
RELATIONSHIP WITH OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

OVERVIEW

As of the Latest Practicable Date, Dr. Chen controlled approximately 24.96% of the voting rights of our Company, comprising (i) approximately 23.27% beneficially owned by himself directly, and (ii) approximately 1.69% beneficially owned by Mingde Zhiyuan, which is wholly owned by Dr. Chen. Upon the [REDACTED], Dr. Chen will control [REDACTED]% of the voting rights of our Company, comprising (i) approximately [REDACTED]% beneficially owned by himself directly, and (ii) approximately [REDACTED]% beneficially owned by Mingde Zhiyuan. Therefore, Dr. Chen, together with Mingde Zhiyuan, were the single largest group of Shareholders of the Company as of the Latest Practicable Date and will be our Single Largest Group of Shareholders upon the [REDACTED].

COMPETITION

Our Single Largest Group of Shareholders confirm that as of the Latest Practicable Date, he/it or any of his/its close associates did not have any interest in a business which competes or is likely to compete, directly or indirectly, with our business, and requires disclosure under Rule 8.10 of the Listing Rules.

INDEPENDENCE FROM OUR SINGLE LARGEST GROUP OF SHAREHOLDERS

Our Directors consider that we are capable of carrying out our business independently from our Single Largest Group of Shareholders and their respective close associates after the [REDACTED], taking into account the following factors:

Management independence

Our business is primarily managed and conducted by our Board and senior management. Upon the [REDACTED], our Board will consist of seven Directors, comprising three executive Directors, one non-executive Director and three independent non-executive Directors. For more information, see “Directors and Senior Management.”

Our Directors believe that our Board and senior management are able to manage our business and function independently from our single largest group of Shareholders based on the following reasons:

- (i) each of our Director is aware of his/her fiduciary duties as a director which require, among other things, that he/she acts for the benefit and in the interest of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests;
- (ii) our daily management and operation decisions are made by all our executive Directors and senior management, all of whom have substantial experience in the industry in which we are engaged and will be able to make business decisions that are in the best interest of our Group. For details of the industry experience of our senior management, see the section headed “Directors and Senior Management” in this document;
- (iii) we have appointed three independent non-executive Directors, comprising more than one-third of the total members of our Board, who have sufficient knowledge, experience and competence with a view to bringing independent judgment to the decision-making process of our Board;
- (iv) between our management team and the Board, and our management team reports to the executive Directors, who are responsible for reporting to the Board. The Board supervises and monitors the performance of our Company’s management team generally through receiving reports from our executive Directors, attending meetings and other ad hoc

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meetings of our Board to consider, deliberate and approve material matters which exceed the delegated authorities of our management team, as well as through the regular updates provided to our Directors regarding our operational and financial information;

- (v) as an A-share listed company, we have formulated and adopted a comprehensive internal control and management system in compliance with the relevant requirements of the rules of the Shanghai Stock Exchange. The Articles of Association has also included relevant provisions to manage conflict of interest, pursuant to which our Directors are prohibited from voting in any Board resolution approving any contract or arrangement or any other proposal in which he/she or any of his/her close associates has a material interest, and shall not be counted in the quorum present at the particular Board meeting; and
- (vi) our Company has established internal control mechanisms to manage conflict of interests, including, among others, the policies and procedures to identify connected transactions and material interests of our Directors, senior management and Shareholders to ensure that our Shareholders, Directors or senior management with conflicting interests in a proposed transaction will abstain from voting on the relevant resolutions. See “—Corporate Governance Measures.”

Based on the above, our Directors are satisfied that our Board as a whole together with our senior management team are able to perform the managerial role in our Group independently.

Operational independence

Our Group is operationally independent of our Single Largest Group of Shareholders. We have established our own organizational structure, and each department is assigned to specific areas of responsibilities. Our Group holds or enjoys the benefits of material relevant licenses and intellectual properties necessary to carry on our business. We have our own facilities, equipment and employees to operate our business independent from our Single Largest Group of Shareholders. We also have independent access to our customers and suppliers.

Based on the above, our Directors are of the view that we are able to operate independently of our single largest group of Shareholders and their respective close associates.

Financial independence

We have a financial department which is independent of our Single Largest Group of Shareholders and such financial department is responsible for the Group’s finance, accounting, reporting, credit and internal control. We can make financial decisions independently without interference from our Single Largest Group of Shareholders and their associates. We maintain bank accounts with banks independently and do not share any bank accounts with our Single Largest Group of Shareholders and their associates. We also have sufficient capital to operate our business independently, and have adequate internal resources and a strong credit profile to support our daily operations. We believe that we are capable of obtaining financing from third parties without relying on any guarantee or security provided by our Single Largest Group of Shareholders or their associates.

