OVERVIEW

We are a well-established professional outdoor apparel brand in China. Our products cater to the needs of diverse natural environments, such as skiing, mountaineering and hiking, as well as urban scenarios like suburban walk, park leisure and commuting. Our Company was established in 2004 under the name of Qingzhou Tanboer Apparel Co., Ltd. (青州市坦博爾服飾有限公司), and subsequently converted into a joint stock company with limited liability in 2013. Over more than two decades, we have established a comprehensive product portfolio that caters to diverse natural environment sports, including skiing, mountaineering and hiking, as well as urban outdoor scenarios, including suburban walks, park leisure and commuting. According to CIC, we are the fourth largest domestic professional outdoor apparel brand in China in terms of retail sales value in 2025.

MILESTONES

The following table summarizes various key milestones in our corporate and business development.

Year	Milestone
2004	Our Company was established in Shandong Province.
2005	We were recognized as a "China Famous Brand (中國名牌產品)," marking steady progress in our brand strategy.
2009	Our flagship store launched on Tmall (天貓), marking our strategic entry into e-commerce.
2010	We were designated as the "China Well-Known Trademark (中國馳名商標)" by the State Administration for Industry and Commerce, enhancing our core competitiveness through trademark strategy.
2012	We established three Employee Incentive Platforms, namely Qingzhou Tanwen, Qingzhou Boshun, and Qingzhou Erya.
2013	Our Company was converted into a joint stock company with limited liability.
2015	We were awarded the "National Industrial Brand Cultivation Demonstration Enterprise (全國工業品牌培育示範企業)" by the MIIT.
2017	We were recognized as a "National Intellectual Property Advantage Enterprise (國家知識產權優勢企業)" by the China National Intellectual Property Administration, further strengthening our IP strategy and innovation capabilities.
2018	We were granted the awards of "Great Country Craftsman Brand in China's Down Industry (中國羽絨行業大國工匠品牌)," and the "Special Contribution Award for National Apparel Standardization (全國服裝標準化工作特殊貢獻獎)." We were designated as the "Provincial Enterprise Technology Center (省級企業技術中心)"

Year	Milestone
2022	We were invited to exhibit at ISPO Munich, the leading international sports equipment trade fair in Munich, Germany, showcasing the quality and innovation of Chinese brands and manufacturing capabilities in the core exhibition hall.
2023	We were awarded the "Meritorious Enterprise in China's Down Industry (中國羽絨行業功勳企業)" and the "Corporate Social Responsibility Contribution Award (社會責任貢獻獎)."
	Our "Defining New Outdoor Trends (定義戶外新趨勢)" conference was held in Shanghai, leading industry development with premium outdoor products.
	We donated down jackets worth RMB10.05 million to earthquake-affected areas in Jishishan, Gansu Province, demonstrating our commitment to corporate social responsibility.
2024	We established partnerships with UNICEF and Narwhal Ocean Research Center.
	We collaborated with Beijing Institute of Fashion Technology (北京服裝學院) to establish the "Extreme Cold Technology Laboratory (極寒科技實驗室)."
2025	We became official apparel sponsor for Chinese National Nordic Combined Team (中國國家北歐兩項隊) and official supplier to the Austrian Snowboarding National Team.
	We were recognized as an "Outstanding Contributor to High-Quality Development of Shandong's Private Economy (山東省民營經濟高質量發展突出貢獻企業)."
	Our ski collection won the Gold Award at the China Tourism Commodity Competition (Light Tourism Equipment and Creative City Gifts Innovation Design Category) (中國旅遊商品大賽(輕型旅遊裝備和文創城市禮物創新設計主題)金獎).
	Our "Snow Dance on the Mountain Peak (雪舞山巔)" outdoor ice and snow trend show was held in Hangzhou, contributing to the high-quality development of the ice and snow economy.
	We were awarded "2025 Trustworthy Award for Outdoor Sports Brand of the Year" (2025安心獎年度戶外運動品牌) by Jiemian (《界面》) a Chinese business and financial news media platform.

OUR MAJOR SUBSIDIARIES

As of the Latest Practicable Date, we had the following subsidiaries which we regarded as our major subsidiaries (all of which are wholly-owned) in terms of financial contribution during the Track Record Period.

