OVERVIEW

We are a well-known automaker in China with strong expertise in vehicle development, design, and manufacturing. Our strategy is centered on charging and battery-swapping technologies, with a primary focus on serving B-end clients. In addition to automobiles, we offer both traditional fuel and new energy motorcycles, including mid-to-displacement models and provide a diverse range of general-purpose machinery solutions, such as generator sets, water pumps, and pressure washers, enabling us to meet a wide range of market demands.

Our history dates back to 1992 when we started to operate our motorcycle business. On December 28, 2007, our Company was converted into a joint stock company with limited liability and renamed as Lifan Industry (Group) Co., Ltd.* (力帆實業(集團)股份有限公司). In November 2010, our A Shares were listed on the main board of the Shanghai Stock Exchange (stock code: 601777). In August 2020, the Company commenced the Judicial Restructuring as a result of adjudicated bankruptcy. During the Judicial Restructuring, Azolla Fund has became our controlling shareholder under relevant PRC laws and regulations since then. Azolla Fund is jointly set up by Liangjiang Fund Management, which is ultimately wholly owned by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會) and Geely Group. See "— Corporate Development and Major Changes in Share Capital and Shareholdings" for more details.

In September and November 2024, respectively, Mr. Yin Qi (印奇), a leading figure in the AI field, with over a decade of deep experience in AI vision and a proven track record as a serial entrepreneur in AI, invested in and joined our Company as the chairman of our Board. In February 2025, our Company rebranded and was renamed strategically to its current name, Chongqing Afari Technology Co., Ltd. (重慶千里科技股份有限公司).

BUSINESS DEVELOPMENT MILESTONES

The following table shows a summary of our key business development milestones since our inception.

Year	Event
1997	Our Company was officially established in the PRC.
2003	We launched our automobile business.
2007	Our Company was converted into a joint stock company with limited liability under the laws of the PRC.
2010	Our Company's A Shares were listed on the main board of the Shanghai Stock Exchange (stock code: 601777).
2021	We completed the Judicial Restructuring, and Azolla Fund became the controlling shareholder under relevant PRC laws and regulations and a single largest shareholder of the Company since then.
2022	"LIVAN" brand was launched and LIVAN Auto, a subsidiary of our Company, was jointly established by our Company and Geely Automobile.
	LIVAN X3 Pro, a compact SUV model, was launched.
2023	LIVAN 7, an executive rear wheel drive coupe SUV model, was launched.

Year	Event
2024	Mr. Yin, a leading figure in the AI field, invested in and joined the Group as the chairman of our Board.
	LIVAN 8, an all-electric, seven-seat MPV model, was launched.
2025	We rebranded and were renamed to our current English name of "Chongqing Afari Technology Co., Ltd." and Chinese name of "重慶千里科技股份有限公司". Our smart cockpit solution business was launched.
	The preview version of the Smart Cockpit Agent OS system was released by Afari Intelligent Drive in the World Artificial Intelligence Conference (WAIC).
	We invested in Afari Intelligent Drive, which was consolidated by us and became our subsidiary.
	We initiated robotaxi solutions.
	Benz Digital Tech entered into share transfer agreements with our existing Shareholder, Lifan Holding, and became our Shareholder.

OUR MAJOR SUBSIDIARIES

As of the date of this Document, we conducted our business operations through 58 subsidiaries. Details of each of our Major Subsidiaries which made a material contribution to our results of operations during the Track Record Period are set out below.

Name of subsidiary	Place of incorporation	Date of incorporation and commencement of business	Equity interests held by the Company	Principal business activities
Afari Intelligent Drive	PRC	June 27, 2025	30%(1)	Intelligent driving and Assistance Driving System
LIVAN Auto	PRC	January 24, 2022	55%(2)	Sales and manufacturing of automobiles
Chongqing LIVAN Automobile Sales Co., Ltd.* (重慶睿藍汽車銷售有限公司)	PRC	December 22, 2021	100%	Sales of automobiles and auto parts
Chongqing LIVAN Automobile Manufacturing Co., Ltd.* (重慶睿藍汽車製造有限公司)	PRC	December 31, 2005	100%	Manufacturing of automobiles and auto parts
Chongqing LIVAN Automobile Research Institute Co., Ltd.* (重慶睿藍汽車研究院有限公司)	PRC	June 8, 2022	100%	Research and development of auto parts
Chongqing LIVAN Automobile Import and Export Co., Ltd.* (重慶睿藍汽車進出口有限公司)	PRC	July 25, 2016	100%	Sales of automobiles, automobiles import and export

Name of subsidiary	Place of incorporation	Date of incorporation and commencement of business	Equity interests held by the Company	Principal business activities
Lifan Motorcycle Production and Sales	PRC	May 27, 1996	100%	Sales and manufacturing of auto parts and motorcycle parts
Chongqing Lifan Ruichi Motorcycle Co., Ltd.* (重慶力帆瑞馳摩托車有限公司)	PRC	December 16, 2019	100%	Manufacturing of motorcycles
Chongqing Lifan Industry (Group) IMP. & EXP. Co., Ltd.* (重慶力帆實業(集團)進出口有限公司)	PRC	March 8, 2000	100%	Sales of motorcycle engines and motorcycles
Chongqing Lifan Industry (Group) Sales Co., Ltd.* (重慶力帆實業集團銷售有限公司)	PRC	August 9, 2002	100%	Sales of auto parts, motorcycle parts and motorcycles
Chongqing Lifan Power Co., Ltd.* (重慶力帆內燃機有限公司)	PRC	July 17, 2001	100%	Manufacturing of General equipment
Chongqing Runtian Real Estate Development Co., Ltd.* (重慶潤田房地產開發有限公司)	PRC	August 30, 2012	50%(3)	Real Estate
Lifan Group Chongqing Wanguang New Energy Technology Co., Ltd.* (力帆集團重慶萬光新能源科技有限公司)	PRC	April 1, 2004	100%	Manufacturing of battery products, battery machinery and battery materials

Notes:

(1) As of the Latest Practicable Date, the Company was entitled to control 60% voting rights in Afari Intelligent Drive. For more details, see "— Major Acquisitions, Disposals and Mergers" in this section.

(2) As of the Latest Practicable Date, LIVAN Auto was owned as to 45% by Zhejiang Geely Qizheng Automotive Technology Co., Ltd.* (浙江吉利啟征汽車科技有限公司), an indirect wholly-owned subsidiary of Geely Holding, a company ultimately and beneficially wholly owned by Mr. Li Shu Fu and his associates. Each of Chongqing LIVAN Automobile Import and Export Co., Ltd.* (重慶睿藍汽車進出口有限公司), Chongqing LIVAN Automobile Sales Co., Ltd.* (重慶睿藍汽車銷售有限公司) and Chongqing LIVAN Automobile Research Institute Co., Ltd.* (重慶睿藍汽車研究院有限公司) is wholly owned by LIVAN Auto.

