[**REDACTED**] *in our H Shares is subject to various risks. You should consider carefully all of the information presented in this Document, including the risk factors described below, according to the specific circumstances and your* [**REDACTED**] *target before making any* [**REDACTED**] *decision in relation to our H Shares. If any of the events described below occurs, the business, financial condition, and results of operations of our Company could be materially and adversely affected. In such event, the* [**REDACTED**] *of our H Shares could fall and you may lose part or all of your* [**REDACTED**]. *You should seek professional advice from your relevant advisors regarding your prospective* [**REDACTED**] *in the context of your particular circumstances.*

RISKS RELATING TO OUR BUSINESS AND INDUSTRY

If we fail to retain our existing riders or attract new riders, we will not be able to increase the numbers of orders and active users of our platform and our platform will become less appealing.

Our success in a given geographic market significantly depends on our ability to maintain or increase the scale of our network in that geographic market by attracting riders to our platform and by keeping them engaged on our platform. Our riders may choose from a wide variety of means of transportation, including personal vehicles, rental cars, public transit and ride-hailing services. Rider preferences may also change from time to time. If riders choose to use other platforms or other means of transportation, we may not generate sufficient opportunities for drivers to earn a competitive income, which may reduce the perceived utility of our platform.

Riders' willingness to use our platform may be adversely affected by a number of factors, some of which are beyond our control, including (i) negative publicity related to our brand, (ii) dissatisfaction with one or more aspects of our services such as the efficiency, pricing, quality of service provided by drivers and quality of our customer support and (iii) safety conditions of our services and the adequacy and effectiveness of our safety measures and emergency responses. If existing and new riders do not perceive our services to be reliable, safe and affordable, or if we fail to upgrade features of our platform, we may not be able to attract or retain riders or to increase their utilization of our platform. As we continue to expand into new geographic areas, we will be relying in part on the word-of-mouth effect from our existing riders to attract new riders and, therefore, our ability to consistently deliver satisfactory experience to existing riders is crucial to our growth.

If our platform fails to respond to riders and drivers accurately and efficiently, resulting in lower response rate, longer waiting time or inefficient route planning, user satisfaction of our services may be undermined. In addition, riders rely on our customer service team to resolve any issues relating to our offerings, including safety incidents or irregular behaviors of the drivers. We also have a one-tap emergency assistance function in our app, which allows riders to make emergency calls to the police instantly. However, we cannot assure you that such assistance will always be able to solve issues in a manner satisfactory to our riders.

As we continue to grow our business and improve our offerings, our failure to provide satisfying user experience at scale could harm our relationships with riders and make our platform less attractive than our competitors' platforms, which may materially and adversely affect our ability to attract and retain riders.

If we are unable to retain existing drivers or attract new drivers, our platform will become less appealing to riders, and our business, results of operations and financial condition may be materially and adversely impacted.

Our success in a given geographic market also depends on our ability to maintain or increase the fleet in that geographic market by attracting and retaining drivers on our platform. The number of existing drivers or their level of engagement on our platform may materially decline or fluctuate as a result of a number of factors, including the passing of local laws and regulations limiting our service and product offerings, dissatisfaction with our driver pricing model, ability to prevent and manage safety incidents, the availability of competing platforms, or other aspects of our business. We may also experience driver supply constraints caused by various regulatory or commercial reasons in the geographic markets where we operate, which are generally beyond our control, and hence fail to efficiently recruit new drivers. We cannot guarantee that our efforts to retain drivers will be effective or economically efficient. In addition, changes in driver qualification requirements may increase our costs and reduce our ability to recruit new drivers to our platform. Any changes in the legal requirements for their qualification, screening, and background check procedure may reduce the number of available drivers in the relevant markets and delay our effort in ramping up our service capacity by expanding the driver force, which may materially and adversely impact our business and growth.

Further, increases in the costs incurred by drivers could cause drivers to spend less time providing services on our platform or to seek alternative sources of income. Factors such as inflation, increased energy prices, and increased vehicle purchase, rental, or maintenance costs may increase the costs incurred by drivers when providing services on our platform. As a result, we may be forced to raise the fees we charge riders, and hence risk reducing the competitiveness of and the market demand for our services. Increased costs may also cause drivers to spend less time providing services on our platform or to seek alternative sources of income.

Any reduction in the number or availability of drivers may lead to a reduction in platform usage by riders, which in turn may make our platform less attractive to drivers than our competitors' platforms. Any decline in the number of drivers or riders using our platform may reduce our service capacity and may harm our business, results of operations and financial condition.

The mobility industry is highly competitive, and we may be unable to compete effectively.

Our industry is highly competitive and characterized by rapid changes in technology, shifting user preferences, and frequent introductions of new services and offerings. We face significant competition from existing, well-established, and low-cost alternatives, and in the future we expect to face competition from new market entrants. In addition, the cost to switch between service providers is low, and riders have a propensity to shift to the lowest-cost or highest-quality ride hauling service provider, whereas drivers have a propensity to shift to the platform with the highest earnings potential. As we and our competitors introduce new products and services, and as existing services and products evolve, we expect to become subject to additional competition. In addition, our competitors may adopt features of our offerings, which would reduce our ability to differentiate our offerings from those of our competitors, or they may adopt innovations that drivers and riders value more highly than ours, which would render our offerings less attractive. If we are unable to anticipate or react to these competitive challenges, our competitive position could weaken, or fail to improve, and we could experience growth stagnation or even a decline in revenue that could materially and adversely affect our business, results of operations and financial condition.

In addition, we anticipate that many of our competitors are well capitalized and have the resources to offer discounted services, driver incentives and consumer promotions, as well as to develop innovative offerings and alternative pricing models, which may be more attractive to riders than those that we offer. Some of our current or potential competitors have, and may in the future continue to have, greater resources and access to larger driver and consumer bases in a particular geographic area. Our competitors in certain geographic areas enjoy substantial competitive advantages such as greater brand recognition, longer operating histories, better-localized knowledge, and more supportive regulatory regimes. As a result, such competitors may be able to respond more quickly and effectively than us in these areas to new or changing opportunities, technologies, consumer preferences, regulations, or standards, which may render our offerings less attractive. Moreover, future competitors may share the benefit of any regulatory or governmental approvals and litigation victories we may achieve, without having to incur the costs we have incurred to obtain such benefits. These factors may allow our competitors to derive greater revenue and profits from their existing user bases, enlarge their user base at lower costs, or respond more quickly to new and emerging technologies and trends. Our current and potential competitors may also establish cooperative or strategic relationships amongst themselves or with third parties that may further enhance their resources and offerings.

We believe that our ability to compete effectively depends upon many factors both within and beyond our control, including (i) our ability to scale up user base by attracting and retaining drivers and riders, (ii) our ability to provide superior user experience, (iii) our ability to maintain and improve our safety mechanism, (iv) the popularity, price, utility, ease of use, performance and reliability of our offerings compared to those of our competitors, (v) our reputation and brand strength relative to our competitors, (vi) our ability to expand cooperation relationships or strategic partnerships with our business partners, (vii) our ability, and the ability of our competitors, to develop new offerings, (viii) our ability to maintain business integrity, (ix) our ability to expand city coverage and strengthen our presence across different markets, (x) our ability to apply and leverage key AI technologies effectively to enhance operational efficiency and competitiveness, (xi) changes mandated by, or that we elect to make to address, evolving legislation and requirements by regulatory authorities, (xii) our ability to fully comply with relevant laws, regulations, rules, policies and guidelines, as well as address disputes, proceedings, settlements, judgments, injunctions and consent decrees, (xiii) our ability to attract, retain and motivate talented employees, (xiv) our ability to raise additional capital and (xv) acquisitions or consolidation within our industry.

If we are unable to introduce or manage new or upgraded valuable services, products or technologies, we may fail to retain and attract drivers and riders to our platform and our operating results would be adversely affected.

To continue to attract and retain drivers and riders to our platform, we have invested and will need to continue to invest in the R&D of new or upgraded services, products and technologies that add value for them and that differentiate us from our competitors. Developing and delivering new or upgraded services, products and technologies is costly, and the success of such services, products and technologies depends on several factors, including the timely completion, introduction, government regulation and market acceptance of such services, products and technologies. Moreover, any such new or upgraded services, products, or technologies may not work as intended or may not provide the intended value to drivers or riders.

Our R&D initiatives have inherent risks, as each involves newly emerging industries and unproven business strategies and technologies with which we may have limited or no prior development or operating experience. New technologies and offerings may encounter additional expenses, regulatory challenges and market skepticism, some of which we do not currently anticipate. There can be no assurance that demand for such initiatives will exist or be sustained at the levels that we anticipate, or that any of these initiatives will gain sufficient traction or market acceptance to generate sufficient revenues to offset the expenses or liabilities associated with these new investments.

In particular, we have invested, and may continue to invest, substantial resources in large models and Robotaxi. Any accidents or failures in the commercial application of these technologies in general, even those not related to us, may cause negative publicity, damage customer confidence and may also lead to heightened regulatory scrutiny. Accidents, failures or setbacks involving our technologies in future may result in substantial liabilities and damage our brand image, and therefore adversely affect our business, results of operations and financial condition.