Name	Date of Establishment and Commencement of Business	Place of Establishment	Principal Business Activities
Qingzhou Tanboer Smart Technology Co., Ltd. (青州市坦博爾智慧科技有限公司) ("**Tanboer Smart Technology**")	August 8, 2024	PRC	Offline retail operations
Tanboer (Shanghai) Clothing Co., Ltd. (坦博爾(上海)服飾有限公司) ("**Shanghai Tanboer**")	November 11, 2021	PRC	R&D, sales and marketing
Tanboer (Hangzhou) E-Commerce Co., Ltd. (坦博爾(杭州)電子商務有限公司) ("**Hangzhou Tanboer**")	November 25, 2021	PRC	Sales of products on e-commerce platforms

For details of the principal activities of the other subsidiaries of our Group, see Note 1 to the Accountants' Report as set out in Appendix I to this document.

MAJOR ACQUISITIONS, DISPOSALS AND MERGERS

During the Track Record Period and up to the Latest Practicable Date, we did not conduct any acquisitions, disposals or mergers that we consider to be material to us.

MAJOR CORPORATE DEVELOPMENTS AND SHAREHOLDING CHANGES

Establishment of our Company and Subsequent Shareholding Changes

Our Company was established as a limited liability company in the PRC on April 19, 2004 under the name of Qingzhou Tanboer Apparel Co., Ltd. (青州市坦博爾服飾有限公司) with a registered capital of RMB10 million and founded by Mr. Wang Yongping (王勇萍), Ms. Wang Lili (王麗莉) and Ms. Wang Hong (王紅) (aunt of Mr. Wang Runji (王潤基), who is the son of Mr. Wang Yongping and Ms. Wang Lili and one of our Controlling Shareholders) as to 50%, 48% and 2%, respectively. After that, our Company underwent a series of capital changes and equity transfers, upon completion of which our Company was owned by Mr. Wang Yongping and Ms. Wang Lili as of 95% and 5% respectively.

Pursuant to a Shareholders' resolution dated March 20, 2012, Ms. Wang Lili agreed to transfer RMB0.8 million registered capital of our Company to Mr. Wang Yongping. Upon completion, our Company was wholly owned by Mr. Wang Yongping.

On November 20, 2012, Shanghai Lanyin, a company established under the laws of the PRC and currently owned by Ms. Wang Lili, Mr. Wang Runji, Ms. Wang Hong and Mr. Wang Kaiyuan (grandfather of Mr. Wang Runji) as to 55.00%, 44.50%, 0.27% and 0.23%, respectively, subscribed for RMB64 million registered capital of our Company at a consideration of RMB64 million. The consideration was determined with reference to the then registered capital of our Company. Upon completion, our registered capital was increased to RMB80 million, of which Shanghai Lanyin and Mr. Wang Yongping held as to 80% and 20%, respectively.

On December 28, 2012, our three Employee Incentive Platforms, including (1) Qingzhou Tanwen Investment Management Center L.P. ("**Qingzhou Tanwen**") (青州市坦文投資管理中心(有限合夥)), a limited partnership established in the PRC, the general partner of which is Ms. Wang Lili; (2) Qingzhou Boshun Investment Management Center L.P. ("**Qingzhou Boshun**") (青州市博順投資管理中心(有限合夥)), a limited partnership established in the PRC, the general partner of which is Ms. Xiao Na, our executive Director and finance director; and (3) Qingzhou Erya Investment Management Center L.P. ("**Qingzhou Erya**") (青州市爾雅投資管理中心(有限合夥)), a limited partnership established in the PRC, the general partner of which is Ms. Yang Xinli, a supervisor of one of our subsidiaries, subscribed for RMB3,977,200, RMB2,222,200 and RMB980,100 registered capital of our Company at the consideration of RMB6.98 million, RMB3.9 million and RMB1.72 million respectively. The considerations were determined with reference to the then registered capital of our Company and the fact that these subscribers serve as our Employee Incentive Platforms. Upon completion, our registered capital was increased to RMB87.18 million and our Company was owned by Shanghai Lanyin, Mr. Wang Yongping, Qingzhou Tanwen, Qingzhou Boshun and Qingzhou Erya as to 73.41%, 18.35%, 4.56%, 2.55% and 1.13%, respectively.

