CURRENT LIABILITIES	<u>31,874</u>
Net assets	<u>31,874</u>
EQUITY	
Paid-in capital	25,000
Other reserves	6,874
Total equity	<u>31,874</u>

APPENDIX I

ACCOUNTANTS’ REPORT

2. MATERIAL ACCOUNTING POLICY INFORMATION

The Financial Information of Daotai has been prepared in accordance with the accounting policies as set out in Section II Note 2.3 above.

3. REVENUE

An analysis of revenue is as follows:

(a) *Disaggregated revenue information*

Types of services

	Ten months ended 31 October
	2023
	RMB'000
Underwriting solutions	241,200

Timing of revenue recognition

	Ten months ended 31 October
	2023
	RMB'000
Underwriting solutions	
At a point in time	241,200

(b) *Performance obligations*

Information about the Jiangsu Daotai Group’s performance obligations is summarized below:

Underwriting Solutions

For customer engagement services, the performance obligation is mainly recognised at the point in time when an insurance policy becomes effective.

4. PROFIT BEFORE TAX

Jiangsu Daotai Group’s profit before tax is arrived at after charging/(crediting):

	Ten months ended 31 October
	2023
	RMB'000
Cost of services rendered (excluding those included in employee benefit expense and depreciation)	145,064
Depreciation of items of property, plant and equipment	1,585
Depreciation of right-of-use assets	333
Research and development expenses	19,955

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	Ten months ended 31 October
	2023
	RMB'000
Auditor’s remuneration	26
Employee benefit expense	
– Salaries, allowances and benefits in kind	15,307
– Pension scheme contributions	996
– Share-based payment compensation	5,192
Subtotal	21,495
Impairment of financial assets	(3)

5. INCOME TAX EXPENSE

Jiangsu Daotai is accredited as a “High and New Technology Enterprise” and were therefore entitled to a preferential income tax rate of 15% during the 10 months ended 31 October 2023. Jiangsu Daotai’s subsidiary Baotai is accredited as a “High and New Technology Enterprise” and were therefore entitled to a preferential income tax rate of 15% during the 10 months ended 31 October 2023. Such qualifications are subject to review by the relevant tax authority in the PRC for every three years.

Jiangsu Daotai is qualified as a DSE under the EIT Law during the 10 months ended 31 October 2023. Jiangsu Daotai’s subsidiary Baotai is qualified as a DSE under the EIT Law during the 10 months ended 31 October 2023. According to the relevant tax regulations, the qualified subsidiary was exempted from CIT for two years, followed by a 50% reduction in the applicable tax rates for the next three years if the criteria of DSE are met each year.

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the country in which the majority of its subsidiaries are domiciled to the tax expense at the effective tax rate is as follows:

	Ten months ended 31 October
	2023
	RMB'000
Profit before tax	46,464
Tax at the statutory tax rate of 25%	11,616
Effects of preferential tax rates applicable to eligible subsidiaries	(1,312)
Expenses not deductible for tax	63
Tax losses utilized from previous periods	(5,369)
Temporary differences and tax losses for which no deferred income tax asset was recognised	–
Accelerated research and development deductible expenses	(4,998)
Tax at the effective tax rates	–

APPENDIX I

ACCOUNTANTS’ REPORT

6. TRADE RECEIVABLES

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Trade receivables	51,958
Impairment	<u>(16)</u>
Total	<u>51,942</u>

An ageing analysis of the trade receivables as at 31 October 2023, based on the date of recognition and net of allowance, is as follows:

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Within 3 months	<u>51,942</u>

7. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Prepayments	8,835
Tax recoverable	252
Others	<u>71</u>
Total	<u>9,158</u>

8. CASH AND CASH EQUIVALENTS

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Cash at banks	<u>30,746</u>
Denominated in:	
RMB	<u>30,746</u>
Total	<u>30,746</u>

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ACCOUNTANTS’ REPORT

9. TRADE PAYABLES

An ageing analysis of trade payables as at 31 October 2023, based on the date of recognition, is as follows:

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Within 1 year	29,427

The trade payables are non-interest-bearing and are normally settled on 30-day to 1 year terms.

10. OTHER PAYABLES AND ACCRUALS

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Payroll and welfare payables	7,279
Other tax payables	495
Dividend payables	25,000
Other payables	434
Total	33,208

11. RELATED PARTY TRANSACTIONS AND BALANCES

The directors of the Company are of the view that the following parties/companies are related parties that had transactions or balances with the Jiangsu Daotai during the period ended 31 October 2023 or at 31 October 2023.

(a) Name and relationship

<u>Name of related parties</u>	<u>Relationship with the Jiangsu Daotai</u>
Suzhou Raipeng Information Technology Co., Ltd. and its affiliates (collectively, the “Raipeng Group”)	Investors exercising significant influence over the Jiangsu Daotai

(b) Transactions with related parties

	<u>Ten months ended</u>
	<u>31 October</u>
	<u>2023</u>
	<i>RMB’000</i>
Provision of services to related parties	
Raipeng Group (i).	5,367
Purchases of services from related parties	
Raipeng Group (i).	1,390

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(i) The transactions with the related parties were made in accordance with the terms and conditions mutually agreed by the parties involved.

(c) *Outstanding balance with related parties*

Amounts due to related parties

	<u>As at 31 October</u>
	<u>2023</u>
	<i>RMB'000</i>
Trade payables	
Raipeng Group (i)	1,166
Total	<u>1,166</u>

(i) The outstanding balances are trade in nature, unsecured and interest-free. The aging of these outstanding balances is all within one year.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

The following information does not form part of the Accountants’ Report from [REDACTED], Certified Public Accountants, Hong Kong, the Company’s Reporting Accountants, as set out in Appendix [I] to this document, and is included herein for information purpose only. The unaudited [REDACTED] financial information should be read in conjunction with the section headed “Financial Information” in this document and the Accountants’ Report set out in Appendix [I] to this document.

A. ILLUSTRATION UNAUDITED [REDACTED] STATEMENT OF ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS

The following unaudited [REDACTED] statement of adjusted consolidated net tangible assets of the Group has been prepared in accordance with Rule 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and with reference to Accounting Guideline 7 *Preparation of [REDACTED] Financial Information for inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants for illustration purposes only, and is set out here to illustrate the effect of the [REDACTED] on the consolidated net tangible liabilities of the Group attributable to owners of the parent as of 31 December 2025 as if the [REDACTED] had taken place on 31 December 2025.

The unaudited [REDACTED] statement of adjusted consolidated net tangible assets of the Group attributable to owners of the parent has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the consolidated net tangible assets of the Group had the [REDACTED] been completed as of 31 December 2025 or any future dates.

	Consolidated net tangible liabilities of the Group attributable to owners of the parent as at 31 December 2025	Estimated net proceeds from the [REDACTED]	Estimated impact to the consolidated net tangible liabilities of the Group attributable to owners of the parent upon conversion of convertible redeemable preferred shares	Unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the parent as at 31 December 2025	Unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the parent per Share as at 31 December 2025	
	RMB’000 (note 1)	RMB’000 (note 2)	RMB’000 (note 3)	RMB’000	RMB (note 4)	HK\$ (note 5)
Based on an [REDACTED] of HK\$[REDACTED] per Share	1,210,938	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per Share.	1,210,938	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]
Based on an [REDACTED] of HK\$[REDACTED] per Share.	1,210,938	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]	[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

Notes:

1. The consolidated net tangible liabilities of the Group attributable to owners of the parent as at 31 December 2025 are arrived at after deducting the aggregate of goodwill and intangible assets of approximately RMB44,484,000 from the consolidated net liabilities of the Group attributable to owners of the parent as at 31 December 2025 of approximately RMB1,166,454,000, as shown in the Accountants’ Report set out in Appendix [I] to this document.
2. The estimated net proceeds from the [REDACTED] are based on the indicative [REDACTED] of HK\$[REDACTED], HK\$[REDACTED] and HK\$[REDACTED] per Share, after deduction of [REDACTED] fees and other listing related expenses payable by the Company (excluding listing expenses which have been recognised in profit or loss during the Track Record Period) and do not take into account any share which may be sold and offered upon exercise of the [REDACTED] and the [REDACTED].
3. Upon the Listing and the completion of the [REDACTED], all the preferred shares will be automatically converted into ordinary shares of the Company. The convertible redeemable preferred shares will then be transferred from liabilities to equity. Accordingly, for the purpose of the unaudited [REDACTED] statement of adjusted consolidated net tangible assets, had the conversion of preferred shares into ordinary shares of the Company been completed as of 31 December 2025, the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the parent will be increased by [REDACTED], being the carrying amounts of the preferred shares as of 31 December 2025.
4. The unaudited [REDACTED] adjusted consolidated net tangible assets of the Group attributable to owners of the parent per Share are arrived at after adjustments referred to in the preceding paragraphs and on the basis that [REDACTED] shares are in issue, and assuming that the conversion of preferred shares into ordinary shares of the Company and the [REDACTED] had been completed on 31 December 2025, without taking into account of any shares which may be allotted and issued upon the exercise of the [REDACTED] and the [REDACTED].
5. For the purpose of this unaudited [REDACTED] statement of adjusted consolidated net tangible assets, the balances stated in Renminbi are converted into Hong Kong dollars at an exchange rate of HK\$1 to RMB0.8795. No representation is made that the Hong Kong dollar amounts have been, could have been or may be converted to Renminbi, or vice versa, at that rate.
6. No adjustment has been made to the unaudited [REDACTED] adjusted consolidated net tangible assets of the Group to reflect any trading results or other transactions for the Group entered into subsequent to 31 December 2025.

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX II UNAUDITED [REDACTED] FINANCIAL INFORMATION

[REDACTED]

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

SUMMARY OF THE CONSTITUTION OF THE COMPANY

1 Memorandum of Association

The Memorandum of Association of the Company was conditionally adopted on [●] and states, inter alia, that the liability of the members of the Company is limited, that the objects for which the Company is established are unrestricted and the Company shall have full power and authority to carry out any object not prohibited by the Companies Act or any other law of the Cayman Islands.

The Memorandum of Association is on display on the websites of the Stock Exchange and the Company as specified in Appendix V in the section headed "Documents Available on display".

2 Articles of Association

The Articles of Association of the Company were conditionally adopted on [●] and include provisions to the following effect:

2.1 Directors

(a) Power to allot and issue Shares

Subject to the provisions in the Memorandum of Association (and to any direction that may be given by the Company in general meeting) and without prejudice to any rights attached to any existing shares, the Directors may allot, issue, grant options over or otherwise dispose of shares with or without preferred, deferred or other rights or restrictions, whether in regard to dividend or other distribution, voting, return of capital or otherwise and to such persons, at such times and on such other terms as the Directors think proper.

(b) Power to dispose of the assets of the Company or any subsidiary

Subject to the provisions of the Companies Act, the Memorandum and Articles of Association and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Memorandum and Articles of Association and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given.

(c) Compensation or payment for loss of office

There are no provisions in the Articles of Association relating to compensation or payment for loss of office of a Director.

(d) Loans to Directors

There are no provisions in the Articles of Association relating to making of loans to Directors.

(e) Financial assistance to purchase Shares

There are no provisions in the Articles of Association relating to the giving of financial assistance by the Company to purchase shares in the Company or its subsidiaries.

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(f) Disclosure of interest in contracts with the Company or any of its subsidiaries

No person shall be disqualified from the office of Director or alternate Director or prevented by such office from contracting with the Company, either as vendor, purchaser or otherwise, nor shall any such contract or any contract or transaction entered into by or on behalf of the Company in which any Director or alternate Director shall be in any way interested be or be liable to be avoided, nor shall any Director or alternate Director so contracting or being so interested be liable to account to the Company for any profit realized by or arising in connection with any such contract or transaction by reason of such Director or alternate Director holding office or of the fiduciary relationship thereby established, provided that the nature of the interest of any Director or any alternate Director in any such contract or transaction shall be disclosed by them at or prior to its consideration and any vote thereon.

A Director shall not be entitled to vote on (nor shall the Director be counted in the quorum in relation to) any resolution of the Directors in respect of any contract or arrangement or any other proposal in which the Director or any of his close associates has any material interest, and if he shall do so his vote shall not be counted (nor shall he be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

- (i) the giving to such Director or any of his close associates of any security or indemnity in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries;
- (ii) the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his close associates has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (iii) any proposal concerning an offer of shares, debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his close associates is/are or is/are to be interested as a participant in the [REDACTED] or sub-[REDACTED] of the offer;
- (iv) any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (A) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his close associates may benefit; or
 - (B) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates to the Director, his close associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director or any of his close associates, as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (v) any contract or arrangement in which the Director or any of his close associates is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of their interest in shares or debentures or other securities of the Company.

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(g) Remuneration

The remuneration to be paid to the Directors, if any, shall be such remuneration as the Directors shall determine. The Directors shall also be entitled to be paid all traveling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors, or general meetings of the Company, or separate meetings of the holders of any class of shares or debentures of the Company, or otherwise in connection with the business of the Company or the discharge of their duties as a Director, or to receive a fixed allowance in respect thereof as may be determined by the Directors, or a combination partly of one such method and partly the other.