(3) The remaining interests were held by two Independent Third Parties. See "— Shareholding and Corporate Structure Immediately Prior to the [**REDACTED**]" below for more details.

Except for Afari Intelligent Drive, which was established in June 2025 and consolidated by the Company as a subsidiary in October 2025, the Major Subsidiaries had remained subsidiaries of the Company throughout the Track Record Period. For further details of these subsidiaries, see "— Shareholding and Corporate Structure Immediately Prior to the [**REDACTED**]" in this section.

CORPORATE DEVELOPMENT AND MAJOR CHANGES IN SHARE CAPITAL AND SHAREHOLDINGS

Early development of our Company

In 1992, we started to operate our motorcycle business. In December 1997, our Company was officially established under the name of Chongqing Lifan Hongda Industry (Group) Ltd.* (重慶力帆轟達實業(集團)有限公司), and then was renamed as Lifan Industry (Group) Ltd.* (力帆實業(集團)股份有限公司) in April 1999. It was wholly owned by four individuals (the "**Initial Shareholders**").

In 2003, the Initial Shareholders established Chongqing Lifan Holdings Co., Ltd.* (重慶力帆控股有限公司) ("**Lifan Holdings**") as their investment holding vehicle, and transferred 99% of the equity interests that they collectively held in the Company to Lifan Holdings. Upon completion of the equity transfer in November 2003, the Company was held as to 99% by Lifan Holdings and 1% by the Initial Shareholders.

Conversion into a joint stock limited company and listing on the Shanghai Stock Exchange

On December 28, 2007, our Company was converted into a joint stock limited company with an initial registered share capital of RMB650,000,000. Upon completion of the Company's conversion into a joint stock limited company, the Company was owned as to approximately 98.17% by Lifan Holdings.

In November 2010, we completed the listing of our A Shares on the Shanghai Stock Exchange (stock code: 601777) (the "**A Share Listing**"). Following the A Share Listing, Lifan Holdings remained as our Company's largest shareholder, owning approximately 65.02% of our Company's then share capital.

Private Placement of A Shares in January 2015

In January 2015, as approved by the CSRC, we successfully conducted a private placement of our A Shares, raising gross proceeds of approximately RMB1,700 million to optimize the Company's capital structure and strengthen its automobile business. A total of 242,857,142 A Shares were issued at a price of RMB7.00 per Share to seven investors, who are Independent Third Parties. Following the completion of the private placement, the Company's total issued share capital increased to 1,257,624,029 A Shares.

As of the Latest Practicable Date, there were no other outstanding options, warrants, or convertible securities that could potentially affect the shareholding structure of our Company.

Judicial Restructuring in 2020

In light of the then structural transformation of the automobile and motorcycle industries in the PRC, together with intensified market competition and management issues, the Group's traditional automobile business suffered from continuous losses and liquidity constraints. As a result, by mid-2020 the Group had encountered substantial debt risks and financial distress, was unable to satisfy its due debts, and became insolvent. In June and July 2020, certain creditors of the Group applied to the Fifth Intermediate People's Court of Chongqing (重慶市第五中級人民法院) (the "**Court**") for the declaration of bankruptcy and restructuring of the Company and certain of its subsidiaries on the grounds that the Company is unable to pay its due debts and lack of solvency. In August 2020, the Court formally commenced judicial restructuring proceedings (the "**Judicial Restructuring**") in respect of the Company and several of its wholly-owned subsidiaries, and appointed a restructuring administrator to assume control over the restructuring process and manage the operations of the Group during the process of Judicial Restructuring. The Court further ordered that the Company and the relevant subsidiaries could continue their operations under the supervision of the administrator.

The shareholding structure of our Company immediately before the Judicial Restructuring was as follows:

Name of Shareholder	Number of A Shares held	Approximate percentage of ownership
Lifan Holdings	618,542,656	47.08%
Other Shareholders	695,214,923	52.92%
Total	**1,313,757,579**	**100.00%**

As part of the Judicial Restructuring, after a public recruitment process, Geely Maijie Investment Co., Ltd. (吉利邁捷投資有限公司) ("**Geely Maijie**") and Liangjiang Fund Management were identified as potential investors for the Judicial Restructuring and entered into an investment agreement with Liangjiang Fund Management, Geely Maijie and Geely Technology (being the holding company of Geely Maijie) at the relevant time on November 6, 2020, pursuant to which the administration of the investment for the Judicial Restructuring shall be conducted by (i) Azolla Fund, a fund jointly set up by Liangjiang Fund Management and Geely Maijie, and (ii) Geely Maijie, Geely Technology or other companies controlled as to at least 70% by them (the "**Industry Investor**"). On November 30, 2020, the Court approved the plan for the Judicial Restructuring (the "**Plan**") formulated and submitted by the administrator. According to the Plan, new A Shares were issued to Azolla Fund and Industry Investor, Chongqing Jianghehui, and other Shareholders to repay the outstanding debts then owed by the Company to its creditors.

In February 2021, the Court declared the completion of the Judicial Restructuring. As of the Latest Practicable Date, the Company was not subject to any regulatory measures previously imposed under the A share listing rules as a result of the Judicial Restructuring. None of the current Directors and senior management of the Company was involved in the Judicial Restructuring. The shareholding structure of our Company immediately after the completion of the Judicial Restructuring was as follows:

Name of Shareholder	Number of A Shares held	Approximate percentage of ownership
Azolla Fund(1)	1,349,550,000	29.99%
Chongqing Jianghehui(2)	900,000,000	20.00%
Lifan Holdings(3)	618,542,656	13.75%
Other Shareholders	1,631,907,344	36.26%
Total	**4,500,000,000**	**100.00%**

Notes:

(1) Azolla Fund is a limited partnership incorporated in the PRC on December 14, 2020. The general partner of Azolla Fund is Azolla EM, which is held as to 51% and 49% by Liangjiang Fund Management and Geely Technology, respectively. Liangjiang Fund Management is wholly owned by Liangjiang Industrial Development, which is in turn wholly owned by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會), a PRC government body. Geely Technology is held as to 55% and 45% by Ningbo Ruima Enterprise Management Partnership (L.P.)* (寧波銳馬企業管理合夥企業(有限合夥)) and Zhejiang Jidi Technology Co., Ltd.* (浙江濟底科技有限公司), respectively, which in turn are each held as to 78.17% and 91.00% by Mr. Li Shu Fu (李書福).