It is also possible that service and product offerings developed by others will render our service and product offerings noncompetitive or obsolete. Furthermore, our R&D efforts with respect to new products, offerings and technologies could distract management from current operations, and will divert capital and other resources from our more established products, offerings and technologies. If we do not realize the expected benefits of our R&D investments, or if drivers or riders do not value them or perceive their benefit, our business, results of operations, financial condition and prospects may be harmed.

If new or existing regulations governing the use of algorithms restrict our ability to use algorithms in our business, our business, financial condition, results of operations, and prospects could be adversely affected.

We use algorithms and deep learning systems to assist individual drivers and riders to reduce pickup waiting times and idle driving times. China adopts regulations governing the use of algorithms from time to time. See "Regulatory Overview — Data Security, Cybersecurity and Privacy Protection Regulations — Privacy Protection." We cannot assure you that we will be able to continue to comply with such laws and regulations if the relevant regulatory landscape evolves. If new or existing regulations restrict our ability to use algorithms in our business, our business, financial condition, results of operations and prospects could be adversely affected.

The market where we operate is still evolving. If the market does not grow as expected, our business, results of operations, financial condition and prospects may be materially and adversely affected.

Our success largely depends on the market demand for our services. If the general public does not perceive ride-hailing services and innovative service options such as Robotaxi due to concerns related to safety, cost or efficiency, the demand for our service may be materially and adversely impacted. Furthermore, the regulatory environment in the PRC and the industry has been undergoing a number of changes and reforms in various areas in recent years, including, among others, cybersecurity, information security, privacy and data security, and anti-monopoly matters. We cannot assure you that the relevant regulations will not change, especially the emerging innovative service options such as autonomous driving and Robotaxi. The market prospects may be materially and adversely affected and, accordingly, we may experience revenue reduction. Ride-hailing service also may face challenges brought by alternative mobility options such as railways and air travel which may be perceived by the general public as having superior efficiency or safety. Any of the foregoing risks and challenges may materially and adversely affect our business, results of operations, financial condition and prospects.

We rely on third-party Aggregation Platforms to offer our ride-hailing services.

We collaborate with various third-party Aggregation Platforms that facilitate user traffic to our platform and scale up our operation. During the Track Record Period, an increasing number and percentage of our orders were generated through these Aggregation Platforms, and this trend may persist in the near future. However, the market of Aggregation Platforms may become more concentrated. If we can only choose from a small number of Aggregation Platforms that are able to provide the user facilitation services that we require, we may have to accept unfavorable terms due to limited bargaining power. If we are charged higher commission fees by Aggregation Platforms, our profit margin will be negatively affected. Furthermore, any disruption in our collaboration with third-party Aggregation Platforms may significantly reduce the number of orders that we can serve, and we cannot assure you that we would be able to find alternative Aggregation Platforms on terms that are acceptable to us on a timely basis, or at all.

We had gross loss, net loss and net cash outflow during the Track Record Period, and may incur gross loss, net loss or have net cash outflow in the future.

We have incurred significant losses during the Track Record Period. We had net loss of RMB1,967.6 million and RMB690.3 million in 2023 and 2024, respectively. We cannot assure you that we will be able to generate profits in the future. Our ability to achieve future profitability depends largely on our ability to manage our costs and expenses. We cannot assure you that we will achieve this goal. We may experience losses in the future due to our continued investments in technology, talent, driver base and service fleet expansion and other initiatives. In addition, our ability to achieve and sustain future profitability is affected by various factors, some of which are beyond our control, such as regulatory developments or competitive dynamics in the industry. We expect our costs and other operating expenses to increase as we expand our business. If our costs and operating expenses continue to increase without a commensurate increase in our revenue, we may not be able to become profitable.

Furthermore, we had net cash flow used in our operating activities of RMB698.2 million in 2023 and RMB124.4 million in 2025, respectively, as compared to net cash flow generated from operating activities of RMB317.1 million in 2024. See "Financial Information — Liquidity and Capital Resources — Net Cash Flows (Used in)/From Operating Activities." Net cash outflow may require us to obtain external financing to meet our financial needs. If we are unable to do so, we may be in default of payment obligations, or unable to develop business as planned, which in turn may materially and adversely affect our business, financial condition and results of operations.

If we fail to address the safety concerns related to our services or inappropriate user activities, our business, results of operations and financial condition may be adversely affected.

We rely heavily on our ability to maintain a high level of safety of our services, as well as the public perception of the level of safety on our platform to attract and retain riders and drivers.

Safety incidents associated with our or our competitors' services or otherwise may attract public attention, harm our reputation, invite government scrutiny, and lead to restrictions on our business. For instance, our safety procedures may fail, or safety incidents may be caused by drivers or riders with no past history of problematic behavior. Deaths or injuries occurred during ride-hailing may affect the public perception of mobility services that is disproportionate to their statistical likelihood compared to other means of transportation. Furthermore, public perception and regulatory scrutiny of the safety of ride-hailing or other mobility services in general may be influenced by safety incidents that occur on other platforms unrelated to ours, which may divert our management's time and attention from business operations and adversely impact our reputation. In addition, the development of Robotaxi technology is still at an early stage, and if we are unable to maintain safety conditions in the testing operation and commercial operation of Robotaxi services, riders and drivers may suffer property damage or physical injury, and the market reception of Robotaxi may be adversely affected. In the event that we are not able to prevent or mitigate safety incidents, our business, results of operations and financial condition may be adversely affected.

Illegal, improper or otherwise inappropriate activities by drivers, riders or other users may adversely affect our brand, business, results of operations and financial condition. These activities may include assault, abuse, theft and other misconduct, which may expose us to liability or adversely affect our brand or reputation. At the same time, if the measures we have taken to guard against these illegal, improper or otherwise inappropriate activities are too restrictive and inadvertently prevent or discourage drivers or riders from remaining engaged on our platform, or if we are unable to implement and communicate these measures fairly and transparently or are perceived to fail to do so, the growth and retention of the number of drivers and riders on our platform and their utilization of our platform may be adversely impacted. Furthermore, any negative publicity related to the foregoing, whether such incident occurred on our platform or on our competitors' platforms, may adversely affect our reputation and brand or public perception of ride-hailing and other mobility services in general, which could adversely affect demand for platforms like ours, and potentially lead to increased regulatory or litigation exposure.

If we or the drivers or vehicles on our platform fail to obtain and maintain requisite licenses and approvals, our business, results of operations and financial condition may be materially and adversely affected.

Our business is subject to extensive licensing, permit, filing and approval requirements under PRC laws and regulations. See "Regulatory Overview." If we fail to obtain, maintain or renew any of the requisite licenses, permits, filings or approvals, or if the relevant authorities determine that our operations do not satisfy applicable regulatory requirements, we may be subject to warnings, orders for rectification, fines, operational restrictions, suspension of relevant business activities or, in serious cases, revocation of relevant permits or qualifications. Any such penalties or regulatory actions could disrupt our business operations, increase our compliance costs, damage our reputation and materially and adversely affect our business, financial condition and results of operations.

Our limited operating history and our evolving business make it difficult to evaluate our future prospects and the risks and challenges that we may encounter.

We have a relatively short operating history and have continued to expand our business since our inception. We may launch new solution offerings or discontinue any existing ones for strategic purposes. Any of such changes may have a material adverse effect on our business, financial condition, results of operations and prospects. Our limited operating history and evolving business make it difficult to evaluate our future prospects and the risks and challenges we may encounter. These risks and challenges include, but are not limited to, our ability to:

- forecast our revenues and budget for and manage our expenses;
- attract new drivers and riders and retain existing drivers and riders by developing new platform features, offerings and services in a cost-effective manner;
- anticipate and respond to macroeconomic and industrial changes and effectively manage our growth by adapting to evolving market conditions, including technological developments and changes in the competitive landscape;
- maintain and enhance the value of our reputation and brand;
- increase our market share in existing industries and expand into new industries and successfully expand our geographic reach and overcome challenges particular to new geographical areas;
- hire, integrate and retain talented people at all levels of our organization;
- plan for and manage capital expenditures for our current and future product and service offerings;
- ensure that users of our platform will fully comply with our policies and standards; and
- effectively deal with outbreak of health pandemics, natural disasters and other extraordinary events.

Further, because we have limited historical financial data and operate in a rapidly evolving market, 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 market. If our assumptions regarding these risks and uncertainties, which we use to plan and operate our business, are incorrect or change, or if we do not address these risks successfully, our results of operations could differ materially from our expectations and our business, financial condition and results of operations could be adversely affected.

If we cannot efficiently expand our geographic reach and promote our offerings, our business, results of operations, financial condition and prospects may be materially and adversely impacted.

We may further expand our geographic reach in the future. However, our current operating experience in cities where we currently operate may not be replicable in other cities and regions due to objective reasons beyond our control, such as differences in user profile, per capita disposable income and urbanization rates. New cities and regions may have different regulations and policies governing our operations, and we may therefore need to incur significant compliance costs, adjust our operations or be prevented from providing our services. We may also face intense competition in the new markets and cannot guarantee that our service will be competitive and well received by users. We may also experience difficulties in recruiting and retaining drivers in the new markets, which may significantly restrict our ability to scale up our network. We may also not be able to expand into other cities and regions in a cost-efficient manner, or at all.