The Directors may approve additional remuneration to any Director for any services which in the opinion of the Directors go beyond that Director's ordinary routine work as a Director. Any fees paid to a Director who is also counsel, attorney or solicitor to the Company, or otherwise serves it in a professional capacity shall be in addition to their remuneration as a Director.

(h) Retirement, appointment and removal

The Company may by ordinary resolution appoint any person to be a Director, either to fill a vacancy or as an additional Director.

The Company may by ordinary resolution remove any Director (including a managing or other executive Director) before the expiration of such Director's term of office, notwithstanding anything in the Articles of Association or in any agreement between the Company and such Director, and may by ordinary resolution elect another person in their stead. Nothing shall be taken as depriving a Director so removed of compensation or damages payable to such Director in respect of the termination of his appointment as Director or of any other appointment or office as a result of the termination of his appointment as Director.

The Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles of Association as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting.

There is no shareholding qualification for Directors nor is there any specified age limit for Directors.

The office of a Director shall be vacated if:

- (i) the Director gives notice in writing to the Company that he resigns the office of Director;
- (ii) the Director is absent (for the avoidance of doubt, without being represented by proxy or an alternate Director appointed by him) for a continuous period of 12 months without special leave of absence from the Directors, and the Directors pass a resolution that he has by reason of such absence vacated office;
- (iii) the Director dies, becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (iv) the Director is found to be or becomes of unsound mind; or

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- (v) the Director is removed from office by notice in writing served upon such Director signed by not less than three-fourths in number (or, if that is not a round number, the nearest lower round number) of the Directors then in office (including such Director).

At every annual general meeting of the Company one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to, but not less than, one-third, shall retire from office by rotation, provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall retain office until the close of the meeting at which he retires and shall be eligible for re-election at such meeting. The Company at any annual general meeting at which any Directors retire may fill the vacated office by electing a like number of persons to be Directors.

(i) Borrowing powers

The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property and assets (present and future) and uncalled capital or any part thereof and to issue debentures, debenture stock, mortgages, bonds and other such securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

2.2 Alteration to constitutional documents

No alteration or amendment to the Memorandum or Articles of Association may be made except by special resolution.

2.3 Variation of rights of existing shares or classes of shares

If at any time the share capital of the Company is divided into different classes of shares, all or any of the rights attached to any class for the time being issued (unless otherwise provided by the terms of issue of the shares of that class) may, whether or not the Company is being wound up, be varied only with the consent in writing of the holders of not less than three-fourths of the voting rights of the issued shares of that class, or with the approval of a resolution passed by a majority of not less than three-fourths of the votes cast at a separate meeting of the holders of the shares of that class. To any such meeting all the provisions of the Articles of Association relating to general meetings shall apply *mutatis mutandis*, except that the necessary quorum shall be one or more persons holding or representing by proxy or duly authorized representative at least one-third of the voting rights of the issued shares of that class.

The rights conferred upon the holders of shares of any class shall not, unless otherwise expressly provided in the rights attaching to or the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

2.4 Alteration of capital

The Company may by ordinary resolution:

- (a) increase its share capital by such sum as the ordinary resolution shall prescribe and with such rights, priorities and privileges annexed thereto, as the Company in general meeting may determine;
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares. On any consolidation of fully paid shares and division into shares of larger amount, the Directors may settle any difficulty which may arise as they think

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expedient and in particular (but without prejudice to the generality of the foregoing) may as between the holders of shares to be consolidated determine which particular shares are to be consolidated into each consolidated share, and if it shall happen that any person shall become entitled to fractions of a consolidated share or shares, such fractions may be sold by some person appointed by the Directors for that purpose and the person so appointed may transfer the shares so sold to the purchasers thereof and the validity of such transfer shall not be questioned, and so that the net proceeds of such sale (after deduction of the expenses of such sale) may either be distributed among the persons who would otherwise be entitled to a fraction or fractions of a consolidated share or shares rateably in accordance with their rights and interests or may be paid to the Company for the Company's benefit;

- (c) by subdivision of its existing shares or any of them divide the whole or any part of its share capital into shares of smaller amount than is fixed by the Memorandum of Association or into shares without par value; and
- (d) cancel any shares that at the date of the passing of the ordinary resolution have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so canceled.

The Company may by special resolution reduce its share capital or any capital redemption reserve fund, subject to the provisions of the Companies Act.

2.5 Special resolution — majority required

A "special resolution" is defined in the Articles of Association to have the same meaning as in the Companies Act, for which purpose, the requisite majority shall be not less than three-fourths of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorized representatives or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given and includes a special resolution approved in writing by all of the members of the Company entitled to vote at a general meeting of the Company in one or more instruments each signed by one or more of such members, and the effective date of the special resolution so adopted shall be the date on which the instrument or the last of such instruments (if more than one) is executed.

In contrast, an "ordinary resolution" is defined in the Articles of Association to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorized representatives or, where proxies are allowed, by proxy at a general meeting held in accordance with the Articles of Association and includes an ordinary resolution approved in writing by all the members of the Company aforesaid.

2.6 Voting rights

Subject to any rights or restrictions attached to any shares, at any general meeting every member of the Company present in person (or, in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have (a) the right to speak; (b) one vote on a show of hands; and (c) one vote for every share of which he is the holder on a poll.

Where any member is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such member in contravention of such requirement or restriction shall not be counted.

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In the case of joint holders the vote of the senior holder who tenders a vote, whether in person or by proxy (or in the case of a corporation or other non-natural person, by its duly authorized representative or proxy) shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members of the Company.

A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by their committee, receiver, curator bonis, or other person on such member's behalf appointed by that court, and any such committee, receiver, curator bonis or other person may vote by proxy.

No person shall be counted in a quorum or be entitled to vote at any general meeting unless he is registered as a member on the [REDACTED] for such meeting, nor unless all calls or other monies then payable by him in respect of shares have been paid.

At any general meeting a resolution put to the vote of the meeting shall be decided by way of a poll save that the chairperson of the meeting may allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands.

Any corporation or other non-natural person which is a member of the Company may in accordance with its constitutional documents, or in the absence of such provision by resolution of its directors or other governing body, authorize such person as it thinks fit to act as its representative at any meeting of the Company or of any class of members, and the person so authorized shall be entitled to exercise the same powers as the corporation could exercise if it were an individual member.

If a recognized clearing house (or its nominee(s)) is a member of the Company it may authorize such person or persons as it thinks fit to act as its representative(s) at any general meeting of the Company or at any general meeting of any class of members of the Company, provided that, if more than one person is so authorized, the authorization shall specify the number and class of shares in respect of which each such person is so authorized. A person authorized pursuant to this provision shall be entitled to exercise the same rights and powers on behalf of the recognized clearing house (or its nominee(s)) which that person represents as that recognized clearing house (or its nominee(s)) could exercise as if such person were an individual member of the Company holding the number and class of shares specified in such authorization, including the right to speak and, where a show of hands is allowed, the right to vote individually on a show of hands.

2.7 Annual general meetings and extraordinary general meetings

The Company shall hold a general meeting as its annual general meeting for each financial year within six months (or such other period as may be permitted by the Listing Rules or the Stock Exchange) after the end of such financial year. An annual general meeting shall be specified as such in the notices calling it.

The Directors may call general meetings, and they shall on a members' requisition forthwith proceed to convene an extraordinary general meeting of the Company. A members' requisition is a requisition of one or more members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued shares which as at that date carry the right to vote at general meetings of the Company. The members' requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the registered office of the Company, and may consist of several documents in like form each signed by one or more requisitionists. If there are

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no Directors as at the date of the deposit of the members' requisition or if the Directors do not within 21 days from the date of the deposit of the members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period. A general meeting convened by requisitionists shall be convened in the same manner as nearly as possible as that in which general meetings are to be convened by Directors.

2.8 Accounts and audit

The Directors shall cause proper books of account to be kept with respect to all sums of money received and expended by the Company and the matters in respect of which the receipt or expenditure takes place, all sales and purchases of goods by the Company and the assets and liabilities of the Company. Such books of account must be retained for a minimum period of five years from the date on which they are prepared. Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

The Directors shall determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members of the Company not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by the Companies Act or authorized by the Directors or by the Company in general meeting.

The Directors shall cause to be prepared and to be laid before the Company at every annual general meeting a profit and loss account for the period since the preceding account, together with a balance sheet as at the date to which the profit and loss account is made up, a Directors' report with respect to the profit or loss of the Company for the period covered by the profit and loss account and the state of the Company's affairs as at the end of such period, an auditors' report on such accounts and such other reports and accounts as may be required by law.

2.9 Auditors

The Company shall at every annual general meeting by ordinary resolution appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting. The Company may by ordinary resolution remove an auditor before the expiration of his period of office. No person may be appointed as an auditor of the Company unless such person is independent of the Company. The remuneration of the auditors shall be fixed by the Company at the annual general meeting at which they are appointed by ordinary resolution, or in the manner specified in such resolution.

2.10 Notice of meetings and business to be conducted thereat

An annual general meeting shall be called by not less than 21 days' notice and any extraordinary general meeting shall be called by not less than 14 days' notice, which shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Every notice shall specify the place (which, in the case of a virtual meeting, includes a virtual place), the day and the hour of the meeting, particulars of the resolutions and the general nature of the business to be conducted at the meeting. Notwithstanding the

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foregoing, a general meeting of the Company shall, whether or not the notice specified has been given and whether or not the provisions of the Articles of Association regarding general meetings have been complied with, be deemed to have been duly convened if it is so agreed:

- (a) in the case of an annual general meeting, by all members of the Company entitled to attend and vote at the meeting; and
- (b) in the case of an extraordinary general meeting, by a majority in number of the members having a right to attend and vote at the meeting, together holding not less than 95% in par value of the shares giving that right.

If, after the notice of a general meeting has been sent but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is impractical or unreasonable for any reason to hold a general meeting on the date or at the time and place (whether physical or virtual) specified in the notice calling such meeting, they may change or postpone the meeting to another date, time and place (whether physical or virtual).

The Directors also have the power to provide in every notice calling a general meeting that in the event of a gale warning or a black rainstorm warning is in force at any time on the day of the general meeting (unless such warning is canceled at least a minimum period of time prior to the general meeting as the Directors may specify in the relevant notice), the meeting shall be postponed without further notice to be reconvened on a later date.

Where a general meeting is postponed:

- (a) the Company shall endeavor to cause a notice of such postponement, which shall set out the reason for the postponement in accordance with the Listing Rules, to be placed on the Company's website and published on the Stock Exchange's website as soon as practicable, provided that failure to place or publish such notice shall not affect the automatic postponement of a general meeting due to a gale warning or black rainstorm warning being in force on the day of the general meeting;
- (b) the Directors shall fix the date, time and place (whether physical or virtual) for the reconvened meeting and at least seven clear days' notice shall be given for the reconvened meeting; and such notice shall specify the date, time and place (which, in the case of a virtual meeting, includes a virtual place) at which the postponed meeting will be reconvened and the date and time by which proxies shall be submitted in order to be valid at such reconvened meeting (provided that any proxy submitted for the original meeting shall continue to be valid for the reconvened meeting unless revoked or replaced by a new proxy); and
- (c) only the business set out in the notice of the original meeting shall be transacted at the reconvened meeting, and notice given for the reconvened meeting does not need to specify the business to be transacted at the reconvened meeting, nor shall any accompanying documents be required to be recirculated. Where any new business is to be transacted at such reconvened meeting, the Company shall give a fresh notice for such reconvened meeting in accordance with the Articles of Association.

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2.11 Transfer of shares

Transfers of shares may be effected by an instrument of transfer, which shall be in writing and in any standard form of transfer as prescribed by the Stock Exchange or such other form as the Directors may approve. The instrument of transfer shall be executed by or on behalf of the transferor and, unless the Directors otherwise determine, the transferee, and the transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members of the Company.

The Directors may decline to register any transfer of any share which is not fully paid up or on which the Company has a lien. The Directors may also decline to register any transfer of any shares unless:

- (a) the instrument of transfer is lodged with the Company accompanied by the certificate for the shares to which it relates (which shall upon the registration of the transfer be canceled) and such other evidence as the Directors may reasonably require to show the right of the transferor to make the transfer;
- (b) the instrument of transfer is in respect of only one class of shares;
- (c) the instrument of transfer is properly stamped (in circumstances where stamping is required);
- (d) in the case of a transfer to joint holders, the number of joint holders to whom the share is to be transferred does not exceed four;
- (e) the shares concerned are free of any lien in favor of the Company; and
- (f) a fee of such amount not exceeding the maximum amount as the Stock Exchange may from time to time determine to be payable (or such lesser sum as the Directors may from time to time require) is paid to the Company in respect thereof.

If the Directors refuse to register a transfer of any share they shall notify the transferor and the transferee within two months of such refusal.

The registration of transfers shall be suspended during such periods as the register of members of the Company is closed. The Directors may, on at least 10 business days' notice (or on at least 6 business days' notice in the case of a rights issue) being given by advertisement published on the Stock Exchange's website, or, subject to the Listing Rules, in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association or by advertisement published in the newspapers, close the register of members at such times and for such periods as the Directors may from time to time determine, provided that the register of members shall not be closed for more than 30 days in any year (or such longer period as the members of the Company may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year).