Conversion into a Joint Stock Company with Limited Liability

On June 1, 2013, the then Shareholders of our Company passed resolutions approving, among others, the conversion of our Company from a limited liability company into a joint stock company with limited liability (the "**Stock Conversion**"). According to the capital valuation report prepared by an Independent Third Party valuer, the total net asset value of our Company as of December 31, 2012 was RMB170,433,629.13, of which (i) RMB153,000,000 was converted to 153,000,000 Shares with a par value of RMB1.00 per Share, which were subscribed by all the then Shareholders in proportion to their respective equity interests in our Company before the Stock Conversion; and (ii) the remaining amount of approximately RMB17,433,629.13 was converted into capital reserve.

Immediately after the Stock Conversion, the then shareholding structure of our Company was as follows:

Shareholder	Number of Shares	Shareholding Percentage
		%
Shanghai Lanyin	112,319,983	73.41
Mr. Wang Yongping	28,079,996	18.35
Qingzhou Tanwen	6,979,985	4.56
Qingzhou Boshun	3,899,960	2.55
Qingzhou Erya	1,720,076	1.13
Total	**153,000,000**	**100.00**

Capital Increase

On September 29, 2013, we entered into a capital increase agreement with Shanghai Fuxin Equity Investment Fund Partnership (Limited Partnership) (上海復新股權投資基金合夥企業(有限合夥)) ("**Shanghai Fuxin**"), Gelai Simei (Shanghai) Investment Co., Ltd. (格萊斯美(上海)投資有限公司) ("**Gelai Simei**"), Qiu Tangshan (邱堂善) and Hu Jianqiu (胡建秋), each an Independent Third Party, pursuant to which Shanghai Fuxin, Gelai Simei, Qiu Tangshan and Hu Jianqiu agreed to subscribe for 11,071,324, 1,500,779, 1,531,073 and 196,824 Shares, respectively (the "**Capital Increase**"). The total consideration amounted to RMB58,123,132 and was fully paid up on October 15, 2013. The relevant considerations after arm's length negotiation with reference to the development status of our Company.

Immediately after the Capital Increase, our registered capital was increased to RMB167.3 million, and the shareholding structure of our Company was as follows:

Shareholder	Number of Shares	Shareholding Percentage
		%
Shanghai Lanyin	112,319,983	67.14
Mr. Wang Yongping	28,079,996	16.78
Shanghai Fuxin	11,071,324	6.62
Qingzhou Tanwen	6,979,985	4.17
Qingzhou Boshun	3,899,960	2.33
Qingzhou Erya	1,720,076	1.03
Qiu Tangshan	1,531,073	0.92
Gelai Simei	1,500,779	0.90
Hu Jianqiu	196,824	0.12
Total	**167,300,000**	**100.00**

Prior Quotation on the NEEQ

On February 16, 2015, we became quoted on the National Equities Exchange and Quotations ("**NEEQ**") (全國中小企業股份轉讓系統) (stock code: 831967). Immediately upon quotation, our shareholding structure was the same as that after the Capital Increase.

Ceased to be Quoted on the NEEQ

In November 2017, the then shareholders of our Company passed resolutions to voluntarily terminate the quotation of our Company on the NEEQ. On December 11, 2017, our Company formally ceased to be quoted on the NEEQ, considering the following factors:

(i) the NEEQ is a market open only to limited qualified investors and has a relatively lower trading volume and liquidity level compared to other stock exchanges, making it difficult to reflect the fair value of our Company;

(ii) our Company has limited ability to publicly raise funds to finance its business operations and development when quoted on the NEEQ; and

(iii) our Company intended to explore potential opportunity to list on other stock exchanges to access a more developed and international capital market, strengthen our fundraising capacity, diversify our shareholder base, and elevate our brand visibility and standards of corporate governance.