We rely on various measures to promote our services, combining online and offline channels. Our selling and distribution expenses were RMB1,183.6 million, RMB1,270.9 million and RMB1,529.9 million in 2023, 2024 and 2025, respectively, representing 7.9%, 7.9% and 8.9% of our total revenue in the respective periods. In addition, we sometimes lower fares or service fees, offer driver or rider incentives or other discounts and promotions to remain competitive in certain markets and generate network scale and liquidity, and may continue to offer these discounts from time to time as necessary. Our marketing initiatives may become increasingly costly, and we cannot guarantee that such investment will continue to generate ideal returns.

We have offered and may continue to offer driver and rider incentives, which may adversely affect our financial performance.

To remain competitive in certain markets and generate network scale and liquidity, we sometimes lower fares or service fees and offer significant driver and rider incentives. We may continue to offer these discounts and incentives for an indefinite period of time if necessary. We cannot assure you that these practices would be successful in achieving their goals of attracting or maintaining the engagement of drivers and riders, or that the positive impact of achieving those goals would outweigh the negative impact of these practices on our financial performance.

If we fail to maintain and enhance our brand image and generate positive publicity, our business, results of operations and financial condition could be materially and adversely affected.

The recognition and image of our brand and the successful maintenance and enhancement of our brand and reputation have contributed, and will continue to contribute, to our success and growth. Any negative perception and publicity about us, our Controlling Shareholders, Directors, senior management, affiliates, employees, business partners and the services we provide, whether justified or not, could tarnish our reputation and reduce the value of our brand. In addition, our competitors may fabricate complaints or negative publicity about us. Moreover, we are subject to negative publicity about drivers using our platform, whose activities could be beyond of our control. Negative public perception that drivers on our platform do not provide satisfactory services, even if factually incorrect or based on isolated incidents, could undermine the trust and credibility we have established and materially and adversely impact our ability to attract and retain users.

If we fail to effectively manage our relationship with our business partners, our business, financial condition, and results of operations may be materially and adversely impacted.

We collaborate with driver and car partners to manage some of the vehicles and/or drivers who provide service on our platform. However, we may not be able to effectively manage these partners to ensure that their vehicles and/or drivers provide service that meet our service standards. In addition, we may be unable to retain our partners on satisfactory terms, or at all. If a significant number of our existing agreements with these partners are terminated early or are not renewed on satisfactory terms upon expiration, our results of operations may deteriorate. If we cannot secure new partners to replace those expired or terminated partners and compensate for the loss of business, our results of operations could be materially and adversely affected.

Any significant disruption in service on our platform, malfunctions of our technology systems, errors and quality issues in our software, hardware and systems, or human errors in operating these systems, could materially and adversely affect our business, results of operations and financial condition.

Our business depends on the ability of our information technology systems to process information and transactions in a consistently stable and timely manner. The satisfactory performance, reliability and availability of our technology and underlying network infrastructure are critical to our operations, service quality, reputation and ability to retain and attract users. We cannot guarantee that access to our platform will be uninterrupted, error-free or secure. Our operations depend on the ability of the host of our system hardware to protect its and our systems in its facilities against damage or interruption from natural disasters, power or telecommunications failures, air quality, temperature, humidity and other environmental concerns, computer viruses or criminal acts. If our arrangement with the current host is terminated, or there is a lapse of service or damage to the host's facilities, we could experience interruptions in our service as well as delays and incur additional expenses in arranging new facilities. In the event of a partial or complete failure of any of our computer systems, our business activities may be materially disrupted.

We may experience system failures and other events or conditions from time to time that interrupt the availability or reduce or affect the speed or functionality of our offerings. These events could result in losses of our revenue. A prolonged interruption in the availability or reduction in the availability, speed or other functionality of our services could materially and adversely affect our business and reputation and could result in the loss of users. Also, our software, hardware and systems may contain undetected errors, our platform and services using complex software may have coding defects or errors that may impair our users' ability to use our platform and services. The models and algorithms that we use for our platform and services may also contain design or performance defects that are not detectable even after extensive internal testing. We cannot assure you that we will be able to detect and resolve all such defects and issues through our quality control measures.

Any errors, defects and disruptions in services, or other performance problems with our platform and services could hurt our reputation, affect user experience or cause economic loss or other types of damage to our users. Software and system errors or human errors could delay or inhibit order dispatching, route calculation, settlement of payments, and reporting of errors, or prevent us from collecting service fees or providing services. In addition, if we fail to adopt new technologies or adapt our mobile apps, websites and systems to changing user preferences or emerging industry standards, our business and prospects may be materially and adversely affected.

Termination or deterioration of our relationship with partners, associations, or regulators may adversely affect our business.

We collaborate with business partners in certain aspects of our business. We select third-party business partners based on a range of criteria, including their demonstrated competence, market reputation and our prior relationship with them. We also work with industry associations and regulators in other operations. We cannot guarantee that we can maintain sound relationships with these partners under favorable terms, if at all. If our partnerships, cooperation or communications with partners, industry associations, or regulators is terminated, curtailed or otherwise impaired, our business, results of operations and financial condition could be adversely affected.

We depend on the availability and quality of certain third-party offerings. Should there be any disruption in their supply, our business and results of operations may be adversely affected.

Our success depends in part on our relationships with certain third-party service providers. We rely on driver and car partners in the recruitment and management of drivers using our platform, and outsource certain fleet maintenance to qualified third-party suppliers. The convenience and cost savings afforded to drivers and value-added services afforded to driver and car partners by these fleet maintenance services are key to our ability to attract and retain drivers and driver and car partners. Certain software and technologies such as mapping and third-party payment functions used in our operation and offerings are also sourced from third parties, which may be subject to additional regulations and risks. Furthermore, from time to time, we may enter into strategic partnerships with third parties in connection with the development of new technologies, the growth of our user base, the provision of new or upgraded services, or the expansion of our business into new markets.

If any of our partners terminates its relationship with us or refuses to renew its agreement with us on commercially reasonable terms, or its performance does not meet our expectations, we would need to find an alternative provider, and may not be able to secure similar terms or replace such provider in an acceptable timeframe. We may also incur increased costs for renewing labor outsourcing agreements due to overall tightening of the labor market or any possible labor unrest. Furthermore, any negative publicity related to any of our third-party partners, including any publicity related to quality standards or safety concerns, could adversely affect our reputation and brand, and could potentially lead to increased regulatory or litigation exposure. In addition, our third-party service providers may be subject to regulatory actions from time to time.

Certain technologies and software are licensed to us. However, we cannot be certain that our licensors are not infringing the intellectual property rights of others or that the suppliers and licensors have sufficient rights to the technology. If any of our license agreements is terminated by our licensors for any reason, if we are unable to obtain or maintain rights to any technology because of intellectual property infringement claims brought by third parties against our suppliers and licensors or against us, or if we are unable to continue to obtain the technology or enter into new agreements on commercially reasonable terms, our relevant operation may be restricted or suspended.

Our service is also accessible on various third-party applications and platforms in China. As our services expand and evolve, we may have an increasing number of integrations with other third-party applications and platforms. Third-party applications and platforms are constantly evolving, and we may not be able to maintain or modify our platform to ensure its compatibility with third-party offerings following developmental changes. In addition, we compete directly with third-party mobility service platforms in China, and some of our competitors or technology partners may take actions which disrupt the interoperability of our platform with their own products or services, or exert strong business influence on our ability to, and the terms on which we, operate our platform. If our cooperation with third-party applications and platforms deteriorates or terminates, we may experience reduced user traffic of our platform.

In addition, our platform, accessible primarily through our mobile apps, relies on third parties maintaining open application marketplaces in China. These marketplaces make applications available for download. We cannot assure you that the services of such marketplaces will remain stable, and that they will continue to make available our apps without charging fees or imposing other restrictions.

We had net current liabilities and net liabilities during the Track Record Period.

We had net current liabilities of RMB2,196.0 million, RMB1,296.2 million and RMB975.8 million as of December 31, 2023, 2024 and 2025, respectively, and had net liabilities of RMB810.6 million, RMB238.3 million and RMB448.4 million as of December 31, 2023, 2024 and 2025, respectively. We may have net current liabilities and net liabilities in the future. Having significant net current liabilities and net liabilities could constrain our operational flexibility and adversely affect our ability to expand our business. If we do not generate sufficient cash flow from our operations to meet our present and future financing needs, we may need to rely on additional external borrowings. If adequate funds are not available, whether on satisfactory terms or at all, we may be forced to delay or abandon our development and expansion plans. As a result, our business, financial condition and results of operations will be materially and adversely affected.

We may incur impairment losses on trade and bills receivables, prepayments, other receivables and other assets in the future.