2.12 Power of the Company to purchase its own shares

Subject to the provisions of the Companies Act, the Company may purchase its own shares provided that (a) the manner of purchase has first been authorized by the members of the Company by ordinary resolution, and (b) any such purchase shall only be made in accordance with any relevant code, rules or regulations issued by the Stock Exchange or the Securities and Futures Commission of Hong Kong from time to time in force.

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2.13 Power of any subsidiary of the Company to own shares

There are no provisions in the Articles of Association relating to the ownership of shares by a subsidiary.

2.14 Dividends and other methods of distribution

Subject to the Companies Act and the Articles of Association, the Company may by ordinary resolution resolve to pay dividends and other distributions on shares in issue and authorize payment of the dividends or other distributions out of the funds of the Company lawfully available therefor, provided no dividends shall exceed the amount recommended by the Directors. No dividend or other distribution shall be paid except out of the realized or unreleased profits of the Company, out of the share premium account or as otherwise permitted by law.

The Directors may from time to time pay to the members of the Company such interim dividends as appear to the Directors to be justified by the profits of the Company. The Directors may in addition from time to time declare and pay special dividends on shares of such amounts and on such dates as they think fit.

Except as otherwise provided by the rights attached to any shares, all dividends and other distributions shall be paid according to the amounts paid up on the shares that a member holds during any portion or portions of the period in respect of which the dividend is paid. For this purpose no amount paid up on a share in advance of calls shall be treated as paid up on the share.

The Directors may deduct from any dividends or other distribution payable to any member of the Company all sums of money (if any) then payable by the member to the Company on account of calls or otherwise. The Directors may retain any dividends or other monies payable on or in respect of a share upon which the Company has a lien, and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

No dividend shall carry interest against the Company. Except as otherwise provided by the rights attached to any shares, dividends and other distributions may be paid in any currency.

Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared on the share capital of the Company, the Directors may further resolve: (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up on the basis that the shares so allotted are to be of the same class as the class already held by the allottee, provided that the members of the Company entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment; or (b) that the members of the Company entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the Directors may think fit on the basis that the shares so allotted are to be of the same class as the class already held by the allottee. The Company may upon the recommendation of the Directors by ordinary resolution resolve in respect of any one particular dividend of the Company that notwithstanding the foregoing a dividend may be satisfied wholly in the form of an allotment of shares credited as fully paid without offering any right to members of the Company to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other monies payable in cash in respect of shares may be paid by wire transfer to the holder or by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of the holder who is first named on the register of members of the Company or to such person and to such address as the holder or joint holders may in writing direct. Every such cheque or warrant shall be made

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payable to the order of the person to whom it is sent. Any one of two or more joint holders may give effectual receipts for any dividends, other distributions, bonuses, or other monies payable in respect of the shares held by them as joint holders.

Any dividend or other distribution which remains unclaimed after a period of six years from the date on which such dividend or distribution becomes payable shall be forfeited and shall revert to the Company.

The Directors, with the sanction of the members of the Company by ordinary resolution, may resolve that any dividend or other distribution be paid wholly or partly by the distribution of specific assets, and in particular (but without limitation) by the distribution of shares, debentures, or securities of any other company or in any one or more of such ways, and where any difficulty arises in regard to such distribution, the Directors may settle it as they think expedient, and in particular may disregard fractional entitlements, round the same up or down or provide that the same shall accrue to the benefit of the Company, and may fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members of the Company upon the basis of the value so fixed in order to adjust the rights of all members, and may vest any such specific assets in trustees as may seem expedient to the Directors.

2.15 Proxies

A member of the Company entitled to attend and vote at a general meeting of the Company shall be entitled to appoint another person who must be an individual as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. Votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting or at any one class meeting.

The instrument appointing a proxy shall be in writing and shall be executed under the hand of the appointor or of his attorney duly authorized in writing, or, if the appointor is a corporation or other non-natural person, under the hand of its duly authorized representative.

The Directors shall, in the notice convening any meeting or adjourned meeting, or in an instrument of proxy sent out by the Company, specify the manner (including by electronic means) by which the instrument appointing a proxy shall be deposited and the place and the time (being not later than the time appointed for the commencement of the meeting or adjourned meeting to which the proxy relates) at which the instrument appointing a proxy shall be deposited.

The instrument appointing a proxy may be in any usual or common form (or such other form as the Directors may approve) and may be expressed to be for a particular meeting or any adjournment thereof or generally until revoked.

2.16 Calls on shares and forfeiture of shares

Subject to the terms of the allotment and issue of any shares, the Directors may make calls upon the members of the Company in respect of any monies unpaid on their shares (whether in respect of par value or premium), and each member of the Company shall (subject to receiving at least 14 clear days' notice specifying the times or times of payment) pay to the Company at the time or times so specified the amount called on his shares. A call may be revoked or postponed, in whole or in part, as the Directors may determine. A call may be required to be paid by instalments. A person upon whom a call is made shall remain liable for calls made upon him, notwithstanding the subsequent transfer of the shares in respect of which the call was made.

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A call shall be deemed to have been made at the time when the resolution of the Directors authorizing the call was passed. The joint holders of a share shall be jointly and severally liable to pay all calls and instalments due in respect of such share.

If a call remains unpaid after it has become due and payable, the person from whom it is due shall pay interest on the amount unpaid from the day it became due and payable until it is paid at such rate as the Directors may determine (and in addition all expenses that have been incurred by the Company by reason of such non-payment), but the Directors may waive payment of the interest or expenses wholly or in part.

If any call or installment of a call remains unpaid after it has become due and payable, the Directors may give to the person from whom it is due not less than 14 clear days' notice requiring payment of the amount unpaid together with any interest which may have accrued and any expenses incurred by the Company by reason of such non-payment. The notice shall specify where payment is to be made and shall state if the notice is not complied with the shares in respect of which the call was made will be liable to be forfeited.

If such notice is not complied with, any share in respect of which it was given may, before the payment required by the notice has been made, be forfeited by a resolution of the Directors. Such forfeiture shall include all dividends, other distributions or other monies payable in respect of the forfeited shares and not paid before the forfeiture.

A forfeited share may be sold, re-allotted or otherwise disposed of on such terms and in such manner as the Directors think fit.

A person any of whose shares have been forfeited shall cease to be a member of the Company in respect of the forfeited shares and shall surrender to the Company for cancellation the certificate for the shares forfeited and shall remain liable to pay to the Company all monies which at the date of forfeiture were payable by him to the Company in respect of the shares, together with interest at such rate as the Directors may determine, but that person's liability shall cease if and when the Company shall have received payment in full of all monies due and payable by them in respect of those shares.

2.17 Inspection of register of members

The Company shall maintain or cause to be maintained the register of members of the Company in accordance with the Companies Act. The Directors may, on giving 10 business days' notice (or 6 business days' notice in the case of a rights issue) by advertisement published on the Stock Exchange's website or, subject to the Listing Rules, in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association or by advertisement published in the newspapers, close the register of members at such times and for such periods as the Directors may determine, either generally or in respect of any class of shares, provided that the register shall not be closed for more than 30 days in any year (or such longer period as the members of the Company may by ordinary resolution determine, provided that such period shall not be extended beyond 60 days in any year).

Except when the register is closed, the register of members shall during business hours be kept open for inspection by any member of the Company without charge.

2.18 Quorum for meetings and separate class meetings

No business shall be transacted at any general meeting unless a quorum is present. Two members of the Company present in person or by proxy, or if a corporation or other non-natural person by its duly authorized representative or proxy, shall be a quorum unless the Company has

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

only one member entitled to vote at such general meeting in which case the quorum shall be that one member present in person or by proxy, or in the case of a corporation or other non-natural person by its duly authorized representative or proxy.

The quorum for a separate general meeting of the holders of a separate class of shares of the Company is described in paragraph 2.3 above.

2.19 Rights of minorities in relation to fraud or oppression

There are no provisions in the Articles of Association concerning the rights of minority shareholders in relation to fraud or oppression.

2.20 Procedure on liquidation

Subject to the Companies Act, the Company may by special resolution resolve that the Company be wound up voluntarily.

Subject to the rights attaching to any shares, in a winding up:

- (a) if the assets available for distribution amongst the members of the Company shall be insufficient to repay the whole of the Company's paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members of the Company in proportion to the capital paid up, or which ought to have been paid up, on the shares held by them at the commencement of the winding up;
- (b) if the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the Company's paid up capital at the commencement of the winding up, the surplus shall be distributed amongst the members of the Company in proportion to the capital paid up on the shares held by them at the commencement of the winding up.

If the Company shall be wound up, the liquidator may with the approval of a special resolution of the Company and any other approval required by the Companies Act, divide amongst the members of the Company in kind the whole or any part of the assets of the Company (whether such assets shall consist of property of the same kind or not) and may, for that purpose, value any assets and determine how the division shall be carried out as between the members or different classes of members of the Company. The liquidator may, with the like approval, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the members of the Company as the liquidator, with the like approval, shall think fit, but so that no member of the Company shall be compelled to accept any assets, shares or other securities in respect of which there is a liability.

2.21 Untraceable members

The Company shall be entitled to sell any shares of a member of the Company or the shares to which a person is entitled by virtue of transmission on death or bankruptcy or operation of law if: (a) all cheques or warrants, not being less than three in number, for any sums payable in cash to the holder of such shares have remained uncashed for a period of 12 years; (b) the Company has not during that time or before the expiry of the three month period referred to in (d) below received any indication of the whereabouts or existence of the member; (c) during the 12-year period, at least three dividends in respect of the shares in question have become payable and no dividend during that period has been claimed by the member; and (d) upon expiry of the 12-year period, the Company has caused an advertisement to be published in the newspapers or, subject to the Listing Rules, by electronic communication in the manner in which notices may be served by the Company by electronic means as provided in the Articles of Association, giving notice of its intention to sell

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such shares and a period of three months has elapsed since such advertisement and the Stock Exchange has been notified of such intention. The net proceeds of any such sale shall belong to the Company and upon receipt by the Company of such net proceeds it shall become indebted to the former member for an amount equal to such net proceeds.

SUMMARY OF CAYMAN ISLANDS COMPANY LAW AND TAXATION

1 Introduction

The Companies Act is derived, to a large extent, from the older Companies Acts of England, although there are significant differences between the Companies Act and the current Companies Act of England. Set out below is a summary of certain provisions of the Companies Act, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of corporate law and taxation which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar.

2 Incorporation

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on 4 March 2019 under the Companies Act. As such, its operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the size of its authorized share capital.

3 Share Capital

The Companies Act permits a company to issue ordinary shares, preference shares, redeemable shares or any combination thereof.

The Companies Act provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premia on those shares shall be transferred to an account called the "share premium account". At the option of a company, these provisions may not apply to premia on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium. The Companies Act provides that the share premium account may be applied by a company, subject to the provisions, if any, of its memorandum and articles of association, in such manner as the company may from time to time determine including, but without limitation:

- (a) paying distributions or dividends to members;
- (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares;
- (c) in the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Act);
- (d) writing-off the preliminary expenses of the company;
- (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company; and
- (f) providing for the premium payable on redemption or purchase of any shares or debentures of the company.

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Act provides that, subject to confirmation by the Grand Court of the Cayman Islands, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorized by its articles of association, by special resolution reduce its share capital in any way.

Subject to the detailed provisions of the Companies Act, a company limited by shares or a company limited by guarantee and having a share capital may, if so authorized by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder. In addition, such a company may, if authorized to do so by its articles of association, purchase its own shares, including any redeemable shares. The manner of such a purchase must be authorized either by the articles of association or by an ordinary resolution of the company. The articles of association may provide that the manner of purchase may be determined by the directors of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any member of the company holding shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company for the purchase of, or subscription for, its own or its holding company's shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and to act in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm's-length basis.

4 Dividends and Distributions

With the exception of section 34 of the Companies Act, there are no statutory provisions relating to the payment of dividends. Based upon English case law which is likely to be persuasive in the Cayman Islands in this area, dividends may be paid only out of profits. In addition, section 34 of the Companies Act permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account (see paragraph 3 above for details).

5 Shareholders' Suits

The Cayman Islands courts can be expected to follow English case law precedents. The rule in *Foss v. Harbottle* (and the exceptions thereto which permit a minority shareholder to commence a class action against or derivative actions in the name of the company to challenge (a) an act which is *ultra vires* the company or illegal, (b) an act which constitutes a fraud against the minority where the wrongdoers are themselves in control of the company, and (c) an action which requires a resolution with a qualified (or special) majority which has not been obtained) has been applied and followed by the courts in the Cayman Islands.

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

6 Protection of Minorities

In the case of a company (not being a bank) having a share capital divided into shares, the Grand Court of the Cayman Islands may, on the application of members holding not less than one-fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Grand Court shall direct.

Any shareholder of a company may petition the Grand Court of the Cayman Islands which may make a winding up order if the court is of the opinion that it is just and equitable that the company should be wound up.