Our Directors confirm that during the period when our Company was quoted on the NEEQ and up to the cessation of quotation thereon, (i) our Company had been in compliance with all applicable laws and regulations as well as rules and regulations of the NEEQ in all material respects; (ii) our Company had not been subject to any disciplinary action by the relevant regulators in this respect; and (iii) there are no other issues relating to our quotation on the NEEQ and cessation to be quoted on the NEEQ that need to be brought to the attention of potential investors. The cessation of our Company's quotation on the NEEQ was approved by a unanimous consent of all our then shareholders. Therefore, there were no circumstances requiring our Company to repurchase its shares, thereby resulting in no specific share transaction price or any valuation of our Company at that time. There were changes in certain professional parties engaged by our Group between the previous listing application on the NEEQ and the current [**REDACTED**], including the auditors, PRC legal advisors and the lead securities intermediary engaged for the respective [**REDACTED**]. Such changes were made for commercial reasons after considering the track record, transaction experience, industry reputation and execution capabilities of the relevant professional parties, in light of the nature and requirements of the current [**REDACTED**]. There were no material disagreements between our Group and the relevant professional parties in connection with such changes.

Our PRC Legal Advisor is of the view that (i) the Company's quotation on and the cessation of the Company's quotation on the NEEQ of the Company were in compliance with applicable laws and regulations, (ii) during the period when the Company was quoted on the NEEQ and up to the cessation of quotation thereon, the Company had been in compliance with all applicable laws and regulations in all material respects, with no penalties or other regulatory measures imposed by regulatory authorities. Our Directors are of the view that, as advised by our PRC Legal Advisor, the Group has complied with all relevant laws and regulations applicable to companies quoted on the NEEQ and has not been subject to any disciplinary actions or administrative penalties for non-compliance imposed by any regulatory authorities during its period of quotation on the NEEQ.

Based on the due diligence work performed by the Sole Sponsor, there are no material findings that have come to the attention of the Sole Sponsor which would reasonably cause it to cast doubt on the Directors' confirmations above.

Immediately upon cessation of our Company's quotation on the NEEQ, our shareholding structure was as follows:

Shareholder	**Number of Shares**	**Shareholding Percentage**
		%
Shanghai Lanyin	112,319,983	67.14
Mr. Wang Yongping	42,379,996	25.33
Qingzhou Tanwen	6,979,985	4.17
Qingzhou Boshun	3,899,960	2.33
Qingzhou Erya	1,720,076	1.03
Total	**167,300,000**	**100.00**

Share Transfer

On July 7, 2022, Mr. Wang Yongping entered into an equity transfer agreement with Ms. Wang Lili, pursuant to which Mr. Wang Yongping agreed to transfer all 42,379,996 Shares that he held to Ms. Wang Lili for nil consideration, as part of their family wealth management planning. Upon completion, the shareholding structure of our Company was as follows:

Shareholder	Number of Shares	Shareholding Percentage
		%
Shanghai Lanyin	112,319,983	67.14
Ms. Wang Lili	42,379,996	25.33
Qingzhou Tanwen	6,979,985	4.17
Qingzhou Boshun	3,899,960	2.33
Qingzhou Erya	1,720,076	1.03
Total	**167,300,000**	**100.00**

OUR EMPLOYEE INCENTIVE PLATFORMS

In recognition of the contributions of our employees and to incentivize them to further promote our development, Qingzhou Tanwen, Qingzhou Boshun, and Qingzhou Erya were established as limited partnerships in the PRC as our Employee Incentive Platforms on December 25, 2012 to implement our Share Incentive Scheme. For further details of the Share Incentive Scheme, please refer to "Appendix VII — Statutory and General Information — Share Incentive Scheme".