During the Track Record Period, our prepayments, other receivables and other assets primarily consisted of (i) prepayments mainly for leased vehicles, (ii) deposits, (iii) receivables due from on-line payment platforms, (iv) imprest and (v) surcharges collected and paid on behalf of riders. Our trade and bills receivables primarily consisted of amounts due from riders and receivables from leasing of vehicles. See "Financial Information — Discussion of Key Balance Sheet Items — Prepayments, Other Receivables and Other Assets" and Notes 18 and 23 to the Accountants' Report included in Appendix I to this Document. We recorded prepayments, other receivables and other assets of RMB448.3 million, RMB428.3 million and RMB554.5 million, and trade and bills receivables of RMB319.5 million, RMB214.1 million and RMB223.0 million as of December 31, 2023, 2024 and 2025, respectively. There is no guarantee that our suppliers will perform their obligations and our customers will pay in a timely manner, failure of which may expose us to impairment loss risk in relation to our trade and bills receivables, or prepayments, other receivables and other assets, and therefore adversely affect our business and financial position.

Our results of operations are subject to seasonal fluctuations.

We have experienced, and expect to continue to experience, seasonality in our business. For example, we generally experience less user traffic during the Chinese New Year holidays in the first quarter of each year. We generally experience higher user traffic during July, August, November, and December. Other seasonal trends that affect us or China's mobility industries may develop, and current seasonal trends may become more extreme, all of which would contribute to fluctuations in our results of operations. As a result, historical patterns of our results of operations may not be indicative of our future performance, and period-to-period comparisons of our results of operations may not be meaningful, especially given our limited operating history. Our results of operations in future quarters or years may fluctuate and deviate from the expectations of securities analysts and [**REDACTED**], and any occurrence that disrupts our business during any particular quarters could have a disproportionately material adverse effect on our liquidity and results of operations.

We are required to comply with and respond to developments of the regulations or licensing regimes regarding the market where we operate, otherwise our business, results of operations and financial condition may be materially and adversely affected.

The market where we operate is undergoing constant regulatory developments. In addition, local authorities in various localities in China have promulgated rules to regulate and monitor platforms operating ride-hailing services. See "Regulatory Overview — Regulations on Ride-Hailing Services." As such rules may be constantly evolving and would be interpreted or implemented on an ad hoc basis depending on the facts and circumstances, we cannot assure you that we are always deemed in full compliance with these local rules and we have been, and may continue to be, subject to claims, lawsuits, arbitrations, administrative actions, government investigations and other legal and regulatory proceedings, which may in turn materially and adversely affect our business, results of operations and financial condition.

An evolving market may also bring forth significant evolvements in the laws and regulations and in the regulatory landscape. The PRC government may increase the level of regulatory scrutiny on all mobility platforms, including ride-hailing platforms. We cannot predict with certainty the interpretation or implementation of current laws and regulations or their future evolvement. We are required to adapt to such evolvements timely and effectively, and we may incur significant compliance costs in this process. Any heightened regulatory scrutiny or action may impose conflicting obligations on us, which may impede our ability to continue our operations and, in turn, materially and adversely affect our business, results of operations and financial condition.

We may be involved in legal and other disputes from time to time arising out of our operations, which, with or without merit, could be time-consuming and costly, divert our management's attention and resources, and adversely affect our reputation, business, results of operations and financial condition.

We may be involved in legal and other disputes arising from our ordinary course of business. We may also be subject to claims, lawsuits, investigations and other legal proceedings relating to injuries to, or deaths of, users on our platform or third parties that are attributed to us through our offerings. In addition, we may be subject to claims alleging that we are directly or vicariously liable for the acts of drivers on our platform. We cannot assure you that we will not be named as a co-defendant in lawsuits filed against our users in the future, or that we will not be subject to joint and several or other liabilities resulting from relevant legal proceedings. During the Track Record Period and up to the Latest Practicable Date, we had not been a party to any material legal, arbitral or administrative proceedings, and were not aware of any pending or threatened legal, arbitral or administrative proceedings against us or our Directors that could, individually or in the aggregate, have an adverse effect on our business, financial condition and results of operations. See "Business — Legal Proceedings." We may incur judgments or enter into settlements of claims that could adversely affect our reputation, business, results of operations and financial condition. If we are involved in any legal proceedings, our management's time and efforts could be diverted from the operation of our business to pursue or defend the legal proceedings, and our insurers may also increase our insurance premiums. Furthermore, any litigation, arbitration, legal or contractual disputes, investigations or administrative proceedings which are initially not of material importance may escalate and become important to us, due to a variety of factors, such as the facts and circumstances of the cases, the likelihood of loss, the monetary amount at stake and the parties involved. If any verdict or award is rendered against us or if we settle with any third parties, we could be required to pay significant monetary damages, assume other liabilities and even to suspend or terminate the related business contracts.

Our business collects, generates and processes a large amount of data, and is subject to a variety of complex and evolving laws, regulations, rules, policies and other obligations regarding privacy, data protection and information security.

Our business involves the collection, storage, processing and transmission of our users' contact information, transaction information and other personal information. We are subject to a variety of laws and regulations regarding cybersecurity, information security, privacy and data security, including but not limited to, restrictions on the collection, storage and use of personal information and requirements to take steps to prevent personal information from being divulged, stolen, or tampered with.

The regulatory framework for cybersecurity, information security, privacy and data security in China is constantly evolving. See "Regulation Overview — Data Security, Cybersecurity and Privacy Protection Regulations" and "Business — Data Security." Particularly, in recent years, laws, regulations and regulatory rules on personal information protection in China continue to develop. We, therefore, will continually pay close attention to changes in regulatory compliance requirements within this domain, closely track the possible impact of the formulation, revision and introduction of legislation in the area on its existing business operation, and earnestly and continuously conduct personal information protection and information security compliance work by updating security technology measures and improving management in a timely manner. This will be a long-term investment which is difficult to estimate through the existing conditions. If we fail to, through technical and administrative measures, timely address or respond to the compliance issues identified by the regulator during normalized law enforcement with respect to personal information protection and information security, or the rectification measures fail to meet the regulatory requirements due to the limited effectiveness, we may face public criticism for infringement of personal information rights and interests. In serious circumstances, we may also be subject to administrative penalties such as forced removal of apps from app stores, service suspension or fines.

Despite our efforts to protect personal information and other information, our security systems and measures may not detect and prevent all unintended leakages caused by employees' error, misconduct, mistakes or other malfeasance, or any unauthorized third parties, or fully comply with regulatory requirements.

We are required to adequately address privacy concerns, and to comply with applicable privacy or information security protection laws, regulations and privacy standards. If we are challenged by competent regulators, we may be subject to additional costs, liabilities, reputational damage, suspended use of our platform and harm to our business. With the promulgation of new laws, regulations and standards concerning data security and personal information protection in the future, we may incur more expenditure on the upgrading and improvement of our data security mechanisms from both technological and management aspects in order to comply with increasingly stricter requirements.

Unauthorized use of our intellectual properties by third parties may harm our brand and reputation and materially and adversely affect our business, and we may incur substantial expenses to protect our intellectual property rights.

We regard our patents, copyrights, trademarks and other intellectual properties as critical to our success. We rely on a combination of patent, trademark and copyright laws, trade secrets protection, restrictions on disclosure and other agreements that restrict the use of our intellectual properties to protect these rights. See "Business — Intellectual Property."

Our business partners may not always comply with our contract terms prohibiting the unauthorized use of our brands, images, characters and other intellectual property rights. The agreements may not effectively prevent disclosure of confidential information and may not provide an adequate remedy in the event of unauthorized disclosure of confidential information. In addition, third parties may independently discover trade secrets and proprietary information, limiting our ability to assert any trade secret rights against such parties.

Our competitors and other third parties may register trademarks or apply for patents that are similar to ours, and may divert potential users from us to them. If we are unable to prevent such activities, competitors and other third parties may drive potential users away from our platforms, which could harm our reputation and materially and adversely affect our results of operations.

Implementation of intellectual property laws in China has been developing. Policing unauthorized use of our proprietary technology, trademarks and other intellectual property is difficult and expensive, and litigation may be necessary to enforce our intellectual property rights. Future litigation could result in substantial costs and diversion of our resources and could disrupt our business, as well as materially and adversely affect our business, results of operations and financial condition.

We may be subject to intellectual property infringement claims or other allegations by third parties, which, with or without merit, may materially and adversely affect our business, reputation, results of operations and financial condition.

We cannot be certain that our operations or any aspects of our business do not or will not infringe upon or otherwise violate trademarks, copyrights, patents, know-how, trade secrets or other intellectual property rights held by third parties without our awareness. We have not been subject to material proceedings and claims pending or threatened against us relating to the intellectual property rights of others, yet we may from time to time be subject to such proceedings and claims in the future. Furthermore, the application and interpretation of China's laws relating to patents and other intellectual property rights, and the procedures and standards for granting such patents or other intellectual property rights in China, are still evolving, and we cannot assure you that PRC courts or regulatory authorities will agree with our analysis.

We may incur additional costs in monitoring and detecting potential infringement. If we are 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. Defending against any infringement or licensing allegations and claims can be costly and time consuming and may divert management's time and other resources from our business and operations, and the outcome of many of these claims and proceedings cannot be predicted. If a judgment, a fine or a settlement involving a payment of a material sum of money were to occur, or injunctive relief were issued against us, it may result in significant monetary liabilities and may materially disrupt our business and operations by restricting or prohibiting our use of the intellectual property in question.

Our legal right to some leased properties may be challenged.