Claims against a company by its shareholders must, as a general rule, be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

The English common law rule that the majority will not be permitted to commit a fraud on the minority has been applied and followed by the courts of the Cayman Islands.

7 Disposal of Assets

The Companies Act contains no specific restrictions on the powers of directors to dispose of assets of a company. As a matter of general law, in the exercise of those powers, the directors must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the company.

8 Accounting and Auditing Requirements

The Companies Act requires that a company shall cause to be kept proper books of account with respect to:

- (a) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the company; and
- (c) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

9 Register of Members

An exempted company may, subject to the provisions of its articles of association, maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as its directors may from time to time think fit. There is no requirement under the Companies Act for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection.

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

10 Inspection of Books and Records

Members of a company will have no general right under the Companies Act to inspect or obtain copies of the register of members or corporate records of the company. They will, however, have such rights as may be set out in the company's articles of association.

11 Special Resolutions

The Companies Act provides that a resolution is a special resolution when it has been passed by a majority of at least two-thirds of such members as, being entitled to do so, vote in person or, where proxies are allowed, by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given, except that a company may in its articles of association specify that the required majority shall be a number greater than two-thirds, and may additionally so provide that such majority (being not less than two-thirds) may differ as between matters required to be approved by a special resolution. Written resolutions signed by all the members entitled to vote for the time being of the company may take effect as special resolutions if this is authorized by the articles of association of the company.

12 Subsidiary Owning Shares in Parent

The Companies Act does not prohibit a Cayman Islands company acquiring and holding shares in its parent company provided its objects so permit. The directors of any subsidiary making such acquisition must discharge their duties of care and to act in good faith, for a proper purpose and in the interests of the subsidiary.

13 Mergers and Consolidations

The Companies Act permits mergers and consolidations between Cayman Islands companies and between Cayman Islands companies and non-Cayman Islands companies. For these purposes, (a) "merger" means the merging of two or more constituent companies and the vesting of their undertaking, property and liabilities in one of such companies as the surviving company, and (b) "consolidation" means the combination of two or more constituent companies into a consolidated company and the vesting of the undertaking, property and liabilities of such companies to the consolidated company. In order to effect such a merger or consolidation, the directors of each constituent company must approve a written plan of merger or consolidation, which must then be authorized by (a) a special resolution of each constituent company and (b) such other authorization, if any, as may be specified in such constituent company's articles of association. The written plan of merger or consolidation must be filed with the Registrar of Companies of the Cayman Islands together with a declaration as to the solvency of the consolidated or surviving company, a list of the assets and liabilities of each constituent company and an undertaking that a copy of the certificate of merger or consolidation will be given to the members and creditors of each constituent company and that notification of the merger or consolidation will be published in the Cayman Islands Gazette. Dissenting shareholders have the right to be paid the fair value of their shares (which, if not agreed between the parties, will be determined by the Cayman Islands court) if they follow the required procedures, subject to certain exceptions. Court approval is not required for a merger or consolidation which is effected in compliance with these statutory procedures.

14 Reconstructions

There are statutory provisions which facilitate reconstructions and amalgamations approved by (a) 75% in value of shareholders, or (b) a majority in number representing 75% in value of creditors, depending on the circumstances, as are present at a meeting called for such purpose and thereafter sanctioned by the Grand Court of the Cayman Islands. Whilst a dissenting shareholder would have the right to express to the Grand Court his view that the transaction for which approval

APPENDIX III SUMMARY OF THE CONSTITUTION OF THE COMPANY AND CAYMAN ISLANDS COMPANY LAW

is sought would not provide the shareholders with a fair value for their shares, the Grand Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management and if the transaction were approved and consummated the dissenting shareholder would have no rights comparable to the appraisal rights (i.e. the right to receive payment in cash for the judicially determined value of his shares) ordinarily available, for example, to dissenting shareholders of United States corporations.

15 Take-overs

Where an offer is made by a company for the shares of another company and, within four months of the offer, the holders of not less than 90% of the shares which are the subject of the offer accept, the offeror may at any time within two months after the expiration of the said four months, by notice require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Grand Court of the Cayman Islands within one month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Grand Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

16 Indemnification

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

17 Restructuring

A company may present a petition to the Grand Court of the Cayman Islands for the appointment of a restructuring officer on the grounds that the company:

- (a) is or is likely to become unable to pay its debts; and
- (b) intends to present a compromise or arrangement to its creditors (or classes thereof) either pursuant to the Companies Act, the law of a foreign country or by way of a consensual restructuring.

The Grand Court may, among other things, make an order appointing a restructuring officer upon hearing of such petition, with such powers and to carry out such functions as the court may order. At any time (i) after the presentation of a petition for the appointment of a restructuring officer but before an order for the appointment of a restructuring officer has been made, and (ii) when an order for the appointment of a restructuring officer is made, until such order has been discharged, no suit, action or other proceedings (other than criminal proceedings) shall be proceeded with or commenced against the company, no resolution to wind up the company shall be passed, and no winding up petition may be presented against the company, except with the leave of the court. However, notwithstanding the presentation of a petition for the appointment of a restructuring officer or the appointment of a restructuring officer, a creditor who has security over the whole or part of the assets of the company is entitled to enforce the security without the leave of the court and without reference to the restructuring officer appointed.

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18 Liquidation

A company may be placed in liquidation compulsorily by an order of the court, or voluntarily (a) by a special resolution of its members if the company is solvent, or (b) by an ordinary resolution of its members if the company is insolvent. The liquidator's duties are to collect the assets of the company (including the amount (if any) due from the contributories (shareholders)), settle the list of creditors and discharge the company's liability to them, rateably if insufficient assets exist to discharge the liabilities in full, and to settle the list of contributories and divide the surplus assets (if any) amongst them in accordance with the rights attaching to the shares.

19 Stamp Duty on Transfers

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

20 Taxation

Pursuant to section 6 of the Tax Concessions Act (As Revised) of the Cayman Islands, the Company may obtain an undertaking from the Financial Secretary of the Cayman Islands:

- (a) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciations shall apply to the Company or its operations; and
- (b) in addition, that no tax to be levied on profits, income, gains or appreciations or which is in the nature of estate duty or inheritance tax shall be payable:
 - (i) on or in respect of the shares, debentures or other obligations of the Company; or
 - (ii) by way of the withholding in whole or in part of any relevant payment as defined in section 6(3) of the Tax Concessions Act (As Revised).

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are not party to any double tax treaties that are applicable to any payments made by or to the Company.

21 Exchange Control

There are no exchange control regulations or currency restrictions in the Cayman Islands.

22 General

Maples and Calder (Hong Kong) LLP, the Company's legal advisers on Cayman Islands law, have sent to the Company a letter of advice summarizing aspects of Cayman Islands company law. This letter, together with a copy of the Companies Act, is on display on the websites as referred to in the section headed "Documents Available on display" in Appendix V. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he/she is more familiar is recommended to seek independent legal advice.

APPENDIX IV

STATUTORY AND GENERAL INFORMATION

A. FURTHER INFORMATION ABOUT OUR GROUP

1. Incorporation of our Company

Our Company was incorporated in the Cayman Islands under the Cayman Companies Act as an exempted company with limited liability on March 4, 2019. Our registered office address is at the office of Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands. As our Company was incorporated in the Cayman Islands, our Company’s corporate structure and Memorandum and Articles of Association are subject to the relevant laws of the Cayman Islands. A summary of the relevant aspects of the Cayman Islands Company law and our Memorandum and Articles of Association is set out in Appendix III of this document.

Our Company has been registered as a non-Hong Kong company under Part 16 of the Companies Ordinance on September 1, 2025, and our Company’s principal place of business in Hong Kong is at Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue Bay, Hong Kong. Ms. WONG Wai Yee, Ella has been appointed as the authorized representative of our Company for the acceptance of service of process and notices in Hong Kong. The address for service of process is Room 1915, 19/F, Lee Garden One, 33 Hysan Avenue Bay, Hong Kong.

As at the date of this document, our Company’s head office was located at Room 7094, Comprehensive Building, No. 298 Xicheng Road, Liangxi District, Wuxi, Jiangsu Province, People’s Republic of China.

2. Changes in share capital of our Company

On March 4, 2019, our Company was incorporated with an authorized share capital of US\$50,000 divided into 500,000,000 Shares of a par value of US\$0.0001 each.

The following changes in the share capital of our Company took place during the two years immediately preceding the date of this document:

- (a) On December 19, 2023, the Company completed issuance of an aggregate of 41,640,000 Original Shares of par value US\$0.0001 to the following Shareholders:

Shareholders	Date on which Shares were issued	Number and class of Shares issued
LongHao Ltd.	December 19, 2023	5,420,000 Ordinary Shares
Nova Mountain Ltd.	December 19, 2023	5,420,000 Ordinary Shares
Nova Flower Ltd.	December 19, 2023	30,800,000 Ordinary Shares

- (b) On February 2, 2024, the Company completed issuance of 6,468,000 Series A+ Preferred Shares of par value of US\$0.0001 to Absolute Capital III Holding Limited;
- (c) On August 5, 2024, Liberty Island Holding Limited transferred 220,000 Series Angel Preferred Shares of par value of US\$0.0001 to Fountain Insurtech Limited;
- (d) On January 6, 2025, LFC Investment Hong Kong Limited transferred 11,174,099 Series A Preferred Shares of par value of US\$0.0001 to Elite Capital III Limited Partnership Fund;
- (e) On January 22, 2025, LFC Investment Hong Kong Limited transferred: (i) 1,592,917 Series A Preferred Shares of par value of US\$0.0001 to Glenunga Limited; (ii) 4,070,788 Series A Preferred Shares of par value of US\$0.0001 to Central Pine Investments

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Limited; (iii) 2,027,196 Series A Preferred Shares of par value of US\$0.0001 to Woori 2022 Scaleup Venture Fund; and (iv) 385,000 Series A Preferred Shares of par value of US\$0.0001 to SHIXIANG FOUNDERS CAPITAL II LIMITED; and

- (f) On November 27, 2025, the Company completed issuance of: (i) 6,466,495 Series B Preferred Shares of par value of US\$0.0001 to Liangxi Kechuang; (ii) 2,586,598 Series B Preferred Shares of par value of US\$0.0001 to ZA Technology; and (iii) 2,586,598 Ordinary Shares of par value of US\$0.0001 to Nova Seed Limited.

Save as disclosed above, there has been no alteration in the share capital of our Company during the two years immediately preceding the date of this document.

3. Changes in share capital of our subsidiaries

A summary of the corporate information and the particulars of our subsidiaries are set out in note 1 to the Accountants’ Report as set out in Appendix I.

The following sets out the changes in the share capital of our subsidiaries during the two years immediately preceding the date of this document:

- (i) On June 6, 2025, Nova (Wuxi) Business Information Consulting Co., Ltd. (暖哇(無錫)商務信息諮詢有限公司), a wholly owned subsidiary of the Company, was incorporated with the registered capital of RMB140,000,000;
- (ii) On June 13, 2025, Nova (Shanghai) Information Technology Co., Ltd. (暖哇(上海)信息技術有限公司), a wholly owned subsidiary of the Company, was incorporated with the registered capital of RMB45,000,000;
- (iii) On August 1, 2025, NOVA TECHNOLOGY INTERNATIONAL INFORMATION SERVICE PTE. LTD., a wholly owned subsidiary of the Company, was incorporated with the total issued share capital of 100,000 Singapore dollar; and
- (iv) On November 3, 2025, the registered capital of Baoliandeng was increased from RMB10,000,000 to RMB32,256,708, subscribed by Nova Wuxi.

Save for the subsidiaries mentioned in the Accountants’ Report set out in Appendix I to this document, our Company has no other subsidiaries.