As of the Latest Practicable Date, the general partner of Qingzhou Tanwen was Ms. Wang Lili, the chairperson of the Board, executive Director and general manager of our Company, holding approximately 66.76% partnership interests therein, and was entitled to exercise the voting rights attached to the Shares held by Qingzhou Tanwen. Ms. Wang Lili holds her partnership interests in Qingzhou Tanwen for her own benefit and not on behalf of other grantees. As of the Latest Practicable Date, Qingzhou Tanwen owned approximately 4.17% of the issued Shares of our Company and had 13 limited partners in total, including, among others, (i) Ms. Wang Hong, aunt of Mr. Wang Runji, holding approximately 2.87% partnership interests; (ii) Mr. Hou Zengjiang, an executive Director and the deputy general manager and Board secretary of our Company, holding approximately 2.87% partnership interests; (iii) Mr. Chen Shangbiao (陳尚標), a former supervisor of our Company and currently a supervisor of one of our subsidiaries, holding approximately 2.29% partnership interests; (iv) Ms. Wu Jincai (吳金彩), a director of one of our subsidiaries, holding approximately 2.29% partnership interests; (v) Ms. Wang Xiuli (王秀麗), a former employee of our Group and sister of Ms. Wang Lili, holding approximately 2.87% partnership; (vi) Ms. Wang Liqin (王麗芹), a former employee of our Group and sister of Ms. Wang Lili, holding approximately 2.87% partnership; (vii) Ms. Wang Lixia (王麗霞), a former employee of our Group and sister of Ms. Wang Lili, holding approximately 2.87% partnership; and (viii) Mr. An Rongliang (安榮亮), a former employee of our Group and brother-in-law of Ms. Wang Lili, holding approximately 2.87% partnership. Save as disclosed above, other limited partners are current or former employees of our Group, being Independent Third Parties.

As of the Latest Practicable Date, the general partner of Qingzhou Boshun was Ms. Xiao Na, an executive Director and finance director of our Company, holding approximately 5.13% partnership interests therein, and was entitled to exercise the voting rights attached to the Shares held by Qingzhou Boshun. As of the Latest Practicable Date, Qingzhou Boshun owned approximately 2.33% of the issued Shares of our Company and had 11 limited partners in total, including, among others, (i) Ms. Wang Lili, holding approximately 66.92% partnership interests; (ii) Ms. Liu Jihua (劉繼花), a supervisor of one of our subsidiaries, holding approximately 2.56%

partnership interests; (iii) Ms. Liu Yan (劉燕), a director of eight of our subsidiaries, holding approximately 3.33% partnership interests; and (iv) Ms. Zhang Chunlian (張春蓮), a director of one of our subsidiaries, holding approximately 2.56% partnership interests. Save as disclosed above, other limited partners are current or former employees of our Group, being Independent Third Parties.

As of the Latest Practicable Date, the general partner of Qingzhou Erya was Ms. Yang Xinli (楊信莉), a supervisor of eight of our subsidiaries, holding approximately 3.49% partnership interests therein, and was entitled to exercise the voting rights attached to the Shares held by Qingzhou Erya. As of the Latest Practicable Date, Qingzhou Erya owned approximately 1.03% of the issued Shares of our Company and had five limited partners in total, including, among others, (i) Ms. Wang Lili, holding approximately 79.65% partnership interests and (ii) Ms. Zhao Zhenmei (趙振美), the spouse of Mr. Hou Zengjiang, holding approximately 2.91% partnership interests. Save as disclosed above, other limited partners are current or former employees of our Group, being Independent Third Parties.

Save as disclosed above, as of the Latest Practicable Date, none of the partners of Qingzhou Tanwen, Qingzhou Boshun or Qingzhou Erya was a director, supervisor or senior management member of our Company or its subsidiaries, nor were they connected persons of our Company.

[**REDACTED**]

As of the Latest Practicable Date, our Company had a total of five shareholders, including (1) Shanghai Lanyin; (2) Ms. Wang Lili; (3) Qingzhou Tanwen; (4) Qingzhou Boshun; and (5) Qingzhou Erya. Considering that: (i) Shanghai Lanyin is owned by Ms. Wang Lili (the chairperson of the Board, an executive Director and the general manager of our Company), Mr. Wang Runji , Ms. Wang Hong (aunt of Mr. Wang Runji) and Mr. Wang Kaiyuan (grandfather of Mr. Wang Runji) as to 55.0%, 44.5%, 0.27% and 0.23%, respectively; (ii) Ms. Wang Lili is the chairperson of the Board, an executive Director and the general manager of our Company; (iii) Ms. Wang Lili is the general partner of Qingzhou Tanwen and is entitled to exercise the voting rights attached to the Shares of our Company held by Qingzhou Tanwen; (iv) Ms. Xiao Na, an executive Director and finance director of our Company, is the general partner of Qingzhou Boshun, and is entitled to exercise the voting rights attached to the Shares of our Company held by Qingzhou Boshun. In addition, Ms. Wang Lili, a limited partner of Qingzhou Boshun, held approximately 66.92% of its partnership interests; and (v) Ms. Wang Lili, a limited partner of Qingzhou Erya, held approximately 79.65% of its partnership interest, all Shares held by our existing Shareholders (including any H Shares to be converted from Unlisted Shares) will not be counted towards the [**REDACTED**], as these Shareholders are regarded as core connected persons of our Company.