The minority shareholder of D-infuture Tech, has provided guarantees in support of certain bank loans obtained by D-infuture Tech, which were taken out for financing the development and operations of D-infuture Tech (the “D-infuture Tech Guarantees”). We expect the D-infuture Tech Guarantees to continue following the [REDACTED] until the repayment of the underlying bank loans that are subject to the D-infuture Tech Guarantees. As of December 31, 2025, the outstanding guaranteed loans with the D-infuture Tech Guarantees amounted to RMB33.1 million. Notwithstanding the D-infuture Tech Guarantees, we have sufficient liquid assets available to meet our Group’s financial needs. As of December 31, 2025, our total indebtedness amounted to RMB854.2 million and the outstanding

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guaranteed loans with the D-infuture Tech Guarantees amounted to RMB33.1 million, resulting in a net amount of RMB821.1 million. Moreover, we have maintained a robust liquidity position. As of December 31, 2025, our current assets amounted to RMB3,823.6 million.

There was no loan, advance or guarantee provided by our Single Largest Group of Shareholders or their associates during the Track Record Period and as of the Latest Practicable Date. We have sufficient capital, facilities, equipment and employees to operate our business independently from our single largest group of Shareholders.

Based on the above, our Directors are of the view that we are able to maintain financial independence from our Single Largest Group of Shareholders and their respective close associates.

CORPORATE GOVERNANCE MEASURES

Our Company and Directors are committed to upholding and implementing the highest standards of corporate governance and recognize the importance of protecting the rights and interests of all Shareholders, including the rights and interests of our minority Shareholders. Our Company will comply with the provisions of the Corporate Governance Code in Appendix C1 to the Listing Rules (the “Corporate Governance Code”), which sets out principles of good corporate governance.

Our Directors recognize the importance of implementing good corporate governance and effective internal control measures in protection of our Shareholders’ interests. We would adopt the following measures to safeguard good corporate governance standards and to avoid potential conflict of interests between our Group and our Single Largest Group of Shareholders and their respective close associates:

- (i) as part of our preparation for the [REDACTED], we have adopted our Articles of Association in compliance with the Listing Rules. In particular, our Articles of Association provided that, unless otherwise stipulated:
 - a. a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his/her associates have a material interest nor shall such Director be counted in the quorum present at the meeting; and
 - b. when the Shareholders’ general meeting deliberates on connected transactions, connected Shareholders who hold significant interests in the relevant connected transactions or arrangements shall not participate in voting, and the number of voting shares they represent shall not be counted in the effective voting; the announcement of the Shareholders’ general meeting resolution shall fully disclose the voting status of the non-connected Shareholders condition;
- (ii) we are committed to ensure that our Board shall have a sufficiently balanced composition of executive Directors and independent non-executive Directors that can facilitate the exercise of independent judgment. We believe that the independent non-executive Directors have the necessary expertise to form and exercise independent judgment in the event of any conflict of interest between our Company and our single largest group of Shareholders. Further, the independent non-executive Directors will be able to seek independent professional advice from external parties in appropriate circumstances at our Company’s cost. See “Directors and Senior Management—Board of Directors—Independent Non-executive Directors”;
- (iii) as part of our preparation for the [REDACTED], we have amended our Articles of Association to comply with the Listing Rules which will become effective upon the [REDACTED]. In particular, our Articles of Association provide that, a Director shall abstain from voting on any resolution approving any contract, transaction or arrangement in which such Director or any of his/her close associates has a material interest nor shall such Director be counted in the quorum present at the Board meeting; in the event that the

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independent non-executive Directors are requested to review any conflicts of interests circumstances between our Group on the one hand and our single largest group of Shareholders and/or our Directors on the other hand, our single largest group of Shareholders and/or our Directors shall provide the independent non-executive Directors with all necessary information and our Company shall disclose the decisions of the independent non-executive Directors either through our annual report or by way of announcements;

- (iv) we have appointed Somerley Capital Limited as our compliance advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules, including various requirements relating to directors' duties and corporate governance;
- (v) in the event that any potential conflict of interest arises at the shareholders' level, our Single Largest Group of Shareholders shall abstain from voting in the shareholders' meeting of our Company with respect to the relevant resolution(s); our Company has formulated and adopted policies and mechanisms in relation to (i) internal controls and decision-making procedures for related party transactions and connected transactions, (ii) the prevention of appropriation of funds by Single Largest Group of Shareholders, actual controllers and other related parties, (iii) provision of external guarantee, and (iv) internal audit;
- (vi) if our Group and our Single Largest Group of Shareholders or any of their associates intend to engage in any connected transaction, our Company will comply with the relevant requirements relating to connected transactions under the Listing Rules; and
- (vii) as required by the Listing Rules, our independent non-executive Directors shall review all connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interest of our Shareholders as a whole.