(2) Chongqing Jianghehui is a limited liability company incorporated in the PRC on October 29, 2020. At the time of the Judicial Restructuring, Chongqing Jianghehui was wholly owned by Geely Technology. See "— Transfers of equity or partnership interests in substantial Shareholders in 2024" below for details of changes in the shareholding of Chongqing Jianghehui after the Judicial Restructuring.

(3) Lifan Holdings is a limited liability company incorporated in the PRC on November 19, 2003. As part of the Plan, all equity interests held by Lifan Holdings were transferred by the Initial Shareholders to Chongqing Huiyang Holding Co., Ltd.* (重慶匯洋控股有限公司) ("**Chongqing Huiyang**"), and all equity interests in Chongqing Huiyang were contributed as trust assets to establish a trust plan (the "**Trust Plan**") with CCB Trust Co., Ltd.* (建信信託有限責任公司) acting as the trustee to manage the Trust Plan. Pursuant to the Trust Plan, except for the debts repaid by cash directly, relevant trust products were issued and the corresponding beneficial interests would be distributed to certain creditors of the Company to repay the due debts owed by Lifan Holdings to its creditors.

Transfers of equity or partnership interests in substantial Shareholders in 2024

In 2024, certain equity transfers took place in respect of the equity interests of Chongqing Jianghehui and the partnership interests of Azolla Fund.

Pursuant to an equity transfer agreement dated July 1, 2024, Geely Technology transferred 100% of its equity interests in Chongqing Jianghehui to Chongqing Jianghe Shunsui Enterprise Management Co., Ltd.* (重慶江河順遂企業管理有限公司) ("**Jianghe Shunsui**") at a consideration of RMB2.43 billion. Jianghe Shunsui is a limited liability company incorporated in the PRC on July 1, 2024 and it is wholly owned by Hainan Jianghe Anlan Investment Partnership (Limited Partnership)* (海南江河安瀾投資合夥企業(有限合夥)) ("**Jianghe Anlan**").

Pursuant to property share transfer agreements dated July 1, 2024 entered into between five limited partners of Azolla Fund, including Chongqing Jianghehui and Liangjiang Industrial Development, and Zhejiang Geely Industrial Investment Holding Co., Ltd.* (浙江吉利產投控股有限公司) ("**Geely Industrial**"), Geely Industrial acquired a total of approximately 50.94% limited partnership interests in Azolla Fund at a consideration of approximately RMB1.95 billion in aggregate. The relevant business registration procedures were completed in September 2024. Geely Industrial is a limited liability company wholly owned by Geely Holding. Both companies are affiliates of Geely Technology.

Investment of Benz Digital Tech in 2025

On September 25, 2025, Lifan Holdings entered into a series of share transfer agreements with, among others, Mercedes-Benz Digital Tech Ltd. ("**Benz Digital Tech**"), pursuant to which, Lifan Holdings transferred 135,633,002 A Shares in aggregate, representing approximately 3.00% of the then total issued share capital, to Benz Digital Tech, at a consideration of RMB9.87 per A Share, with the price determined at 75% of the closing price of the Company's A Shares on the trading date immediately preceding the date of the share transfer agreements. Such share transfer was completed on December 24, 2025.

Shareholding structure as of the Latest Practicable Date

As of the Latest Practicable Date, the Company was held by the following Shareholders:

Name of Shareholder	Number of A Shares held	Approximate percentage of ownership
Azolla Fund[(1)]	1,349,550,000	29.85%
Chongqing Jianghehui[(2)]	809,578,000	17.91%[(2)]
Lifan Holdings[(3)]	482,926,782	10.68%
Benz Digital Tech[(4)]	135,633,002	3.00%
Other A Shareholders	1,743,412,287	38.56%
Total	**4,521,100,071**	**100.00%**

Notes:

(1) As of the Latest Practicable Date, Azolla Fund had five partners, including (i) Azolla EM as the sole general partner, holding 0.03% partnership interest; (ii) Geely Industrial, as a limited partner, holding 50.94% partnership interest, which was ultimately controlled by Mr. Li Shu Fu; (iii) Liangjiang Industrial Development, which was in turn wholly owned by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會), a PRC government body, and (iv) two other limited partners, holding 12.85% partnership interests, who were Independent Third Parties.

Azolla EM, the sole general partner of Azolla Fund, was held as to 51% and 49% by Liangjiang Fund Management and Geely Technology, respectively.

(2) As of the Latest Practicable Date, Chongqing Jianghehui was indirectly wholly owned by Jianghe Anlan. As of the Latest Practicable Date, the partners of Jianghe Anlan, included (a) the general partner, Hainan Qianli Zhiqi Investment Co., Ltd.* (海南千里智騏投資有限公司) holding approximately 0.41% partnership interest, which was held as to 67.03% and 32.97% by Mr. Yin Qi (印奇), the chairman of our Board and an executive Director, and Mr. Bao Yi (鮑毅), a non-executive Director, respectively, (b) Mr. Yin Qi (印奇) as a limited partner holding 53.00% partnership interests, (c) Mr. Bao Yi (鮑毅), as a limited partner, holding 26.10% partnership interest, and (d) an Independent Third Party, as a limited partner, holding approximately 20.49% partnership interests.

On November 17, 2025, Chongqing Jianghehui announced a proposed disposal of up to 90,422,002 Shares, representing approximately 2% of the Company's total issued share capital as of the date of the announcement, by way of block trades to selected institutional investors. The proposed disposal was scheduled to take place during the period from December 8, 2025 to March 7, 2026. During the relevant period, Jianghehui undertook not to conduct any on-market disposals.

(3) As of the Latest Practicable Date, Lifan Holdings was wholly owned by Chongqing Huiyang. The entire equity interests in Chongqing Huiyang were held by CCB Trust Co., Ltd. (建信信託有限責任公司) as trustee of the CCB Trust Caidie No. 5 Property Rights Trust Plan, for the sole purpose of holding such equity interests and without making capital contributions to Chongqing Huiyang as its actual shareholder or exercising any proactive shareholder rights in respect of Chongqing Huiyang or its subsidiaries.

(4) As of the Latest Practicable Date, Benz Digital Tech was a subsidiary of Mercedes-Benz Group AG, a company listed on the Frankfurt and Stuttgart Stock Exchanges (stock code: MBG.DE), which was an Independent Third Party except for the interests in the Company. For more details, see "— Investment of Benz Digital Tech in 2025" above.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

Save as disclosed below, we had not carried out any major acquisitions, disposals or mergers during the Track Record Period and up to the Latest Practicable Date.