It is expected that all H Shares to be issued by our Company in connection with the [**REDACTED**] will be counted towards the [**REDACTED**] for the purposes of Rule 8.08 of the Listing Rules. As such, immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised), the total number of H Shares held by the [**REDACTED**] is expected to represent [**REDACTED**]% of our total issued Shares upon [**REDACTED**]. Pursuant to Rule 19A.13A(1) of the Listing Rules, the minimum prescribed [**REDACTED**] percentage threshold is [**REDACTED**]% (assuming an [**REDACTED**] of HK$[**REDACTED**] per [**REDACTED**], which is the low-point of the indicative [**REDACTED**] range), [**REDACTED**]% (assuming an [**REDACTED**] of HK$[**REDACTED**] per H Share, which is the mid-point of the indicative [**REDACTED**] range) and [**REDACTED**]% (assuming an [**REDACTED**] of HK$[**REDACTED**] per H Share, which is the high-point of the indicative [**REDACTED**] range), respectively, assuming the [**REDACTED**] is not exercised.

[**REDACTED**]

At the time of [**REDACTED**], our Company is expected to satisfy the [**REDACTED**] requirement under Rule 19A.13C(1) of the Listing Rules, with sufficient H Shares held by the [**REDACTED**] and available for [**REDACTED**].

OUR CAPITALIZATION

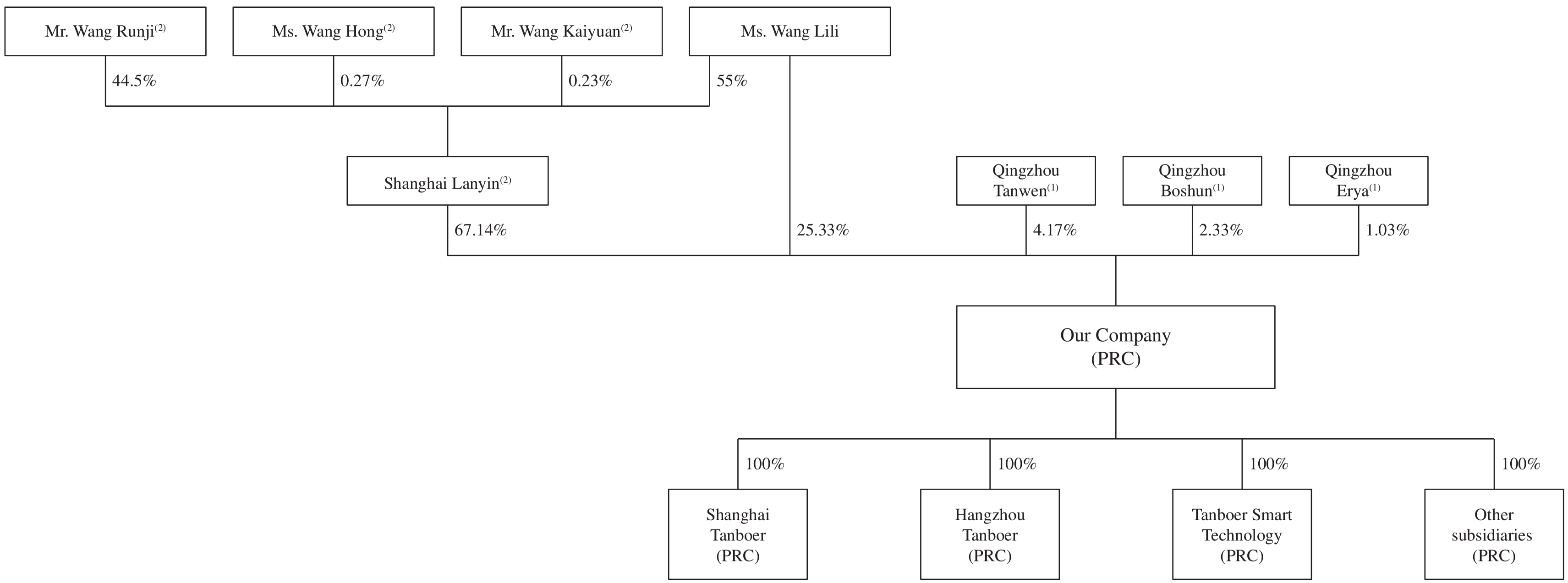
The shareholding structure of our Company is set forth below.