4. Written resolutions of the shareholders of our Company passed on [●]

Pursuant to the written resolutions of all then existing Shareholders of our Company dated [●], the following resolutions of the Company were passed by the Shareholders that, among other things, conditional upon the satisfaction (or, if applicable, waiver) of the conditions set out in “Structure of the [REDACTED] — Conditions of the [REDACTED]”, and pursuant to the terms set out therein:

- (a) the Company approved and adopted the Memorandum of Association and Articles of Association with effect conditional and immediately upon the Listing;
- (b) the re-designation and the re-classification of all issued Preferred Shares into Ordinary Shares on a one-to-one basis immediately before the completion of the [REDACTED] was approved;

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STATUTORY AND GENERAL INFORMATION

- (c) the [REDACTED] were approved and any Director of our Company from time to time or (if applicable), any of his/their duly authorized attorney (the “**Authorized Signatory**”) were authorized to, among other things, allot and issue the Shares pursuant to the [REDACTED], and negotiate and agree to the [REDACTED] per [REDACTED] with the [REDACTED];
- (d) the Listing was approved, and any Authorized Signatory would be authorized to implement the Listing;
- (e) subject to the “lock-up” provisions under Rule 10.08 of the Listing Rules, a general unconditional mandate would be granted to the Directors to allot, issue and deal with the Shares or securities convertible into Shares or options, warrants or similar rights to subscribe for the Shares or such convertible securities and to make or grant offers, agreements or options which would or might require the exercise of such powers whether during or after the end of the Relevant Period (as defined below), provided that the aggregate number of Shares allotted or agreed to be allotted by the Directors other than pursuant to a (i) rights issue; (ii) any scrip dividend scheme or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the Shares; and (iii) a specific authority granted by the Shareholder(s) in general meeting, shall not exceed the aggregate of:
 - (A) 20% of the total number of Shares (excluding treasury shares of the Company, if any) in issue immediately following the completion of the [REDACTED]; and
 - (B) the aggregate number of Shares repurchased by the Company (if any) under the general mandate to repurchase Shares referred to in paragraph below,

such mandate to remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of the next annual general meeting the Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; and (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholder(s) in general meeting (the “**Relevant Period**”);

- (f) a general unconditional mandate would be granted to the Directors to exercise all the powers of the Company to repurchase the Shares on the Stock Exchange, or on any other stock exchange on which the Shares may be listed (and which is recognized by the SFC and the Stock Exchange for this purpose) not exceeding in aggregate 10% of the total number of Shares in issue immediately following the completion of the [REDACTED] in accordance with all applicable laws and the requirements of the Listing Rules, such mandate to remain in effect during the period from the passing of the resolution until the earliest of (i) the conclusion of the next annual meeting of the Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum of Association and Articles of Association or any applicable laws to be held; and (iii) the date on which the mandate is varied or revoked by an ordinary resolution of the Shareholder(s) in general meeting; and
- (g) the general unconditional mandate as mentioned in paragraph (e) above was extended by the addition to the aggregate nominal value of the Shares which may be allotted and issued or agreed to be allotted and issued by our Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the Shares purchased by our Company pursuant to the mandate to purchase Shares referred to in paragraph (f) above (up to 10% of the aggregate nominal value of the Shares in issue immediately following the completion of the [REDACTED]).

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5. Buy-back of our Shares

This section includes information relating to the buy-backs of securities, including information required by the Stock Exchange to be included in this document concerning such buy-back.

(a) *Provisions of the Listing Rules*

The Listing Rules permit companies whose primary listing is on the Stock Exchange to buy back their securities on the Stock Exchange subject to certain restrictions, the most important restrictions are summarized below:

(i) *Shareholders’ approval*

All proposed buy-backs of Shares must be approved in advance by an ordinary resolution of our Shareholders in a general meeting, either by way of general mandate or by specific approval in relation to a particular transaction.

Pursuant to the written resolutions of the shareholders of our Company passed on [●], a general unconditional mandate (the “**Buy-back Mandate**”) was given to our Directors to exercise all powers of our Company to buy back Shares on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, with a total nominal value up to 10% of the aggregate nominal value of our Shares in issue immediately following the completion of the [REDACTED], with such mandate to expire at the earliest of (i) the conclusion of the next annual general meeting of our Company (unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions), (ii) the expiration of the period within which our Company’s next annual general meeting is required by the Articles of Association or any other applicable laws to be held, and (iii) the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

(ii) *Source of funds*

Any buy-backs of Shares by us must be funded out of funds legally available for the purpose in accordance with our Memorandum and Articles of Association and the applicable laws and regulations of Hong Kong and the Cayman Islands. A listed company may not purchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. As a matter of Cayman law, any purchases by the Company may be made out of profits or out of the proceeds of a new issue of shares made for the purpose of the purchase or from sums standing to the credit of our share premium account or out of capital, if so recognized by the Articles of Association and subject to the Cayman Companies Act. Any premium payable on the purchase over the par value of the shares to be purchased must have been provided for out of profits or from sums standing to the credit of our share premium account or out of capital, if so recognized by the Articles of Association and subject to the Cayman Companies Act.

(iii) *Trading Restrictions*

The total number of shares which a listed company may buy back on the Stock Exchange is the number of shares representing up to a maximum of 10% of the aggregate number of shares in issue. A company may not issue or announce a proposed issue of new securities for a period of 30 days immediately following a buy-back (other than an issue of securities pursuant to an exercise of warrants, share options or similar instruments requiring the company to issue securities which were outstanding prior to such buy-back) without the prior

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approval of the Stock Exchange. In addition, a listed company is prohibited from repurchasing its shares on the Stock Exchange if the purchase price is 5% or more than the average closing market price for the five preceding trading days on which its shares were traded on the Stock Exchange. The Listing Rules also prohibit a listed company from repurchasing its securities if the buy-back would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange. A company is required to procure that the broker appointed by it to effect a buy-back of securities discloses to the Stock Exchange such information with respect to the buy-back as the Stock Exchange may require.

(iv) Status of Bought back Shares

The listing of all purchased securities (whether on the Stock Exchange or, otherwise) is automatically canceled and the relative certificates must be canceled and destroyed. Under the laws of the Cayman Islands, unless, prior to the purchase the directors of the Company resolve to hold the shares purchased by the Company as treasury shares, shares purchased by the Company shall be treated as canceled and the amount of the Company's issued share capital shall be diminished by the nominal value of those shares. However, the purchase of shares will not be taken as reducing the amount of the canceled share capital under Cayman Companies Act.

(v) Suspension of Buy-back

A listed company may not make any buy-back of securities after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information has been made publicly available. In particular, during the period of one month immediately preceding the earlier of (a) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of a listed company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules) and (b) the deadline for publication of an announcement of a listed company's results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules), the listed company may not buy back its shares on the Stock Exchange other than in exceptional circumstances. In addition, the Stock Exchange may prohibit a buy-back of securities on the Stock Exchange if a listed company has breached the Listing Rules.

(vi) Reporting Requirements

Certain information relating to buy-backs of securities on the Stock Exchange or otherwise must be reported to the Stock Exchange not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the following business day. In addition, a listed company's annual report is required to disclose details regarding buy-backs of securities made during the year, including a monthly analysis of the number of securities bought back, the purchase price per share or the highest and lowest price paid for all such buy-backs, where relevant, and the aggregate prices paid.

(vii) Core Connected Persons

The Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a "core connected person," that is, a director, chief executive or substantial shareholder of the company or any of its subsidiaries or a close associate of any of them (as defined in the Listing Rules) and a core connected person shall not knowingly sell his securities to the company.

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(b) Reasons for Purchase

Our Directors believe that it is in the best interests of our Company and our Shareholders for our Directors to have general authority from our Shareholders to enable them to buy back Shares in the market. Such buy-backs may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made where our Directors believe that such buy-backs will benefit our Company and our Shareholders.

(c) Funding of Purchase

Buy-back of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. Our Directors may not buy back the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, our Directors may make purchase with profits of the Company or out of a new issuance of shares made for the purpose of the buy-back or, if authorized by the Articles of Association and subject to the Cayman Companies Act, out of capital and, in the case of any premium payable on the buy-back, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to Cayman Companies Act, out of capital.

However, our Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of our Company or its gearing levels which, in the opinion of our Directors, are from time to time appropriate for our Company.

(d) General

The exercise in full of the Buy-back Mandate, on the basis of [REDACTED] Shares in issue immediately following the completion of the [REDACTED], could accordingly result in up to approximately [REDACTED] Share being bought back by our Company during the period prior to the earliest of:

- the conclusion of the next annual general meeting of our Company unless renewed by an ordinary resolution of our Shareholders in a general meeting, either unconditionally or subject to conditions;
- the expiration of the period within which our Company's next annual general meeting is required by the Articles of Association or any other applicable laws to be held; or
- the date when it is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buy-back Mandate in accordance with the Listing Rules and the applicable laws and regulations of the Cayman Islands.

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, have any present intention, if the Buy-back Mandate is exercised, to sell any Shares to our Company.

No core connected person (as defined in the Listing Rules) has notified us that he/she or it has a present intention to sell Shares to us, or has undertaken not to do so, if the Buy-back Mandate is exercised.

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If, as a result of any buy-back of Shares, a shareholder’s proportionate interest in the voting rights is increased, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a shareholder or a group of shareholders acting in concert could obtain or consolidate control of us and become obliged to make a mandatory offer in accordance with rule 26 of the Takeovers Code. Save as aforesaid, our Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of any buy-backs pursuant to the Buy-back Mandate.

Any buy-back of Shares that results in the number of Shares held by the public being reduced to less than 25% of the Shares then in issue could only be implemented if the Stock Exchange agreed to waive the Listing Rules requirements regarding the public shareholding referred to above. It is believed that a waiver of this provision would not normally be given other than in exceptional circumstances.

B. FURTHER INFORMATION ABOUT OUR BUSINESS

1. Summary of the material contracts

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by our Group within the two years preceding the date of this document and are or may be material:

- (a) a Series B warrant subscription agreement dated September 30, 2024 entered into among our Company, Nova International, ZA Technology, ManLian Limited, LongHao Ltd., Nova Mountain Ltd., Nova Wave Ltd., Nova Flower Ltd., Nova Radar Ltd., ZhongAn Information Technology, Mr. Lu, Nova Shanghai, Nova Wuxi, Aibang, Yadun, Nova Technology (Chengdu) Co., Ltd., Beijing Nova Business Information Consulting Co., Ltd., Jiangsu Daotai, Suzhou Baotai Information Technology Co., Ltd. (蘇州保泰信息科技有限公司), Jiangsu Daotai Digital Technology Co., Ltd. (江蘇道泰數字科技有限公司) and Liangxi Kechuang governing the subscription and issuance of the Series B warrant;
- (b) the fourth amended and restated shareholders agreement dated September 30, 2024 entered into among our Company, Nova International, Nova Seed Limited, ZA Technology, ZhongAn Information Technology, Mr. Lu, ManLian Limited, LongHao Ltd., Nova Mountain Ltd., Nova Wave Ltd., Nova Flower Ltd., Nova Radar Ltd., Nova Shanghai, Nova Wuxi, Aibang, Yadun, Nova Technology (Chengdu) Co., Ltd., Beijing Nova Business Information Consulting Co., Ltd., Jiangsu Daotai, Suzhou Baotai Information Technology Co., Ltd. (蘇州保泰信息科技有限公司), Jiangsu Daotai Digital Technology Co., Ltd. (江蘇道泰數字科技有限公司), HSG, Liberty Island Holding Limited, Fountain Insurtech Limited, LFC Investment Hong Kong Limited, Lighthouse International Growth Fund L.P., Lighthousecap Fellow L.P., Ultimate Lenovo Limited, KTBN Fund No 18 Venture Investment Fund, Central Pine Investments Limited, Glenunga Limited, Absolute Capital, Z1 Insurtech Holdings Limited and Liangxi Kechuang, relating to the rights and obligations of Shareholders, corporate governance, compliance undertakings and the administration of the Company and its subsidiaries;
- (c) a warrant instrument dated October 16, 2024 issued by our Company to Liangxi Kechuang for 6,466,495 Series B Preference Shares setting out the terms and conditions of the warrants of our Company;
- (d) a warrant instrument dated October 16, 2024 issued by our Company to ZA Technology for 2,586,598 Series B Preference Shares setting out the terms and conditions of the warrants of our Company;

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- (e) a termination agreement dated November 6, 2024, entered into among Nova Shanghai, ZhongAn Information Technology, Shanghai LongHao and Nova Wuxi, pursuant to which the Former Contractual Arrangements were terminated;
- (f) a share transfer agreement dated November 6, 2024, entered into among ZhongAn Information Technology, Shanghai LongHao, Nova Shanghai and Nova Wuxi, pursuant to which Shanghai LongHao agreed to transfer its capital contribution representing 56% of the registered capital of Nova Wuxi to Nova Shanghai, at the consideration of RMB25,200,000; and ZhongAn Information Technology agreed to transfer its capital contribution representing 44% of the registered capital of Nova Wuxi to Nova Shanghai, at the consideration of RMB19,800,000;
- (g) a release agreement of equity pledge dated November 6, 2024, entered into among Nova Shanghai, Shanghai LongHao and Nova Wuxi, pursuant to which a pledge of Shanghai LongHao’s capital contribution of RMB25,200,000 in Nova Wuxi to Nova Shanghai was agreed to be released and the corresponding pledge registration was agreed to be canceled;
- (h) a release agreement of equity pledge dated November 6, 2024, entered into among Nova Shanghai, ZhongAn Information Technology and Nova Wuxi, pursuant to which a pledge of ZhongAn Information Technology’s capital contribution of RMB19,800,000 in Nova Wuxi to Nova Shanghai was agreed to be released and the corresponding pledge registration was agreed to be canceled;
- (i) the fifth amended and restated shareholders agreement dated March 6, 2025 entered into among our Company, Nova International, Nova Seed Limited, ZA Technology, ZhongAn Information Technology, Mr. Lu, ManLian Limited, LongHao Ltd., Nova Mountain Ltd., Nova Wave Ltd., Nova Flower Ltd., Nova Radar Ltd., Nova Shanghai, Nova Wuxi, Aibang, Yadun, Nova Technology (Chengdu) Co., Ltd., Beijing Nova Business Information Consulting Co., Ltd., Jiangsu Daotai, Suzhou Baotai Information Technology Co., Ltd. (蘇州保泰信息科技有限公司), Jiangsu Daotai Digital Technology Co., Ltd. (江蘇道泰數字科技有限公司), HSG, Liberty Island Holding Limited, Fountain Insurtech Limited, Lighthouse International Growth Fund L.P., Lighthousecap Fellow L.P., Elite Capital III Limited Partnership Fund, Central Pine Investments Limited, Glenunga Limited, Woori 2022 Scaleup Venture Fund, SHIXIANG FOUNDERS CAPITAL II LIMITED, Ultimate Lenovo Limited, KTBN Fund No 18 Venture Investment Fund, Absolute Capital, Z1 Insurtech Holdings Limited and Liangxi Kechuang, relating to the rights and obligations of Shareholders, corporate governance, compliance undertakings and the administration of the Company and its subsidiaries;
- (j) a share transfer agreement dated January 3, 2025 entered into among LFC Investment Hong Kong Limited, Elite Capital III Limited Partnership Fund and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 11,174,099 Series A Preferred Shares in our Company to Elite Capital III Limited Partnership Fund, at the consideration of USD7,485,636;
- (k) a share transfer agreement dated January 3, 2025 entered into among LFC Investment Hong Kong Limited, Glenunga Limited and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 1,592,917 Series A Preferred Shares in our Company to Glenunga Limited, at the consideration of USD902,773;
- (l) a share transfer agreement dated January 3, 2025 entered into among LFC Investment Hong Kong Limited, SHIXIANG FOUNDERS CAPITAL II LIMITED, SX Capital Holding Limited and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 385,000 Series A Preferred Shares in our Company to SHIXIANG FOUNDERS CAPITAL II LIMITED, at the consideration of USD200,000;