Consolidation of Afari Intelligent Drive

In June 2025, the Company established Afari Intelligent Drive in the PRC with its initial shareholders being Maichi Zhixing, Zhejiang Jirun, Zhijiang Zhongwang and Lotus Robotics. After subscription of the increased share capital of Afari Intelligent Drive by Jianghe Qixing in July 2025, the shareholding structure of Afari Intelligent Drive was as follows:

Shareholders	Registered capital subscribed	Corresponding equity interest in Afari Intelligent Drive
Jianghe Qixing (江河啟興)[(1)]	RMB60 million	30.00%
Maichi Zhixing (邁馳智行)[(2)]	RMB60 million	30.00%
Zhejiang Jirun (浙江吉潤)[(3)]	RMB60 million	30.00%
Zhijiang Zhongwang (智江眾旺)[(4)]	RMB10 million	5.00%
Lotus Robotics[(5)]	RMB10 million	5.00%
Total	**RMB200 million**	**100.00%**

Notes:

(1) Chongqing Jianghe Qixing Corporate Management Partnership Enterprise (Limited Partnership)* (重慶江河啟興企業管理合夥企業(有限合夥)) ("**Jianghe Qixing**"), is a limited partnership established in the PRC in June 2025. The general partner of Jianghe Qixing is Chongqing Zhiqi Xinwang Enterprise Management Co., Ltd.* (重慶智騏鑫旺企業管理有限公司) ("**Zhiqi Xinwang**"), a wholly-owned subsidiary of the Company, holding 13.33% partnership interests and made a capital contribution of RMB200 million in cash. Jianghe Qixing has three limited partners (together with Zhiqi Xinwang, "**Jianghe Qixing Partners**"), including (a) Chongqing Liangjiang District High Quality Development Industrial Private Equity Investment Fund Partnership (Limited Partnership) (重慶兩江新區高質量發展產業私募股權投資基金合夥企業(有限合夥)), which is ultimately controlled by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會), holding 33.33% limited partnership interests and made a capital contribution of RMB500 million in cash; (b) Chongqing Industrial Investment Master Fund Partnership (Limited Partnership)(重慶產業投資母基金合夥企業(有限合夥),"**Chongqing Industrial Master Fund**"), which is ultimately controlled by Chongqing State-owned Assets Supervision and Administration Commission (重慶市國有資產監督管理委員會), holding 33.33% limited partnership interests and made a capital contribution of RMB500 million in cash and (c) Hainan Jianghe Qianda Investment Partnership (Limited Partnership) (海南江河乾達投資合夥企業(有限合夥)), an Independent Third Party, holding 20% partnership interest and made a capital contribution of RMB300 million in cash. The capital contribution of each partner was proportionate to their respective partnership interests in Jianghe Qixing.

(2) Maichi Zhixing (Chongqing) Technology Co., Ltd.* (邁馳智行(重慶)科技有限公司) ("**Maichi Zhixing**"), was incorporated in the PRC in September 2024. As of the Latest Practicable Date, it was held by five shareholders, including Atomix (Chongqing) Information Technology Co., Ltd.* (原力聚合(重慶)信息技術有限公司 "**Atomix Chongqing**"), an Independent Third Party, as to 56.57%. Atomix Chongqing has a total of 28 shareholders, each holding less than 20% equity interests therein, including (a) Mr. Yin, our chairman and executive Director, holding approximately 9% equity interests therein; (b) Chongqing Industrial Master Fund holding approximately 12% equity interests therein; and (c) 26 Independent Third Parties. To the best knowledge of the Company, save as disclosed above, none of the shareholders of Atomix Chongqing has any relationships with the Group other than through Jianghe Qixing and Afari Intelligent Drive. Apart from Atomix Chongqing, as of the Latest Practicable Date, Maichi Zhixing was also owned by (i) Chongqing Zhichi Yixing Enterprise Management Consultancy Partnership (Limited Partnership)(重慶智馳逸行企業管理諮詢合夥企業(有限合夥)), with Fengzhi Yongdong (Chongqing) Enterprise Management Consultancy Co., Ltd. (風之湧動(重慶)企業管理諮詢有限責任公司) as its general partner (which was held by Mr. Yin Qi as to 70%) and Mr. Yang Mu, the CTO of Afari Intelligent Drive, as the sole limited partner holding 95% partnership interest therein, (ii) Wuhu Kuangyun AI Industrial Investment Fund (Limited Partnership) (蕪湖曠沄人工智能產業投資基金(有限合夥)), which was ultimately managed by Shanghai Rongyun Enterprise Management Co., Ltd. (上海榕沄企業管理有限公司) (which was held by Wang Chen and Yang Jingyu as to 60% and 40% respectively), and (iv) two limited partnerships being investment arms of Qiming China.

(3) Zhejiang Jirun Automobile Co., Ltd.* (浙江吉潤汽車有限公司) ("**Zhejiang Jirun**") is a company established in the PRC, controlled by Geely Holding.

(4) Chongqing Zhijiang Zhongwang Corporate Management Consulting Partnership (Limited Partnership)* (重慶智江眾旺企業管理諮詢合夥企業(有限合夥)) ("**Zhijiang Zhongwang**") is a limited partnership, established as the employee incentive platform of Afari Intelligent Drive, whose general partner is a company held as to 75% by Mr. Yin.

(5) Ningbo Lotus Robotics Co., Ltd.* (寧波路特斯機器人有限公司) ("**Lotus Robotics**") is a company indirectly controlled by Geely Holding.

The registered share capital subscribed by each shareholder of Afari Intelligent Drive was proportionate to their respective equity interests therein, and the consideration paid by Jianghe Qixing for its subscription of the increased share capital of Afari Intelligent Drive was determined based on the then valuation of Afari Intelligent Drive appraised by an Independent Third Party valuer.

Pursuant to the shareholders' agreement of Afari Intelligent Drive, each shareholder of Afari Intelligent Drive has agreed not to transfer or otherwise dispose of its equity interests in Afari Intelligent Drive without prior consent of all other shareholders of Afari Intelligent Drive. This arrangement envisages the long-term strategic cooperation between the shareholders of Afari Intelligent Drive, ensuring the long-term and stable development of Afari Intelligent Drive while balancing the interests of all its shareholders.