Our corporate headquarters is located in Nanjing, Jiangsu province, China. As of the Latest Practicable Date, we did not own any property and we were leasing 99 properties in the PRC, with an aggregate gross floor area of 25,013.8 square meters. Our leased properties are primarily used as office space. See "Business — Properties."

At the end of each lease term, we may negotiate an extension of the lease. If we are not able to negotiate an extension on terms acceptable to us, we will be forced to move to a different location, or the rent may increase significantly. In addition, we cannot assure you that the lease agreements will not be terminated before their expiration date for reasons beyond our control, such as breaches of agreements by the lessor or the tenant of the premises or invalidation of lease agreements due to the lessors' lack of title to lease the properties. In such event, we need to relocate to other premises and may incur additional costs due to relocation.

In addition, as of the Latest Practicable Date, (i) 13 of our leased properties had title defects as certain lessors failed to provide property ownership certificates or other relevant certificates regarding their legal right to lease such properties, (ii) 23 of our leased properties where the lessors are not the property owners, the lessors did not provide valid authorization documents evidencing their right to sublease the properties and (iii) the actual usage of 10 leased properties was inconsistent with the usage for industrial purposes set out in such title certificates or relevant authorization documents. See "Business — Properties." We may face challenges from the property owners or other third parties regarding our right to occupy the premises. Furthermore, if the landlords fail to perform their obligations under the lease agreements between the landlords and us due to any reason, including but not limited to their own non-compliance with relevant laws and regulations, government-authorized demolition or any other unforeseeable events, we may be unable to continue using such properties. As of the Latest Practicable Date, we are not aware of any challenges being made by a third party or government authority on the titles of any of these leased properties that may affect our current occupation. Although we do not expect to become subject to any fines or penalties if any of these leases are terminated as a result of challenges by third parties or government authorities for any of these issues, we may be forced to relocate our operations from the affected offices and incur additional expenses accordingly. If we fail to find suitable replacement sites in a timely manner or on terms commercially acceptable to us, our business operations may be adversely affected.

Moreover, under the applicable PRC laws and regulations, the parties to a lease are required to register and file such lease with the relevant government authorities. As of the Latest Practicable Date, 98 lease agreements of our leased properties had not been registered and filed with relevant land and real estate management departments in China. While the lack of registration will not affect the validity of the leases under PRC laws and regulations, we may be ordered by the relevant government authorities to register the relevant leases within a prescribed period, otherwise we may be subject to a fine ranging from RMB1,000 to RMB10,000 for each non-registered lease.

Our business would be adversely affected if drivers were classified as employees, workers, or quasi-employees.

Consistent with the practice of other companies in the online ride-hailing industry in China, we treat drivers on our platform as independent contractors rather than employees, and our terms of use with drivers reflect such understanding. The status of drivers as independent contractors has not been challenged by government authorities. However, we cannot assure you that the independent contractor status of drivers will not be challenged by legislators, government authorities, or private parties in the future. We may be required under new regulations to treat drivers on our platform as employees, sign full-time employment contract with them, or afford them protections in our service agreement that are similar to protections for full-time employees. We may become involved in legal proceedings, including lawsuits, demands for arbitration, charges, and claims before administrative agencies, and investigations or audits by labor, social security, tax, or other authorities that seek to claim that drivers should be treated as our employees rather than independent contractors. We may not be successful in defending the classification of drivers. In addition, the costs associated with defending, settling, or resolving pending and future lawsuits (including demands for arbitration) or government investigations relating to the classification of drivers could be material to our business and, regardless of outcome, could adversely affect our reputation. Furthermore, even if we prevail under current law, the law may be changed in the future in ways that are unfavorable to us.

If we were required under laws, regulations, or judicial or government decisions to classify drivers as employees, we would be required to fundamentally change our business model, with repercussions that are difficult to anticipate. Currently we do not require platform drivers to use our platform exclusively and many platform drivers simultaneously use our competing platforms. The number of hours spent by each driver on our platform also varies by individuals. If we were required to treat platform drivers as our employees, we might choose to reduce the number of drivers on our platform and retain the drivers who earn income primarily from our platform. We would become subject to additional regulatory requirements, such as those relating to tax and minimum wage and overtime, those relating to employee benefits, social security, workers' compensation, and unemployment, and those relating to anti-discrimination, anti-harassment, and anti-retaliation, among others. Compliance with such laws and regulations would require us to incur significant additional expenses. The reclassification of drivers also could increase the rate of employment-related claims being brought against us in the future, subject us to vicarious liability for any misconduct of drivers, or reduce our attractiveness to drivers given the loss of flexibility under an employee model. The foregoing could adversely affect our business and financial condition, significantly increase our operating costs, or even make our current business model no longer sustainable.

Our insurance coverage may not sufficiently cover the risks related to our business.

We maintain certain insurance policies to safeguard against various risks and unexpected events associated with our business and operations, including, among others, (i) ride-hailing carrier's liability insurance for our corporate customers, as well as riders and drivers using our ride-hailing service and (ii) compulsory traffic accident liability insurance and commercial insurance for vehicles including Robotaxi. As required by law, to be eligible for ride-hailing services, a vehicle must be covered by compulsory traffic accident liability insurance. If insurance carriers change the terms of their policies in a manner not favorable to us or the drivers, our insurance costs and those of the drivers could increase. Furthermore, if our insurance coverage is not adequate to cover losses that occur, we could be liable for significant additional costs.

We may be subject to claims of significant liability based on traffic accidents, injuries, or other incidents that are alleged to have been caused by drivers or Robotaxi on our platform. As we expand to include more offerings on our platform, our insurance needs will likely extend to those additional offerings, including intra-city freight, autonomous driving, electric vehicles, and so on. As a result, our insurance policies may not cover all potential claims related to traffic accidents, injuries, or other incidents that are claimed to have been caused by drivers or Robotaxi who use our platform, and may not be adequate to indemnify us for all liability that we could face. Even if these claims do not result in liability, we could incur significant costs in investigating and defending against them. If we are subject to claims of liability relating to the acts of drivers or others using our platform, we may be subject to negative publicity and incur additional expenses.

If we fail to attract, motivate and retain talents, our business, results of operations, financial condition and prospects may be severely disrupted.

Our success, in part, depends on the continuing services of our management and other key personnel. In particular, we rely on the expertise, experience and vision of our senior management team. We also rely on the technical know-how and skills of other key personnel. If any of our senior management or key personnel becomes unable or unwilling to continue to contribute their services to us, our business may be severely disrupted, our results of operations and financial condition may be materially and adversely affected, and we may incur additional expenses to recruit key personnel.

Our existing operations and future growth require a competent workforce. In order to attract and retain talent, we may need to offer higher compensation, better training and more attractive career tracks and other benefits to our employees, which may be costly and burdensome. We cannot assure you that we will be able to attract or retain qualified personnel necessary to support our future growth. We may fail to manage our relationship with our employees, and any disputes between us and our employees, or any labor-related regulatory or legal proceedings may divert managerial and financial resources, adversely impact staff morale, reduce our productivity, or harm our reputation and future recruiting efforts. In addition, as our business has grown rapidly, our ability to train and integrate new employees into our operations may not meet the increasing demands of our business.

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

Since our inception, we have experienced rapid growth in our business, the number of drivers and riders on our platform, and our geographic reach, and we expect to continue to experience growth in the future. Our ability to manage our growth effectively and to integrate new employees, technologies, and acquisitions into our existing business will require us to continue to expand our operating and financial infrastructure and to continue to retain, attract, train, motivate, and manage employees. Our growth strategies may evolve and change from time to time. For instance, the autonomous driving industry is developing rapidly, and therefore we may decide to accelerate our investment and increase our spending in the industry based on dynamic and constantly changing market conditions. Investment in autonomous driving could be capital intensive in nature, while we have had recurring and increasing net current liabilities and total deficits during the Track Record Period. If such increased investments and expenditures do not lead to the growth of our business as planned, our business, financial condition, and results of operations may be materially adversely affected.

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

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

Adverse litigation judgments or settlements resulting from legal proceedings or investigations in which we may be involved could expose us to monetary damages or limit our ability to operate our business.

We have been, and may in the future become, involved in private actions, collective actions, investigations, and various other legal proceedings by drivers, users, employees, commercial partners, competitors, or government authorities, among others. We may be subject to litigation relating to various matters in the future. See "Business — Legal Proceedings" for more details. The results of any such litigation, investigations, and legal proceedings are inherently unpredictable, and defending against them is expensive. Any claims against us, whether meritorious or not, could be time consuming, costly, and harmful to our reputation, and could require significant amount of management time and corporate resources. If any of these legal proceedings were to be determined adversely to us, or we were to enter into a settlement arrangement, we could suffer monetary damages or be forced to change the way in which we operate our business, which could adversely affect our business, financial condition, and results of operations.

Our company culture has contributed to our success and if we cannot maintain this culture as we grow, our business could be harmed.