	As of the Latest Practicable Date		Immediately upon the completion of the [REDACTED] assuming the [REDACTED] is not exercised		
			Number of Shares		
Shareholder	**Number of Shares**	**Shareholding percentage**	**Unlisted Shares**	**H Shares**	**Shareholding percentage**
Shanghai Lanyin	112,319,983	67.14%	–	[REDACTED]	[REDACTED]%
Ms. Wang Lili	42,379,996	25.33%	–	[REDACTED]	[REDACTED]%
Qingzhou Tanwen	6,979,985	4.17%	–	[REDACTED]	[REDACTED]%
Qingzhou Boshun	3,899,960	2.33%	–	[REDACTED]	[REDACTED]%
Qingzhou Erya	1,720,076	1.03%	–	[REDACTED]	[REDACTED]%
Other [REDACTED] Shareholders	–	–	–	[REDACTED]	[REDACTED]%
Total	**167,300,000**	**100.00%**	**–**	[REDACTED]	**100.00%**

OUR SHAREHOLDING AND CORPORATE STRUCTURE

Immediately Prior to the [REDACTED] and as of the Latest Practicable Date

The following chart illustrates the simplified shareholding structure of our Group immediately before the completion of the [**REDACTED**] and as of the Latest Practicable Date:



Notes:

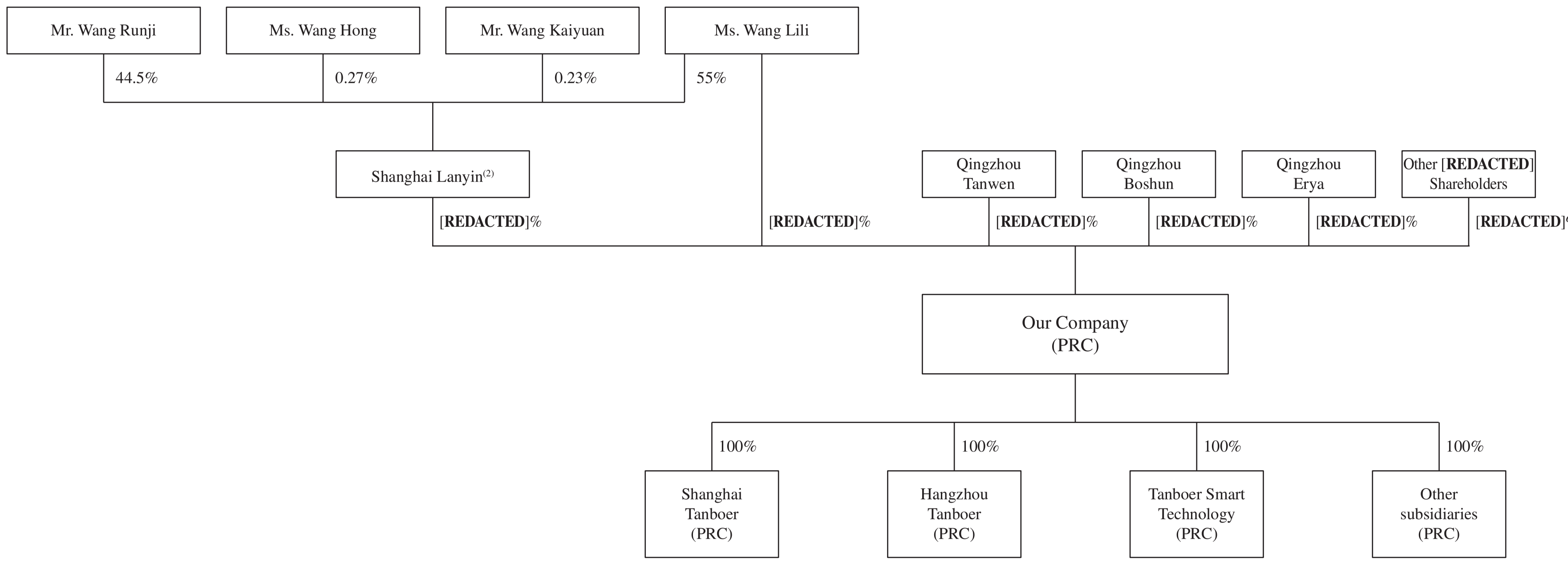
(1) Qingzhou Tanwen, Qingzhou Boshun, and Qingzhou Erya are our Employee Incentive Platforms. As of the Latest Practicable Date, Ms. Wang Lili holds 67% and 80% of the partnership interests in Qingzhou Boshun and Qingzhou Erya respectively, being their respective single largest limited partner. However, considering the distinct roles and powers of limited partners and general partners as stated in the respective partnership agreements of Qingzhou Boshun and Qingzhou Erya, Ms. Wang does not possess any voting right over the two employee incentive platforms nor the Shares held by them, and thus Qingzhou Boshun and Qingzhou Erya are not included as part of the group of Controlling Shareholders. For details, please refer to "— Our Employee Incentive Platforms" above.