1. Background

Intelligent driving and Assistance Driving System solutions represent a core component of the Group's "AI + Mobility" capability and future competitiveness. Afari Intelligent Drive (through Jianghe Qixing) was established to serve as the Group's principal platform for the development, integration and commercialisation of its intelligent driving and Assistance Driving System solutions. At the time of establishment, the Group adopted a joint-venture structure so that partners could contribute complementary technologies and resources, while the Group could remain responsible for the business's overall direction, the nomination of the key management and day-to-day execution. Since establishment, the Group has been responsible for Afari Intelligent Drive's day-to-day management and operations and nominated the chairman of the board, the CEO, the CFO and the CTO of Afari Intelligence Drive. The alignment between Afari Intelligent Drive and the Group's technology business model was fully recognized by the joint venture partners. As the intelligent driving and Assistance Driving System sector developed rapidly and competition intensified, a more unified decision-making structure became necessary to enhance operational efficiency, avoid fragmented strategic directions and support faster product iteration. As such, the parties decided to amend the partnership agreement of Jianghe Qixing and enter into the Proxy Agreement, pursuant to which the Group will be able to consolidate strategic and operational control over Afari Intelligent Drive (through Jianghe Qixing) and to implement its intelligent driving and Assistance Driving System initiatives in a coordinated and timely manner, which is in line with the common interests of all shareholders of Afari Intelligent Drive.

2. Amendment of partnership agreement of Jianghe Qixing

Jianghe Qixing is a limited partnership established in the PRC in June 2025. The sole general partner of Jianghe Qixing is Zhiqi Xinwang, a wholly-owned subsidiary of the Company, holding approximately 13.33% partnership interest. In September 2025, the partners of Jianghe Qixing have unanimously agreed to amend the partnership agreement of Jianghe Qixing, resulting in Zhiqi Xinwang's control of the key corporate matters of Jianghe Qixing.

3. Voting proxy arrangement in relation to Afari Intelligent Drive

With a view to enhancing the Company's "AI + Mobility" solutions, and to securing the control over Afari Intelligent Drive, Jianghe Qixing entered into a shareholder voting proxy agreement (the "**Proxy Agreement**") on September 28, 2025, with Maichi Zhixing. Pursuant to the Proxy Agreement and the Shareholders' approval dated October 15, 2025, (i) Maichi Zhixing, holding 30% equity interests in Afari Intelligent Drive, irrevocably authorized Jianghe Qixing to exercise the relevant shareholders' rights attached to the shares it held in Afari Intelligent Drive, including, among others, voting rights in the shareholders' meeting of Afari Intelligent Drive on major corporate matters in relation to daily operations (the "**Shareholders Entrusted Matters**"), and (ii) with no prejudice to the directors' fiduciary duties, the directors nominated by Maichi Zhixing shall act in concert with the directors nominated by Jianghe Qixing when exercising their directors' rights over certain corporate matters on the board meetings of Afari Intelligent Drive (the "**Board Entrusted Matters**"). The Proxy Agreement shall be effective for so long as Maichi Zhixing holds shares in Afari Intelligent Drive. According to the articles of association of Afari Intelligent Drive, the board of directors of Afari Intelligent Drive shall comprise seven directors, of which each of Jianghe Qixing and Maichi Zhixing has the right to nominate three and two directors, respectively. As of the Latest Practicable Date, Afari Intelligent Drive had seven directors, including (a) Mr. Wang Jun, our President, as the chairman and general manager, who was nominated by Jianghe Qixing and (b) six other non-executive directors, among which two were nominated by Jianghe Qixing, two were nominated by Maichi Zhixing and two were nominated by Zhejiang Jirun. The shareholders' right in Afari Intelligent Drive to nominate directors are stipulated as follows: (a) Zhejiang Jirun is entitled to nominate two directors; (b) Maichi Zhixing is entitled to nominate two directors; and (c) Jianghe Qixing is entitled to nominate three directors. As a limited partnership, Jianghe Qixing does not have a corporate board of directors and its right to appoint directors to Afari Intelligent Drive is stipulated in its partnership agreement. Specifically,the general partner of Jianghe Qixing (i.e. Qizhi

Xingwang) is entitled to appoint two directors, while Chongqing Industrial Investment Master Fund is entitled to appoint one director.

By exercising control over Jianghe Qixing through Zhiqi Xingwang and by virtue of the Proxy Agreement, the Company has become the de facto controller of Afari Intelligent Drive, and is primarily responsible for its business's overall direction, the nomination of the key management and day-to-day execution. Maichi Zhixing, as a founder of Afari Intelligent Drive, is a core player in the intelligent driving and Assistance Driving System sector and has injected tangible assets valued at RMB1.5 billion into Afari Intelligent Drive. Relying on its technological reserves, operational experience and resources, Maichi Zhixing provides collaborative services to Afari Intelligent Drive including technical support and industrial connection, and cooperates with Jianghe Qixing to implement business plans and vote on relevant resolutions, so as to ensure the efficient decision-making in Afari Intelligent Drive.

The Shareholders Entrusted Matters include: (a) reviewing and approving proposals in relation to the business plan and daily operational matters of Afari Intelligent Drive, including but not limited to its acquisition of fixed assets, investments, and intangible assets; (b) reviewing and approving the annual budget plan proposed by the board of Afari Intelligent Drive, except for the proposed budget for related party transaction(s) of Afari Intelligent Drive with a value of RMB20 million or above whether individually or on an aggregated basis; and (c) reviewing and approving the annual financial statements and accounts of Afari Intelligent Drive.

The Board Entrusted Matters include: (a) executing the shareholders' resolutions of Afari Intelligent Drive; (b) formulating the business plan and operational proposals (including acquisition or disposal of fixed assets, investments, and intangible assets) of Afari Intelligent Drive; (c) preparing annual budget proposal of Afari Intelligent Drive; (d) preparing the annual final account plan of Afari Intelligent Drive; (e) formulating internal management structures of Afari Intelligent Drive; (f) approving for the appointment or removal of the chief executive officer and chief financial officer and their respective remuneration; and (g) formulating principal management policies of Afari Intelligent Drive.

4. Consolidation of Jianghe Qixing and Afari Intelligent Drive

As a result of the above, the Company controls 60% of the voting rights in Afari Intelligent Drive on Shareholders Entrusted Matters and Board Entrusted Matters and exercises effective control over its board of directors, through Jianghe Qixing. Accordingly, each of Jianghe Qixing and Afari Intelligent Drive has become a subsidiary of the Company and its financial results have been consolidated into the accounts of the Company since October 15, 2025 (the "**Consolidation of Afari Intelligent Drive**"). As of the date of this Document, the above consolidation of results has been properly and legally completed and all necessary regulatory approvals have been obtained.