We believe that our company culture has been critical to our success. If we are not able to maintain our culture, our business, financial condition, and results of operations could be adversely affected. We face a number of challenges that may affect our ability to sustain our corporate culture, including (i) failure to identify, attract, reward and retain people in leadership positions in our organization who share and further our culture and values, (ii) the increasing size and geographic diversity of our workforce as we expand into new cities and areas, (iii) competitive pressures to move in directions that may divert us from our mission, vision and values, (iv) the continued challenges of a rapidly-evolving industry, (v) the increasing need to develop expertise in new areas of business that affect us, (vi) negative perception of our treatment of employees or our response to employee sentiment or actions of management and (vii) the integration of new personnel and businesses from acquisitions.

Our business benefits from certain financial incentives, government grants or preferential tax treatments granted by local governments. Expiration of, or changes to, these incentives, grants or policies could adversely affect our business, results of operations and financial condition.

In the past, local governments in China granted certain financial incentives from time to time to us and our PRC subsidiaries as part of our efforts to encourage the development of local businesses. During the Track Record Period, we and certain subsidiaries were entitled to a preferential income tax rate. See "Financial Information — Taxation" for details. We cannot assure you that we, or our PRC subsidiaries will continuously enjoy the preferential tax treatments in the future. We recognized RMB6.7 million, RMB16.2 million and RMB37.6 million of government grants as other income and gains for the years ended December 31, 2023, 2024 and 2025, respectively. The timing, amount and criteria of government financial incentives are determined within the sole discretion of the local government authorities and cannot be predicted with certainty before we actually receive any financial incentive. We generally do not have the ability to influence local governments in making these decisions. Local governments may decide to reduce or eliminate incentives at any time. In addition, some of the government financial incentives are granted on a project basis and subject to the satisfaction of certain conditions, including compliance with the applicable financial incentive agreements and completion of the specific projects therein. We cannot guarantee that we will satisfy all relevant conditions, failing which we may be deprived of the relevant incentives.

Our strategic investments and acquisitions involve inherent risks, and any businesses we invest in or acquire may not perform as expected or be successfully integrated.

As part of our business strategy, we may enter into, agreements to invest in or acquire companies, form joint ventures, divest portions or aspects of our business, sell minority stakes in portions or aspects of our business, and acquire complementary assets or technologies. Even if we are able to identify a target for investment or acquisition, we may not be able to complete the transaction on commercially reasonable terms, we may not be able to receive approval under anti-monopoly and competition laws, or the target may choose to enter into a transaction with another party, which could be our competitor.

In addition, businesses we invest in or acquire may not perform as well as we expect. Failure to manage and successfully integrate acquired businesses and technologies, including managing any privacy or data security risks associated with such acquisitions, may harm our operating results and expansion prospects. The process of integrating an acquired company, business, or technology or acquired personnel into our company is subject to various risks and challenges, including (i) disrupting our ongoing business operations, (ii) user acceptance of the acquired company's offerings, (iii) implementing or remediating the controls, procedures, and policies of the acquired company, (iv) integrating the acquired business onto our systems and ensuring the acquired business meets our financial reporting requirements and timelines, (v) managing costs associated with eliminating redundancies or transferring employees on acceptable terms with minimal business disruption, (vi) maintaining important business relationships and contracts of the acquired business, (vii) liability for pre-acquisition activities or other claims of the acquired company, (viii) impairment charges associated with goodwill, investments, and other acquired intangible assets and (ix) other unforeseen operating difficulties and expenditures.

We cannot predict whether any strategic investment or acquisition will be accretive to the value of our ordinary shares. It is also possible that any of our past, pending or future strategic transactions could be viewed negatively by the press, [**REDACTED**], riders or regulators, or subject to regulatory inquiries or proceedings, which may adversely affect our reputation, business, financial condition and prospect.

We have granted, and may continue to grant share options or other types of share awards under our share-based compensation plans, which may result in increased share-based payment expenses.

We operate certain equity-settled share-based compensation plans for the purpose of recognizing eligible participants who contribute to our growth and development and incentivizing them to further promote our development. In 2023, 2024 and 2025, we recorded RMB6.5 million, RMB10.6 million and RMB37.5 million in equity-settled share-based payments, respectively. We believe the granting of share-based awards is of significant importance to our ability to attract and retain key personnel and employees, and we may continue to grant share-based awards to employees in the future. Issuance of additional share award with respect to such share-based payments may dilute the shareholding percentage of our existing Shareholders. Expenses incurred with respect to such share-based payment may also increase our operating expenses and therefore have an adverse effect on our financial performance.

Our business could be adversely affected by natural disasters, extreme weather conditions, public health crises, economic downturns, or other unexpected events.

A significant natural disaster or an extreme weather condition, such as an earthquake, fire, hurricane, tornado, flood, or significant power outage, could disrupt our operations, mobile networks, the internet, or the operations of our third-party technology providers. Any public health crisis, such as the COVID-19 pandemic could adversely affect the demand for mobility services and the supply of drivers on our platform in general. Besides, disruptions or downturns in global or national or local economic conditions may cause discretionary spending and demand for ride-hailing and other mobility services to decline. Any other unforeseen economic downturns or other unexpected or catastrophic events could also adversely affect our operations or the economies of the markets where we operate. The impact of these disruption to us or our third-party providers' abilities could result in decreased demand for our offerings or a delay in the provision of our offerings, which could adversely affect our business, financial condition, and results of operations.

Any actual or perceived failure to comply with economic and trade sanctions, export control and outbound investment laws and regulations could adversely affect our business, financial condition, results of operations and prospects.

We are subject to various economic and trade sanctions, export control laws and regulations in jurisdictions where we operate or may operate in the future. Although we currently do not conduct business in, and do not believe we have material exposure to, comprehensively sanctioned countries or regions or restricted parties, sanctions and export control regimes are complex, may change rapidly and may be interpreted or enforced differently by relevant authorities. As a result, we cannot assure you that our operations, business relationships, investors or counterparties will not be affected by future changes in applicable sanctions, export control or related regulatory requirements.

We use AI technologies in our platform operations. The U.S. Department of the Treasury's Outbound Investment Security Program, which became effective on January 2, 2025, imposes notification requirements and prohibitions on certain investments by U.S. persons involving "covered foreign persons" associated with China, including Hong Kong and Macau, engaged in certain activities relating to semiconductors and microelectronics, quantum information technologies and AI systems. If we were to be deemed a covered foreign person, or if certain investments by U.S. persons involving us were considered covered transactions, U.S. [**REDACTED**] could become subject to notification requirements or investment restrictions. In addition, even if ordinary market acquisitions of our [**REDACTED**] securities are generally excluded, such rules could still limit our ability to attract certain U.S. [**REDACTED**] or raise capital from them in the future. Any such development could adversely affect our financing flexibility, [**REDACTED**] base, business, financial condition, results of operations, prospects and the [**REDACTED**] of our securities.

The current tensions in international trade and rising political tensions may adversely affect our business, financial condition, and results of operations.

Political tensions between the United States and China have escalated due to, among other things, trade disputes and various restrictions related to the Chinese semiconductor industry imposed by the U.S. government. Against this backdrop, China has implemented, and may further implement, measures in response to the changing trade policies, treaties, tariffs, and sanctions and restrictions against Chinese companies initiated by the U.S. government. Rising political tensions could reduce levels of trades, investments, technological exchanges, and other economic activities between the two major economies, which would have an adverse effect on global economic conditions and the stability of global financial markets. Any of these factors could have an adverse effect on our business, prospects, financial condition, and results of operations.

In addition, the United States has threatened to impose further export controls, sanctions, trade embargos, and other heightened regulatory requirements on China and Chinese companies for alleged activities both inside and outside of China. These have raised concerns that there may be increasingly regulatory challenges or enhanced restrictions against China or Chinese technology companies, in a wide range of areas such as applications that could be deployed for surveillance or military purposes. If we, our business partners or other parties that have collaborative relationships with us or our affiliates become targeted under sanctions or export control restrictions, we may experience significant business interruptions, regulatory investigations, or reputational harms.

RISKS RELATING TO JURISDICTION WHERE WE OPERATE

We are subject to the approval, filing or other requirements of the CSRC or other PRC governmental authorities in connection with capital raising activities.

On February 17, 2023, the CSRC promulgated the Trial Administrative Measures of the Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》) (the "**Overseas Listing Trial Measures**") and five supporting guidelines, which took effect on March 31, 2023. According to the Overseas Listing Trial Measures, we, as a PRC domestic company seeking to [**REDACTED**] and [**REDACTED**] securities in overseas markets, are required to file with the CSRC within three working days after submitting the [**REDACTED**] documents to the overseas supervisory authorities. In addition, the Overseas Listing Trial Measures also requires subsequent reports to be submitted to the CSRC on relevant information or material events, such as change of control or voluntary or forced [**REDACTED**] of the issuer(s) who have completed overseas [**REDACTED**] and [**REDACTED**].

Given that the Overseas Listing Trial Measures were relatively new, their interpretation, application, and enforcement are still evolving and we are closely monitoring how they will affect our operations and our future financing. Any failure to complete or delay in completing such filing or report procedures for future financing activities would subject us to sanctions by the CSRC or other PRC regulatory authorities. These regulatory authorities may impose fines and penalties on our operations in the PRC, limit our ability to pay dividends outside of the PRC, limit our operating activities in the PRC, delay or restrict the repatriation of the [**REDACTED**] from this [**REDACTED**] or future capital raising activities into the PRC, or take other actions that could materially and adversely affect our business, financial condition, results of operations, and prospects, as well as the [**REDACTED**] of our H Shares.