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- (m) a share transfer agreement dated January 6, 2025 entered into among LFC Investment Hong Kong Limited, Central Pine Investments Limited and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 4,070,788 Series A Preferred Shares in our Company to Central Pine Investments Limited, at the consideration of USD2,307,087;
- (n) a share transfer agreement dated January 8, 2025 entered into among LFC Investment Hong Kong Limited, Woori 2022 Scaleup Venture Fund and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 1,174,168 Series A Preferred Shares in our Company to Woori 2022 Scaleup Venture Fund, at the consideration of USD912,262;
- (o) a share transfer agreement dated January 17, 2025 entered into among LFC Investment Hong Kong Limited, Woori 2022 Scaleup Venture Fund and our Company, pursuant to which LFC Investment Hong Kong Limited agreed to transfer 2,027,196 Series A Preferred Shares in our Company to Woori 2022 Scaleup Venture Fund, at the consideration of USD1,575,017;
- (p) the supplemental agreement to the fifth amended and restated shareholders agreement dated September 15, 2025 entered into among our Company, Nova International, Nova Seed Limited, ZA Technology, ZhongAn Information Technology, Mr. Lu, ManLian Limited, LongHao Ltd., Nova Mountain Ltd., Nova Wave Ltd., Nova Flower Ltd., Nova Radar Ltd., Nova Shanghai, Nova Wuxi, Aibang, Yadun, Nova Technology (Chengdu) Co., Ltd., Beijing Nova Business Information Consulting Co., Ltd., Jiangsu Daotai, Suzhou Baotai Information Technology Co., Ltd. (蘇州保泰信息科技有限公司), Jiangsu Daotai Digital Technology Co., Ltd. (江蘇道泰數字科技有限公司), HSG, Liberty Island Holding Limited, Fountain Insurtech Limited, Lighthouse International Growth Fund L.P., Lighthousecap Fellow L.P., Elite Capital III Limited Partnership Fund, Central Pine Investments Limited, Glenunga Limited, Woori 2022 Scaleup Venture Fund, SHIXIANG FOUNDERS CAPITAL II LIMITED, Ultimate Lenovo Limited, KTBN Fund No 18 Venture Investment Fund, Absolute Capital, Z1 Insurtech Holdings Limited and Liangxi Kechuang, pursuant to which the Shareholders agreed to terminate certain special Shareholders’ rights; and
- (q) a framework agreement dated September 29, 2025, entered into among Nova Technology (Wuxi) Co., Ltd. (暖哇科技(無錫)有限公司), Mr. TAO Xiaomin (陶小敏), Ms. TAO Jing (陶菁), Mr. YANG Yongqin (楊永勤), Mr. LIU Zhenhao (劉振浩), Mr. YUAN Huijun (袁輝竣), Mr. DING Mingshan (丁明山), Ms. LIU Wenjing (劉文靜), Ms. LI Jing (李靜), Mr. NIU Jiaolong (牛矯龍), Guangzhou Baoliandeng Network Technology Co., Ltd. (廣州寶蓮燈網絡科技有限公司) and Guangzhou Tianxin Insurance Assessor Co., Ltd. (廣州天信保險公估有限公司), pursuant to which Mr. TAO Xiaomin, Ms. LI Jing and Mr. NIU Jiaolong agreed to transfer their collective 100.00% equity interest in Guangzhou Baoliandeng Network Technology Co., Ltd. to Nova Technology (Wuxi) Co., Ltd., at the consideration of collectively RMB1,800,000 (the “**Framework Agreement**”);
- (r) a supplemental agreement to the Framework Agreement dated September 29, 2025, entered into among Nova Technology (Wuxi) Co., Ltd., Mr. TAO Xiaomin, Ms. TAO Jing, Mr. YANG Yongqin, Mr. LIU Zhenhao, Mr. YUAN Huijun, Mr. DING Mingshan, Ms. LIU Wenjing, Ms. LI Jing, Mr. NIU Jiaolong, Guangzhou Baoliandeng Network Technology Co., Ltd. and Guangzhou Tianxin Insurance Assessor Co., Ltd., pursuant to which Ms. LI Jing, Mr. NIU Jiaolong and Mr. TAO Xiaomin agreed to transfer their respective 57.68%, 3.99% and 38.33% equity interest paid up by them in Guangzhou Baoliandeng Network Technology Co., Ltd. to Nova Technology (Wuxi) Co., Ltd., at the consideration of RMB1,038,270.97, RMB71,785.98 and RMB689,943.05, respectively, and Nova Technology (Wuxi) Co., Ltd. agreed to contribute RMB7,743,292 to fully pay

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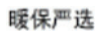
up the unpaid portion of the equity in Guangzhou Baoliandeng Network Technology Co., Ltd. and to subscribe for an RMB22,256,708 registered capital increase in Guangzhou Baoliandeng Network Technology Co., Ltd.;

- (s) a share transfer agreement dated September 29, 2025, entered into among Ms. LI Jing, Mr. NIU Jiaolong, Mr. TAO Xiaomin and Nova Technology (Wuxi) Co., Ltd., pursuant to which Ms. LI Jing, Mr. NIU Jiaolong and Mr. TAO Xiaomin agreed to transfer their respective 20%, 5% and 75% equity interest for which they had subscribed in Guangzhou Baoliandeng Network Technology Co., Ltd. to Nova Technology (Wuxi) Co., Ltd., at the consideration of RMB1,038,270.97, RMB71,785.98 and RMB689,943.05, respectively;
- (t) a share transfer agreement dated September 29, 2025, entered into among Ms. TAO Jing, Mr. YANG Yongqin, Mr. LIU Zhenhao, Mr. YUAN Huijun, Ms. LIU Wenjing, Mr. DING Mingshan and Guangzhou Baoliandeng Network Technology Co., Ltd., pursuant to which Ms. TAO Jing, Mr. YANG Yongqin, Mr. LIU Zhenhao, Mr. YUAN Huijun, Ms. LIU Wenjing and Mr. DING Mingshan agreed to transfer their respective 62.2727%, 28.6364%, 6.0909%, 1%, 1% and 1% equity interest for which they had subscribed in Guangzhou Tianxin Insurance Assessor Co., Ltd. to Guangzhou Baoliandeng Network Technology Co., Ltd., at the consideration of RMB18,685,547, RMB8,592,639, RMB1,824,635, RMB300,060, RMB297,059 and RMB300,060, respectively; and
- (u) the [REDACTED].

2. Intellectual property rights

(a) Trademarks

As at the Latest Practicable Date, our Group had registered the following trademarks which we consider to be or may be material to our business:

No.	Trademark	Place of registration	Registered Owner	Registration No.	Class	Expiry Date
1. . . .		PRC	Aibang	70702591	36	October 6, 2033
2. . . .		PRC	Aibang	76812850	36	July 27, 2034
3. . . .		PRC	Aibang	64129660	36	November 6, 2032

(b) Patents

As of the Latest Practicable Date, we had owned the following patents which we consider to be or may be material in relation to our Group's business:

No.	Patent	Patent Owner	Patent number/ application number	Type of application	Grant Publication Date
1. . .	A multi-label intelligent tagging method and system (一種多標籤智能打標方法及系統)	Nova Wuxi	CN201910359702.1	Invention	January 25, 2022

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(c) Copyrights

As of the Latest Practicable Date, we had registered the following copyrights which we consider to be or may be material in relation to our Group’s business:

No.	Copyright	Registration number	Date of initial publication/registration
1...	Claims risk control system V1.0 (理賠風控系統V1.0)	2019SR0636630	June 20, 2019
2...	Medical knowledge base system V1.0 (醫療知識庫系統V1.0)	2019SR0636216	June 20, 2019
3...	Nova intelligent strategy operations system V1.0 (暖哇智能策略運營系統V1.0)	2022SR0983975	August 1, 2022
4...	Nova claims operations core system V1.0 (暖哇理賠運營核心系統V1.0)	2022SR0984008	August 1, 2022
5...	Nova intelligent data collection platform V1.0 (暖哇智能數據採集平臺V1.0)	2022SR0983976	August 1, 2022
6...	Nova automated claims calculation engine platform V1.0 (暖哇自動理算引擎平臺V1.0)	2022SR1364736	September 21, 2022
7...	Nova underwriting risk control rules engine system V1.0 (暖哇核保風控規則引擎系統V1.0)	2023SR1359248	November 2, 2023
8...	Nova Alamos AI Middle Platform System V1.0.0 (暖哇阿拉莫斯AI中台系統V1.0.0)	2025SR2518754	December 29, 2025
9...	Nova Huisheng (Echo) AI Outbound Calling Platform (暖哇繪聲(Echo)AI外呼平臺)	2025SR2184001	November 11, 2025

(d) Domain Names

As of the Latest Practicable Date, we have registered following domain names which we consider to be or may be material to our business:

No.	Domain Names	Registered Owner	Registration Date
1...	www.nuanwa.net	Nova Wuxi	November 22, 2018
2...	www.aibangbaoxian.net	Aibang	June 2, 2026

Save as aforesaid, as of the Latest Practicable Date, there were no other trade or service marks, patents, intellectual or industrial property rights which were material in relation to our business.

C. FURTHER INFORMATION ABOUT OUR DIRECTORS

1. Directors’ service contracts and appointment letters

Each of our Directors has entered into a service contract with our Company on [●]. The principal particulars of these service contracts are (a) for a term of three years commencing from their respective effective date of appointment until the day on which the next general meeting of the shareholders for re-election of Directors is held, and (b) are subject to termination in accordance with their respective terms. The service contracts may be renewed in accordance with our Articles of Association and the applicable Listing Rules.

Save as disclosed above, none of our Directors has entered into, or has proposed to enter into, a service contract with us (other than contracts expiring or determinable by the employer within one year without the payment of compensation (other than statutory compensation)).

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2. Remuneration of Directors

Save as disclosed in “Directors and Senior Management” and “Appendix I — Accountants’ Report — II. Notes to the Historical Financial Information — 10. Directors’ and Chief Executive’s Remuneration” for the Track Record Period, none of our Directors received other remunerations or benefits in kind from us.

D. DISCLOSURE OF INTERESTS

1. Disclosure of interests

(a) *Interests and short positions of our Directors or chief executive in our share capital and our associated corporations as of the Latest Practicable Date and following the [REDACTED]*

Save as disclosed in the section headed “Substantial Shareholders” in this document, immediately following completion of the [REDACTED], the interests or short positions of our Directors and the chief executive of our Company in our Shares, underlying Shares and debentures of our Company and its associated corporations, within the meaning of Part XV of the SFO which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he or she is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be recorded in the register referred to therein or which will be required to be notified to us and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies contained in the Listing Rules, will be as follows:

Name of Directors or chief executive	Capacity/ Nature of interest	Number of shares	Approximate percentage of shareholding immediately before the [REDACTED]	Approximate percentage of shareholding immediately after the [REDACTED] ⁽²⁾
Mr. CAI Jianwei ⁽³⁾ . . .	Beneficial owner	5,620,000	2.52%	[REDACTED]%

Notes:

- (1) All interests stated are long positions.
- (2) The table above is calculated on the basis that the total of [REDACTED] Shares will be in issue immediately after completion of the [REDACTED].
- (3) As at the Latest Practicable Date, these interests comprised 5,620,000 underlying Shares in respect of the Options granted to Mr. CAI Jianwei under the 2022 Share Incentive Scheme.

(b) *Interests and short positions disclosable under Divisions 2 and 3 of Part XV of the SFO*

For information on the persons who will, immediately following the completion of the [REDACTED], having or be deemed or taken to have beneficial interests or short position in our Shares or underlying shares which would fall to be disclosed to our Company under the provisions of 2 and 3 of Part XV of the SFO, or directly or indirectly be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of our Group, please refer to the section headed “Substantial Shareholders” in this document.