Given that Jianghe Qixing serves as a special investment platform dedicated to Afari Intelligent Drive with no actual business operations, the amendment to the partnership agreement of Jianghe Qixing did not require Shareholders' approval of the Company and could be effected upon unanimous consent of the partners. Therefore, the relevant amendment agreement was entered into and became effective on September 27, 2025. By contrast, the Proxy Agreement constituted a related party transaction and a material transaction under PRC laws and regulations and required approval of the relevant Shareholder(s) of the Company, which was subject to notice and procedural requirements under relevant PRC laws and regulations. Therefore, although the Proxy Agreement was entered into on September 28, 2025, it only became effective on October 15, 2025 upon the Company's Shareholders' approval. The relevant agreements aforementioned were entered into for the purpose of gaining control over Afari Intelligence Drive through Jianghe Qixing. They formed multiple arrangements as a single transaction. On the basis of the foregoing, Jianghe Qixing and Afari Intelligent Drive were accounted for as joint ventures in September 2025 and accounted for as subsidiaries of the Company from October 15, 2025.

The Consolidation of Afari Intelligent Drive represents a critical step in the Company's strategic implementation and industry deployment in the field of intelligent driving and Assistance Driving System technology, and is of significant importance to the realization of the Company's overall strategy. Upon completion, the Company will achieve unified strategic deployment and comprehensive coordinated management of its intelligent driving and Assistance Driving System business, further integrate ecosystem partner resources, advance the application and development of "AI + Mobility" solutions, and enhance its overall competitiveness and market influence.

PUBLIC FLOAT AND FREE FLOAT

To the best knowledge and belief of our Directors and on the basis of the current shareholding structure, it is expected that, immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised and no changes are made to the issued share capital of the Company between the Latest Practicable Date and the [**REDACTED**] except for the [**REDACTED**]), a total of [**REDACTED**] H Shares, representing approximately [**REDACTED**]% of our total issued share capital, will be held by the public and counted towards the public float as required under Rule 19A.13A(2) of the Hong Kong Listing Rules. With respect to the indicative [**REDACTED**] range of HK$[**REDACTED**], HK$[**REDACTED**] and HK$[**REDACTED**] per [**REDACTED**] (being the low-end, mid-point and the upper-end of the [**REDACTED**], respectively), the expected market capitalization of the Company's H Shares will be approximately HK$[**REDACTED**], HK$[**REDACTED**] and HK$[**REDACTED**].

[**REDACTED**]

OUR LISTING ON THE SHANGHAI STOCK EXCHANGE AND REASONS FOR THE [REDACTED] ON THE HONG KONG STOCK EXCHANGE

Our A Shares have been listed on the Shanghai Stock Exchange since November 2010. Our Directors confirmed that, as of the Latest Practicable Date and during the Track Record Period, we have had no instances of material non-compliance with the rules of the Shanghai Stock Exchange and other applicable securities laws and regulations of the PRC in any material respects, and, to the best knowledge of our Directors having made all reasonable enquiries, there was no material matter that should be brought to the [**REDACTED**] attention in relation to our compliance record on the Shanghai Stock Exchange during the Track Record Period.

Our PRC Legal Adviser has advised us that, during the Track Record Period and up to the Latest Practicable Date, we have not been subject to any substantial administrative penalties or regulatory measures imposed by securities regulatory authorities in the PRC, and we have complied with the relevant laws and regulations on A share listings applicable to us in all material respects, and the above confirmation of our Directors with regard to our compliance record during the Track Record Period and up to the Latest Practicable Date is accurate and reasonable. Based on the independent due diligence conducted by the Sole Sponsor and our PRC Legal Adviser's view, nothing has come to the Sole Sponsor's attention that would cause it to cast doubt on our Directors' confirmation with regard to the compliance record of our Company on the Shanghai Stock Exchange in any material respect.

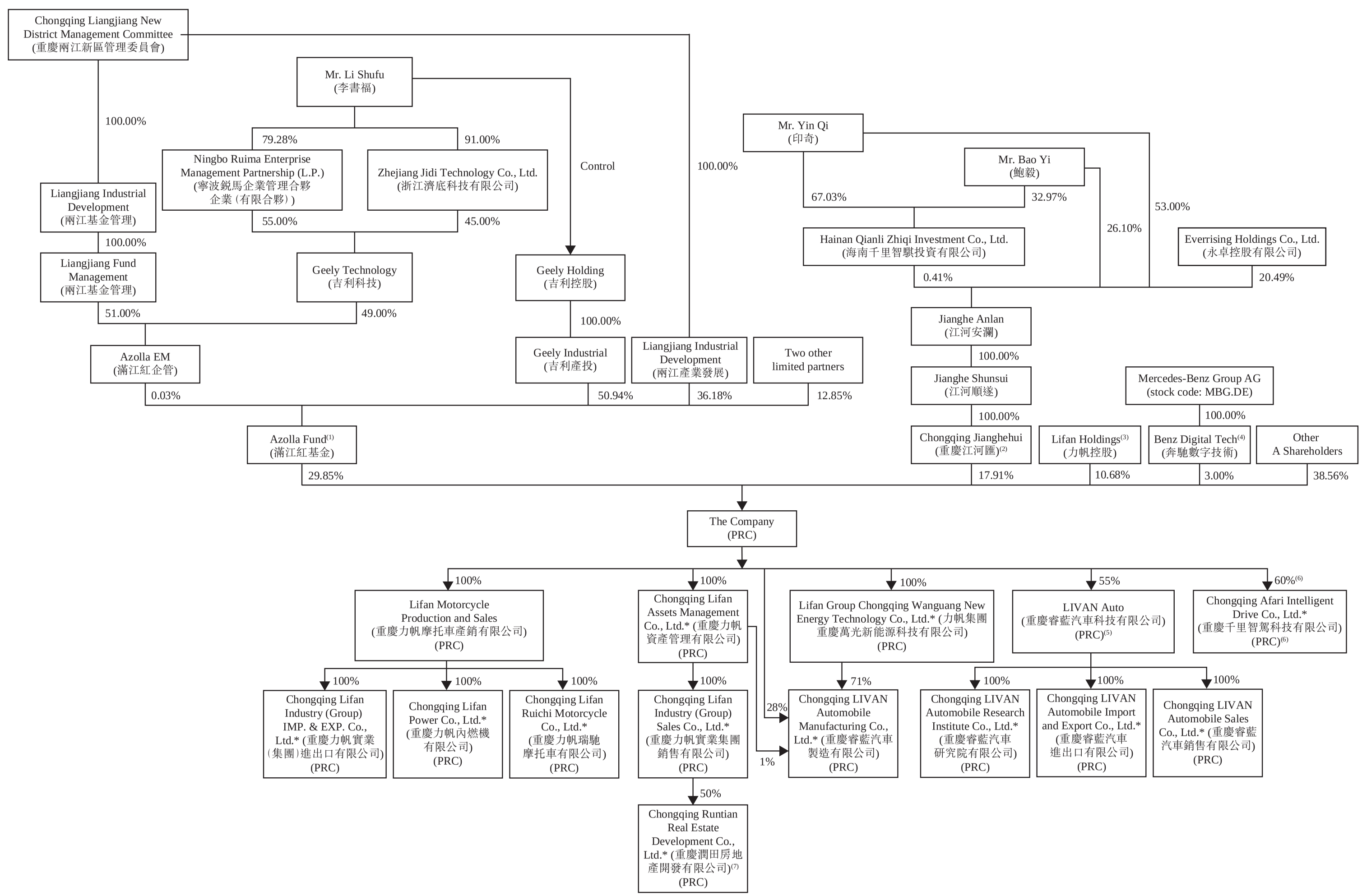
Our Company is seeking a [**REDACTED**] of its H Shares on the Hong Kong Stock Exchange in order to advance our Company's global strategic deployment, to accelerate the expansion of its overseas operations, to enhance its international brand presence, to provide further capital for the development and expansion of our Company's business and to further strengthen our core competitiveness. For more details, see "Business" and "Future Plans and Use of [**REDACTED**]" in this Document.

OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Upon completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), Azolla Fund will be able to exercise approximately [**REDACTED**]% voting rights in our Company. Azolla Fund and Azolla EM, the general partner of Azolla Fund, are considered as the single largest shareholder group of the Company under Hong Kong Listing Rules and pursuant to Chapter 1.1C of the Guide for New Listing Applicants, on the following basis: (a) the exercise of the voting rights attached to the Shares held by Azolla Fund is controlled by Azolla Fund's investment committee, the power of which is delegated by Azolla EM as the general partner of Azolla Fund; (b) the decision-making by such investment committee is not controlled by any of Liangjiang Industrial Development, Geely Technology or any other limited partners of Azolla Fund; (c) Azolla EM is not under the common control of Liangjiang Fund Management and Geely Technology, nor under the statutory control of either of them individually; and (d) such identification is consistent with the long-established A Share public filings and compliance with A Share listing rules.

SHAREHOLDING AND CORPORATE STRUCTURE IMMEDIATELY PRIOR TO THE [REDACTED]

The following chart sets forth our simplified shareholding and corporate structure immediately prior to the [**REDACTED**] (assuming that no changes are made to the issued share capital of our Company between the Latest Practicable Date and the [**REDACTED**]):



Notes:

(1) Azolla Fund is a limited partnership incorporated in the PRC on December 14, 2020. As of the Latest Practicable Date, Azolla Fund had five partners, including (i) Azolla EM as the sole general partner, holding 0.03% partnership interest; (ii) Geely Industrial, as a limited partner, holding 50.94% partnership interest, which was ultimately controlled by Mr. Li Shu Fu; (iii) Liangjiang Industrial Development, which was in turn wholly owned by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會), a PRC government body, and (iv) two other limited partners, holding 12.85% partnership interests, who were Independent Third Parties.

Azolla EM, the sole general partner of Azolla Fund, was held as to 51% and 49% by Liangjiang Fund Management and Geely Technology, respectively. Liangjiang Fund Management is in turn indirectly wholly owned by Chongqing Liangjiang New District Management Committee (重慶兩江新區管理委員會). Geely Technology is held as to 55% and 45% by Ningbo Ruima Enterprise Management Partnership (L.P.)* (寧波銳馬企業管理合夥企業(有限合夥)) and Zhejiang Jidi Technology Co., Ltd.* (浙江濟底科技有限公司), respectively, which in turn are each held as to 79.28% and 91.00% by Mr. Li Shu Fu (李書福). For more information, see "— Corporate Development and Major Changes in Share Capital and Shareholdings" in this section.

(2) As of the Latest Practicable Date, Chongqing Jianghehui is indirectly wholly owned by Jianghe Anlan. As of the Latest Practicable Date, the partners of Jianghe Anlan, included (a) the general partner, Hainan Qianli Zhiqi Investment Co., Ltd.* (海南千里智騏投資有限公司) holding approximately 0.41% partnership interest, which is held as to approximately 67.03% and 32.97% by Mr. Yin Qi (印奇), the chairman of our Board and an executive Director, and Mr. Bao Yi (鮑毅), a non-executive Director, respectively, (b) Mr. Yin Qi (印奇) as a limited partner holding approximately 53.00% partnership interests, (c) Mr. Bao Yi (鮑毅), as a limited partner, holding approximately 26.10% partnership interest, and (d) an Independent Third Party, as a limited partner, holding approximately 20.49% partnership interests. For more information, see "— Corporate Development and Major Changes in Share Capital and Shareholdings" in this section.

(3) Lifan Holdings is a limited liability company incorporated in the PRC on November 19, 2003. As part of the Plan, all equity interests held by Lifan Holdings were transferred by the Initial Shareholders to Chongqing Huiyang, and all equity interests in Chongqing Huiyang were contributed as trust assets to establish the Trust Plan with CCB Trust Co., Ltd.* (建信信託有限責任公司) acting as the trustee to manage the Trust Plan. Pursuant to the Trust Plan, except for the debts repaid by cash directly, relevant trust products were issued and the corresponding beneficial interests would be distributed to certain creditors of the Company to repay the due debts owed by Lifan Holdings to its creditors. As of the Latest Practicable Date, Lifan Holdings remains wholly owned by Chongqing Huiyang, the entire equity interests of which were held as trust assets of the Trust managed by CCB Trust Co., Ltd.* (建信信託有限責任公司). For more information, see "— Corporate Development and Major Changes in Share Capital and Shareholdings" in this section.

(4) As of the Latest Practicable Date, Benz Digital Tech was an indirect wholly-owned subsidiary of Mercedes-Benz Group AG, a company listed on the Frankfurt Stock Exchange (stock code: MBG.DE), which was an Independent Third Party except for the interests in the Company. For more details, see "— Corporate Development and Major Changes in Share Capital and Shareholdings" in this section.