(2) Mr. Wang Runji is the son of Ms. Wang Lili and Mr. Wang Yongping. Ms. Wang Hong is the aunt of Mr. Wang Runji. Mr. Wang Kaiyuan is the grandfather of Mr. Wang Runji. Shanghai Lanyin is an investment holding platform and is owned by Ms. Wang Lili, Mr. Wang Runji, Ms. Wang Hong (an aunt of Mr. Wang Runji) and Mr. Wang Kaiyuan (the grandfather of Mr. Wang Runji) as to 55.00%, 44.50%, 0.27% and 0.23%, respectively. Given the de minimis equity interests held by Ms. Wang Hong and Mr. Wang Kaiyuan in Shanghai Lanyin, representing only 0.27% and 0.23%, respectively, as advised by our PRC Legal Advisor, they are not in a position to control or materially influence Shanghai Lanyin or the exercise of the shareholder rights attached to the Shares of the Company held by Shanghai Lanyin.

Considering (i) Ms. Wang Hong and Mr. Wang Kaiyuan do not hold direct voting rights in the Company, and their shareholding proportions in Shanghai Lanyin are extremely minimal, at only 0.27% and 0.23%, respectively. Such decentralized and insignificant ownership proportions do not allow them to influence or control the voting outcomes or decision-making within Shanghai Lanyin. Meaningful control and decisive influence over Shanghai Lanyin remain firmly in the hands of Ms. Wang Lili and Mr. Wang Runji; (ii) Ms. Wang Hong and Mr. Wang Kaiyuan are not immediate family members of Ms. Wang Lili or Mr. Wang Runji. This lack of close familial ties further supports their exclusion from the group of Controlling Shareholders; (iii) Ms. Wang Hong and Mr. Wang Kaiyuan do not hold positions as executive Directors or senior management of the Company. Neither of them is engaged in defining or implementing significant business or corporate decisions of the Group; and (iv) Ms. Wang Hong and Mr. Wang Kaiyuan do not themselves act, nor intend to act, in concert with any member of the group of Controlling Shareholders, Ms. Wang Hong and Mr. Wang Kaiyuan should not be regarded as members of the group of Controlling Shareholders of the Company.

Immediately Following the [REDACTED]

The following chart illustrates the simplified shareholding structure of our Group immediately following the completion of the [**REDACTED**] (assuming the [**REDACTED**] is not exercised):



Note: See the notes in "— Immediately Prior to the [**REDACTED**] and as of the Latest Practicable Date" above.