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Save as set out above, as of the Latest Practicable Date, our Directors were not aware of any persons who would, immediately following the completion of the [REDACTED], be interested, directly or indirectly, in 10% or more of the nominal of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of our Group.

2. Disclaimers

Save as disclosed in this section, “Directors and Senior Management” and “[REDACTED]”:

- (a) none of the Directors or any experts named in the paragraph headed “F. Other Information — 4. Consents of Experts” below has any direct or indirect interest in the promotion of, or in any assets which have been, within the two years immediately preceding the date of this document, acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group;
- (b) none of the Directors or any experts named in the paragraph headed “F. Other Information — 4. Consents of Experts” below is materially interested in any contract or arrangement subsisting at the date of this document which is significant in relation to the business of our Group taken as a whole;
- (c) none of our Directors or any of experts named in the paragraph headed “F. Other Information — 4. Consents of Experts” below has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (d) taking no account of any Shares which may be taken up under the [REDACTED] and allotted and issued to pursuant to the Pre-[REDACTED] Share Incentive Schemes (defined below), so far as is known to any Director or chief executive of the Company, no other person will, immediately following completion of the [REDACTED], have interests or short positions in our Shares and underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO or (not being a member of the Group), be interested, directly or indirectly, in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group;
- (e) none of the Directors or chief executive of the Company has any interests or short positions in our Shares, underlying shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) which will have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered into the register referred to therein, or will be required, pursuant to the Model Code for Securities Transaction by Directors of Listed Issuers, to be notified to the Company and the Stock Exchange once our Shares are listed thereon; and
- (f) as far as is known to our Directors, none of our Directors or their close associates (as defined in the Listing Rules) or the existing Shareholders (who, to the knowledge of our Directors, owns more than 5% of our issued share capital) has any interest in any of the five largest customers or the five largest suppliers of our Group.

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E. PRE-[REDACTED] SHARE INCENTIVE SCHEMES

1. Overview

As at the Latest Practicable Date, the Company has adopted 2022 Share Incentive Scheme and 2025 Share Option Scheme (collectively, the “**Pre-[REDACTED] Share Incentive Schemes**”) to attract and retain the personnel. The following is a summary of the Pre-[REDACTED] Share Incentive Schemes and their principal terms. Neither of the Pre-[REDACTED] Share Incentive Schemes is subject to the provisions of Chapter 17 of the Listing Rules as neither of the Pre-[REDACTED] Share Incentive Schemes involves any grant of share options or awards by our Company to after the Listing.

2. Purpose

The purpose of the Pre-[REDACTED] Share Incentive Schemes is to attract and retain the best available personnel, to provide additional incentives to the employees, directors, consultants engaged by the Company or any of its holding company, subsidiary or affiliates, and persons who made special contributions in certain aspects to the Company and to promote the success of the Company’s business.

3. Administration

The Pre-[REDACTED] Share Incentive Schemes shall be administered by the Board or its compensation committee (“**Compensation Committee**”). The Board and the Compensation Committee as authorized by the Board has discretion to select participants, determine and amend the amount and terms of the Options, interpret the Pre-[REDACTED] Share Incentive Schemes and take all necessary actions to manage the Pre-[REDACTED] Share Incentive Schemes in accordance with the terms thereunder, and applicable laws.

4. Participants

The eligible participants include employees, directors, consultants engaged by the Company or any of its holding company, subsidiary or affiliates (the “**Related Entity**”), and persons as determine by the Board or Compensation Committee (“**Eligible Participants**”).

5. Number of Shares

2022 Share Incentive Scheme

The total number of Shares underlying all outstanding Options that granted under the 2022 Share Incentive Scheme shall not exceed 19,960,000 Shares representing approximately [8.94]% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED] and [REDACTED]% of our total issued share capital immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised.

2025 Share Option Scheme

The total number of Shares underlying all outstanding Options that granted under the 2025 Share Option Scheme shall not exceed 2,586,598 Shares representing approximately [1.16]% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED] and [REDACTED]% of our total issued share capital immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised.

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6. Effectiveness and Duration

The 2022 Share Incentive Scheme shall be valid and effective for a period up to ten years commencing from its adoption date, unless terminated in accordance with the 2022 Share Incentive Scheme.

The 2025 Share Option Scheme shall be valid and effective for a period up to six years commencing from its adoption date, unless terminated in accordance with the 2025 Share Option Scheme.

7. Awards

Subject to compliance with the applicable laws and subject to the terms of the Pre-[REDACTED] Share Incentive Schemes, the Compensation Committee shall be entitled, at its sole and absolute discretion, to grant Options to an eligible participant ("Awards").

8. Vesting Period

The Options shall be vested in tranches in accordance with the vesting schedule as determined and adjusted pursuant to the terms of the Pre-[REDACTED] Share Incentive Schemes.

9. Exercise of Options

(i) Exercise Price

Subject to the applicable laws, the exercise price shall be determined by the Compensation Committee combining the net asset value of the Company, the most recent appraised value or the most recent financing price, multiplied by a specific discount percentage. The Compensation Committee can determine different exercise prices based on the qualifications of circumstances of the grantees, or they can set a uniform exercise price for the same issue of a granted Option under the Pre-[REDACTED] Share Incentive Schemes.

(ii) Exercise Period

Any vested Options shall be exercisable in accordance with the terms of the Pre-[REDACTED] Share Incentive Schemes.

(iii) Taxes and Expenses

No Shares or related trust benefits will be delivered under the Pre-[REDACTED] Share Incentive Schemes until the grantee has made arrangements, acceptable to the Compensation Committee or the person appointed and authorized by them under the Pre-[REDACTED] Share Incentive Schemes or, to satisfy all income and employment tax withholding requirements. The grantee shall be responsible for all taxes relating to the granted Awards and Shares underlying the Awards, and the Company and/or any of its holding company, subsidiaries or affiliates shall have the right to withhold or collect amounts needed to meet these obligations upon exercise of the Option.

10. Transferability

Subject to the applicable laws, Awards shall be transferrable (i) by will and by the laws of descent and distribution and (ii) during the lifetime of the grantee, only to the extent and in the manner approved by the Compensation Committee and/or the person(s) appointed and authorized by them under the Pre-[REDACTED] Share Incentive Schemes.

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Notwithstanding such restriction, the grantee may designate one or more beneficiaries of the Options granted to the grantee in the event of the grantee's death on a beneficiary designation form provided by the Compensation Committee and/or the person(s) appointed and authorized by them under the Pre-[REDACTED] Share Incentive Schemes.

11. Cancellation and Repurchase

Following termination of a grantee's continuous service for involuntary resignation without Cause (as defined below), (i) all unvested Awards shall be canceled after six months from the date of termination of the employment relationship; (ii) all vested but unexercised Awards shall be exercisable within six months from the date of termination of the employment relationship, after which such Awards shall be canceled; (iii) subject to the terms of the 2025 Share Incentive Scheme, all Shares (if any) acquired through exercise of Awards can be repurchased by the Company or the person designated by the Company with the consent between the grantee and the Company.

Following termination of a grantee's continuous service for Cause, or within six months after the termination of a grantee's continuous service without Cause, under the circumstance that the Company finds that there exists a Cause, (i) all unvested Awards and vested but unexercised Awards shall be canceled; (ii) all Shares (if any) acquired through exercise of Awards shall be forfeited by the Company. In addition, if the grantee benefits from the transfer or sale of the corresponding Shares (or trust benefit corresponding to the Shares, where applicable) of the exercised Awards, the grantee shall return all the cash or other proceeds to the person designated by the Company and shall be liable for the losses suffered by the Company or the Related Entity due to any Cause of the grantee.

Following termination of a grantee's continuous service for the incapacity or death of the grantee, all unvested Awards shall be canceled, but when the grantee becomes incapacitated or dies in the performance of official duties, all unvested Awards shall be accelerated and can be vested; the successor shall have six months from the date of death or incapacity of the grantee to decide whether to exercise the Awards and the non-exercised portion shall be canceled.

Upon a breach of the non-competition obligation within two years after termination of a grantee's continuous service, (i) all unvested Awards and vested but unexercised Awards shall be canceled on the date of discovery of such breach; (ii) all Shares (if any) acquired through exercise of Awards shall be forfeited by the Company. In addition, if the grantee benefits from the transfer or sale of the corresponding Shares (or trust benefit corresponding to the Shares, where applicable) of the exercised Awards, the grantee shall return all the cash or other proceeds to the person designated by the Company and shall be liable for liquidated damages in the same amount as the proceeds, if any, received from the exercise of Awards.

Following the continuous and material failure of grantee to perform its obligations to the Company or any Related Entity (including, without limitation, due to unsatisfactory personal performance appraisals and inability to perform the job), (i) all unvested Awards and vested but not exercised Awards shall be canceled; (ii) All shares (if any) acquired through exercise of Awards shall be forfeited. In addition, if the grantee benefits from the transfer or sale of the corresponding Shares (or trust benefit corresponding to the Shares, where applicable) of the exercised Awards, the grantee shall return all the cash or other proceeds to the person designated by the Company.

"Cause" means, with respect to the termination of the grantee's continuous service by or with the Company or the Related Entity to which the grantee provides service, that such termination is for "Cause" as such term is expressly defined in a then-effective written agreement between the grantee and the Company or such Related Entity, or in the absence of such then-effective written agreement or such definition, is based on, in the determination of the Compensation Committee, the grantee's: (i) negligence in performing, or refusal to perform, any major duties to the Company or any Related Entity (as stated in the agreement between the grantee and the Company or any Related Entity, or reasonably assigned by the Company or such Related Entity based on the grantee's

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position), or material violation of any code of conduct, rules, regulations, or policies of the Company or any Related Entity, (ii) material violation of any applicable laws or securities laws, (iii) any intentional misconduct or material breach of any labor contract (employment agreement), non-disclosure obligation, non-competition obligation, non-solicitation obligation or other agreement between the grantee and the Company or any Related Entity, (iv) performance of any act or failure to perform any act in bad faith or in material negligence, and to the detriment of the Company or a Related Entity (economical or reputational), (v) dishonesty or commitment in an act of theft, embezzlement, fraud, or a breach of trust, (vi) breach of a fiduciary duty, or commission of a crime (other than minor traffic violations or similar offenses), or (vii) any intentional act in a manner detrimental to the reputation, business operation, assets, or market image of the Company or any Related Entity, including intentionally slandering the reputation of the Company or any Related Entity, disseminating statements adverse to the Company or any Related Entity, or otherwise defying or defaming the Company or any Related Entity in public or through other public channels.

12. Details of the Awards granted

22,546,598 Shares underlying all Options had been issued and were held by Nova Seed Limited as at the Latest Practicable Date and there will not be any dilution effect to the issued Shares upon the exercise of Options.

2022 Share Incentive Scheme

As of the Latest Practicable Date, the aggregate number of Shares underlying the Awards granted to the eligible participants under the 2022 Share Incentive Scheme is 19,960,000, representing approximately [8.94]% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED] and [REDACTED]% of our total issued share capital immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised. Details of the Awards granted under the 2022 Share Incentive Scheme are set out as below:

Name of the grantees	Nationality	Address	Relationship with our Group	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾
<i>Connected Persons</i>							
LU Min.	Chinese	Room 501, No. 9, Phase 4, Vanke Jade Park, Lane 388, Chuanhe Road, Sunqiao Town, Pudong New Area, Shanghai, PRC	Director and chief executive officer of our Company,	600,000	Four years ⁽²⁾	0.3633	[REDACTED]%
			director of Nova International, director and chief executive of Nova Shanghai, Nova (Wuxi) Business Information Consulting Co., Ltd., Nova Wuxi and Nova Technology (Chengdu) Co., Ltd.	746,250	Four years ⁽²⁾	0.5411	[REDACTED]%
CAI Jianwei.	Chinese	Room 1802, No. 5, Lane 1299, Dingxiang Road, Pudong New Area, Shanghai, PRC	Director and co-chief executive of our Company,	3,020,000	Four years ⁽²⁾	0.1091	[REDACTED]%
			director of Nova Wuxi and	1,600,000	One year ⁽³⁾	0.1091	[REDACTED]%
			Guangzhou Tianxin	1,000,000	Four years ⁽²⁾	0.3633	[REDACTED]%

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Name of the grantees	Nationality	Address	Relationship with our Group	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾
SHEN Heling . .	Chinese	Room 301, No. 11, Lane 298, West Gaoqing Road, Pudong New Area, Shanghai, PRC	Chief marketing officer of our Company, director of Nova International, and director, manager and legal representative of Beijing Nova Business Information Consulting Co., Ltd.	1,300,000	Four years ⁽²⁾	0.1091	[REDACTED]%
				1,155,000	Four years ⁽²⁾	0.3633	[REDACTED]%
YANG Jianying .	Chinese	Room 1004, No. 8, Hanzhong Road, Jingan District, Shanghai, PRC	Director of Nova International, Nova Wuxi and Guangzhou Tianxin	150,000	Four years ⁽²⁾	0.3633	[REDACTED]%
				1,550,000	Four years ⁽²⁾	0.5411	[REDACTED]%
				100,000	Four years ⁽²⁾	0.1091	[REDACTED]%
				150,000	One year ⁽³⁾	0.1091	[REDACTED]%
SUN Zhigang . .	Chinese	Room 0203, Building 4, Shanhai Meiyu, Yueliangwan Community, Nanshan Street, Nanshan District, Shenzhen, Guangdong Province, PRC	Director and chief executive of Aibang	15,000	Four years ⁽²⁾	0.5411	[REDACTED]%
Subtotal:				11,386,250			[REDACTED]%
<i>Independent Third Parties</i>							
<i>Senior Management</i>							
CHEN Hong . .	Chinese	Room A409-B, No. 920, North Sichuan Road, Hongkou District, Shanghai, PRC	Chief data officer of our Company and director of Nova (Shanghai) Information Technology Co., Ltd.	420,000	Four years ⁽²⁾	0.5411	[REDACTED]%
				180,000	Three years ⁽⁴⁾	0.1091	[REDACTED]%
<i>Other Independent Third Parties</i>							
83 Other Eligible Participants ⁽⁵⁾	/	/	Other Eligible Participants ⁽⁵⁾	7,873,750	Four years ⁽²⁾	0.1091, 0.3633 or 0.5411	[REDACTED]%
				100,000	One year ⁽³⁾	0.1091	[REDACTED]%
Subtotal				8,573,750			[REDACTED]%
Total				19,960,000			[REDACTED]%

Notes:

- (1): Assuming no [REDACTED] is exercised.
- (2): 25% shall vest on each anniversary of the date of grant for the next four years.
- (3): All Options shall vest on the first anniversary of the date of grant.
- (4): One-third shall vest on each anniversary of the date of grant for the next three years.
- (5): Other Eligible Participants means the Eligible Participants who are not Directors, senior management of the Company or connected persons of the Company.