Adverse changes in economic, political and social conditions, as well as policies of the Chinese government, could have a material adverse effect on our business and prospects.

We conduct the majority of our business operations in China. Accordingly, our business, results of operations and financial condition are, to a significant degree, subject to the economic, political and social conditions in China. We cannot predict future changes in China's economic, political and social condition and the effect that new government policies will have on our business and prospects. Any actions and policies adopted by the PRC government in relation to the smart mobility industry, could have a negative impact on our business, results of operations and financial condition.

[REDACTED] may experience difficulties in effecting service of legal process and enforcing judgments against us and our Directors and management.

We are incorporated under the laws of the PRC, and substantially all of our assets are located in the PRC. In addition, a majority of our Directors and senior management personnel reside within the PRC. As a result, it may not be possible to effect service of process within the United States or elsewhere outside the PRC upon our Directors and senior management. Furthermore, the recognition and enforcement of a foreign judgement is subject to the satisfaction of certain conditions provided under the applicable PRC law, and the PRC does not have treaties providing for the reciprocal recognition and enforcement of judgments of courts in the United States, the United Kingdom, Japan or many other countries. In addition, Hong Kong has no arrangement for the reciprocal enforcement of judgments with the United States. As a result, satisfying the conditions on the recognition and enforcement of a foreign judgement with the absent of treaties providing for the reciprocal recognition and enforcement in China or Hong Kong of judgments of a court obtained in the United States and any of the other jurisdictions mentioned above may be difficult, as the case in many other jurisdictions.

On January 18, 2019, the PRC Supreme Court and the government of the Hong Kong Special Administrative Region entered into 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 "**PRC-HK 2019 Arrangement**"), which became effective on January 29, 2024. The PRC-HK 2019 Arrangement extends the scope of judicial assistance available for civil and commercial matters and discontinued the requirements for a choice of court agreement for bilateral recognition and enforcement. The outcome and effectiveness of any action brought under the PRC-HK 2019 Arrangement will be subject to the PRC courts further adjudication in accordance with PRC laws, including the PRC civil procedure law.

We could be subject to changes in our tax rates, the adoption of new local or overseas tax legislation or exposure to additional tax liabilities.

The PRC EIT Law imposes a tax rate of 25% on PRC resident business enterprises. The Company is approved as a "High and New Technology Enterprise" and entitled to a preferential tax rate of 15% during the Track Record Period. To the extent there are any changes in the laws and regulations governing preferential tax treatment, or increases in our effective tax rate due to any other reasons, our tax liability would increase correspondingly. In addition, the PRC authorities may amend or restate regulations on income, withholding, value-added, and other taxes. Non-compliance with Chinese mainland tax laws and regulations may also result in penalties or fines imposed by relevant tax authorities.

We are also subject to the examination of our tax returns and other tax matters by tax authorities and governmental bodies. We regularly assess the likelihood of an adverse outcome resulting from these examinations to determine the adequacy of our provision for taxes. There can be no assurance as to the outcome of these examinations. If our effective tax rates were to increase, or if the ultimate determination of our taxes owed is for an amount in excess of amounts previously accrued, our financial condition, operating results and cash flows could be adversely affected.

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

The legal systems of some geographic markets where we operate are consistently evolving. Laws and regulations that are recently enacted may not sufficiently cover all aspects of economic activities in such markets. In particular, the interpretation and enforcement of these laws and regulations are subject to future implementations, and the application of some of these laws and regulations to our businesses is not settled. Since local administrative and court authorities are authorized to interpret and implement statutory provisions and contractual terms, it may be difficult to evaluate the outcome of administrative and court proceedings and the level of legal protection we have in many of the geographic markets where we operate. These uncertainties may affect our judgment on the relevance of legal requirements and our ability to enforce our contractual rights or claims. In addition, the regulatory uncertainties may be exploited through unmerited or frivolous legal actions, claims concerning the conduct of third parties, or threats in attempt to extract payments or benefits from us.

Furthermore, many of the legal systems in the geographic markets where we operate are based in part on their respective government policies and internal interpretations, some of which are not published on a timely basis or at all and may have retroactive effects. There are other circumstances where key regulatory definitions are unclear, imprecise or missing, or where interpretations that are adopted by regulators are inconsistent with interpretations adopted by a court in analogous cases. As a result, we may not be aware of our violation of certain policies or rules until sometime after the violation. In addition, administrative and court proceedings in certain of our geographic markets may be protracted, resulting in substantial costs and diversion of resources and management attention.

It is possible that a number of laws and regulations may be adopted or construed to be applicable to us in our geographic markets and elsewhere that could affect our businesses and operations. Scrutiny and regulations of the industries in which we operate may further increase, and we may be required to devote additional legal and other resources to addressing these regulations.

Increases in labor costs and enforcement of stricter labor laws and regulations in China may adversely affect our business and our profitability.

China's overall economy and the average wage in China have increased in recent years and are expected to continue to grow. The average wage level for our employees has also increased in recent years. We expect that our labor costs, including wages and employee benefits, will continue to increase. Unless we are able to pass on these increased labor costs to those who pay for our services, our profitability and results of operations may be materially and adversely affected. Further, pursuant to the PRC Labor Contract Law, as amended, or the Labor Contract law, and its implementation rules, employers are subject to various requirements in terms of signing labor contracts, minimum wages, paying remuneration, determining the term of employees' probation and unilaterally terminating labor contracts. In the event that we decide to terminate some of our employees or otherwise change our employment or labor practices, the Labor Contract Law and its implementation rules may limit our ability to affect those changes in a desirable or cost-effective manner, which could adversely affect our business and results of operations.

We are a PRC enterprise and we are subject to PRC tax on our global income, and the dividends payable to [REDACTED] and dividends on the [REDACTED] of our H shares by our [REDACTED] are subject to PRC tax.

As a PRC-incorporated company, under applicable PRC tax laws, we are subject to a tax of 25% on our global income. Under applicable PRC tax laws, regulations and statutory documents, non-PRC resident individuals and enterprises are subject to different tax obligations with respect to dividends received from us or gains realized upon the [**REDACTED**] or other [**REDACTED**] of our H Shares. Non-PRC individuals are generally subject to PRC individual income tax under the Individual Income Tax Law of the PRC (《中華人民共和國個人所得稅法》) with respect to PRC source income or gains at a rate of 20% unless specifically exempted by the tax authority of the State Council or reduced or eliminated by an applicable tax treaty. We are required to withhold related tax from dividend payments.

Pursuant to applicable regulations, domestic non-foreign-invested enterprises issuing shares in Hong Kong may generally, when distributing dividends, withhold individual income tax at the rate of 10%. However, withholding tax on distributions paid by us to non-PRC individuals may be imposed at other rates pursuant to applicable tax treaties (and up to 20% if no tax treaty is applicable) if the identity of the individual holder of shares and the tax rate applicable thereto are known to us. There is uncertainty as to whether gains realized upon disposition of shares by non-PRC individuals are subject to PRC individual income tax.

Non-PRC resident enterprises that do not have establishments or premises in the PRC, or that have establishments or premises in the PRC but their income is not related to such establishments or premises are subject to PRC EIT at the rate of 10% on dividends received from PRC companies and gains realized upon disposition of equity interests in the PRC companies pursuant to the EIT Law and other applicable PRC tax regulations and statutory documents, which may be reduced or eliminated under special arrangements or applicable treaties between the PRC and the jurisdiction where the non-resident enterprise resides. Pursuant to applicable regulations, we intend to withhold tax at a rate of 10% from dividends paid to non-PRC resident enterprise holders of our H Shares (including [**REDACTED**]). Non-PRC resident enterprises that are entitled to be taxed at a reduced rate under an applicable income tax treaty will be required to apply to the PRC tax authorities for a refund of any amount withheld in excess of the applicable treaty rate, and payment of such refund will be subject to the PRC tax authorities' verification.

Payment of dividends is subject to restrictions under the PRC law.

Under PRC law and regulations, we may only pay dividends out of distributable profits. Distributable profits are our after-tax profits, 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 or any distributable profit to enable us to make dividend distributions to our Shareholders, including in periods for which our financial statements indicate we are profitable. Any distributable profit not distributed in a given year is retained and available for distribution in subsequent years.

Moreover, our operating subsidiary in the PRC may not have distributable profit as determined under PRC GAAP. Accordingly, we may not receive sufficient distributions from our subsidiary for us to pay dividends. Failure by our operating subsidiary to pay us dividends could adversely impact our ability to make dividend distributions to our Shareholders and our cash flow, including periods in which we are profitable.

Regulations on currency conversion and changes in the exchange rate between RMB and other currencies could negatively affect our financial condition, operations and our ability to pay dividends.

The conversion and remittance of foreign currencies are subject to PRC foreign exchange regulations. As we may convert our revenue in RMB into other currencies to meet our foreign currency obligations, such as payments of dividends on our Shares, there is no assurance that we will have sufficient foreign exchange to meet these requirements. In the PRC, SAFE regulates the conversion of RMB into foreign currencies. Our PRC subsidiaries are subject to the PRC rules and regulations on currency conversion.