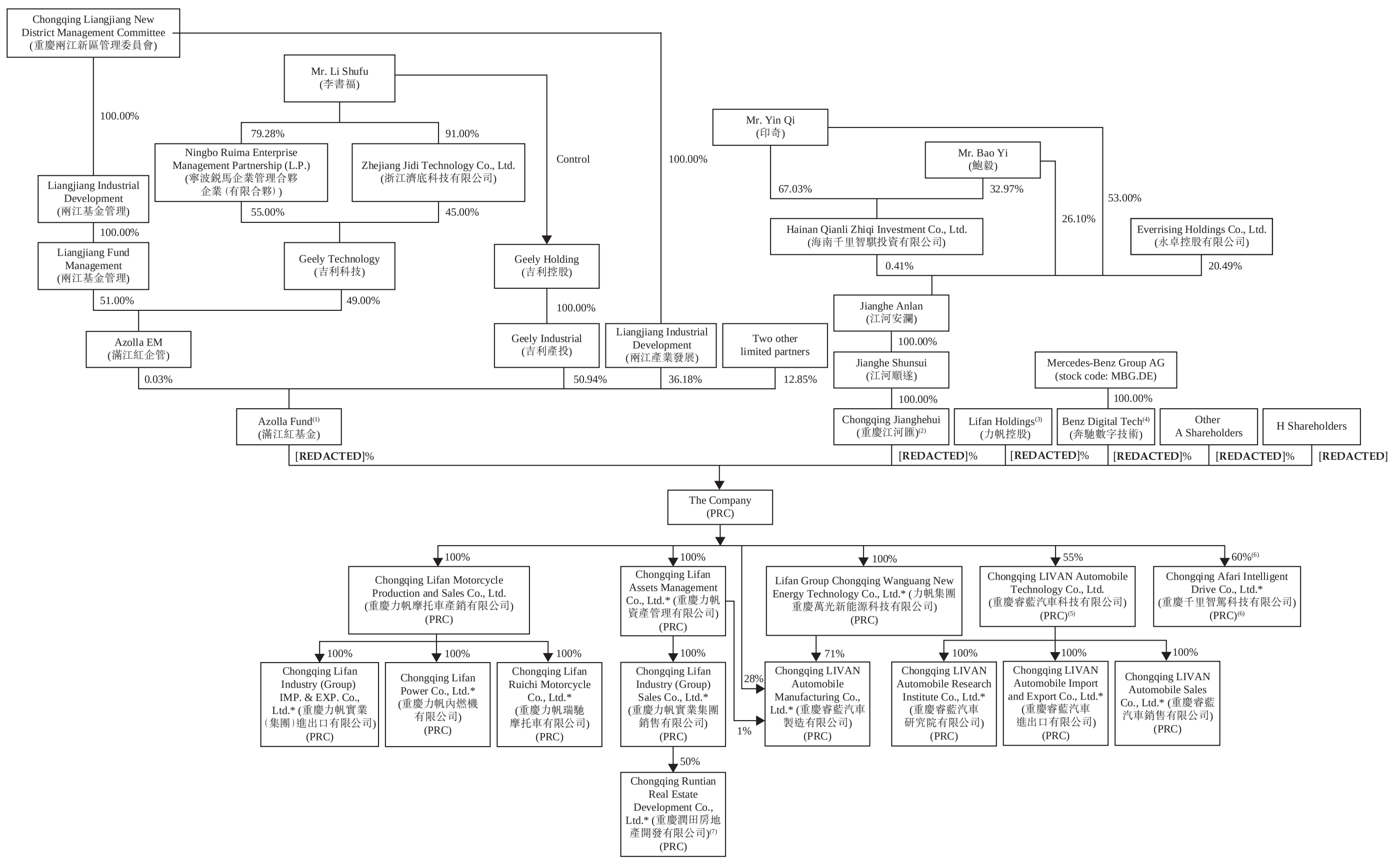
(5) As of the Latest Practicable Date, LIVAN Auto was owned as to 45% by Zhejiang Geely Qizheng Automotive Technology Co., Ltd.* (浙江吉利啟征汽車科技有限公司), an indirect wholly-owned subsidiary of Geely Holding, a company ultimately and beneficially wholly owned by Mr. Li Shu Fu and his associates.

(6) As of the Latest Practicable Date, Afari Intelligent Drive was beneficially owned as to 30% by each of Jianghe Qixing, Maichi Zhixing, and Zhejiang Jirun, respectively, and 5% by each of Zhijiang Zhongwang and Lotus Robotics, respectively. Pursuant to the Proxy Agreement entered into by Jianghe Qixing and Maichi Zhixing, Maichi Zhixing irrevocably authorized Jianghe Qixing to exercise certain shareholders' rights attached to the shares that it holds in Afari Intelligent Drive, representing 30% of its equity interests. As a result, the Company controls 60% of the voting rights in Afari Intelligent Drive on Shareholders Entrusted Matters and Board Entrusted Matters and exercises effective control over its board of directors, through Jianghe Qixing. For more details of Afari Intelligent Drive, see "— Major Acquisitions, Disposals and Mergers" in this section. Pursuant to the relevant capital increase agreement and shareholder agreement of Afari Intelligent Drive entered into among Jianghe Qixing, Zhejiang Jirun, Maichi Zhixing, Lotus Robotics and Zhijiang Zhongwang, and the articles of associations of Afari Intelligent Drive, shareholders of Afari Intelligent Drive, have certain customary special rights in Afari Intelligent Drive. Such special rights are limited to Afari Intelligent Drive and none of them entitles its shareholders to obtain any Shares or any share in other subsidiaries of the Company.

(7) Chongqing Runtian Real Estate Development Co., Ltd.* (重慶潤田房地產開發有限公司) is held by the Company as to 50%, Chongqing Yuqinke Commercial Management Partnership (Limited Partnership)* (重慶渝擎科商業管理合夥企業(有限合夥)) as to 35%, and an Independent Third Party as to 15%. Chongqing Yuqinke Commercial Management Partnership (Limited Partnership)* (重慶渝擎科商業管理合夥企業(有限合夥)) is controlled by its general partner which is ultimately controlled by Chongqing State-owned Assets Supervision and Administration Commission (重慶市國有資產監督管理委員會).

SHAREHOLDING AND CORPORATE STRUCTURE IMMEDIATELY FOLLOWING THE COMPLETION OF THE [REDACTED]

The following chart sets forth our simplified shareholding and corporate structure immediately following the completion of the **[REDACTED]** (assuming the **[REDACTED]** is not exercised and no changes are made to the issued share capital of our Company between the Latest Practicable Date and the **[REDACTED]**):



Notes (1) to (7): Please refer to the details contained in the preceding page.