Save as disclosed above, no Awards had been granted to our Directors, members of senior management of our Company, or any other connected persons under the 2022 Share Incentive Scheme.

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Save as the five grantees who are connected persons and one grantee who is a member of the senior management of our Company disclosed above, the remaining 83 grantees who are our other Independent Third Parties have been granted Awards to subscribe for 7,973,750 Shares under the 2022 Share Incentive Scheme. Please refer to the below table for details.

Range of outstanding Options granted in lots	Total number of grantees	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾
1 to 5,000	33	110,000	Note 2	0.1091, 0.3633 or 0.5411	[REDACTED]%
5,001 to 50,000	32	832,500	Note 2	0.1091, 0.3633 or 0.5411	[REDACTED]%
50,001 to 5,000,000	18	7,031,250	Note 2	0.1091, 0.3633 or 0.5411	[REDACTED]%
Total	83	7,973,750	/	/	[REDACTED]%

Notes:

- (1): Assuming no [REDACTED] is exercised.
- (2): For Options of which the vesting period is four years, 25% shall vest on each anniversary of the date of grant for the next four years. For Options of which the vesting period is one year, all Options shall vest on the first anniversary of the date of grant.
- (3): The exercise prices of the 2022 Share Incentive Scheme are USD0.1091 per Share, USD0.3633 per Share and USD0.5411 per Share. The same grantee may be granted multiple Options with different exercise prices.

2025 Share Option Scheme

As of the Latest Practicable Date, the aggregate number of Shares underlying the Options granted to the eligible participants under the 2025 Share Option Scheme is 2,586,598, representing approximately [1.16]% of the aggregate amount of the Shares in issue immediately before the completion of the [REDACTED] and [REDACTED]% of our total issued share capital immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised. Details of the Options granted under the 2025 Share Option Scheme are set out as below:

Name of the grantees	Nationality	Address	Relationship with our Group	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾

Connected Persons

SHEN Heling. . .	Chinese	Room 301, No. 11, Lane 298, West Gaoqing Road, Pudong New Area, Shanghai, PRC	Chief marketing officer of our Company, director of Nova International, and director, manager and legal representative of Beijing Nova Business Information Consulting Co., Ltd.	100,000	Four years ⁽²⁾	0.5411	[REDACTED]%

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Name of the grantees	Nationality	Address	Relationship with our Group	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾
YANG Jianying . . .	Chinese	Room 1004, No. 8, Hanzhong Road, Jingan District, Shanghai, PRC	Director of Nova International, Nova Wuxi and Guangzhou Tianxin	981,098	Four years ⁽²⁾	0.5411	[REDACTED]%
LIU Zhenhao . . .	Chinese	No. 3, 6th Committee, No. 43, Shanghua Street, Xingtian Subdistrict, Xingning, Guangdong Province, PRC	Director, corporate manager and legal representative of Guangzhou Tianxin	196,200	Three years ⁽³⁾	0.5411	[REDACTED]%
Subtotal:				1,277,298			[REDACTED]%
<i>Independent Third Parties</i>							
<i>Senior Management</i>							
CHEN Hong . . .	Chinese	Room A409-B, No. 920, North Sichuan Road, Hongkou District, Shanghai, PRC	Chief data officer of our Company and director of Nova (Shanghai) Information Technology Co., Ltd.	50,000	Four years ⁽²⁾	0.5411	[REDACTED]%
<i>Other Independent Third Parties</i>							
27 Other Eligible Participants . . .	/	/	Other Eligible Participants	147,500	Four years ⁽²⁾	0.5411	[REDACTED]%
				1,111,800	Three years ⁽³⁾	0.5411	[REDACTED]%
Subtotal				1,309,300			[REDACTED]%
Total				2,586,598			[REDACTED]%

Notes:

- (1): Assuming no [REDACTED] is exercised.
- (2): 25% shall vest on each anniversary of the date of grant for the next four years, subject to the details of the grant letter.
- (3): One-third shall vest on each anniversary of the date of grant for the next three years, subject to the details of the grant letter.

Save as disclosed above, no Options had been granted to our Directors, members of senior management of our Company, or any other connected persons under the 2025 Share Option Scheme.

Save as the three grantees who are connected persons and one grantee who is a member of the senior management of our Company disclosed above, the remaining 27 grantees who are our other Independent Third Parties have been granted Options to subscribe for 1,259,300 Shares under the 2025 Share Option Scheme. Please refer to the below table for details.

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Range of outstanding Options granted in lots	Total number of grantees	Number of Options granted	Vesting Schedule	Exercise Price (USD)	Approximate percentage of shareholding immediately following completion of the [REDACTED] ⁽¹⁾
1 to 5,000	22	67,500	Four years ⁽²⁾	0.5411	[REDACTED]%
5,001 to 50,000	4	80,000	Four years ⁽²⁾	0.5411	[REDACTED]%
50,001 to 2,000,000	1	1,111,800	Three years ⁽³⁾	0.5411	[REDACTED]%
Total	27	1,259,300	/	/	[REDACTED]%

Notes:

- (1): Assuming no [REDACTED] is exercised.
- (2): 25% shall vest on each anniversary of the date of grant for the next four years, subject to the details of the grant letter.
- (3): One-third shall vest on each anniversary of the date of grant for the next three years, subject to the details of the grant letter.

F. OTHER INFORMATION

1. Estate Duty

Our Directors have been advised that no material liability for estate duty is likely to fall on our Company or any of our subsidiaries.

2. Litigation

So far as our Directors are aware, no litigation or claim of material importance is pending or threatened against any member of our Group.

3. Joint Sponsors

The Joint Sponsors have made an application on our behalf to the Listing Committee for the listing of, and permission to deal in, the Shares in issue, the Shares to be issued pursuant to the [REDACTED]. All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

Each of the Joint Sponsors confirms that it satisfies the independence criteria applicable to sponsors set out in Rule 3A.07 of the Listing Rules.

Our Company has entered into an engagement agreement with each of the Joint Sponsors, pursuant to which our Company agreed to pay the Joint Sponsors a total fee of US\$1,000,000 to act as sponsors to our Company in connection with the [REDACTED].

4. Consents of Experts

The following experts have each given and have not withdrawn their respective written consents to the issue of this document with copies of their reports, letters, opinions or summaries of opinions (as the case may be) and the references to their names included herein in the form and context in which they are respectively included.

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Name	Qualification
J.P. Morgan Securities (Far East) Limited . .	A licensed corporation under the SFO carrying on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the SFO
HSBC Corporate Finance (Hong Kong) Limited	A licensed corporation under the SFO carrying on Type 6 (advising on corporate finance) regulated activity under the SFO
Jingtian & Gongcheng	PRC Legal Advisor and PRC Data Compliance Advisor
Maples and Calder (Hong Kong) LLP	Legal advisor as to Cayman Islands law
Ernst & Young	Certified Public Accountants

As of the Latest Practicable Date, none of the experts named above has any shareholding interest in our Company or any of our subsidiaries or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

5. No material adverse change

Our Directors confirm that there has been no material adverse change in our Company’s financial or trading position or prospects since December 31, 2025 (being the date to which our latest audited consolidated financial statements were made up) and up to the date of this document.

6. Binding effect

This document shall have the effect, if an application is made in pursuance hereof, of rendering all persons concerned bound by all the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (WUMP) Ordinance (Chapter 32 of the Laws of Hong Kong) so far as applicable.

7. Bilingual document

The English language and the Chinese language versions of this document are being published separately, in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

8. Compliance Advisor

Our Company have appointed Somerley Capital Limited as its compliance advisor in compliance with Rule 3A.19 of the Listing Rules.

9. Preliminary expenses

As of Latest Practicable Date, our Company did not incur any material preliminary listing expense of the [REDACTED].

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10. Miscellaneous

- (1) Save as disclosed in "Financial Information" and "[REDACTED]", within the two years immediately preceding the date of this document:
 - (a) no share or loan capital of any member of our Group has been issued or agreed to be issued or is proposed to be issued for cash or as fully or partly paid other than in cash or otherwise;
 - (b) no share or loan capital of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option; and
 - (c) no commissions, discounts, brokerage or other special terms have been granted in connection with the issue or sale of any shares or loan capital of any member of our Group.
- (2) Save as disclosed in this section and "Financial Information":
 - (a) no founder, management or deferred shares nor any debentures in any member of our Group;
 - (b) no share or loan capital or debenture of any member of our Group is under option or is agreed conditionally or unconditionally to be put under option; and
- (3) We do not have any promoter. No cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the [REDACTED] and the related transactions described in this document within the two years immediately preceding the date of this document.
- (4) No equity or debt securities of any company within our Group is presently listed on any stock exchange or traded on any trading system nor is any listing or permission to deal being or proposed to be sought.
- (5) Our Company has no outstanding convertible debt securities or debentures.
- (6) There is no arrangement under which future dividends are waived or agreed to be waived.

There has not been any interruption in the business of our Group which may have or have had a significant effect on the financial position of our Group in the twelve (12) months immediately preceding the date of this document.

APPENDIX V DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES AND DOCUMENTS ON DISPLAY

DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES

The documents attached to the copy of this document delivered to the Registrar of Companies in Hong Kong for registration were, among other documents:

- (a) the written consents referred to under the section headed “Statutory and General Information — F. Other Information — 4. Consents of Experts” in Appendix IV; and
- (b) a copy of each of the material contracts referred to in the section headed “Statutory and General Information — B. Further Information about Our Business — 1. Summary of the Material Contracts” in Appendix IV.

DOCUMENTS AVAILABLE ON DISPLAY

Copies of the following documents will be available on display on the website of the Stock Exchange at www.hkexnews.hk and our website at <https://www.nuanwa.net> during a period of 14 days from the date of this document:

- (c) the Memorandum of Association and the Articles of Association;
- (d) the Accountants’ Report from Ernst & Young, the text of which is set out in Appendix I to this document;
- (e) the report on the unaudited [REDACTED] financial information of our Group from [REDACTED], the text of which is set out in Appendix II to this document;
- (f) the audited consolidated financial statements of our Group for the three financial years ended December 31, 2023, 2024 and 2025;
- (g) the PRC legal opinions issued by Jingtian & Gongcheng, our legal advisor as to PRC law, in respect of certain general corporate matters and property interests in the PRC of our Group;
- (h) the letter of advice prepared by Maples and Calder (Hong Kong) LLP, our legal advisor on Cayman Islands law, summarizing certain aspects of the Cayman Islands company law referred to in Appendix III to this document;
- (i) the Cayman Companies Act;
- (j) the industry report issued by Frost & Sullivan (Beijing) Inc., Shanghai Branch Co., a summary of which is set forth in the section headed “Industry Overview” in this document;
- (k) the written consents referred to under the section headed “Statutory and General Information — F. Other Information — 4. Consents of Experts” in Appendix IV;
- (l) the material contracts referred to in “Statutory and General Information — B. Further Information about Our Business — 1. Summary of Material Contracts” in Appendix IV;
- (m) the service contracts and the letters of appointment with our Directors referred to in “Statutory and General Information — C. Further Information about our Directors — 1. Directors’ service contracts and appointment letters” in Appendix IV; and
- (n) the terms of the Pre-[REDACTED] Share Incentive Schemes.