Under relevant PRC foreign exchange laws and regulations, payment of current account items, including profit distributions and interest payment are permitted to be made in foreign currencies without prior government approval but are subject to certain procedural requirements. Approval from appropriate government authorities may be required where RMB is to be converted into foreign currency and remitted out of China to pay capital expenses in accordance with applicable PRC laws and regulations.

RISKS RELATING TO OUR [REDACTED]

There has been no prior [REDACTED] for our H Shares and the [REDACTED] and [REDACTED] of our H Shares may be [REDACTED].

Prior to the completion of the [**REDACTED**], there has been no [**REDACTED**] for our H Shares. There can be no guarantee that an active [**REDACTED**] market for our H Shares will develop or be sustained after the completion of the [**REDACTED**]. The [**REDACTED**] is the result of negotiations between our Company and the Overall Coordinators (for themselves and on behalf of the [**REDACTED**]), which may not be indicative of the [**REDACTED**] at which our H Shares will be [**REDACTED**] following completion of the [**REDACTED**]. The [**REDACTED**] of our H Shares may drop below the [**REDACTED**] at any time after completion of the [**REDACTED**].

The [REDACTED] of our H Shares may be [REDACTED], which could result in substantial losses to you.

The [**REDACTED**] of our H Shares may be [**REDACTED**] and could fluctuate widely in response to factors beyond our control. In particular, the performance and fluctuation of the [**REDACTED**] of other companies with business operations located mainly in Chinese mainland that have [**REDACTED**] their securities in Hong Kong may affect the [**REDACTED**] in the [**REDACTED**] of and [**REDACTED**] for our H Shares. Some of the Chinese mainland-based companies [**REDACTED**] in Hong Kong companies have experienced significant [**REDACTED**], including significant [**REDACTED**] declines after their [**REDACTED**]. The [**REDACTED**] performances of the securities of these companies at the time of or after their [**REDACTED**] may affect the overall [**REDACTED**] sentiment towards Chinese mainland-based companies [**REDACTED**] in Hong Kong and consequently may impact the [**REDACTED**] performance of our H Shares. Pursuant to the applicable PRC law, within the 12 months following the [**REDACTED**], all existing Shareholders (including the Pre-[**REDACTED**] Investors) could not [**REDACTED**] of any of the Shares held by them before the [**REDACTED**]. Due to such lock-up requirement, the [**REDACTED**] and [**REDACTED**] of the H Shares in the short-term following the [**REDACTED**] may be significantly affected. These factors may significantly affect the [**REDACTED**] and [**REDACTED**] of our H Shares, regardless of our actual operating performance.

Future [REDACTED] or perceived [REDACTED] of substantial amounts of our H Shares in the [REDACTED] could have a material adverse effect on the [REDACTED] of our H Shares and our ability to raise additional capital in the future.

The [**REDACTED**] of our H Shares could decline as a result of future [**REDACTED**] of a substantial number of our H Shares or other securities relating to our H Shares in the [**REDACTED**], or the [**REDACTED**] of new shares or other securities, or the perception that such [**REDACTED**] or [**REDACTED**] may occur. Future [**REDACTED**], or anticipated [**REDACTED**], of substantial amounts of our securities, including any future [**REDACTED**], could also materially and adversely affect our ability to raise capital at a specific time and on terms favorable to us. In addition, our Shareholders may experience dilution in their holdings if we [**REDACTED**] more securities in the future. New shares or shares-linked securities [**REDACTED**] by us may also confer rights and privileges that take priority over those conferred by the H Shares.

You will incur immediate and substantial dilution if the [REDACTED] of the [REDACTED] is higher than the net tangible asset value per Share and may experience further dilution if we [REDACTED] additional Shares in the future.

The [**REDACTED**] of the [**REDACTED**] is higher than the net tangible asset value per Share immediately prior to the [**REDACTED**]. Therefore, purchasers of the [**REDACTED**] in the [**REDACTED**] will experience an immediate dilution. There can be no assurance that if we were to immediately liquidate after the [**REDACTED**], any assets will be distributed to Shareholders after the creditors' claims. To expand our business, we may consider [**REDACTED**] and [**REDACTED**] additional Shares in the future. Purchasers of the [**REDACTED**] may experience dilution in the net tangible asset value per Share of their Shares if we [**REDACTED**] additional Shares in the future at a price which is lower than the net tangible asset value per Share at that time.

Our Controlling Shareholders have significant influence over us and their interests may not always be aligned with the interest of our other Shareholders.

Our Controlling Shareholders have substantial influence over our business, including matters relating to our management, policies and decisions regarding mergers, expansion plans, consolidations and sales of all or substantially all of our assets, election of Directors and other significant corporate actions. Immediately following the completion of the [**REDACTED**], our Controlling Shareholders will be entitled to exercise approximately [**REDACTED**]% of the voting rights of the Company. This concentration of ownership may discourage, delay or prevent a change in control of the Company, which could deprive other Shareholders of an opportunity to receive a premium for their Shares as part of a sale of the Company and might reduce the [**REDACTED**] of our H Shares. These events may occur even if they are opposed by our other Shareholders. In addition, the interests of our Controlling Shareholders may differ from the interests of our other Shareholders. It is possible that our Controlling Shareholders may exercise their substantial influence over us and cause us to enter into transactions or take, or fail to take, actions or make decisions that conflict with the best interests of our other Shareholders.

There can be no assurance that we will declare and distribute any amount of dividends in the future.

Our ability to declare and pay future dividends will depend, among other things, on our financial position, results of operations, distributable profits and cash flow, as well as dividends received from our subsidiaries. Under PRC law and the constitutional documents of our PRC operating subsidiaries, dividends may be paid only out of distributable profits, which refer to after-tax profits as determined under PRC GAAP less any recovery of accumulated losses and required allocations to statutory capital reserve funds. Any distributable profits that are not distributed in a given year are retained and become available for distribution in subsequent years. Because dividends may be paid only out of distributable profits under applicable PRC laws, our Company and our PRC operating subsidiaries may not be able to pay a dividend in a given year if our Company or our PRC operating subsidiaries do not have distributable profits as determined under PRC GAAP even if they have profits as determined under IFRS Accounting Standards. See "Financial Information — Dividend and Dividend Policy" for details.

There can be no assurance that future dividends will be declared or paid. The declaration, payment and amount of any future dividends are subject to the discretion of our Directors, after taking into account our results of operations, financial condition, cash requirements and availability and other factors as they may deem relevant, and subject to the approval at a Shareholders' meeting. We may not have sufficient or any profits to enable us to make dividend distributions to our Shareholders in the future, even if our financial statements indicate that our operations have been profitable.

Certain statistics contained in this Document are derived from a third-party report and publicly available official sources.

This Document, particularly the section headed "Industry Overview," contains information and statistics relating to the mobility industry in China and globally. Such information and statistics have been derived from various official government and other publications and from a third-party report commissioned by us. However, we cannot guarantee the quality or reliability of such source materials. Information and statistics from official government sources have not been independently verified by us or any other parties involved in the [**REDACTED**] and no representation is given as to their accuracy. In addition, we cannot assure you that such information is stated or compiled on the same basis or with the same degree of accuracy as or consistent with similar statistics presented elsewhere, and such information may not be complete or up-to-date. In any event, you should consider carefully the importance placed on such information or statistics.

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

This Document contains forward-looking statements using terms such as "anticipate," "believe," "could," "going forward," "intend," "plan," "project," "seek," "expect," "may," "ought to," "should," "would," or "will," and similar expressions. Reliance on these statements involves risks and uncertainties, and any assumptions underlying them may prove inaccurate. As a result, the forward-looking statements based on those assumptions may also be incorrect. These statements should be considered in light of various risks, including those in this section. Subject to the requirements of the Listing Rules, we do not intend to publicly update or revise these statements unless required. Accordingly, undue reliance on forward-looking information should be avoided. All forward-looking statements in this document are qualified by this cautionary statement.

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

We strongly caution you not to rely on any information contained in press articles or other media regarding us and the [**REDACTED**]. Prior to the publication of this Document, there has been press and media coverage regarding us, our business, our industry and the [**REDACTED**]. There may be additional media coverage regarding us, our business, our industry and the [**REDACTED**] subsequent to the date of this Document but prior to the completion of the [**REDACTED**]. Such press and media coverage may include references to certain information that does not appear in this Document, including certain operating and financial information and projections, valuations and other information. None of us or any other person involved in the [**REDACTED**] has authorized the disclosure of any such information in the press or media and none of us accepts any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication. Our Company, the Joint Sponsors, the Overall Coordinators, [**REDACTED**], any of our and their respective directors, supervisors, officers, representatives, employees, advisers or any other persons or parties involved in the [**REDACTED**] make no representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication. To the extent that any such information is inconsistent or conflicts with the information contained in this Document, our Company, the Joint Sponsors, the Overall Coordinators, [**REDACTED**], any of our and their respective directors, supervisors, officers, representatives, employees, advisers or any other persons or parties involved in the [**REDACTED**] disclaim responsibility for it, and you should not rely on such information.